

7-1-70 CLINTON OIL COMPANY

ASSUMED OPERATIONS FROM PAN AMERICAN PET

2-11-76 - Clinton Oil Co. will be known
as Energy Reserves Group, Inc.

FILE NOTATIONS			
Entered In NID File	<input checked="" type="checkbox"/>	Checked by Chief	<input checked="" type="checkbox"/>
Entered On S R Sheet	<input checked="" type="checkbox"/>	Copy NID to Field Office	<input checked="" type="checkbox"/>
Location Map Pinned	<input type="checkbox"/>	Approval Letter	<input checked="" type="checkbox"/>
Card Indexed	<input checked="" type="checkbox"/>	Disapproval Letter	<input type="checkbox"/>
IWR for State or Fee Land	<input type="checkbox"/>		
COMPLETION DATA: <i>unknown 2-13-59</i>			
Date Well Completed	<i>5-23-49</i>	Location Inspected	<input type="checkbox"/>
OW <input checked="" type="checkbox"/> WW <input type="checkbox"/> TA <input type="checkbox"/>		Bond released	<input type="checkbox"/>
GW <input type="checkbox"/> OS <input type="checkbox"/> PA <input type="checkbox"/>		State of Fee Land	<input type="checkbox"/>
LOGS FILED			
Driller's Log	<i>Prior to 06 ECC</i>		
Electric Logs (No.)	<i>2</i>		
E <input checked="" type="checkbox"/> I <input type="checkbox"/> E-I <input type="checkbox"/> GR <input type="checkbox"/> GR-N <input type="checkbox"/> Micro <input type="checkbox"/>			
Lat <input type="checkbox"/> Mi-L <input type="checkbox"/> Sonic <input type="checkbox"/> Others	<i>Radiation</i>		

Form 9-331a
(March 1942)

(SUBMIT IN TRIPLICATE)

Land Office **Salt Lake City**
Lease No. **065759**
Unit **Ashley Valley**

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

U. S. A. Stanolind Well #3

SUNDRY NOTICES AND REPORTS ON WELLS

Oil & Gas Div
March 23 1949

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 REDRILLING 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)

March 26, 1949

Well No. **3** is located **330** ft. from **N** line and **1450** ft. from **W** line of sec. **26**

NW 1/4 NW 26 (3/4 Sec. and Sec. No.)
T6S (Twp.)
R22E (Range)
Uinta-Salt Lake (Meridian)
Ashley Valley (Field)
Uintah (County or Subdivision)
Utah (State or Territory)

The elevation of the derrick floor above sea level is _____ ft. To be determined

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)

Drill well with rotary tools. Set 9-5/8" 32.3# Grade H-40 SS Casing at 500 ft. and circulate cement by two plug method. Test casing to 750 PSI for 30 minutes. Set 7" OD SS Casing consisting of approximately 3200 ft. 20# H-40 SS and 1100 ft. of 20# J-55 SS at top of Weber and cement with 500 sacks cement using two plug method. Test casing to 1000 PSI for 30 minutes. Drill into Weber until casing is well secured. Produce well through 2" tubing set approximately on bottom. Acidize and/or shoot and cement as necessary.

(SEE ATTACHED REPORT FOR APPROVAL)

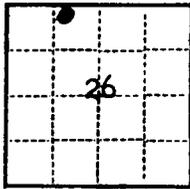
Approval of this report and work must receive approval in writing by the Geological Survey before operations may be commenced.

Company **Stanolind Oil and Gas Company**

Address **Rangely, Colorado**

By _____

Title **Field Superintendent**



UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY
CONSERVATION BRANCH

Sec. 26
T. 5 S.
R. 22 E.
S. L. Mer.

INDIVIDUAL WELL RECORD

PUBLIC LAND:

Date March 28, 1949

Ref. No. 15

Land office Salt Lake City State Utah
 Serial No. 065759 County Uintah
 Lessee Stanolind Oil and Gas Co. Field Ashley Valley
 Operator Stanolind Oil and Gas Co. District Salt Lake City
 Well No. 3 Subdivision NW NE 1/4 NW 1/4
 Location 306 ft. from N. line and 1006' ft. from E. line of 7W4 sec. 26
 Drilling approved March 28, 19 49 Well elevation 4912 R.B. feet
 Drilling commenced April 17, 19 49 Total depth 4287 feet
 Drilling ceased May 16, 19 49 Initial production 1008 Bbls.
 Completed for production May 23, 19 49 Gravity A. P. I. 31°
 Abandonment approved _____, 19 _____ Initial R. P. _____

Geologic Formations		Productive Horizons		
Surface	Lowest tested	Name	Depths	Contents
<u>Mancos Shale</u>	<u>Weber</u>	<u>Weber</u>	<u>4148 - 4287</u>	<u>Oil</u>

WELL STATUS

YEAR	JAN.	FEB.	MAR.	APR.	MAY	JUNE	JULY	AUG.	SEPT.	OCT.	NOV.	DEC.
1949				Drg	POW							

REMARKS (New - competitive lease issued under sec. 17 of Act of Aug. 21, 1935)
Scopus to Casper 3-28-49

See supplement sheet

(SUBMIT IN TRIPLICATE)

Land Office **Salt Lake City, Utah**
Lease No. **065759**
Unit **Ashley Valley**

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

U. S. A. Stanolind Well #3

0

26

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 REPAIRING 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		

" **Setting and cementing of surface casing** **XX**

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

April 21, 1949

Well No. **3** is located **330** ft. from **N** line and **1650** ft. from **XX** line of sec. **26**
XXI
W
NW 26 **T5S** **R22E** **Uinta - Salt Lake**
ASHLEY VALLEY **Uintah** **Utah**
(1/4 Sec. and Sec. No.) (Twp.) (Range) (County) (State or Territory)

The elevation of the derrick floor above sea level is _____ ft. (To be determined)

DETAILS OF WORK

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

On April 19, 1949 ran 494 ft. 9-5/8" 32.3# H-40 Casing set at 502 ft. Cemented with 165 sacks Portland Ideal Cement. Circulated cement to top. WOC 48 hours before drilling plug. Tested casing with 650 PSI for 30 minutes before drilling plug. Casing held Okay.

I understand that operations may be commenced.

Company **Stanolind Oil and Gas Company**
Address **Rangely, Colorado**

Edith Huffman

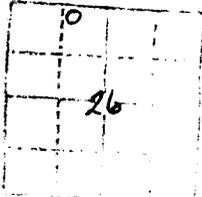
Field Superintendent

(SUBMIT IN TRIPLICATE)

Land Office Salt Lake City, Utah
Lease No. 865759
Unit Ashley Valley

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

U. S. A. Stanalind Well No. 3

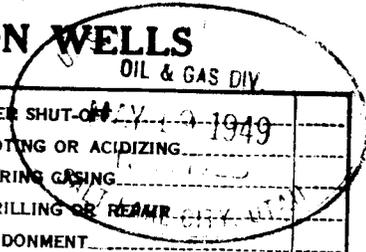


5-19-49

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 REDRILLING 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	

of setting and cementing *7" casing*



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

May 16, 1949

Well No. 3 is located 330 ft. from N line and 1650 ft. from W line of sec. 26
NW NE NW 26 (M Sec. and Sec. No.) T2S (Twp.) R22E (Range) Uinta-galt Lake (Meridian)
Ashley Valley (Field) Utah (County or Subdivision) Utah (State or Territory)

The elevation of the derrick floor above sea level is 4915 ft. ~~(Under instrument)~~

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)

On May 8, 1949 ran 1157 ft. 7" J-55 26# Casing, 2376 ft. H-80 23# casing and 635 ft. J-55 23# casing set at 4145 ft. Cemented with 1000 sacks Regular Bulk cement. Circulated cement. Used 2 top and 1 bottom plug. WOC 48 hours before drilling plug. Tested casing with 800# PSI for 30 min. Casing held okay. Top cement behind casing at 3890 ft.

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

Company Stanalind Oil and Gas Company

Address Bangaly, Colorado

Approved MAY 19 1949
C. Hauptman
Geologist

By J. Fair
Title Field Superintendent

MUDDING AND CEMENTING RECORD

Size casing	Where set	Number sacks of cement	Method used	Mud gravity	Amount of mud used
9-5/8"	502	165	2-plug		
7"	4145	1000	2-plug		

PLUGS AND ADAPTERS

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 4287 feet, and from _____ feet to _____ feet
 Cable tools were used from _____ feet to _____ feet, and from _____ feet to _____ feet

DATES

5-16 _____, 19 49 Put to producing 5-16 _____, 19 49
 The production for the first 24 hours was 115 barrels of fluid of which 96.6% was oil; _____ %
 emulsion; 4 % water; and 3 % sediment. 1 1/2" choke Gravity, °Bé. 31 API
 If gas well, cu. ft. per 24 hours _____ Gallons gasoline per 1,000 cu. ft. of gas _____
 Rock pressure, lbs. per sq. in. _____

EMPLOYEES

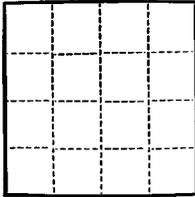
Jack A. Redden _____, Driller Pioneer Drig. Company
 J. H. Henry _____, Driller
 R. N. Galyean _____, Driller William Painter _____, Pusher

FORMATION RECORD

FROM—	TO—	TOTAL FEET	FORMATION
0	25	25	Gravel
25	700	675	Mancoes Shale
700	775	75	Frontier Sand
775	1058	310	Mowry Shale
1058	1130	45	Dakota Sand
1130	1996	866	Morrison Sand & Shale
1996	2070	74	Curtis
2070	2321	251	Entrada
2321	2424	103	Carmel
2424	3150	726	Navajo
3150	3643	493	Chinle
3643	4005	362	Moenkopi
4005	4142	137	Phosphoria
4142	4287	145	Weber

Core #1 4148-4213 Rec 15'
 Core #2 4222-4228 Rec 4'
 Core #3 4233-4266 Rec 22'
 4266-4287 Drld (Core barrel broken)

All Formation tops are Schlumberger tops



(SUBMIT IN TRIPLICATE)

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

Land Office **Salt Lake**
Lease No. **065759**
Unit **Ashley Creek**

71-H
3-10

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.....	X	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)

February 13, 1959

Well No. **3** is located **330** ft. from **SW** line and **1650** ft. from **EW** line of sec. **26**
3 NE NW Sec. 26 (1/4 Sec. and Sec. No.) **5S - 22E** (Twp.) (Range) (Meridian)
Ashley Creek (Field) **Uintah** (County or Subdivision) **Utah** (State or Territory)

The elevation of the derrick floor above sea level is **4918** ft.

DETAILS OF WORK

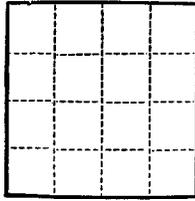
(State names of and expected depths to objective sands; show sizes, weights, and lengths of proposed casings; indicate mudding jobs, cementing points, and all other important proposed work)

Pan American proposes to plug back well to 4200' and sand-water frac with 10,000 lbs of sand.

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

Company **Pan American Petroleum Corporation**
 Address **P. O. Box 1**
Brush, Colorado
 By **A. G. Wilson**
 Title **Field Superintendent**

W/



(SUBMIT IN TRIPLICATE)

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

Land Office Salt Lake
Lease No. 045759
Unit Ashley Creek

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.....	<input checked="" type="checkbox"/>
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)

February 13, 1959

Well No. 3 is located 130 ft. from SE line and 1630 ft. from EW line of sec. 26
SE NW Sec. 26 (1/4 Sec. and Sec. No.) SE (Twp.) 12E (Range) (Meridian)
Ashley Creek (Field) Utah (County or Subdivision) Utah (State or Territory)

The elevation of the derrick floor above sea level is 4912 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)

TD 4267 FWD 4278 Killed well x salt water. Filled hole to 4214 x 5/8 in. Filled hole to 4204' x 1/2 in cal seal. Ran Baker model A packer x seating nipple FWA 4138'. Sa water aqueous. Brake formation at 2800 FSI x 165 gal Halliburton ALC-3 air 1612 HP/L. Min press 2400 psi, max press 3500. Released packer x put well on production. Production before we 26 BWD x 497 BWD. After we Flw 24 hrs 161 bar 1603 BW (912W).

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

Company PAT AMERICAN PETROLEUM CORPORATION
 Address P. O. Box 1031
Kimball,
Nebraska
 By [Signature]
 Title Area Superintendent



CLINTON OIL COMPANY

217 NORTH WALKER / WICHITA, KANSAS 67202 / 315 262-8231

June 26, 1970

Utah Oil & Gas Conservation Com.
1588 West North Temple
Salt Lake City, Utah 84116

Re: Notice of Change of
Operator

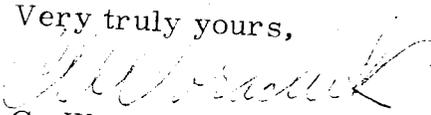
Gentlemen:

Listed below are leases that will be operated by Clinton Oil Company effective July 1, 1970. These were previously owned by Pan American Petroleum Corp.

<u>Lease Name</u>	<u>Location</u>	<u>County</u>
USA Pan American Wells no. 1 thru 10	Ashley Creek Field	Uintah
Walker Hollow Field Unit Wells no. 1 thru 5	Walker Hollow Field	Unitah

If further information is needed, please advise.

Very truly yours,


C. W. Vorachek
Production Dept.

gw

DESIGNATION OF OPERATOR

The undersigned is, on the records of the Bureau of Land Management, holder of lease

DISTRICT LAND OFFICE: Salt Lake City, Utah
SERIAL NO.: SLC-065759

and hereby designates

NAME: Clinton Oil Company
ADDRESS: 217 North Water Street, Wichita, Kansas 67202

as his operator and local agent, with full authority to act in his behalf in complying with the terms of the lease and regulations applicable thereto and on whom the supervisor or his representative may serve written or oral instructions in securing compliance with the Operating Regulations with respect to (describe acreage to which this designation is applicable):

NW/4 SE/4, S/2 SE/4, Section 22; W/2 SW/4 SW/4, SE/4 SW/4 SW/4, Section 23;
NW/4 NW/4 Section 25; N/2 NW/4, N/2 NE/4 Section 26; NE/4 NE/4 Section 27;
T-5-S, R-22-E, Uintah County, Utah.

It is understood that this designation of operator does not relieve the lessee of responsibility for compliance with the terms of the lease and the Operating Regulations. It is also understood that this designation of operator does not constitute an assignment of any interest in the lease.

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

The lessee agrees promptly to notify the supervisor of any change in the designated operator.

PAN AMERICAN PETROLEUM CORPORATION



(Signature of lessee)

Attorney-In-Fact

Security Life Building, Denver, Colorado 80202

(Address)

July 1, 1970

(Date)

Energy Reserves Group, Inc.
P.O. Box 1201, Zip 67201
217 North Water Street
Wichita, Kansas
Phone 316 265 7721



February 12, 1975

State of Utah
Division of Oil & Gas Conservation
1588 West North Temple
Salt Lake City, Utah 84116

Gentlemen:

Effective February 11, 1976, Clinton Oil Company will be known as Energy Reserves Group, Inc. Please change your records accordingly.

If you have any questions or if there are any requirements to fulfill with the state of Utah concerning the attached Oil and Gas Conservation Taxes, please advise.

Very truly yours,

E. M. Tatum
Utah Revenue Accountant

Attachments

[Faint handwritten notes and signatures at the bottom of the page]

913 North Foster Road
Post Office Box 3280
Casper, Wyoming 82602
Telephone (307) 265-7331
Fax (307) 266-1999

RECEIVED

OCT 24 1985

DIVISION OF OIL
GAS & MINING



September 17, 1985

Division of Oil, Gas, and Mining
3 Triad Center, Suite 350
Salt Lake City, UT 84180-1203

USA Pan Am #3

Re: Corporate name change, ENERGY RESERVES GROUP, INC.

Gentlemen:

By authority of the enclosed copies and affidavit, please change your records to reflect the change of the name of ENERGY RESERVES GROUP, INC. to BHP Petroleum (Americas) Inc. for all former ERG operations in Utah.

Affected leases and numbers are as follows:

USA Pan American
Federal Lease #81-06579
(Utah entity #00220)

USA Pearl Broadhurst
Federal Lease #U-02651-A
(Utah entity #00225)

Roosevelt Unit - Wasatch
Federal Lease #I-109-IND-5248 and I-109-IND-5242
(Utah entity #00221)

If further information is needed, please contact me at the letterhead address or telephone number.

Thank you for your assistance.

BHP Petroleum (Americas) Inc.

A handwritten signature in cursive script, appearing to read 'Dale Belden', written over a horizontal line.

Dale Belden
District Clerk
Rocky Mountain District

DB/mz

Enclosure

OCT 25 1985

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

3

RECEIVED
FEB 02 1990

5. LEASE DESIGNATION & SERIAL NO.
SL-065759

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
U.S.A. Pan American

9. WELL NO.
3

10. FIELD AND POOL, OR WILDCAT
Ashley Creek Field

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
Sec. 26, T5S-R22E

12. COUNTY
Uintah

13. STATE
Utah

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

1. OIL WELL GAS WELL OTHER

2. NAME OF OPERATOR
BHP PETROLEUM (AMERICAS) INC.

3. ADDRESS OF OPERATOR
1560 Broadway, Suite 1900, Denver, CO 80202

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 **330' FSL & 1650' FWL (NW/NE/NW)**

14. API NO.
43-047-15684

15. ELEVATIONS (Show whether DF, RT, GR, etc.)
4912' DF

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

NOTICE OF INTENTION TO:		SUBSEQUENT REPORT OF:	
TEST WATER SHUT-OFF <input type="checkbox"/>	PULL OR ALTER CASING <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREAT <input type="checkbox"/>	MULTIPLE COMPLETE <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOT OR ACIDIZE <input type="checkbox"/>	ABANDON <input type="checkbox"/>	SHOOTING OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	CHANGE PLANS <input type="checkbox"/>	(Other) Shut-in Well <input checked="" type="checkbox"/>	
(Other) <input type="checkbox"/>		(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)	
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.)

* Must be accompanied by a cement verification report.

The subject well is shut-in because it is uneconomical to produce at the current oil price. To plug the well at this time would leave potential future reserves unattainable. For these reasons, BHP is requesting approval to continue to leave the well shut-in.

OIL AND GAS

OPEN	INF
1-JAS ✓	GLH
	SLS
2-TAS ✓	
3-	
8-	MICROFILM ✓
4-	FILE

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

SIGNED *Daniel H. Sallee* TITLE Engineer, Northern Rockies DATE 1-31-90
Daniel H. Sallee

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY: _____

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

5. Lease Designation and Serial Number:

SL 065759

SUNDRY NOTICES AND REPORTS ON WELLS

6. If Indian, Allottee or Tribe Name:

7. Unit Agreement Name:

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

1. Type of Well: OIL GAS OTHER:

8. Well Name and Number: NO. 3
U.S.A. PAN AMERICAN

2. Name of Operator:
BHP PETROLEUM (AMERICAS) INC.

9. API Well Number:
43-047-15684

3. Address and Telephone Number:
P.O. BOX 977 FARMINGTON, NM 87499 (505) 327-1639

10. Field and Pool, or Wildcat:
ASHLEY CREEK

4. Location of Well
Footages: 330' FSL & 1650' FWL
QQ, Sec., T., R., M.: NW/NE/NW SEC. 26, T5S, R22E

County: UINTAH
State: UTAH

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

NOTICE OF INTENT
(Submit In Duplicate)

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

SUBSEQUENT REPORT
(Submit Original Form Only)

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

Approximate date work will start _____

Date of work completion _____

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

* Must be accompanied by a cement verification report.

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.)

WELL WAS SHUT IN DUE TO ECONOMICS. AN INCREASE IN OIL PRICES WOULD RETURN THIS WELL TO ACTIVE STATUS.

RECEIVED

MAR 01 1993

DIVISION OF
OIL GAS & MINING

13. Name & Signature: JR ED Lowry Title: OPERATIONS SUPT. Date: 2-22-93

(This space for State use only)

FORM 9

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:
SL-065759

6. If Indiant, Allottee or Tribe Name:

7. Unit Agreement Name:

1. Type of Well: OIL GAS OTHER:

8. Well Name and Number:
U.S.A. Pan American #3

2. Name of Operator:
DenverAmerican Petroleum a Ltd. Liability Co.

9. API Well Number:
43-047-15684

3. Address and Telephone Number:
410 17th Street, Suite 1600, Denver, CO 80202

10. Field and Pool, or Wildcat:
Ashley Valley

4. Location of Well
Footages: 330' FSL & 1650' FWL (NW NE NW)
CC, Sec., T., R., M.: 26-5S-22E

County: Uintah

State: Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

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

Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

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

Effective 6-1-93

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

• Must be accompanied by a cement verification report.

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.)

DenverAmerican Petroleum takes over as operator from General Atlantic Resources, Inc. Effective 6-1-93.

RECEIVED

JUN 10 1993

DIVISION OF
OIL GAS & MINING

13.

Name & Signature

John L. Schmidt
John L. Schmidt

Title:

General Manager

Date:

6/2/93

(This space for State use only)

AMENDED

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.

6. Lease Designation and Serial Number:
SEE BELOW

8. If Indian, Allotment or Tribe Name:

7. Unit Agreement Name:
SEE BELOW

8. Well Name and Number:

9. API Well Number:
SEE ATTACHED

10. Field and Pool, or Wildcat:

1. Type of Well: OIL GAS OTHER:

2. Name of Operator:
DenverAmerican Petroleum, a Ltd. Liability Co.

3. Address and Telephone Number:
410 Seventeenth Street, Suite 1600 - Denver, Colorado 80202

4. Location of Well
Footages: Sections 9,10,13,18,19,20,21,23,25,26,27,28
CO, Sec. T., R., M.:

County: Uintah
State: Utah

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

NOTICE OF INTENT (Submit in Duplicate)

SUBSEQUENT REPORT (Submit Original Form Only)

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

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

Approximate date work will start _____

Date of work completion _____

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

* Must be accompanied by a cement verification report.

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.)

EFFECTIVE DATE: June 1, 1993
FORMER OPERATOR: General Atlantic Resources, Inc.
ADDRESS: 410 Seventeenth Street, Suite 1600 - Denver, Colorado 80202

LEASE: USA Pan American LEASE#: UTSL065759

Attached is a list of the wells which make up the above leases along with their respective AIP numbers. This method of ownership change was suggested by Lisha Romero, Division of Oil, Gas and Mining, Salt Lake City, Utah

13.

Name & Signature:

Title: General Manager

Date: 6/8/93

(This space for State use only)

RECEIVED

JUN 14 1993

DIVISION OF
OIL, GAS & MINING

LEASE

WELL#

API NUMBER

USA Pan American	1	43-047-15682
" " "	2	43-047-15683
" " "	3	43-047-15684
" " "	4	43-047-15685
" " "	5	43-047-15686
" " "	6	43-047-15687
" " "	7	43-047-15688
" " "	8	43-047-15689
" " "	9	43-047-15690
" " "	10	43-047-15691

RECEIVED

JUN 14 1993

DIVISION OF
OIL GAS & MINING

GENERAL ATLANTIC

RESOURCES, INC.

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

June 14, 1993

RECEIVED

JUN 17 1993

State of Utah
Oil & Gas Conservation Commission
Three Triad Center, Suite 350
355 West North Temple
Salt Lake City, Utah 84180-1203

DIVISION OF
OIL, GAS & MINING

RE: Change of Operator
Sundry Notices and
Reports on Wells

Gentlemen:

By Assignment dated April 30, 1993, effective January 1, 1993, General Atlantic Resources, Inc. ("GARI") purchased the interests of BHP Petroleum (Americas) Inc., Hamilton Brothers Oil Company, Hamilton Brothers Exploration Company and The Norwegian Oil Corporation (DNP-U.S.) collectively ("BHP"), in the properties referenced on the enclosed forms. BHP was the designated operator of said properties, resigning effective May 1, 1993. GARI has been acting as the operator in the interim while balloting was being conducted to determine the successor operator.

GARI has been named successor operator. Enclosed are executed forms for your review and approval reflecting this change. In the event you have questions or concerns relative to this transfer of operatorship, please contact Jim Lee Wolfe, Vice President of Operations or the undersigned at the letterhead address and/or call (303) 573-5100. Thank you for your timely attention in this matter.

Very truly yours,

GENERAL ATLANTIC RESOURCES, INC.

** Refers to USA Pearl Broadhurst Lease # UTU 02651A*


Lynn D. Becker, CPL
Landman

Enclosures



STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

<p>SUNDRY NOTICES AND REPORTS ON WELLS (Do not use this form for proposals to drill or to deepen or plug back to a different reservoir. Use "APPLICATION FOR PERMIT—" for such proposals.)</p>		<p>5. LEASE DESIGNATION & SERIAL NO. SEE BELOW</p> <p>6. IF INDIAN, ALLOTTEE OR TRIBE NAME</p>
<p>1. OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/></p> <p>2. NAME OF OPERATOR BHP Petroleum (Americas) Inc. (PREVIOUS OPERATOR)</p> <p>3. ADDRESS OF OPERATOR 5847 San Felipe, Suite 3600, Houston, Texas 77057</p> <p>4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. See also space 17 below.) At surface Sections 9,10,13,18,19,20,21,23,25,26,27,28 At proposed prod. zone</p>	<p>7. UNIT AGREEMENT NAME SEE BELOW</p> <p>8. FARM OR LEASE NAME</p> <p>9. WELL NO. SEE ATTACHED</p> <p>10. FIELD AND POOL, OR WILDCAT</p> <p>11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA</p>	
<p>14. API NO.</p>	<p>15. ELEVATIONS (Show whether DF, RT, GR, etc.)</p>	<p>12. COUNTY Utah</p> <p>13. STATE Utah</p>

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

NOTICE OF INTENTION TO:	SUBSEQUENT REPORT OF:				
<table style="width:100%;"> <tr> <td style="width: 50%;"> <p>TEST WATER SHUT-OFF <input type="checkbox"/></p> <p>FRACTURE TREAT <input type="checkbox"/></p> <p>SHOOT OR ACIDIZE <input type="checkbox"/></p> <p>REPAIR WELL <input type="checkbox"/></p> <p>(Other)</p> </td> <td style="width: 50%;"> <p>PULL OR ALTER CASING <input type="checkbox"/></p> <p>MULTIPLE COMPLETE <input type="checkbox"/></p> <p>ABANDON <input type="checkbox"/></p> <p>CHANGE PLANS <input type="checkbox"/></p> </td> </tr> </table> <p>APPROX. DATE WORK WILL START _____</p>	<p>TEST WATER SHUT-OFF <input type="checkbox"/></p> <p>FRACTURE TREAT <input type="checkbox"/></p> <p>SHOOT OR ACIDIZE <input type="checkbox"/></p> <p>REPAIR WELL <input type="checkbox"/></p> <p>(Other)</p>	<p>PULL OR ALTER CASING <input type="checkbox"/></p> <p>MULTIPLE COMPLETE <input type="checkbox"/></p> <p>ABANDON <input type="checkbox"/></p> <p>CHANGE PLANS <input type="checkbox"/></p>	<table style="width:100%;"> <tr> <td style="width: 50%;"> <p>WATER SHUT-OFF <input type="checkbox"/></p> <p>FRACTURE TREATMENT <input type="checkbox"/></p> <p>SHOOTING OR ACIDIZING <input type="checkbox"/></p> <p>(Other) CHANGE OF OPERATOR <input checked="" type="checkbox"/></p> <p>(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)</p> </td> <td style="width: 50%;"> <p>REPAIRING WELL <input type="checkbox"/></p> <p>ALTERING CASING <input type="checkbox"/></p> <p>ABANDONMENT* <input type="checkbox"/></p> </td> </tr> </table> <p>DATE OF COMPLETION 5/01/93</p>	<p>WATER SHUT-OFF <input type="checkbox"/></p> <p>FRACTURE TREATMENT <input type="checkbox"/></p> <p>SHOOTING OR ACIDIZING <input type="checkbox"/></p> <p>(Other) CHANGE OF OPERATOR <input checked="" type="checkbox"/></p> <p>(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)</p>	<p>REPAIRING WELL <input type="checkbox"/></p> <p>ALTERING CASING <input type="checkbox"/></p> <p>ABANDONMENT* <input type="checkbox"/></p>
<p>TEST WATER SHUT-OFF <input type="checkbox"/></p> <p>FRACTURE TREAT <input type="checkbox"/></p> <p>SHOOT OR ACIDIZE <input type="checkbox"/></p> <p>REPAIR WELL <input type="checkbox"/></p> <p>(Other)</p>	<p>PULL OR ALTER CASING <input type="checkbox"/></p> <p>MULTIPLE COMPLETE <input type="checkbox"/></p> <p>ABANDON <input type="checkbox"/></p> <p>CHANGE PLANS <input type="checkbox"/></p>				
<p>WATER SHUT-OFF <input type="checkbox"/></p> <p>FRACTURE TREATMENT <input type="checkbox"/></p> <p>SHOOTING OR ACIDIZING <input type="checkbox"/></p> <p>(Other) CHANGE OF OPERATOR <input checked="" type="checkbox"/></p> <p>(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)</p>	<p>REPAIRING WELL <input type="checkbox"/></p> <p>ALTERING CASING <input type="checkbox"/></p> <p>ABANDONMENT* <input type="checkbox"/></p>				

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

* Must be accompanied by a cement verification report.

EFFECTIVE DATE: January 1, 1993.
 NEW OPERATOR: General Atlantic Resources, Inc.
 ADDRESS: 410 17th Street, Suite 1400, Denver, Colorado 80202

LEASE: USA Pearl Broadhurst LEASE #: UTU02651A
 USA Pan American UTSL065759
 Roosevelt Unit Wasatch 892000886A

RECEIVED

JUN 17 1993

DIVISION OF
OIL GAS & MINING

Attached is a list of the wells which make up the above leases along with their respective API numbers. This method of ownership change was suggested by Lisha Romero, Division of Oil, Gas and Mining, Salt Lake City, Utah.

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

SIGNED Carl Kolbe TITLE Regulatory Off. Rep. DATE 4/27/93

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY: _____

<u>LEASE</u>	<u>WELL#</u>	<u>API NUMBER</u>
USA Pearl Broadhurst	1 — Sec 9 T7S R23E	43-047-15692
" " "	2 — 10	43-047-15693
" " "	4 — 9	43-047-15694
" " "	5 — 10	43-047-15695
" " "	6 — 9	43-047-30705
" " "	7 — 9	43-047-30730
" " "	8 — 10	43-047-30696
" " "	9 — 10	43-047-30787
" " "	10 — 9	43-047-30839
" " "	11 — 11	43-047-30840
" " "	12 — 10	43-047-30841
" " "	13 — 9	43-047-30842
" " "	14 — 9	43-047-30904
" " "	15 — 9	43-047-30901
" " "	16 — 10	43-047-30903
" " "	17 — 10	43-047-30905
" " "	18 — 9	43-047-30939
" " "	19 — 9	43-047-30940
" " "	20 — 9	43-047-30941
" " "	21 — 9	43-047-30942
" " "	22 — 10	43-047-31025
USA Pan American	1 — Sec 23 T5S R22E	43-047-15682
" " "	2 — 26	43-047-15683
" " "	③ — 26	43-047-15684
" " "	4 — 22	43-047-15685
" " "	5 — 26	43-047-15686
" " "	6 — 26	43-047-15687
" " "	7 — 25	43-047-15688
" " "	8 — 22	43-047-15689
" " "	9 — 27	43-047-15690
" " "	10 — 22	43-047-15691
Roosevelt Unit Wasatch	5W — Sec 20 T1S 1E	43-047-31254
" " "	6 — 20	43-047-31366
" " "	7 — 19	43-047-31402
" " "	9W — 28	43-047-31445
" " "	10W — 21	43-047-31446
" " "	C11 — 8	43-047-31500
" " "	Mary 278 13	43-047-31845

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
 General Atlantic Resources, Inc.

3. Address and Telephone No.
 410 17th Street, Suite 1400, Denver, Colorado 80202 (303) 573-5100

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
 (See attached Exhibit A)
 Sections 22, 23, 25, 26 and 27,
 Township 5 South-Range 22 East

5. Lease Designation and Serial No.
 USA SL-065759

6. If Indian, Allottee or Tribe Name

7. If Unit or CA, Agreement Designation

8. Well Name and No.
 USA Pan American

9. API Well No.
 (see attached Exhibit A)

10. Field and Pool, or Exploratory Area

11. County or Parish, State
 Uintah County, Utah

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

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

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

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

On May 1, 1993 General Atlantic Resources, Inc. took over operations of the referenced well from BHP Petroleum (Americas) Inc.

Bond coverage pursuant to 43 CFR 3104 for lease activities is being provided by General Atlantic Resources, Inc. under their nationwide bond, BLM bond number C01023. They will be responsible for compliance under the lease terms and conditions for that portion of the lease associated with this notice.

RECEIVED
DEC 01 1993
DIVISION OF
OIL, GAS & MINING

VERNAL DIST.
ENG. 2/19 11-19-93
GEOL. _____
E.S. _____
PET. _____
A.M. _____

RECEIVED
SEP 13 1993

14. I hereby certify that the foregoing is true and correct
 Signed [Signature] Title Lynn D. Becker Date Sept. 9, 1993
 Landman

(This space for Federal or State Official use)
 Approved by [Signature] Title ASSISTANT DISTRICT Date NOV 24 1993
 Conditions of approval, if any: MANAGER MINERALS

EXHIBIT "A"

Attached to and made a part of that Sundry Notice for Change of Operator on USA Pan American Lease, USA-SL-065759 in Uintah County, Utah:

<u>Lease</u>	<u>Well No.</u>	<u>Location</u>	<u>API Number</u>
USA Pan American	1	SW/4SW/4, 23-T5S-R22E	43-047-15682
USA Pan American	2	NW/4NE/4, 26-T5S-R22E	43-047-15683
USA Pan American	3	NE/4NW/4, 26-T5S-R22E	43-047-15684
USA Pan American	4	SE/4SE/4, 22-T5S-R22E	43-047-15685
USA Pan American	5	NE/4NE/4, 26-T5S-R22E	43-047-15686
USA Pan American	6	NW/4NW/4, 26-T5S-R22E	43-047-15687
USA Pan American	7	NW/4NW/4, 25-T5S-R22E	43-047-15688
USA Pan American	8	NW/4SE/4, 22-T5S-R22E	43-047-15689
USA Pan American	9	NE/4NE/4, 27-T5S-R22E	43-047-15690
USA Pan American	10	SW/4SE/4, 22-T5S-R22E	43-047-15691

RECORDED

SEP 15 1993

3160-5
(1990)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

Type of Well
 Oil Well Gas Well Other

Name of Operator
DenverAmerican Petroleum, a Limited Liability Company

Address and Telephone No.
410 17th Street, Suite 1600, Denver, Colorado 80202 (303) 629-1414

Location of Well (Footage, Sec., T., R., M., or Survey Description)
(see attached Exhibit A)
Sections 22, 23, 25, 26 and 27, Township 5 South-Range 22 East

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

5. Lease Designation and Serial No.
USA SL-065759

6. If Indian, Allottee or Tribe Name

7. If Unit or CA, Agreement Designation

8. Well Name and No (see att.)
USA Pan American Exhibit A

9. API Well No (see att. Exhibit A)

10. Field and Pool, or Exploratory Area

11. County or Parish, State
Uintah County, Utah

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

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

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

14. 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.)

On June 1, 1993 DenverAmerican Petroleum took over operations of the referenced well from General Atlantic Resources, Inc.

Bond coverage pursuant to 43 CFR 3104 for lease activities is being provided by DenverAmerican Petroleum under their surety bond number 9009241, BLM bond number UT0955. They will be responsible for compliance under the lease terms and conditions for that portion of the lease associated with this notice.

RECEIVED
DEC 01 1993
DIVISION OF
OIL, GAS & MINING

VERNAL DIST.
ENG. 223/11-18-93
RECEIVED
SEP 16 1993
GEOL. _____
E.S. _____
PET. _____
A.M. _____

14. I hereby certify that the foregoing is true and correct
Signed [Signature] Title Jerome A. Lewis, Manager Date Sept. 9, 1993
(This space for Federal or State Office use)
Approved by [Signature] Title ASSISTANT DISTRICT MANAGER MINERALS Date NOV 24 1993
Conditions of approval, if any:

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

Routing:

1. REC 7-1-93
2. DTB 1/3
3. VLC
4. RJF ✓
5. PL
6. SJ ✓

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: 5-1-93)

TO (new operator) <u>DENVERAMERICAN PETROLEUM</u> (address) <u>410 17TH ST STE 1600</u> <u>DENVER, CO 80202</u> <u>JOHN SCHMIDT</u> phone <u>(303) 534-2331</u> account no. <u>N 8145 (6-21-93)</u>	FROM (former operator) <u>BHP PETROLEUM/AMERICAS INC</u> (address) <u>5847 SAN FELIPE #3600</u> <u>HOUSTON, TX 77057</u> phone (713) <u>780-5245</u> account no. <u>N 0390</u>	*GENERAL ATLANTIC RES. 410 17TH ST STE 1400 DENVER, CO 80202 (303) 573-5100
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------

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

Name: <u>USA PAN AMER. #1/WEBR</u>	API: <u>43-047-15682</u>	Entity: <u>220</u>	Sec <u>23</u> Twp <u>5S</u> Rng <u>22E</u> Lease Type: <u>SL065759</u>
Name: " <u>#2/</u> "	API: <u>43-047-15683</u>	Entity: " "	Sec <u>26</u> Twp <u>5S</u> Rng <u>22E</u> Lease Type: " "
Name: " <u>*#3/</u> "	API: <u>43-047-15684</u>	Entity: " "	Sec <u>26</u> Twp <u>5S</u> Rng <u>22E</u> Lease Type: " "
Name: " <u>#4/</u> "	API: <u>43-047-15685</u>	Entity: " "	Sec <u>22</u> Twp <u>5S</u> Rng <u>22E</u> Lease Type: " "
Name: " <u>#5/</u> "	API: <u>43-047-15686</u>	Entity: " "	Sec <u>26</u> Twp <u>5S</u> Rng <u>22E</u> Lease Type: " "
Name: " <u>#6/</u> "	API: <u>43-047-15687</u>	Entity: " "	Sec <u>26</u> Twp <u>5S</u> Rng <u>22E</u> Lease Type: " "
Name: " <u>#7/</u> "	API: <u>43-047-15688</u>	Entity: " "	Sec <u>25</u> Twp <u>5S</u> Rng <u>22E</u> Lease Type: " "

CONT.

OPERATOR CHANGE DOCUMENTATION

- Sec 1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *(Rec'd 6-17-93)*
- Sec 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form). *(Rec'd 6-17-93 & 6-14-93)*
- Sec 3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is company registered with the state? (yes/no) ____ If yes, show company file number: #001880.
- Sec 4. (For Indian and Federal Wells ONLY) The BLM has been contacted regarding this change (attach Telephone Documentation Form to this report). Make note of BLM status in comments section of this form. Management review of Federal and Indian well operator changes should take place prior to completion of steps 5 through 9 below.
- Sec 5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(11-30-93)*
- Sec 6. Cardex file has been updated for each well listed above. *(11-30-93)*
- Sec 7. Well file labels have been updated for each well listed above. *(11-30-93)*
- Sec 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(11-30-93)*
- Sec 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

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

BOND VERIFICATION (Fee wells only)

1. (Rule R615-3-1) The new operator of any fee lease well listed above has furnished a proper bond.
2. A copy of this form has been placed in the new and former operators' bond files.
3. The former operator has requested a release of liability from their bond (yes/no) no. Today's date 12/2/93 1993. If yes, division response was made by letter dated 12/2/93 1993.

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 12/2/93 1993, of their responsibility to notify any person with an interest in such lease of the change of operator. Documentation of such notification has been requested.
2. Copies of documents have been sent to State Lands for changes involving State leases.

FILMING

1. All attachments to this form have been microfilmed. Date: Dec 7 1993.

FILING

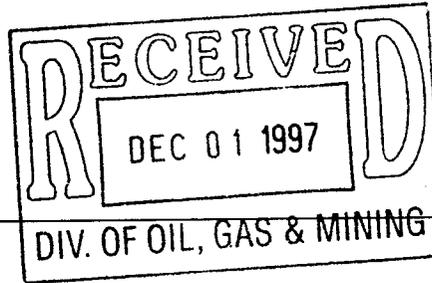
1. Copies of all attachments to this form have been filed in each well file.
2. The original of this form and the original attachments have been filed in the Operator Change file.

COMMENTS

931130 Btm/Wernal Approved BHP to General Atlantic to Denver American eff. 11-24-93.



**JN Exploration & Production
Colt Resources Corporation**



550 N. 31st Street, Suite 300
P.O. Box 7167
Billings, Montana 59103-7167
(406) 248-2222
FAX (406) 248-5253

November 26, 1997

State of Utah Division of Oil, Gas, & Mining
1594 West North Temple
3 Triad Center, Suite 1210
Salt Lake City, Utah 84114-5801

Re: Sundry Notice of Change of Operator
Attached Wells in the Ashley Valley Field
Uintah County, Utah

Gentlemen:

Included with this letter is a Sundry Notice of Change of Operator for the attached wells. Denver American Petroleum, Inc., the current operator, has resigned as operator effective 10/1/97. Colt Resources Corporation has been chosen as the successor operator effective 10/1/97. Bonding for these well is provided under Colt Bond #9009241 provided by Far West Insurance Company.

Should you have any questions concerning this change of operator, please contact me at the Billings, MT office of JN Exploration & Production LP. My direct phone line is 406-247-8759. For your information, Colt Resources Corporation is a wholly owned subsidiary of JN Exploration & Production. All operational issues for the attached wells should be addressed to me at the above letterhead address which is the address for both JN Exploration & Production LP and Colt Resources Corporation.

Thank you.

Sincerely,

Duane Zimmerman
Duane Zimmerman
Operations Engineer



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal Field Office
170 South 500 East
Vernal, Utah 84078-2799

Phone: (435) 781-4400
Fax: (435) 781-4410

IN REPLY REFER TO:

3162.3
UT08300

February 23, 1998

Colt Resources Corporation
Attn: Duane Zimmerman
P O Box 7167
Billings MT 59103

Re: Well No. USA Pan American 3
NENW, Sec. 26, T5S, R22E
Lease SL-065759
API #43-047-15684
Uintah County, Utah

Dear Mr. Zimmerman:

This correspondence is in regard to the Sundry Notice submitted requesting a change in operator for the referenced well. After a review by this office, the change in operator request is approved. Effective immediately, Colt Resources Corporation is responsible for all operations performed on the referenced well. All liability will now fall under your bond, BLM Bond No. UT0955, for all operations conducted on the referenced well on the leased land.

If you have any other questions concerning this matter, please contact Margie Herrmann or Pat Sutton of this office at (435) 781-4400.

Sincerely,

Howard B. Cleavinger II
Assistant Field Manager
Minerals Resources

cc: Division Oil, Gas & Mining
Denver American Petroleum, LLC
Princeps Partners
The William G Helis

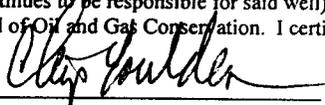
STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
NOTICE OF INTENT TO CHANGE OPERATOR

The undersigned Transferor hereby notifies the Board of Oil and Gas Conservation of its intention to transfer ownership and/or operation of the following wells to the undersigned Transferee:

1. Type of Well: Oil Gas Other
2. Well Name & Number: **USA PAN AMERICAN #3**
3. Location of Well: **NE/NW 330' FNL 1050' FWL
Sec.26, T5S-R33E**
4. Lease type (Private, State, Federal, Indian):
Serial # UTSL-065759
5. API Number: **43-047-15684**
6. County & State: **Uintah County, Utah**
7. Field and Pool, or Wildcat: **Weber**

Transferor's Statement:

I hereby designate the Transferee named herein as the owner and/or operator of record of the above described well(s). I acknowledge that the Transferor continues to be responsible for said well(s) and all associated equipment and facilities until such time as this transfer is approved by the Utah Board of Oil and Gas Conservation. I certify that the information contained herein is true and correct:

Signed: 
 Print Name: CHIP YOULDEN
 Title: Vice President - Finance
 Date: 11/26/97

Company: DenverAmerican Petroleum LLC
 Address: PO BOX 7167, 550 N. 31 St. #300
 City, State, Zip: Billings, MT 59103
 Telephone: (406) 248-2222

Transferee's Statement:

I hereby accept the designation of operator/owner for the above described well(s). I understand that this transfer will not be approved until the Transferee has complied with the Board's bonding requirements. I acknowledge that the Transferee herein is responsible for the costs of proper plugging and restoration of the surface of the well(s) described above. I certify that the information contained herein is true and correct:

Signed: 
 Print Name: RICHARD WALLING
 Title: Vice President - Operations
 Date: 11/26/97

Company: COLT RESOURCES CORPORATION
 Address: PO BOX 7167, 550 N. 31 St. #300
 City, State, Zip: Billings, MT 59103
 Telephone: (406) 248-2222

Board Use Only

Approved: _____
 Date Name Title

ORIGINAL

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
 1594 West North Temple, Suite 1210, PO Box 145801, Salt Lake City, UT 84114-5801

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

BARBARA MAUDE
 DENVERAMERICAN PETROLEUM
 1775 SHERMAN ST STE 1450
 DENVER CO 80202-4313

UTAH ACCOUNT NUMBER: N8145

REPORT PERIOD (MONTH/YEAR): 10 / 97

AMENDED REPORT (Highlight Changes)

Well Name			Producing Zone	Well Status	Days Oper	Production Volumes		
API Number	Entity	Location				OIL(BBL)	GAS(MCF)	WATER(BBL)
USA PAN AMERICAN #1			WEBR			5065759		
4304715682	00220	05S 22E 23				"		
USA PAN AMERICAN #2						"		
4304715683	00220	05S 22E 26				"		
USA PAN AMERICAN #3						"		
4304715684	00220	05S 22E 26				"		
USA PAN AMERICAN #4						"		
4304715685	00220	05S 22E 22				"		
USA PAN AMERICAN #5						"		
4304715686	00220	05S 22E 26				"		
USA PAN AMERICAN #6			"					
4304715687	00220	05S 22E 26	"					
USA PAN AMERICAN #7			"					
4304715688	00220	05S 22E 25	"					
USA PAN AMERICAN #8			"					
4304715689	00220	05S 22E 22	"					
USA PAN AMERICAN 9			"					
4304715690	00220	05S 22E 27	"					
USA PAN AMERICAN 10			"					
4304715691	00220	05S 22E 22	"					
TOTALS								

COMMENTS: _____

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

OPERATOR CHANGE WORKSHEET

Routing	
1-LEC ✓	6-IBC ✓
2-GLH ✓	7-KAS ✓
3-DPS ✓	8-SI ✓
4-VLD ✓	9-FILE ✓
5-IRB ✓	

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: 10-01-97

TO: (new operator)	<u>COLT RESOURCES CORPORATION</u>	FROM: (old operator)	<u>DENVERAMERICAN PETROLEUM</u>
(address)	<u>PO BOX 7167</u>	(address)	<u>1775 SHERMAN ST STE 1450</u>
	<u>BILLINGS MT 59103</u>		<u>DENVER CO 80202-4313</u>
	<u>DUANE ZIMMERMAN</u>		<u>C/O COLT RESOURCES</u>
Phone:	<u>(406) 248-2222</u>	Phone:	<u>(406) 247-8749</u>
Account no.	<u>N6770 (12-16-97)</u>	Account no.	<u>N8145</u>

WELL(S) attach additional page if needed:

Name: **SEE ATTACHED**	API: <u>43-147-151684</u>	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____

OPERATOR CHANGE DOCUMENTATION

1. (r649-8-10) Sundry or other legal documentation has been received from the FORMER operator (attach to this form). *(Rec'd 12-1-97)*
2. (r649-8-10) Sundry or other legal documentation has been received from the NEW operator (Attach to this form). *(Rec'd 12-1-97)*
3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is the company registered with the state? *(yes)* no ____ If yes, show company file number: # 2043163. *(eff. 10-8-97)*
4. FOR INDIAN AND FEDERAL WELLS ONLY. The BLM has been contacted regarding this change. Make note of BLM status in comments section of this form. BLM approval of Federal and Indian well operator changes should ordinarily take place prior to the division's approval, and before the completion of steps 5 through 9 below.
5. Changes have been entered in the Oil and Gas Information System (3270) for each well listed above. *(3-11-98)*
6. Cardex file has been updated for each well listed above. *(3-11-98)*
7. Well file labels have been updated for each well listed above. *(3-11-98)*
8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to Trust Lands, Sovereign Lands, UGS, Tax Commission, etc. *(3-11-98)*
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

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

BOND VERIFICATION - (FEE WELLS ONLY)

- N/A/lec 1. (r649-3-1) 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 operator's bond files.
3. The FORMER operator has requested a release of liability from their bond (yes/no) , as of today's date . If yes, division response was made to this request by letter dated .

LEASE INTEREST OWNER NOTIFICATION OF RESPONSIBILITY

- N/A/lec 1. Copies of documents have been sent on to at Trust Lands for changes involving State leases, in order to remind that agency of their responsibility to review for proper bonding.
- N/A/lec 2. (r649-2-10) The former operator of any fee lease wells listed above has been contacted and informed by letter dated 19 , of their responsibility to notify all interest owners of this change.

FILMING

- KS 1. All attachments to this form have been microfilmed. Today's date: 4.14.98.

FILING

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

COMMENTS

980311 BLM Appr. 2-23-98.

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: SW-065759
	6. If Indian, Allocated 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: USA Pan American #3
2. Name of Operator: COLT RESOURCES CORPORATION	9. API Well Number: 43-047-15684
3. Address and Telephone Number: PO BOX 7167, BILLINGS, MT 59103 (406) 248-2222	10. Field and Pool, or Wildcat: Ashley Valley-Weber
4. Location of Well Footages: 330' FSL - 1650' FWL QQ, Sec., T., R., M.: NE/NW Sec. 26, T5S-R22E	County: UINTAH State: Utah

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

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input checked="" type="checkbox"/> Other <u>Test Casing - Maintain Shut-in Status</u> Approximate date work will start <u>6/15/99</u>	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Other _____ Date of work completion _____ <small>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.</small>
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off

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.)

Colt Resources Corporation proposes to maintain this well in shut-in status for future use as an injection well to re-inject produced water, tank bottoms and pit oil from the Weber formation back into the Weber formation. In order to insure mechanical integrity of the casing, Colt proposes to set a CIBP at +/- 4000' and to pressure test the 7" casing 0'- 4000' to 500 psi surface pressure.

Note: Drilling report indicates cement was circulated to surface when cementing the 7" producing casing.

13. Name & Signature: William M. Belden Title: PETROLEUM ENGINEER Date: 3/18/99

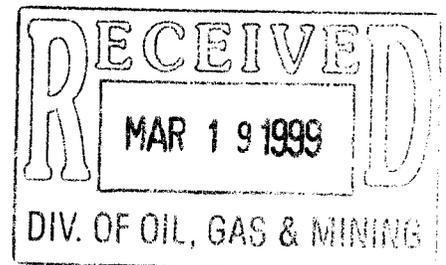
(This space for State use only)

Accepted by the
Utah Division of
Oil, Gas and Mining

COPY SENT TO OPERATOR
Date: 3-24-99
Initials: CHP

(4/94) Date: 3-22-99
By: RJK

(See Instructions on Reverse Side)

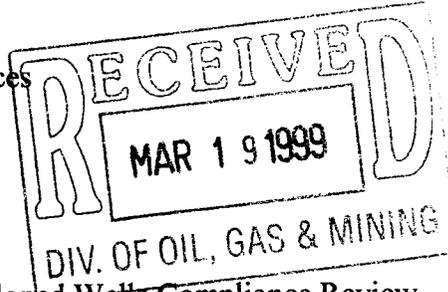




**JN Exploration & Production
Colt Resources Corporation**

550 N. 31st Street, Suite 300
P.O. Box 7167
Billings, Montana 59103-7167
(406) 248-2222
FAX (406) 248-5253

Utah Department of Natural Resources
Division of Oil, Gas & Mining
P.O. Box 145801
Salt Lake City, UT 84114-5801



March 18, 1999

Re: Shut-in and Temporarily Abandoned Wells Compliance Review

Gentlemen:

This letter is written in response to your letter dated 2/17/99 regarding Colt operated shut-in or temporarily abandoned wells as listed below.

<u>WELL NAME</u>	<u>WELL LOCATION</u>	<u>API NUMBER</u>
USA PanAmerican #2	NW/NE Sec. 26, T5S-R22E	43-047-15683
USA PanAmerican #3	NE/NW Sec. 26, T5S-R22E	43-047-15684
USA PanAmerican #6	NW/NW Sec. 26, T5S-R22E	43-047-15687
USA PanAmerican #7	NE/NW Sec. 25, T5S-R22E	43-047-15688
USA PanAmerican #8	NW/SE Sec. 22, T5S-R22E	43-047-15689
USA PanAmerican #9	NE/NE Sec. 27, T5S-R22E	43-047-15690
USA PanAmerican #10	SW/SE Sec. 22, T5S-R22E	43-047-15691

Included with this letter are the required copies of our Notices of Intent to P&A six of the above referenced wells and one Notice of Intent to Test Casing and Maintain in Shut-in Status for the USA PanAmerican #3 well. Colt Resources is evaluating the use of subsurface injection into the USA PanAmerican #3 well Weber formation to dispose of a combination of produced water, tank bottoms and pit oil from the Weber formation on our USA PanAmerican lease. Until this concept for production waste disposal can be evaluated, Colt proposes to test the mechanical integrity of the casing in the USA PanAmerican #3 well and maintain it in shut-in status. As noted on the Sundry Notices, this work is anticipated to begin on or about June 15, 1999 pending approval of Sundry Notices of P&A by the U.S. BLM and approval of P&A Authorization for Expenditures by working interest owners.

Should you have any questions concerning these Notices of Intent, please contact me at the Colt Resources Corporation Billings, MT office (Phone 406-247-8744).

Thank you.

Sincerely,

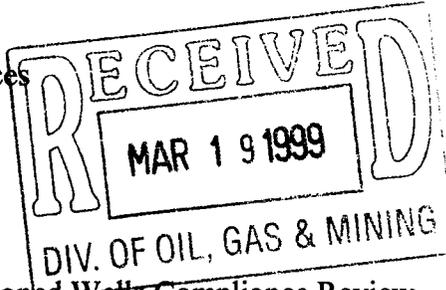
William M Belden
William M. Belden
Petroleum Engineer



**JN Exploration & Production
Colt Resources Corporation**

550 N. 31st Street, Suite 300
P.O. Box 7167
Billings, Montana 59103-7167
(406) 248-2222
FAX (406) 248-5253

Utah Department of Natural Resources
Division of Oil, Gas & Mining
P.O. Box 145801
Salt Lake City, UT 84114-5801



March 18, 1999

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USA PanAmerican #3	NE/NW Sec. 26, T5S-R22E	43-047-15684
USA PanAmerican #6	NW/NW Sec. 26, T5S-R22E	43-047-15687
USA PanAmerican #7	NE/NW Sec. 25, T5S-R22E	43-047-15688
USA PanAmerican #8	NW/SE Sec. 22, T5S-R22E	43-047-15689
USA PanAmerican #9	NE/NE Sec. 27, T5S-R22E	43-047-15690
USA PanAmerican #10	SW/SE Sec. 22, T5S-R22E	43-047-15691

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Should you have any questions concerning these Notices of Intent, please contact me at the Colt Resources Corporation Billings, MT office (Phone 406-247-8744).

Thank you.

Sincerely,

William M. Belden

**William M. Belden
Petroleum Engineer**

OPERATOR CHANGE WORKSHEET

ROUTING

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

Enter date after each listed item is completed

X Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

Merger

The operator of the well(s) listed below has changed, effective: **2/16/2001**

FROM: (Old Operator):	TO: (New Operator):	TO: (New Operator):
COLT RESOURCES CORP	RIM OPERATING INC	EQUITY OIL COMPANY
Address: P. O. BOX 7167	Address: 5 INVERNESS DR E	Address: P. O. BOX 959
	EFFECTIVE DATE: 02/14/01	
BILLINGS, MT 59103	ENGLEWOOD, CO 80112	SALT LAKE CITY, UT 84110-0959
Phone: 1-(406)-247-8749	Phone: 1-(303)-799-9828	Phone: 1-(801)-521-3515
Account No. N6770	Account No. N1045	Account No. N0410

CA No.

Unit:

WELL(S)						
NAME	API NO.	ENTITY NO.	SEC. TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
USA PAN AMERICAN 4	43-047-15685	220	22-05S-22E	FEDERAL	OW	P
USA PAN AMERICAN 1	43-047-15682	220	23-05S-22E	FEDERAL	OW	P
USA PAN AMERICAN 3	43-047-15684	220	26-05S-22E	FEDERAL	OW	TA
USA PAN AMERICAN 5	43-047-15686	220	26-05S-22E	FEDERAL	OW	P

OPERATOR CHANGES DOCUMENTATION

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 02/26/2001
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 02/26/2001
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 03/28/2001
4. Is the new operator registered in YES Business Number: 562646-0143
5. If **NO**, the operator was contacte: N/A
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the (merger, name change, or operator change for all wells listed on Federal or Indian leases on: 02/14/2001
7. **Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: N/A

8. **Federal and Indian Communization Agreements ("CA"):** The BLM or the BIA has approved the operator change for all wells listed involv N/A

9. **Underground Injection Co** 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: 03/28/01
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 03/28/2001
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:

INFO COPY

EQUITY OIL COMPANY

SUITE 100, 1239 RUMSEY AVENUE / P.O. BOX 310 / CODY, WYOMING 82414-0310
FAX 307-587-7833 / PHONE 307-587-7812



February 22, 2001

U.S. Bureau of Land Management
Vernal Field Office
170 South 500 East
Vernal, UT 84078

Re: Equity Oil Company Address

Sirs,

See enclosed Change of Operator paperwork for four wells in Lease UTSL065759. The wells were sold from Colt Resources Corporation to Wilbanks Acquisition I, LLC (Rim Operating, Inc.- Operator). Wilbanks then sold it's interest to Equity Oil Company (Equity) effective 12/01/00. The Change of Operator to Equity is effective February 16, 2001.

Please address all correspondence concerning operation of the lease to:

Equity Oil Company
PO Box 310
Cody, WY 82414

Sincerely,

Brent P. Marchant
Drilling and Production Manager

AVFed022201.doc

INFO COPY

AV Fed
2/22/2001

**State of Utah
Ashley Valley Field
Uintah County**

Lease	Well Name	API Number	Location	Status
UTSL065759	USA Pan American #1	43-047-15682	SW SW 23-5S-22E	POW
UTSL065759	USA Pan American #3	43-047-15684	NE NW 26-5S-22E	OSI
UTSL065759	USA Pan American #4	43-047-15685	SE SE 22-5S-22E	POW
UTSL065759	USA Pan American #5	43-047-15686	NE NE 26-5S-22E	POW



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal District Office

170 South 500 East

Vernal, Utah 84078-2799

<http://www.blm.gov/utah/vernal>

Phone: (801) 781-4400

Fax: (801) 781-4410

IN REPLY REFER TO:

3162.3

UT08300

March 14, 2001

Equity Oil Company
P. O. Box 310
Cody, WY 82414

Re: USA Pan American Wells
#1, #3, #4, and #5
Sections 22, 23 & 26, T5S, R22E
Lease No. UTSL-065759
Uintah County, Utah

Gentlemen:

This correspondence is in regard to the self-certification statement submitted requesting a change in operator for the referenced wells. After a review by this office, the change in operator request is approved. Effective immediately, Equity Oil Company is responsible for all operations performed on the referenced wells. All liability will now fall under your bond, BLM Bond No. CO1236, for all operations conducted on the referenced wells on the leased land.

If you have any other questions concerning this matter, please contact Leslie Crinklaw of this office at (801) 781-4497.

Sincerely,

Edwin I. Forsman
Petroleum Engineer

cc: Division Oil, Gas, & Mining
RIM Operating, Inc.
Colt Resources Corp.

- Jim Thompson

RECEIVED

MAR 19 2001

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

5. Lease Designation and Serial Number:

USA SLC 065759

SUNDRY NOTICES AND REPORTS ON WELLS

6. If Indian, Allocated or Tribe Name:

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.

7. Unit Agreement Name:

1. Type of Well: OIL GAS OTHER:

8. Well Name and Number:

USA PAN AMERICAN #3

2. Name of Operator:
COLT RESOURCES CORPORATION

9. API Well Number:

43-047-15684

3. Address and Telephone Number:
PO BOX 7167, BILLINGS, MT 59103 (406) 248-2222

10. Field and Pool, or Wildcat:

ASHLEY VALLEY

4. Location of Well

Footages:

OO, Sec., T., R., M.: NENW Sec. 26, T5S-R22E

County: UINTAH

State: UTAH

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

NOTICE OF INTENT
(Submit in Duplicate)

SUBSEQUENT REPORT
(Submit Original Form Only)

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

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

Other CHANGE OF OPERATOR

Approximate date work will start _____

Date of work completion _____

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

* Must be accompanied by a cement verification report.

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

COLT RESOURCES CORPORATION HAS SOLD ALL OF ITS INTEREST IN THE ABOVE REFERENCED WELL TO WILBANKS ACQUISITION I LLC, 1600 STOUT STREET, SUITE 1200, DENVER, CO 80202-3109 RIM OPERATING, INC. WILL ASSUME OPERATIONS OF THIS WELL FEBRUARY 14, 2001

13.

Name & Signature: RICHARD WALLING *RWallin*

Title: VP OPERATIONS

Date: 2-8-01

(This space for State use only)

CIL

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		6. LEASE DESIGNATION AND SERIAL NUMBER: USA SLC 065759
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____	8. WELL NAME and NUMBER: USA PAN AMERICAN #3	
2. NAME OF OPERATOR: RIM OPERATING, INC.		9. API NUMBER: 43-047-15684
3. ADDRESS OF OPERATOR: 5 INVERNESS DRIVE EAST ENGLEWOOD, COLORADO 80112 ZIP	PHONE NUMBER: 303-799-9828	10. FIELD AND POOL, OR WILDCAT: ASHLEY VALLEY
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____	COUNTY: UTAH	
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NE NW SECTION 26-58-22E	STATE: UTAH	

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

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

RIM OPERATING, INC., AS AGENT FOR RIM LLP, HAS SOLD ALL OF ITS INTEREST IN THE ABOVE REFERENCED WELL TO EQUITY OIL COMPANY, POST OFFICE BOX 959, SALT LAKE CITY, UTAH 84110.

EFFECTIVE DATE 2/16/01.

NAME (PLEASE PRINT) <u>RENE' MORIN</u>	TITLE <u>VICE PRESIDENT</u>
SIGNATURE <u><i>René Morin</i></u>	DATE <u>2/15/01</u>

(This space for State use only)

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:

USA SLC 065759

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:

USA PAN AMERICAN #3

9. API NUMBER:

43-047-15684

10. FIELD AND POOL, OR WILDCAT:

ASHLEY VALLEY

1. TYPE OF WELL

OIL WELL

GAS WELL

OTHER _____

2. NAME OF OPERATOR:

RIM OPERATING, INC.

3. ADDRESS OF OPERATOR: 5 INVERNESS DRIVE EAST

ENGLEWOOD, COLORADO 80112

PHONE NUMBER:

303-799-9828

4. LOCATION OF WELL

FOOTAGES AT SURFACE:

COUNTY:

UINTAH

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

NE NW SECTION 26-5S-22E

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 February 14, 2001, RIM Operating, Inc., as Agent for RIM LLP, will be responsible for compliance with all terms and conditions associated with that portion of the leases where the above well is located.

Bond coverage is provided by State of Utah Bond RLB1427, Principal RIM Operating, Inc., Surety Underwriter's Indemnity, 10/7/99.

NAME (PLEASE PRINT) Rene' Morin

TITLE Vice President

SIGNATURE Rene' Morin

DATE 2/15/01

(This space for State use only)

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 n/a

8. **Federal and Indian Units:**

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

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

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

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

DATA ENTRY:

1. Changes entered in the Oil and Gas Database on: 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: n/a
4. Fee/State wells attached to bond in RBDMS on: n/a
5. Injection Projects to new operator in RBDMS on: n/a
6. Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000148

INDIAN WELL(S) BOND VERIFICATION:

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

FEE & STATE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The NEW operator of any fee well(s) listed covered by Bond Number RLB0004585

2. The FORMER operator has requested a release of liability from their bond on: *** Whiting assumed Equity's bond
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:

SUNDRY NOTICES AND REPORTS ON WELLS

5. LEASE DESIGNATION AND SERIAL NUMBER:

See attached list

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

N/A

7. UNIT or CA AGREEMENT NAME:

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

1. TYPE OF WELL

OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:

See attached list

2. NAME OF OPERATOR:

Whiting Oil and Gas Corporation

9. API NUMBER:

3. ADDRESS OF OPERATOR:

1700 Broadway #2300 CITY Denver STATE CO ZIP 80290

PHONE NUMBER:

(303) 837-1661

10. FIELD AND POOL, OR WMLDCAT:

4. LOCATION OF WELL

FOOTAGES AT SURFACE:

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE:

UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> 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 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 9/1/04, please change the Operator of record from Equity Oil Company to Whiting Oil and Gas Corporation. See attached well list.

Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver, CO 80290
(303) 837-1661

N 268D

BLM Bond # UTB 000148
State/fee Bond # RLB 0004585

Equity Oil Company
P.O. Box 310
1239 Rumsey Avenue
Cody, Wyoming 84414-0310

NO410

APPROVED 9/30/04
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

RECEIVED

SEP 01 2004

DIV. OF OIL, GAS & MINING

Equity Oil Company

NAME (PLEASE PRINT) ~~JOHN HAZLET~~ DAVID M. SEERY

TITLE ~~Vice President of Land~~ Attorney-In-Fact

SIGNATURE *[Signature]*

DATE August 27, 2004

Whiting Oil and Gas Corporation

NAME (PLEASE PRINT) James Brown

TITLE Vice President of Operations

SIGNATURE *[Signature]*

DATE August 27, 2004

API Well Number	Current Operator	Well Name	Well Type	Well Status	Location (Twp-Rng)	Section	Twp	Rng	Qtr	Fl. NS	Fl. EW	EW
43-047-15684-00-00	EQUITY OIL COMPANY	USA PAN AMERICAN 3	Oil Well	Temporarily	5S-22E	26	5 S	22	E	NENW	330 N	1650 W
43-047-15398-00-00	EQUITY OIL COMPANY	ASHLEY VALLEY FED 2-A	Gas Well	Shut-In	5S-22E	23	5 S	22	E	NWSW	1680 S	1275 W
43-047-15396-00-00	EQUITY OIL COMPANY	ASHLEY VALLEY FEE 1	Oil Well	Shut-In	5S-22E	23	5 S	22	E	NWSW	2665 N	725 W
43-047-15403-00-00	EQUITY OIL COMPANY	ASHLEY VALLEY 7	Oil Well	Producing	5S-22E	23	5 S	22	E	SENE	2103 N	1690 W
43-047-15397-00-00	EQUITY OIL COMPANY	ASHLEY VALLEY 4	Oil Well	Producing	5S-22E	23	5 S	22	E	NWSW	1662 S	971 W
43-047-15688-00-00	EQUITY OIL COMPANY	ASHLEY VALLEY 2	Oil Well	Producing	5S-22E	23	5 S	22	E	NESW	1666 S	1600 W
43-047-15686-00-00	EQUITY OIL COMPANY	USA PAN AMERICAN 5	Oil Well	Producing	5S-22E	26	5 S	22	E	NENE	330 N	990 E
43-047-15401-00-00	EQUITY OIL COMPANY	USA PAN AMERICAN 1	Oil Well	Producing	5S-22E	23	5 S	22	E	SWSW	990 S	990 W
43-047-15685-00-00	EQUITY OIL COMPANY	ASHLEY VALLEY 6	Oil Well	Producing	5S-22E	22	5 S	22	E	NESE	1680 S	348 E
43-047-10363-00-00	EQUITY OIL COMPANY	USA PAN AMERICAN 4	Oil Well	Producing	5S-22E	22	5 S	22	E	SESE	990 S	330 E
43-047-15407-00-00	EQUITY OIL COMPANY	PREECE 1	Oil Well	P & A	5S-23E	19	5 S	23	E	CNWSW	1980 S	600 W
43-047-15407-00-00	EQUITY OIL COMPANY	ASHLEY VALEY FEE 11-5	Oil Well	P & A	5S-22E	23	5 S	22	E	NWSW	1880 S	538 W
43-047-20251-00-00	EQUITY OIL COMPANY	ASHLEY VALLEY 1-E	Oil Well	P & A	5S-22E	23	5 S	22	E	C SW	1335 S	1320 W

RECEIVED
SEP 29 2004
DIV. OF OIL



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal Field Office

170 South 500 East

Vernal, UT 84078

(435) 781-4400 Fax: (435) 781-4410
<http://www.blm.gov/utah/vernal>



IN REPLY REFER TO:

3162.3

UT08300

November 2, 2004

Jane Thompson
Whiting Oil & Gas Corp.
1700 Broadway, Suite 2300
Denver, Colorado 80290

43-047-15684

Re: Well No. USA Pan American #3
NWNE, Sec. 26, T5S, R22E
Uintah County, Utah
Lease No. UTSL-065759

Dear Ms. Thompson:

This correspondence is in regard to the self-certification statement submitted requesting a change in operator for the referenced well. After a review by this office, the change in operator request is approved. Effective immediately, Whiting Oil & Gas Corp. is responsible for all operations performed on the referenced well. All liability will now fall under your bond, BLM Bond No. UTB000148; for all operations conducted on the referenced well on the leased land.

If you have any other questions concerning this matter, please contact Leslie Walker of this office at (435) 781-4497.

Sincerely,

Kirk Fleetwood
Petroleum Engineer

cc: UDOGM
Equity Oil Co.

RECEIVED

NOV 04 2004

DIV. OF OIL, GAS & MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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: UTSL-065759
2. NAME OF OPERATOR: Whiting Oil & Gas Corporation		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 1700 Broadway Suite 2300 CITY Denver STATE CO ZIP 80290		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: 330-FNL 1050-FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 26 6S 22E		8. WELL NAME and NUMBER: USA Pan American 3
PHONE NUMBER:		9. API NUMBER: 4304715884
COUNTY: Uintah		10. FIELD AND POOL, OR WILDCAT: Ashley Valley / Weber
STATE: UTAH		

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<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 checked="" 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.
Refer to the attached Plugging and Abandonment procedure as well as the wellbore diagram.

STOP TO OPERATION
8-8-06
CTD

NAME (PLEASE PRINT) Wilson Hahnberg TITLE _____
SIGNATURE Wilson Hahnberg DATE 7/26/2006

(This space for State use only)

Accepted by the
Utah Division of
Oil, Gas and Mining

Federal Approval Of This
Action Is Necessary

JUL 26 2006

(5/2000)

Date: 7/28/06
By: [Signature]

(See Instructions on Reverse Side)

July 25th, 2006

Whiting Oil & Gas Corp.
USA Pan American No.3, Ashley Valley Field, Uintah Co, UT
API No. 0500105070
NENW, Sec 26, T5S, R22E

Sundry Notice Attachment #1

Notice of Intent to Plug and Abandon

Materials:

Approximately 170 sks class "G" premium cement
Approximately ____ bbls of fresh water

Procedure:

1. Notify the DOGM at least 24 hours prior to conducting abandonment operations.
2. MIRU Service Rig
3. Roll the hole with 9 ppg fluid.
4. RU wireline equipment. Run CICR for 7" casing and set above the casing shoe at about 4100'.
5. Sting in and squeeze the Weber formation (approx. 4146'-4210') with 45 sks of class "G" neat cement. Plan to pump 35 sks below CICR and leave 10 sks on top.
6. WOC and tag the TOC.
7. Perf. squeeze holes at 1135'. Set CICR at about 1100' and squeeze 45 sks of class "G" neat cement through the CICR and dump 10 sks on top. WOC and tag the TOC. POH with setting tool.
8. Perforate squeeze holes at 552'. Set CICR at about 490'
9. Sting in and squeeze base of 9.625" surface casing with 45 sks of premium class "G" neat cement to a max pressure of 150 psi. If the cement circulates to surface on the 7" x 9 5/8" annulus, 60 sks will be pumped. Plan on leaving approximately 10 sks on top of the CICR.
10. Set a 10 sk surface plug of premium class "G" neat cement in 7" casing. Place 20 sks of premium class "G" neat cement in the 7" x 9 5/8" annulus
11. Weld on a marker plate at least 4' below ground level.
12. RDMO service rig.

Prepared by: Wilson Hahnenberg Office: 303-390-4958 Cell: 303-434-9093

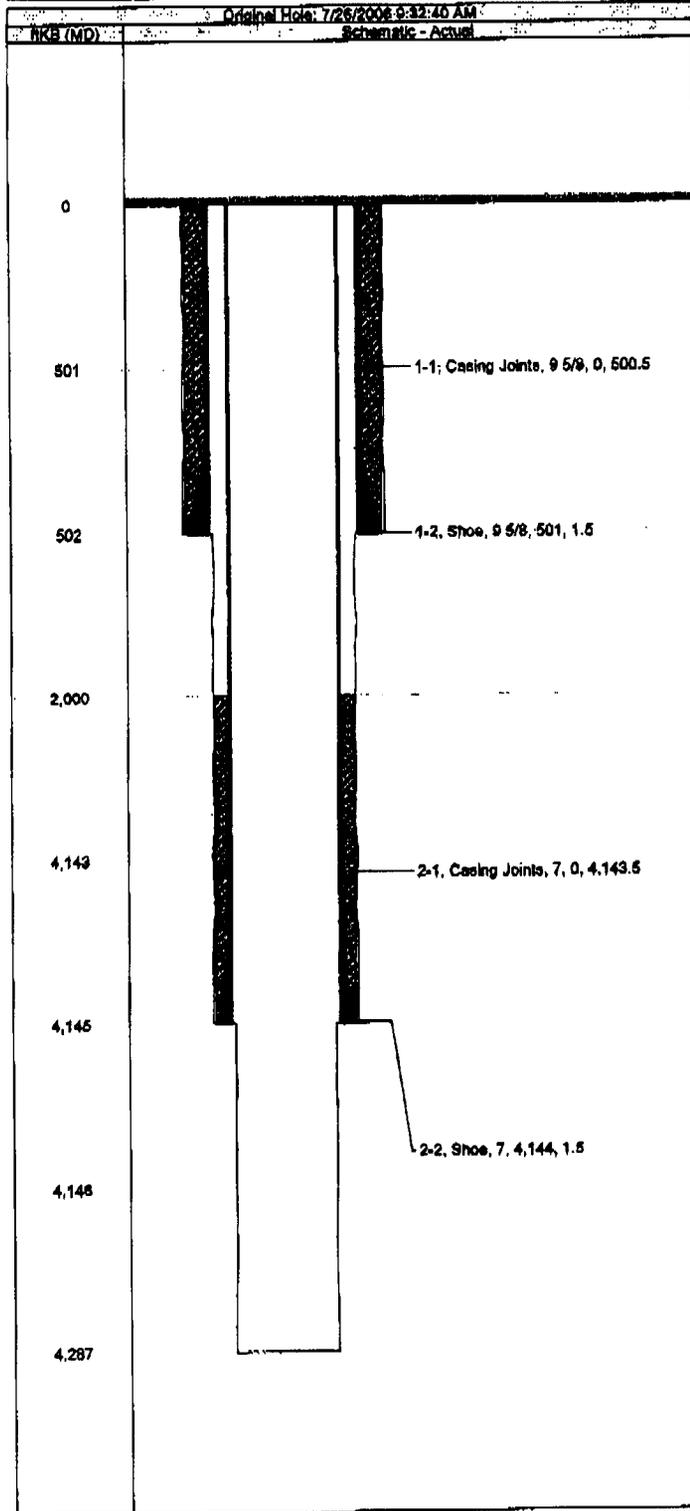
JUL 26 2006



Whiting Oil & Gas Corp
 1700 Broadway, Suite 2300
 Denver, CO 80200
 (303) 837-1661

Lease Review All
Well Name: USA PAN AMERICAN 3

WPC ID 8UT014901A	APN Number 4304716684	Well Name Ashley Valley	Operator WOGC	County Uintah	Block UT
Ground Elevation (ft) 4,912.00	Old KB Elev (ft) 4,912.00	Rd-Ground Distance (ft) 0.00	Responsible Engineer Tom Smith	Responsible Foreman John Webb	Original Spud Date 4/17/1949
Original Hole: 7/26/2006 9:32:40 AM			Completion Date 5/16/1949		



Start Date	Size (in)	Act Top (ft)	Act Bot (ft)
4/17/1949	12 1/4	0.0	502.0
4/20/1949	8 3/4	502.0	4,145.0
5/2/1949	6 1/8	4,145.0	4,287.0

CD (in)	WT (lb/ft)	Grade	Top (ft)	Bot (ft)	Len (ft)	Item Description
8 5/8			0.0	500.5	500.50	Casing Joints
9 5/8			500.5	502.0	1.50	Shoe

CD (in)	WT (lb/ft)	Grade	Top (ft)	Bot (ft)	Len (ft)	Item Description
7			0.0	4,143.5	4,143.50	Casing Joints
7			4,143.5	4,145.0	1.50	Shoe

Description	Top (ft)	Bot (ft)	Top Hole Date	Plug Port Date
Surf Cmt	0.0	502.0		4/19/1949
Inler Cmt	2,000.0	4,145.0	Unknown	5/1/1949

Type of Hole	Date	CD (ft)	Bot (ft)	Zone

Stage Type	Start Date	Top (ft)	Bot (ft)	Len (ft)	Val (ft)

Stk Depth (ft)	Comment	Run Date

Item Description	OD (in)	ID (in)	Len (ft)	Top (ft)	Bot (ft)

Item Description	OD (in)	Len (ft)	Top (ft)	Bot (ft)

Item Description	OD (in)	Len (ft)	Top (ft)	Bot (ft)

Item Description	OD (in)	Run Date	Top (ft)	Bot (ft)

Comment
 PBYD: 1306.878m
 Built from Dwight's 8/25/04 mem. Hole sizes unknown.

JUL 26 2006

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
UTSL-065759

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

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

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:
USA Pan American 3

2. NAME OF OPERATOR:
Whiting Oil & Gas Corporation

9. API NUMBER:
4304715684

3. ADDRESS OF OPERATOR:
1700 Broadway Suite 2300 CITY **Denver** STATE **CO** ZIP **80290**

PHONE NUMBER:

10. FIELD AND POOL, OR WILDCAT:
Ashley Valley / Weber

4. LOCATION OF WELL

FOOTAGES AT SURFACE: **330 FNL 1050 FWL**

COUNTY: **Uintah**

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: **NENW 26 5S 22E**

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 type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input checked="" 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.

This well was plugged and abandoned on 09/24/2006 (please see attached Job Summary and wellbore diagram).

NAME (PLEASE PRINT) Peggy J Goss

TITLE Engineering Tech

SIGNATURE *Peggy J Goss*

DATE 11/9/2006

(This space for State use only)

RECEIVED
NOV 13 2006



Whiting Oil & Gas Corp
 1700 Broadway, Suite 2300
 Denver, CO 80290
 (303) 837-1661

Multi-Day Job Summary

Well Name: USA PAN AMERICAN 3

*Plug & Abandon
 Job Started on 9/15/2006*

WPC ID 8UT014801A	API Number 4304715684	Field Name Ashley Valley	County Uintah	State UT	Operator WOGC	Gr Elev (ft) 4,912.00	Orig KB Elev... 4,912.00		
Job Type Plug & Abandon	WI (%) 100.00	AFE Number 06-0689	Total AFE Amount 29,000.00	Total AFE Sup 0.00	Total Cost 55,803.00	Var (Fid Est) -26,803.00	Cost Type Expense	Start Date 9/15/2006	End Date

Daily Operation Reports (6am to 6am)

Job Day	Rpt No.	Day Total	Cum To Date	Start Date	End Date	Summary
1.0	1.0	5,457.00	5,457.00	9/15/2006	9/16/2006	MIRUSU. Unflange WH. Tubing in hole. Attempt to pull, packer in hole. Attempt to release, no progress. Est. injection rate down tubing @ 3 BPM, 300#. SDFWE. Will run WL CCL on Monday.
2.0	2.0		5,457.00	9/16/2006	9/17/2006	SDSF Sat
3.0	3.0		5,457.00	9/17/2006	9/18/2006	SDF Sun
4.0	4.0		5,457.00	9/18/2006	9/19/2006	RIRUWL. Ran CCL to 4233'. Note Pkr @ 4070'. PBTD @ 4233'. RU cementers. Mix & pump 45 sks Class "G". displace down tubing to 4070'. SI w/pressure on wellhead, RD cementers. SDSFN.
5.0	5.0	10,705.00	16,162.00	9/19/2006	9/20/2006	RU W/L. TIH W/ CCL. Tag cement top @ 3784'. Chemically cut off tubing at 3760'. PU 4', spot 20 sk balanced cement plug. TOH W/ 8 jts. Mix & pump 156 bls 9 PPG mud from 3500' to surface. Bentonite kept plugging pump suction. TOH LD 80 jts. & sb 15 jts. TIH W/ casing scrapper to 1500'. SDFN.
6.0	6.0	39,641.00	55,803.00	9/20/2006	9/21/2006	TOH W/15 jts. RU WL. Perf 1135 to 1136', 4 JSPF, 3 1/8" gun, 22.7 gram charges. RD WL. TIH W/ CICR & 35 jts. Set CR @ 1099'. Mix & pump 45 sks Class G cement. Displace 35 sks below CR & spot 10 sks on top of CR. TOH LD17 jts & SB 18 jts. RU WL perf 552-553' 4 holes, 3 1/8" gun, 22.7 gram charges. RD WL. TIH W/ CICR & 18 jts tubing. Set CR @ 498'. Press to 1200 PSI no inj. rate. TOH, LD tubing. Cut off 7" & 9 5/8". 9 5/8" full of cement from initial completion. Fill 7" casing W/ 10 sks cement. RDSUMO.
10.0	7.0		55,803.00	9/24/2006	9/25/2006	Cut off wellhead and both casings 4' below ground level and welded on marker plate with operator name, lease serial number, well number and legal survey description. Dug out deadmen and backfilled same, filled in over casing stub and recontoured location. Well PA'd.

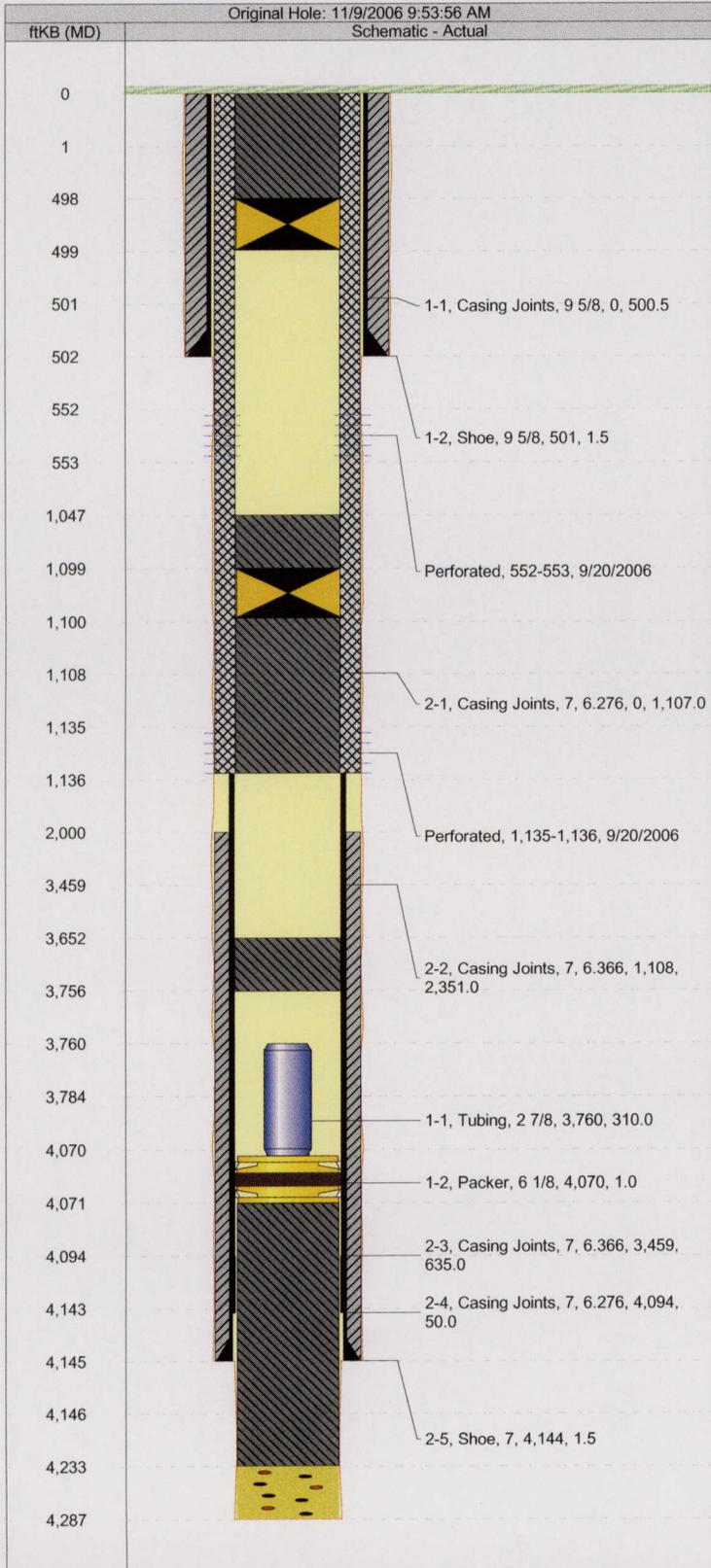


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 1700 Broadway, Suite 2300
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Lease Review All

Well Name: USA PAN AMERICAN 3

WPC ID 8UT014801A	API Number 4304715684	Field Name Ashley Valley	Operator WOGC	County Uintah	State UT
Ground Elevation (ft) 4,912.00	Orig KB Elev (ft) 4,912.00	KB-Ground Distance (ft) 0.00	Responsible Engineer Tom Smith	Responsible Foreman John Webb	Original Spud Date 4/17/1949
					Completion Date 5/16/1949



Start Date	Size (in)	Act Top (ftKB)	Act Btm (ftKB)
4/17/1949	12 1/4	0.0	502.0
4/20/1949	8 3/4	502.0	4,145.0
5/2/1949	6 1/8	4,145.0	4,287.0

OD (in)	Wt (lbs/ft)	Grade	Top (ftKB)	Btm (ftKB)	Len (ft)	Item Description
9 5/8			0.0	500.5	500.50	Casing Joints
9 5/8			500.5	502.0	1.50	Shoe

OD (in)	Wt (lbs/ft)	Grade	Top (ftKB)	Btm (ftKB)	Len (ft)	Item Description
7	26.00	J-55	0.5	1,107.5	1,107.00	Casing Joints
7	23.00	N-80	1,107.5	3,458.5	2,351.00	Casing Joints
7	23.00	J-55	3,458.5	4,093.5	635.00	Casing Joints
7	26.00	J-55	4,093.5	4,143.5	50.00	Casing Joints
7			4,143.5	4,145.0	1.50	Shoe

Description	Top (ftKB)	Btm (ftKB)	Top Meas Meth	Pump Start Date
Surf Cmt	0.0	502.0		4/19/1949
Inter Cmt	2,000.0	4,145.0	Unknown	5/1/1949
Cmt inside tbg	3,784.0	4,070.0		9/18/2006
Cement below Packer	4,071.0	4,233.0		9/18/2006
Cmt above pkr	3,652.0	3,756.0	Wireline Tag	9/18/2006
Cement Plug	1,100.0	1,136.0		9/19/2006
Cement Plug	1,047.0	1,099.0		9/19/2006
Surface Csg	0.0	1,136.0		9/20/2006
Prod Csg	0.0	498.0		9/20/2006

Type of Hole	Date	Top (ftKB)	Btm (ftKB)	Zone
Perforated	9/20/2006	552.0	553.0	
Perforated	9/20/2006	1,135.0	1,136.0	

Stage Type	Start Date	Top (ftKB)	Btm (ftKB)	Stim/Treat Fluid	V (pumped) (bbl)

Item Description	OD (in)	ID (in)	Len (ft)	Top (ftKB)	Btm (ftKB)
Tubing	2 7/8		310.00	3,760.0	4,070.0
Packer	6 1/8		1.00	4,070.0	4,071.0

Item Description	OD (in)	Len (ft)	Top (ftKB)	Btm (ftKB)

Item Description	OD (in)	Len (ft)	Top (ftKB)	Btm (ftKB)

Description	OD (in)	Run Date	Top (ftKB)	Btm (ftKB)
Fill	6 1/8	9/18/2006	4,233.0	4,287.0
CICR	6 1/8	9/20/2006	1,099.0	1,100.0
CICR	6 1/8	9/20/2006	498.0	499.0

Comment
 PBTD: 1306.678m
 Built from Dwigths 8/25/04 mem. Hole sizes unknown.