

Uintah Engineering & Land Surveying

85 SOUTH 200 EAST • P.O. BOX 1758
VERNAL, UTAH 84078

PHONE (801) 789-1017

NELSON J. MARSHALL
PHONE 789-0272

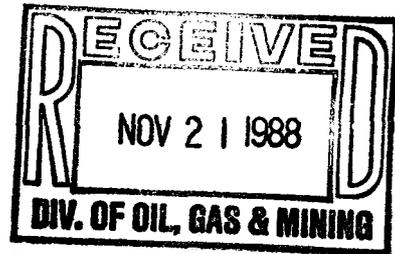
LAWRENCE C. KAY
PHONE 789-1125

ROBERT L. KAY
PHONE 789-0493

JOHN R. SLAUGH
PHONE 789-3292

November 16, 1988

Utah State Oil
and Gas Commission
3 Triad Center
Ste. 350
Salt Lake City, Utah 84180-1203

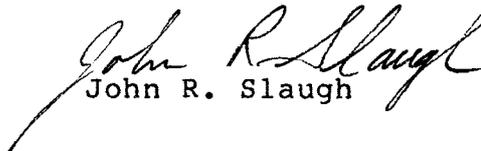


Dear Sirs:

Enclosed are copies of the A.P.D., Surface Use Plan, Location Plat and Cut Sheet for Baser 6-2. Also enclosed are copies of the Cutsheet, Topographic Maps and Location Plat for Leland Bench Gulf State #36-12.

If we may be of any further assistance, please notify us.

Sincerely,


John R. Slaugh

JRS/tk
enclosures

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK
 DRILL DEEPEN PLUG BACK

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

2. NAME OF OPERATOR
 PHOENIX HYDROCARBONS

3. ADDRESS OF OPERATOR
 133 WEST 400 NO. VERNAL, UTAH 84078

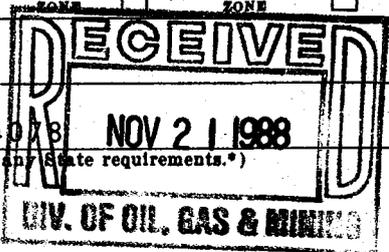
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)
 At surface
 2132' FNL 2175' FEL S WNE
 At proposed prod. zone
 SAME

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 20 MILES SOUTHERLY FROM VERNAL, UTAH

10. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 2132'

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT.
 3400' ± *1100' h*

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
 4868' GR



5. LEASE DESIGNATION AND SERIAL NO.
 U-075939

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
 BASER

9. WELL NO.
 6-2

10. FIELD AND POOL, OR WILDCAT
 WILDCAT Horseshoe Bend

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
 SEC. 6, T7S, R22E

12. COUNTY OR PARISH 13. STATE
 UINTAH UTAH

16. NO. OF ACRES IN LEASE
 960

17. NO. OF ACRES ASSIGNED TO THIS WELL
 80

19. PROPOSED DEPTH
 3400' ± *1100' h*

20. ROTARY OR CABLE TOOLS
 ROTARY

22. APPROX. DATE WORK WILL START*
 A.S.A.P.

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12 1/4"	8 5/8 "	24 OR 32 H-40	350' ±	CIRCULATE TO SURFACE
7 7/8"	4 1/2 "	4 1/2 J-55	3400' ±	CIRCULATE TO ABOVE OIL SHALE

SEE ATTACHMENTS

- 10 POINT B.O.P.
- LOCATION PLAT
- 13 POINT SURFACE USE PLAN
- CUT SHEET
- TOPO MAP 'A'
- TOPO MAP 'B'
- TOPO MAP 'C'

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

24. SIGNED J.M. Smith TITLE Pumper DATE _____

(This space for Federal or State office use)
 PERMIT NO. 43-047-31859 APPROVAL DATE _____

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

APPROVED BY THE STATE OF UTAH DIVISION OF OIL, GAS, AND MINING
 DATE: 12-13-88
 BY: John R. Baga
 WELL SPACING: Lease No. 145-8

*See Instructions On Reverse Side

T7S, R22E, S.L.B.&M.

PHOENIX HYDROCARBONS

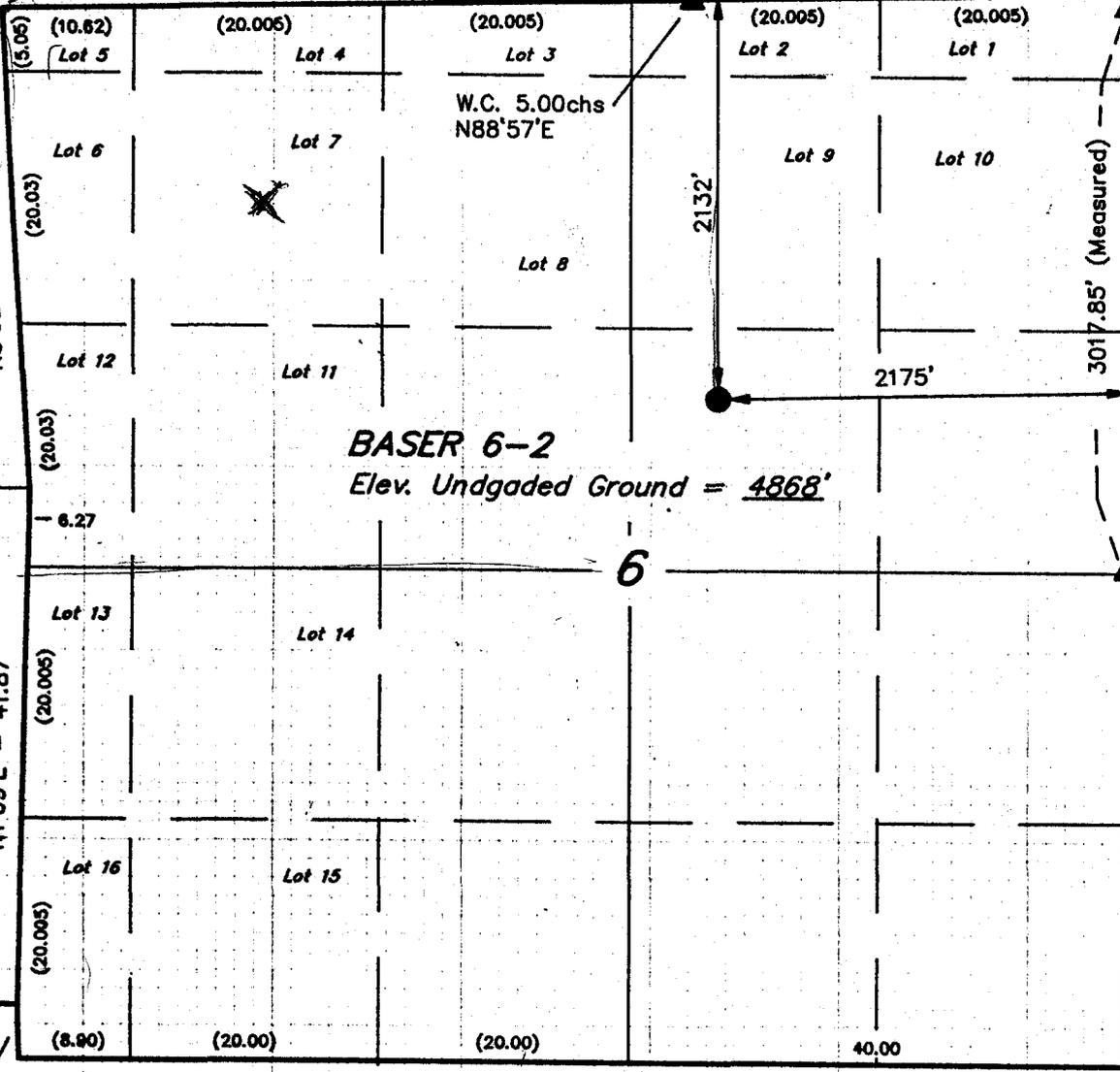
Well location, BASER 6-2, located as shown in the SW 1/4 NE 1/4 of Section 6, T7S, R22E, S.L.B.&M. Uintah County, Utah.

S88°57'W - (G.L.O.)
39.28

W.C. 1.08chs
S0°04'E

11.35

S88°57'38"W - 2311.96'



BASIS OF ELEVATION

SPOT ELEVATION ON A HILL TOP IN THE SE 1/4 SW 1/4 SECTION 31, T7S, R22E, S.L.B.&M. TAKEN FROM THE RASMUSSEN HOLLOW, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4825 FEET.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Helen J. Marshall

REGISTERED LAND SURVEYOR
REGISTRATION NO. 2454
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
P. O. BOX 1758 - 85 SOUTH - 200 EAST
VERNAL, UTAH - 84078

SCALE 1" = 1000'	DATE 10-14-88
PARTY D.A. G.S. J.R.S.	REFERENCES G.L.O. PLAT
WEATHER COOL	FILE PHOENIX HYDROCARBONS

▲ = SECTION CORNERS LOCATED. (Brass Caps)

OPERATOR Phoenix Hydrocarbons (No 985) DATE 11-21-88
 WELL NAME Baser 6-2
 SEC S WNE 6 T 7 S R 22E COUNTY Winteh

43-047-31859
 API NUMBER

Fed.
 TYPE OF LEASE

CHECK OFF:

PLAT

BOND

NEAREST WELL

LEASE

FIELD

POTASH OR OIL SHALE

PROCESSING COMMENTS:

No other well within 920'
Need water permit.
Exception to cause 145-8 (500' from boundry of each qtr. sec.)
Received 11-30-88. Add'l Info requested per G. Boza.
Received 12-13-88. (Pat Yochem 915-683-5449)

APPROVAL LETTER:

SPACING: R615-2-3 _____ UNIT _____ R615-3-2
 _____ 145-8 9-19-85 R615-3-3
 CAUSE NO. & DATE

STIPULATIONS:

1- Water Permit

UES

Uintah Engineering & Land Surveying

85 SOUTH 200 EAST • P.O. BOX 1758
VERNAL, UTAH 84078
PHONE (801) 789-1017

RECEIVED
NOV 30 1988

DIVISION OF
OIL, GAS & MINING

NELSON J. MARSHALL
PHONE 789-0272

LAWRENCE C. KAY
PHONE 789-1125

ROBERT L. KAY
PHONE 789-0493

JOHN R. SLAUGH
PHONE 789-3292

November 28, 1988

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

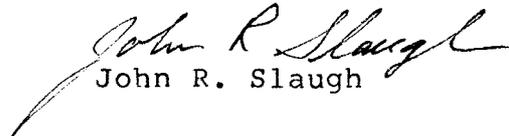
Attn: Lisha Romero

Dear Sirs:

We respectfully request on exception to Board Order Cause # 145-8 for the Phoenix Hydrocarbons Well Location Baser 6-2 located in the NE1/4 of Section 6, T7S, R22E, S.B.& M.. Due to topography this proposed location is located approximately 465' from the lease line.

Thank you for your consideration of this matter.

Sincerely,


John R. Slaugh

JRS/jk

cc: Phoenix Hydrocarbons

Phoenix Hydrocarbons, Inc.

RECEIVED
DEC 12 1988

DIVISION OF
OIL, GAS & MINING

December 7, 1988

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

Attn: Ms. Lisha Romero

Re: Request for Exception to
General Well Spacing Requirements
Baser Draw 6-2, Lease U-075939
SW/4NE/4 Section 6, T-7-S, R-22-E,
S.L.B.&M., Uintah County, Utah

Dear Lisha:

With reference to our telephone conversation with Mr. John Baza on December 7, 1988, Phoenix Hydrocarbons, Inc. requests that an exception to general well spacing requirements (Rule C-3 b) be granted on the above captioned well.

Phoenix has staked the location of the Baser Drawer 6-2, as found on our Application for Permit to Drill, Deepen, or Plug Back, at 2,132' FNL and 2,175' FEL of Section 6 due to topographic restrictions. Phoenix also is the owner of all oil and gas leasehold within a radius of 660 feet from the proposed location. Please let us know at your earliest convenience of the Commission's decision regarding our request.

If you have any questions or require further information, please let us know.

Thank you.

Sincerely,



Rex D. Barker

RDB:met

Phoenix Hydrocarbons, Inc.

December 13, 1988

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

Attn: Lisha Romero

Re: Baser 6-2
NE/4 Sec. 6, T-7-S, R-22-E
Uinta County, Utah

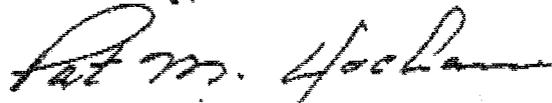
Dear Ms. Romero:

We respectfully request an exception to Board Order Cause No. 145-8 for the subject well. The well was staked 2,132' FNL and 2,175' FEL of Section 6 because of topography.

Phoenix Hydrocarbons, Inc. is the drilling unit operator of Section 6, T-7-S, R-22-E, Uinta County, Utah.

Your cooperation in this matter is appreciated.

Sincerely,



Pat M. Yocham
Operations Manager

PMY:met



State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Norman H. Bangertter
Governor

Dee C. Hansen
Executive Director

Dianne R. Nielson, Ph.D.
Division Director

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

December 13, 1988

Phoenix Hydrocarbons
133 West 400 North
Vernal, Utah 84078

Gentlemen:

Re: Baser 6-2 - SW NE Sec. 6, T. 7S, R. 22E - Uintah County, Utah
2132' FNL, 2175' FEL

Approval to drill the referenced well is hereby granted in accordance with the Order of Cause No. 145-8 dated September 19, 1985, subject to the following stipulations:

1. Prior to commencement of drilling, receipt by the Division of evidence providing assurance of an adequate and approved supply of water as required by Chapter 3, Title 73, Utah Code Annotated.

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

1. Spudding notification within 24 hours after drilling operations commence.
2. Submittal of an Entity Action Form within five working days following spudding and whenever a change in operations or interests necessitates an entity status change.
3. Submittal of the Report of Water Encountered During Drilling, Form OGC-8-X.
4. Prompt notification if it is necessary to plug and abandon the well. Notify John R. Baza, Petroleum Engineer, (Office) (801) 538-5340, (Home) 298-7695, or Jim Thompson, Lead Inspector, (Home) 298-9318.
5. Compliance with the requirements of Rule R615-3-22, Gas Flaring or Venting, Oil and Gas Conservation General Rules.

Page 2
Phoenix Hydrocarbons
Baser 6-2
December, 13, 1988

6. Prior to commencement of the proposed drilling operations, plans for facilities for disposal of sanitary wastes at the drill site shall be submitted to the local health department. These drilling operations and any subsequent well operations must be conducted in accordance with applicable state and local health department regulations. A list of local health departments and copies of applicable regulations are available from the Division of Environmental Health, Bureau of General Sanitation, telephone (801) 538-6121.
7. This approval shall expire one (1) year after date of issuance unless substantial and continuous operation is underway or an application for an extension is made prior to the approval expiration date.

The API number assigned to this well is 43-047-31859.

Sincerely,



R. J. Firth
Associate Director, Oil & Gas

lr
Enclosures
cc: Branch of Fluid Minerals
D. R. Nielson
WE14/1-2

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK
 DRILL DEEPEN PLUG BACK

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

2. NAME OF OPERATOR
 PHOENIX HYDROCARBONS

3. ADDRESS OF OPERATOR *P.O. Box 2802, Midland, TX 79702*
~~133 WEST 400 NO. VERNAL, UTAH 840~~

4. LOCATION OF WELL (Report location clearly and in accordance with any applicable regulations)
 At surface
 2132' FNL 2175' FEL
 At proposed prod. zone
 SAME

5. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 20 MILES SOUTHERLY FROM VERNAL, UTAH

6. DIVISION OF OIL, GAS & MINING

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 2132'

16. NO. OF ACRES IN LEASE
 960

17. NO. OF ACRES ASSIGNED TO THIS WELL
 80

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT.
 3400' ±

19. PROPOSED DEPTH
 3400' ±

20. ROTARY OR CABLE TOOLS
 ROTARY

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
 4868' GR

22. APPROX. DATE WORK WILL START*
 A.S.A.P.

RECEIVED
DEC 16 1988

5. LEASE DESIGNATION AND SERIAL NO.
 U-075939

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
 BASER

9. WELL NO.
 6-2

10. FIELD AND POOL, OR WILDCAT
 WILDCAT

11. SEC., T., R., M., OR BLE. AND SURVEY OR AREA
 SEC. 6, T7S, R22E

12. COUNTY OR PARISH
 Uintah

13. STATE
 UTAH

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12 1/4"	8 5/8 "	24 OR 32 H-40	350' ±	CIRCULATE TO SURFACE
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SEE ATTACHMENTS

- 10 POINT B.O.P.
- LOCATION PLAT
- 13 POINT SURFACE USE PLAN
- CUT SHEET
- TOPO MAP 'A'
- TOPO MAP 'B'
- TOPO MAP 'C'



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

24. SIGNED JM Smith TITLE Pumper DATE 11-18-88

(This space for Federal or State office use)

PERMIT NO. 43-047-31859 APPROVAL DATE _____

APPROVED BY Shirald E. Jensen TITLE Acting ASSISTANT DISTRICT MANAGER MINERALS DATE 12/15/88

CONDITIONS OF APPROVAL, IF ANY:

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED TO OPERATOR'S COPY

*See Instructions On Reverse Side

LCR

CONDITIONS OF APPROVAL FOR NOTICE TO DRILL

Company Phoenix Hydrocarbons, Inc. Well No. Baser 6-2
Location SW/NE Sec. 6 T.7S. R.22E. Lease No. U-075939

Approval of this application does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

All lease and/or unit operations will be conducted in such a manner that full compliance is made with applicable laws, regulations (43 CFR 3100), applicable Onshore Oil and Gas Orders, and the approved plan of operations. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished the field representative to insure compliance.

Note: This well falls under spacing order No. 145-8 which stipulates only two (2) wells per 320 acre drilling unit.. According to the spacing order, Section 6 is divided into two (2) drilling units, the North 1/2 and the South 1/2.

A. DRILLING PROGRAM

1. Estimated Depth at Which Oil, Gas, Water, or Other Mineral Bearing Zones are Expected to be Encountered

Report ALL water shows and water-bearing sands to Wayne Svejnoha of this office. Copies of State of Utah form OGC-8-X are acceptable. If noticeable water flows are detected, submit samples to this office along with any water analyses conducted.

2. Pressure Control Equipment

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc.. BOPE configuration shall be consistent with API RP 53 with individual components operable as designed.

* * The 3M BOPE system identified by Phoenix Hydrocarbons does not meet the minimum requirements of Onshore Oil and Gas Order No. 2. Therefore, as a minimum, an annular preventer shall also be utilized and tested according to the requirements of the Order. Phoenix Hydrocarbons has the right to request a variance to this stipulation if documentation can be provided that a 2M BOPE system would be adequate.

The Vernal District Office shall be notified, with sufficient lead time, in order to have a BLM representative present while pressure testing.

3. Casing Program and Auxiliary Equipment

Fresh water may be encountered from +300-500 ft., 700-800 ft., and 900-1200 ft. in the Duchesne River formation and from +3000-3400 ft. in the Uinta formation. If encountered the resources will need to be isolated and/or protected via the cementing program for the production casing.

The District Office shall be notified, with sufficient lead time, in order to have a BLM representative on location while running all casing strings and cementing.

4. Mud Program and Circulating Medium

No chromate additives will be used in the mud system on Federal and Indian lands without prior BLM approval to ensure adequate protection of fresh water aquifers.

5. Coring, Logging and Testing Program

All Drill Stem tests (DST) shall be accomplished during daylight hours. However, DSTs may be allowed to continue at night if the test was initiated during daylight hours and the rate of flow is stabilized and if adequate lighting is available (i.e., lighting which is adequate for visibility and vaporproof for safe operations). Packers can be released, but tripping should not begin before daylight.

A cement bond log (CBL), or some other means acceptable to the authorized officer, shall be utilized to determine the top of cement (TOC) for the intermediate and production casing.

6. Notifications of Operations

Operator shall report production data to MMS pursuant to 30 CFR 216.5 using form MMS/3160.

Gas produced from this well may not be vented or flared beyond an initial authorized test period of 30 days or 50 MMCF following its completion, whichever occurs first, without the prior written approval of the authorized officer. Should gas be vented or flared without approval beyond the authorized test period, the operator may be directed to shut-in the well until the gas can be captured or approval to continue venting or flaring as uneconomic is granted and the operator shall be required to compensate the lessor for that portion of the gas vented or flared without approval which is determined to have been avoidably lost.

7. Other Information

All loading lines will be placed inside the berm surrounding the tank battery.

All site security guidelines identified in 43 CFR 3162.7 regulations will be adhered to.

All off-lease storage, off-lease measurement, or commingling on-lease or off-lease will have prior written approval from the AO.

Gas meter runs for each well will be located within 500 feet of the wellhead. The gas flowline will be buried or anchored down from the wellhead to the meter and 500 feet downstream of the meter run or any production facilities. Meter runs will be housed and/or fenced.

The oil and gas measurement facilities will be installed on the well location. The oil and gas meters will be calibrated in place prior to any deliveries. Tests for meter accuracy will be conducted monthly for the first three months on new meter installations and at least quarterly thereafter. The AO will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports will be submitted to the Vernal District Office. All meter measurement facilities will conform with the API standards for liquid hydrocarbons and the AGA standard for natural gas measurement.

The use of materials under BLM jurisdiction will conform to 43 CFR 3610.2-3.

There will be no deviation from the proposed drilling and/or work-over program without prior approval from the AO. Safe drilling and operating practices must be observed. All wells, whether drilling, producing, suspended, or abandoned will be identified in accordance with 43 CFR 3162.

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

Section 102(b)(3) of the Federal Oil and Gas Royalty Management Act of 1982, as implemented by the applicable provisions of the operating regulations at Title 43 CFR 3162.4-1(c), requires that "not later than the 5th business day after any well begins production on which royalty is due anywhere on a lease site or allocated to a lease site, or resumes production in the case of a well which has been off production for more than 90 days, the operator shall notify the authorized officer by letter or sundry notice, Form 3160-5, or orally to be followed by a letter or sundry notice, of the date on which such production has begun or resumed."

The date on which production is commenced or resumed will be construed for oil wells as the date on which liquid hydrocarbons are first sold or shipped from a temporary storage facility, such as a test tank, and for which a run ticket is required to be generated or, the date on which liquid hydrocarbons are first produced into a permanent storage facility, whichever first occurs; and, for gas wells as the date on which associated liquid hydrocarbons are first sold or shipped from a temporary storage facility, such as a test tank, and for which a run ticket is required to be generated or, the date on which gas is first measured through permanent metering facilities, whichever first occurs.

If you fail to comply with this requirement in the manner and time allowed, you shall be liable for a civil penalty of up to \$10,000 per violation for each day such violation continues, not to exceed a maximum of 20 days. See Section 109(c)(3) of the Federal Oil and Gas Royalty Management Act of 1982 and the implementing regulations at Title 43 CFR 3162.4-1(b)(5)(ii).

APD approval is valid for a period of one (1) year from the signature date. An additional one (1) year approval period may be granted, if requested, prior to the expiration of the original approval period.

In the event after-hour approvals are necessary, please contact one of the following individuals:

Gerald E. Kenczka (801) 781-1190
Petroleum Engineer

Ed Forsman (801) 789-7077
Petroleum Engineer

Revised October 1, 1985

Date NOS Received 10/17/88

CONDITIONS OF APPROVAL
FOR THE SURFACE USE PROGRAM OF THE
APPLICATION FOR PERMIT TO DRILL

Company/Operator Phoenix Hydrocarbon
Well Name & Number 6-2
Lease Number U-075939
Location SW $\frac{1}{4}$ NE $\frac{1}{4}$ Sec. 6 T.7S. R.22E.
Surface Ownership Bureau of Land Management

B. THIRTEEN POINT SURFACE USE PROGRAM:

1. Planned Access Roads

All travel will be confined to existing access road rights-of-way.

Three erosion control dams should be constructed in the drainages along the access road where the water will be channeled off the road.

2. Well Site Layout

Two erosion control dams should be constructed off of the well pad. One dam should be constructed in the drainage on the west side of the location and another dam should be constructed in the drainage off the northeast corner of the location.

3. Surface Ownership:

Bureau of Land Management

4. Other Additional Information:

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved plan of operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished the field representative to insure compliance.

The dirt contractor will be provided with an approved copy of the Surface Use Plan from the APD.

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

8 POINT COMPLIANCE PROGRAM

Company: PHOENIX HYDROCARBONS

Well No. Baser 6 - 2

Location: Section 6, T7S, R22E, S.L.B. & M.

Lease No.: U-075939

Onsite Inspection Date: October 17, 1988

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

A. DRILLING PROGRAM

1. Surface Formation and Estimated Formation Tops:
2. Estimated Depth at which Oil, Gas, Water, or other Mineral Bearing Zones are Expected to be encountered:

	<u>Formation</u>	<u>Zone</u>
Expected Oil Zones:		
Expected Gas Zones:	Uintah	3400'+
Expected Water Zones:		
Expected Mineral Zones:		

All fresh water and prospectively valuable minerals (as described by BLM at onsite) encountered during drilling, will be recorded by depth and adequately protected. All oil and gas shows will be tested to determine commercial potential.

3. Pressure Control Equipment:

3000f Double Gage BOP with Pipe Ram & Blind Rams 8 5/8" with rotating head.

5 1/2 Production Single Stage from T.D. to above Oil Shale.

PHOENIX HYDROCARBONS

Baser 6-2

Section 6, T7S, R22E, S.L.B. & M.

BOP systems will be consistent with API RP 53. Pressure tests will be conducted before drilling out from under all casing strings which are set and cemented in place. Blowout preventer controls will be installed prior to drilling the surface casing plug and will remain in use until the well is completed or abandoned. Preventers will be inspected and operated at least daily to ensure good mechanical working order, and this inspection recorded on the daily drilling report. Preventers will be pressure tested before drilling casing cement plugs.

The district Office should be notified, with sufficient lead time, in order to have a BLM representative on location during pressure testing.

4. Casing Program and Auxiliary Equipment:

8 5/8" 24 f K-40 350' cement to surface

4 1/2" 10.5 f J-55 3400' cement to above Oil Shale Base +
2500'

Anticipated cement tops will be reported as to depth, not the expected number of sacks of cement to be used. The District Office should be notified, with sufficient lead time, in order to have a BLM representative on location while running all casing strings and cementing.

5. Mud Program and Circulating Medium:

Clear water 2800' 3% KCL to T.D.

6. Coring, Logging and Testing Program:

No coring anticipated.

Dual induction laterolog T.D. to surface.

Compensated Density T.D. surface. Neutron Log, Bond Log T.D. to surface.

Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (Form 3160-4) will be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3164. Two copies of all logs, core descriptions, core analyses, well-test data, geologic summaries, sample description, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, will be filed with form 3160-4. Samples (cuttings, fluids, and/or gases) will be submitted when requested by the

Page 2
PHOENIX HYDROCARBONS
Baser 6-2
Section 6, T7S, R22E, S.L.B. & M.

authorized officer (AO).

7. Abnormal Conditions, Bottom Hole Pressures and Potential Hazards:

None

8. Anticipated Starting Dates and Notifications of operations:

Location Construction: Immediately upon approval.

Spud Date: A.S.A.P. after pad and road are completed.

No location will be constructed or moved, no well will be plugged, and no drilling or workover equipment will be removed from a well to be placed in a suspended status without prior approval of the AO. If operations are to be suspended, prior approval of the AO will be obtained and notification given before resumption of operations.

The spud date will be reported orally to the AO within 48 hours after spudding. If the spudding occurs on a weekend or holiday, the report will be submitted on the following regular working day. The oral report will be followed up with a Sundry Notice.

In accordance with Onshore Oil and Gas Order No. 1, this well will be reported on Form 9-329 "Monthly Report of Operations", starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report will be filed, in duplicate, to the Vernal BLM District Office, 170 South 500 East, Vernal, Utah 84078.

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

If a replacement rig is contemplated for completion operations, a "Sundry Notice" (Form 3160-5) to that effect will be filed, for prior approval of the AO, and all conditions of this approved plan are applicable during all operations. approved plan are applicable during all operations conducted with the replacement rig.

Should the well be successfully completed for production, the AO will be notified when the well is placed in a producing status. Such notification will be sent by telegram or other written communication, not later than 5 days following the date

PHOENIX HYDROCARBONS

Baser 6-2

Section 6, T7S, R22E, S.L.B. & M.

on which the well is placed on production.

Pursuant to NTL-2B, with the approval of the District Engineer, produced water may be temporarily disposed of into unlined pits for a period of up to 90 days. During the period so authorized, an application for approval of the permanent disposal method, along with the required water analysis and other information, must be submitted to the District Engineer.

Pursuant to NTL-4A, lessees or operators are authorized to vent/flare gas during initial well evaluation tests, not exceeding a period of 30 days or the production of 50 MMCF of gas, whichever occurs first. An application must be filed with the District Engineer and approval received, for any venting/flaring of gas beyond the initial 30 day authorized test period.

A schematic facilities diagram as required by 43 CFR 3162.7-2, 3162.7-3, and 3162.7-4 shall be submitted to the appropriate District Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in 43 CFR 3162.7 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.4.

A first production conference will be scheduled within 15 days after receipt of the first production notice.

No well abandonment operations will be commenced without prior approval of the AO. In the case of newly drilled dry holes or failures, and in emergency situations, oral approval will be obtained from the SO. A "Subsequent Report of Abandonment" Form 3160-5, will be filed with the AO within 30 days following completion of the well for abandonment. This report will indicate where plugs were placed and the current status of surface restoration. Final abandonment will not be approved until the surface reclamation work required by the approved APD or approved abandonment notice has been completed to the satisfaction of the AO or his representative, or the appropriate Surface Managing Agency.

Pursuant to Onshore Oil and Gas Order No. 1, lessees and operators have the responsibility to see that their exploration, development, production, and construction operations are conducted in a manner which conforms with applicable Federal laws and regulations and with State and local laws and regulations to the extent that such State and local laws are applicable to operations on Federal or Indian lands.

CONDITIONS OF APPROVAL
FOR THE SURFACE USE PROGRAM OF THE
APPLICATION FOR PERMIT TO DRILL
FOR
PHOENIX HYDROCARBONS
BASER 6-2
LEASE NO. 4-075939
LOCATED IN THE SW 1/4 NE 1/4
SECTION 6, T7S, R22E, S.L.B. & M

THIRTEEN POINT SURFACE USE PROGRAM:

Multipoint Requirements to Accompany APD

1. Existing Roads

A. See attached topographic Map "B" for approximate well site location and lengths of road to be reconstructed and new-built. The location lies approximately 0.6 miles North of an existing Oil Field Service Road.

B. Baser 6-2, proposed to be drilled in the NE 1/4 of Section 6, T7S, R22E, S.L.B. & M., Uintah County, Utah is located approximately 20 miles South of Vernal, Utah. Proceed southerly from Vernal, Utah on U.S. Highway 40, +4 miles; proceed southerly on The Bonanza Highway + 12.5 miles; proceed Westerly on a dirt road 3.4 miles to proposed new access road then 0.6 miles to location.

C. Access road is labeled on Topo Map "B".

D. Plans for improvement and/or maintenance of existing roads. (appropriate rights-of-way for off lease roads should be attached). The access road will be maintained to the standards required by the BLM during drilling operations. If the well proves to be commercial, the road will continue to be maintained to the existing BLM standards.

2. Planned Access Roads describe the following and provide a map of suitable scale indicating all necessary access roads (permanent and temporary) to be constructed or reconstructed, showing: (see below and Topo Map "B"):

A. Length: 0.6 miles of new construction

B. Width: 30 foot right-of-way with 18 foot running surface maximum.

C. Maximum grades: 10% for 250'.

D. Turnouts: None needed

E. Drainage design: Low Water Crossings.

F. Location and size of culverts and/or bridges and brief description of any major cuts and fills: No culverts

G. Surfacing material (source): Existing native material

H. Necessary gates, cattleguards, or fence cuts and/or modification to existing facilities: None

I. Access road surface ownership: Federal

Access roads and surface disturbing activities will conform to standards outlined in the USGS Publication (1978) Surface Operating Standards for Oil and Gas Development.

The road shall be upgraded to meet the standards of the anticipated traffic flow and all-weather road requirements. Upgrading shall include ditching, draining, graveling, crowning, and capping the roadbed as necessary to provide a well constructed safe road. Prior to upgrading, the road shall be cleared of any snow cover and allowed to dry completely. Traveling off the 30 feet right-of-way will not be allowed. Road drainage crossings shall be of the typical dry creek drainage crossing type. Crossings shall be designed so they will not cause siltation or accumulation of debris in the drainage crossing nor shall the drainages be blocked by the roadbed. Erosion of drainage ditched by runoff water shall be prevented by diverting water off at frequent intervals by means of cutouts. Upgrading shall not be allowed during muddy conditions. Should mud holes develop, they shall be filled in and detours around them avoided.

3. Location of Existing Wells: Describe the following and provide a map or plat of all wells within a one mile radius of the proposed well location showing and identifying existing wells: (see Topo Map "B"):

A. Water wells -- None

B. Abandoned wells

Federal Wolf #1 NE 1/4, NE 1/4, Sec. 6, T7S, R22E SLM

Plugged & Abandoned NW 1/4, NE1/4, Sec. 7, T7S, R22E SLM

C. Temporarily abandoned wells -- None

D. Disposal wells -- None

E. Drilling wells -- None

F. Producing wells

Snyder Oil Baser Draw Fed #1-31 NE1/4, SW1/4, Sec. 31, T6S, R22E, SLM

Columbia McLish #3 SE1/4, NE1/4, Sec. 1, T7S, R21E, SLM
(Gas Well)

Alta Energy Baser Draw #6-1 849 FNL 1101 FWL Sec. 6, T7S, R22E, SLM (Gas Well)

Alta Energy Baser Draw #6-1 849 FNL 1101 FWL Sec. 6, T7S, 6S R21E

G. Shut-in wells - None

H. Injection wells - None

4. Location of Existing and/or Proposed Facilities

A. On Well Pad: Show the following area facilities and dimensions to be utilized if the well is successfully completed for production. Will be submitted with Sundry Notice once well is completed.

- (1) Tank Batteries
- (2) Production Facilities
- (3) Oil Gathering Lines
- (4) Gas Gathering Lines
- (5) Injection Lines
- (6) Disposal Lines
- (7) Surface Pits (separate application per NFL-2B requirements)*
(Flare Pits)
(Indicate if any of the above lines are buried).
More than one pit for produced water on production facilities, must be justified).

Off Well Pad: Same as above. Off lease flowlines may require rights-of-way or special use permits, check with the Area Office Realty specialist. (Include a diagram of the proposed attendant lines, i.e., Gas Lines, Powerlines, etc. if off well pad location).

- (1) Proposed location and attendant lines shall be flagged off of well pad prior to archaeological clearance.
- (2) Dimensions of facilities.
- (3) Construction methods and materials
- (4) Protective measures and devices to protect livestock and wildlife

Note: Operator has option of submitting information under 4A and B., after well is completed for production, by applying for approval of subsequent operations.

If a tank battery is constructed on this lease, the battery or the well pad will be surrounded by a dike of sufficient capacity to contain 1 1/2 times the storage capacity of the battery. The integrity of the dike must be maintained.

Tank batteries will be submitted by Sundry Notice, after completions of the well.

All permanent (on site for six months or longer) structures constructed or installed (including pumping units) will be painted a flat, non-reflective, earthtone color to match one of the standard environmental colors, as determined by the Rocky Mountain Five State Interagency Committee. All facilities will be painted within six months of installation. Facilities required to comply with O.S.H.A. (Occupation Safety and Health Act) will be excluded.

The required paint color is Desert Tan (10 yr. 6/3).

5. Location and Type of Water Supply

A. Show location and type of water supply, either by 1/4, 1/4 section on a map or by written description. Water will be taken from an existing diversion point on the Green River located

in Section 29, T6S, R21E, S.L.B. & M.

B. State method of transporting water, and show any roads or pipelines needed: Water will be transported by Tank Truck from said existing diversion point to the drill site using existing roads.

C. If water well is to be drilled on lease, so state: No
The operator will be responsible for acquiring the necessary permit to obtain water to be used for drilling activities.

6. Source of Construction Materials -- On Site.

7. Methods for Handling Waste Disposal

A. Describe methods and location of proposed safe containment and disposal of each type of waste material, including:

- (1) Cuttings: Contained in pit on the Southeast side of location.
- (2) Sewage: will be contained in Porta Potty.
- (3) Garbage (trash) and other waste material: Contained in wire basket and hauled to sanitary landfill.
- (4) Salts: Contained in lined pit
- (5) Chemicals: Contained in Pit.

B. Provide a plan for eventual disposal of drilling fluids and any produced oil or water recovered during testing. These will be contained in pit until dry, and then covered with earth. Hazardous wastes will be hauled by truck to one of the following Hazardous Waste Dumps:

Lapoint Recycle and Storage
Section 12, T5S, R19E
Uintah County, Utah

MC & MC Pits
Section 27, T1N, R2W
Duchesne County, Utah

Hanson Disposal
Section 27, T1N, R2W
Duchesne County, Utah

*Burning will not be allowed. All trash must be contained in a trash cage and hauled away to an approved disposal site at the completion of the drilling activities.

*Pits are not to be located in natural drainages where a flood hazard exists or surface runoff will destroy or damage the pit walls, unless otherwise provided.

On BLM Administered Lands:

The reserve pit shall not be lined unless deemed necessary upon completion of pit. A flare pit will be required at least 150' from the drill hole. BLM must inspect pit prior to filling with water.

*If the pit is lined, it shall be constructed so as not to leak, break, or allow discharge.

8. Ancillary Facilities

NONE

9. Well Site Layout ---Provide a plat (not less than 1"=50') Showing:

A. Cross-sections of proposed drill pad with approximate cuts and fills and the relation to topography.

B. Location of mud tanks, reserve, flare, and emergency pits, pipe racks, living facilities, and soil material stockpiles, etc. (Approval as used in this section means field approval of location.)

C. Rig orientation, parking areas, and access roads, etc.

All pits will be fenced with a wire mesh fence and topped with at least one strand of barbed wire. The reserve pit fencing will be on three sides during drilling operations and on the fourth side when the rig moves off the location. Any hydrocarbons on the pit will be removed from the pit as soon as possible after drilling operations are completed. Pits will be fenced and maintained until clean-up.

The fence will be constructed as prescribed in the USGS Publication (1978) Surface Operating Standards for Oil and Gas Development. Alternatives to the prescribed standards shall be submitted to the Authorized Officer for approval. (see attached schematic drawing of fence detail.)

Well Site Layout: The reserve pit will be located as shown on Southeast Corner of Location.

The stockpiled topsoil will be stored on the East Side between Corners 2 and 3.

Access to the well pad will be from the West side near the pad center.

10. Plans for Restoration of Surface

A. Rehabilitation Plan will be submitted upon plug and abandonment of well and will include the following:

(1) Backfilling, leveling, recontouring, and waste disposal; segregation of topsoil from cut materials as needed.

(2) Revegetation and rehabilitation including abandoned access roads or portions of well pads no longer needed (normally per BLM recommendations).

(3) Proposed timetable for commencement and completion of rehabilitation operations. 120 days after completion of operations.

B. The following are provisions to be addressed in the restoration plan:

Immediately upon well completion, the location and surrounding area will be cleared of all debris, materials, trash and junk not required for production.

Before any dirt work to restore the location takes place, the reserve pit must be completely dry and all cans, barrels, pipe, etc. will be removed. The reserve pit and that portion of the location and access road not needed for production facilities/operations will be reclaimed. The reserve pit will be reclaimed within 180 days from the date of well completion.

All disturbed areas will be recontoured to the approximate natural contours.

The stockpiled topsoil will be evenly distributed over the disturbed areas.

Prior to reseeding, all disturbed areas, including the access roads, will be scarified and left with a rough surface.

Seed will be broadcast or drilled at a time specified by the BLM. If broadcast, a harrow or some other implement will be dragged over the seeded area to assure seed coverage and the seed mixture will be proportionately larger (double the lbs. per acre).

An appropriate seed mixture will be determined by the B.L.M., either as part of the Conditions of Approval of the APD or at the time restoration activities are scheduled to begin.

All seeding will be done from September 31st until the ground freezes.

At such time as the well is plugged and abandoned the operator will submit a surface reclamation plan to the Surface Management Agency for prescribed seed mixtures and reseeding requirements.

If the seeding is unsuccessful, the lessee/operator may be required to make subsequent seedings.

The B.L.M. Recommends the following procedure for Reclamation:

Compacted areas of the well pad should be plowed or ripped to a depth of 12" before reseeding. Seeding should be done with a disc-type drill to ten inches apart. The seed should be planted between one-half inch deep and three quarter inch deep. A drag, packer or roller may be used to insure uniform coverage of the seed, and adequate compaction. Drilling of the seed should be done on the contour where possible. Where slopes are too steep for contour drilling a "cyclone" hand-seeder or similar broadcast seeder should be used, using twice the recommended seed per acre. Seed should then be covered to a depth described above by whatever means is practical.

11. Surface Ownership: B.L.M.

Provide the surface ownership (Federal, Indian, State or Private) at the well location, and for all lands crossed by roads which are to be constructed or upgraded.

Where the surface of the well site is privately owned, the operator shall provide the name, address, and, if known the telephone number of the surface owner.

12. Other Additional Information

The BLM recommends a general description of:

A. Topography, soil characteristics, geologic features, flora, and fauna.

B. Other surface-use activities and surface ownership of all involved lands.

C. Proximity of water, occupied dwellings, archaeological, historical or cultural sites.

A cultural resource clearance will be required before any construction begins on Federal and Indian lands. However, historic and cultural resource work shall be undertaken only with the written consent of a private surface owner. If the private surface owner refuses entry for that purpose, the lessee or operator shall use its best efforts to conduct its approved operations in a manner that avoids adverse effects on any properties which are listed, or may be eligible for listing, in the NRHP.

If, during operations, any archaeological or historical sites, or any object of antiquity (subject to the Antiquities Act of June 8, 1906) are discovered, all operations which would affect such

sites are to be suspended and the discovery reported promptly to the Surface Management Agency.

The operator will control noxious weeds along rights-of-way for roads, pipelines, well sites, or other applicable facilities. A list of noxious weeds may be obtained from the BLM, BIA, FS, or the appropriate County Extension Office.

On BLM administered land it is required that a Pesticide Use Proposal shall be submitted, and given approval, prior to the application of herbicides or other pesticides or possible hazardous chemicals.

Drilling rigs and/or equipment used during drilling operations on this wellsite will not be stacked or stored on Federal Lands after the conclusion of drilling operations or at any other time without BLM authorization. However, if BLM authorization is obtained, it is only a temporary measure to allow time to make arrangements for permanent storage on commercial facilities. (The BLM does not seek to compete with private industry. There are commercial facilities available for stacking and storing drilling rigs.)

Additional Surface Stipulations for BLM, BIA, FS, DWR, or Private Surface Lands:

The operator or his contractor shall contact the BLM office at (801) 789-1362 (BLM) between 24 and 48 hours prior to construction activities. Contact Myron Tolman or Jim Piani.

The BLM Office shall be notified upon site completion prior to moving on the drilling rig.

13. Lessee's or Operators Representative and Certification

Representative:

Name: Phoenix Hydrocarbon (Jeff Smith)

Address: 133 West 400 North
Vernal, Utah 84078

Telephone No: (801) 789-5433

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved plan of operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his sub-contractors. A copy of these conditions will be furnished to the field representative to insure compliance.

The dirt contractor will be provided with an approved copy of the

Surface Use Plan from the APD.

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

Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drillsite and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are true and correct to the best of my knowledge; and, that the work associated with the operations proposed here will be performed by Rooney Operating Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for filing of a false statement.

_____ Date

JM Smith Pumper
Name and Title

Onsite Date: 10/17/88

Participants on Joint Inspection

Uintah Engineering Employee ----- Don Allred, John Kay

B.L.M Representatives ----- Byron Tolman

Company Representatives ----- Jeff Smith, DeNile Smuin

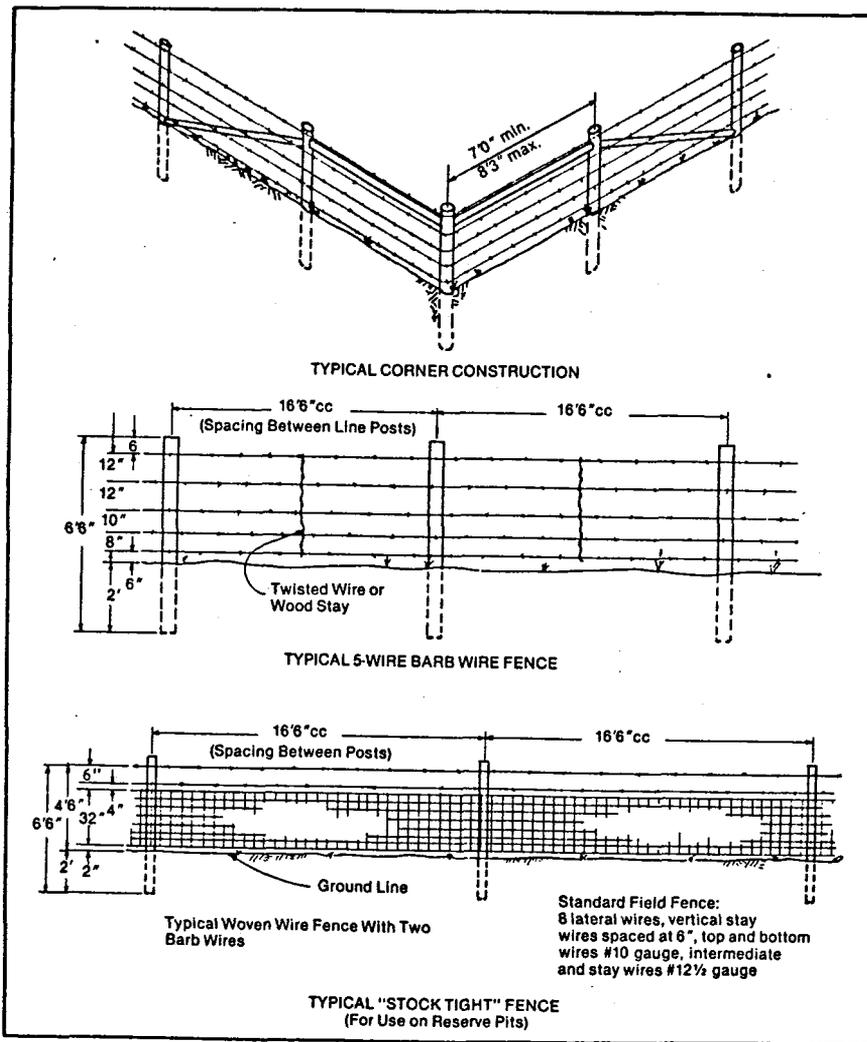
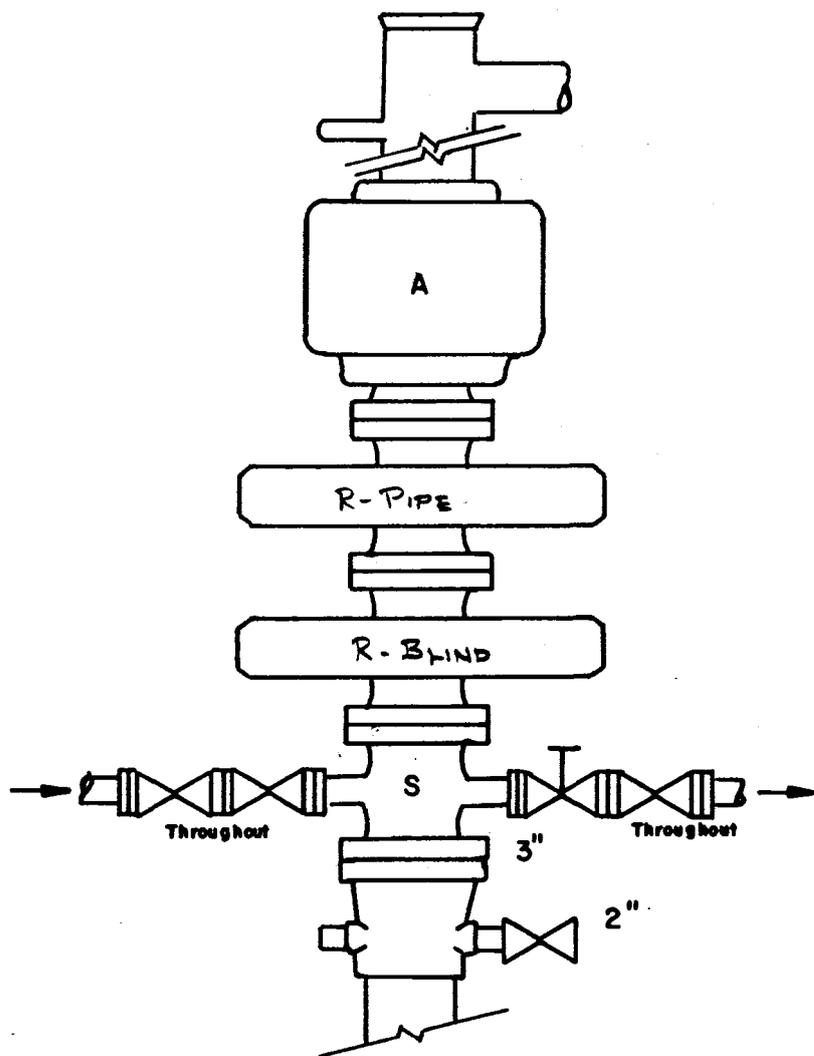
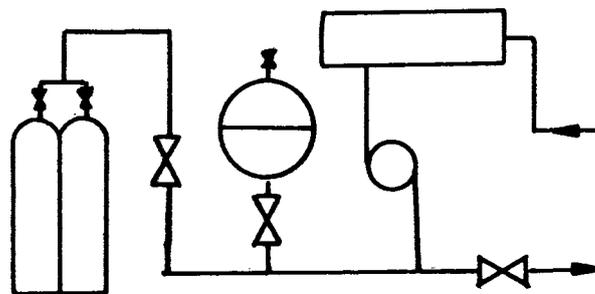


Figure 16. Typical Fence Construction

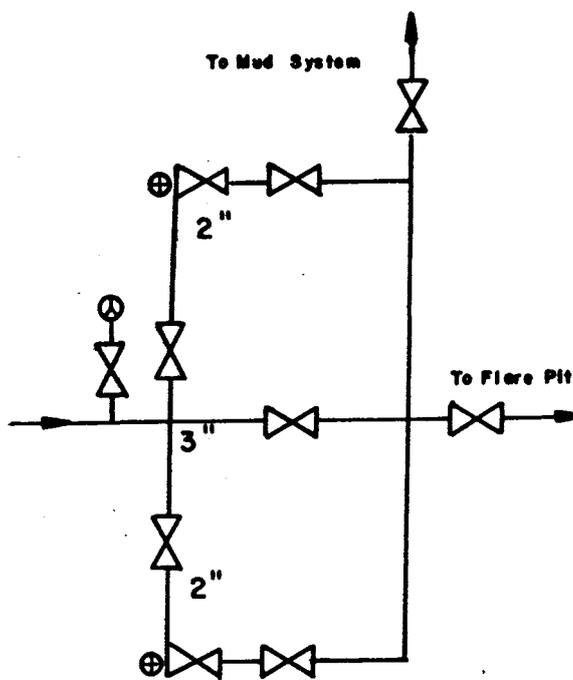
PRESSURE RATING
3,000 psi



BLOWOUT PREVENTION STACK



ACCUMULATOR SYSTEM



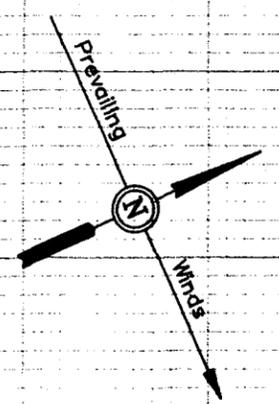
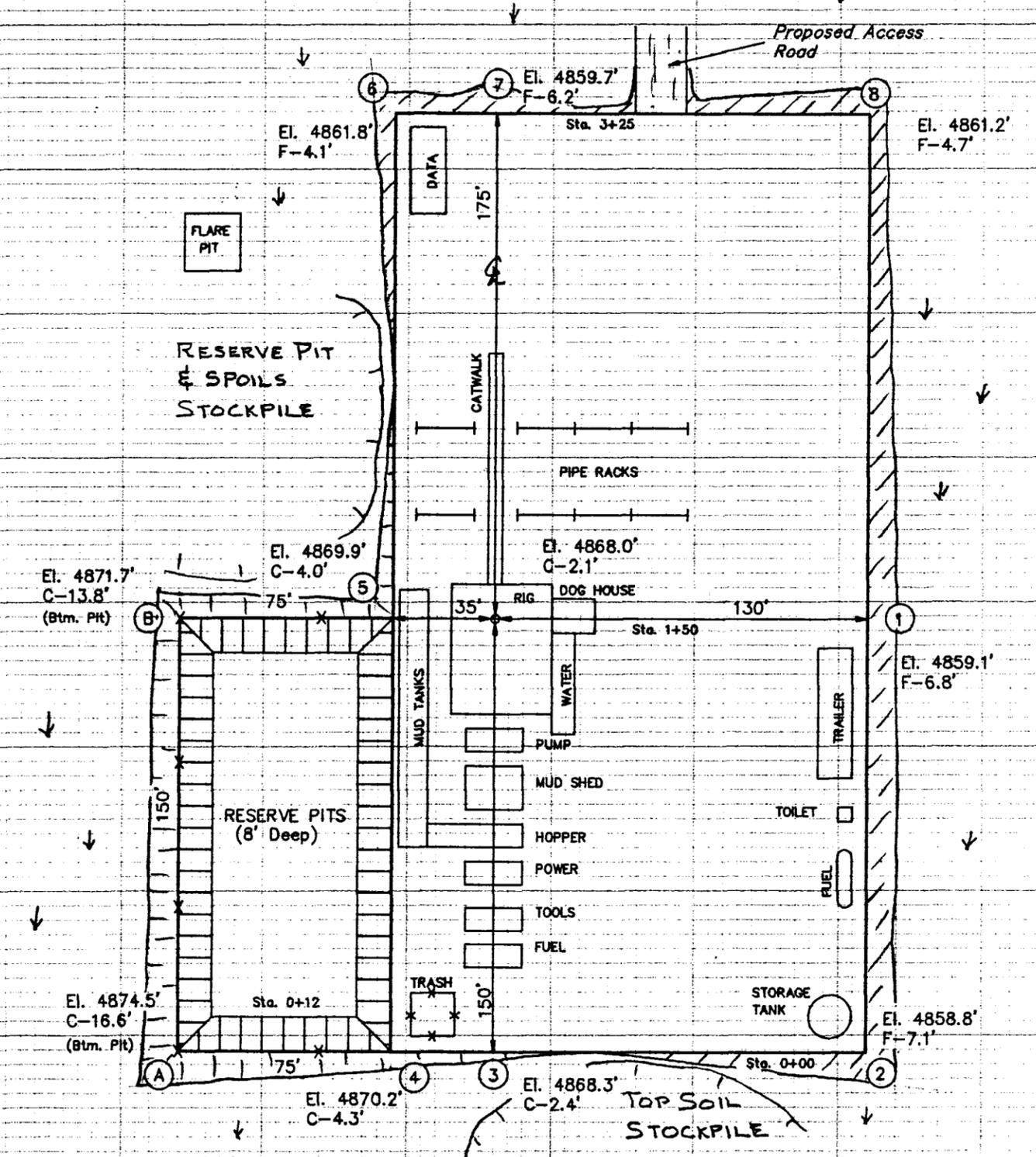
Flanged Connections Throughout

MANIFOLD SYSTEM

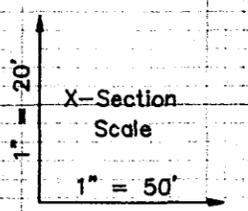
PHOENIX HYDROCARBONS

LOCATION LAYOUT FOR

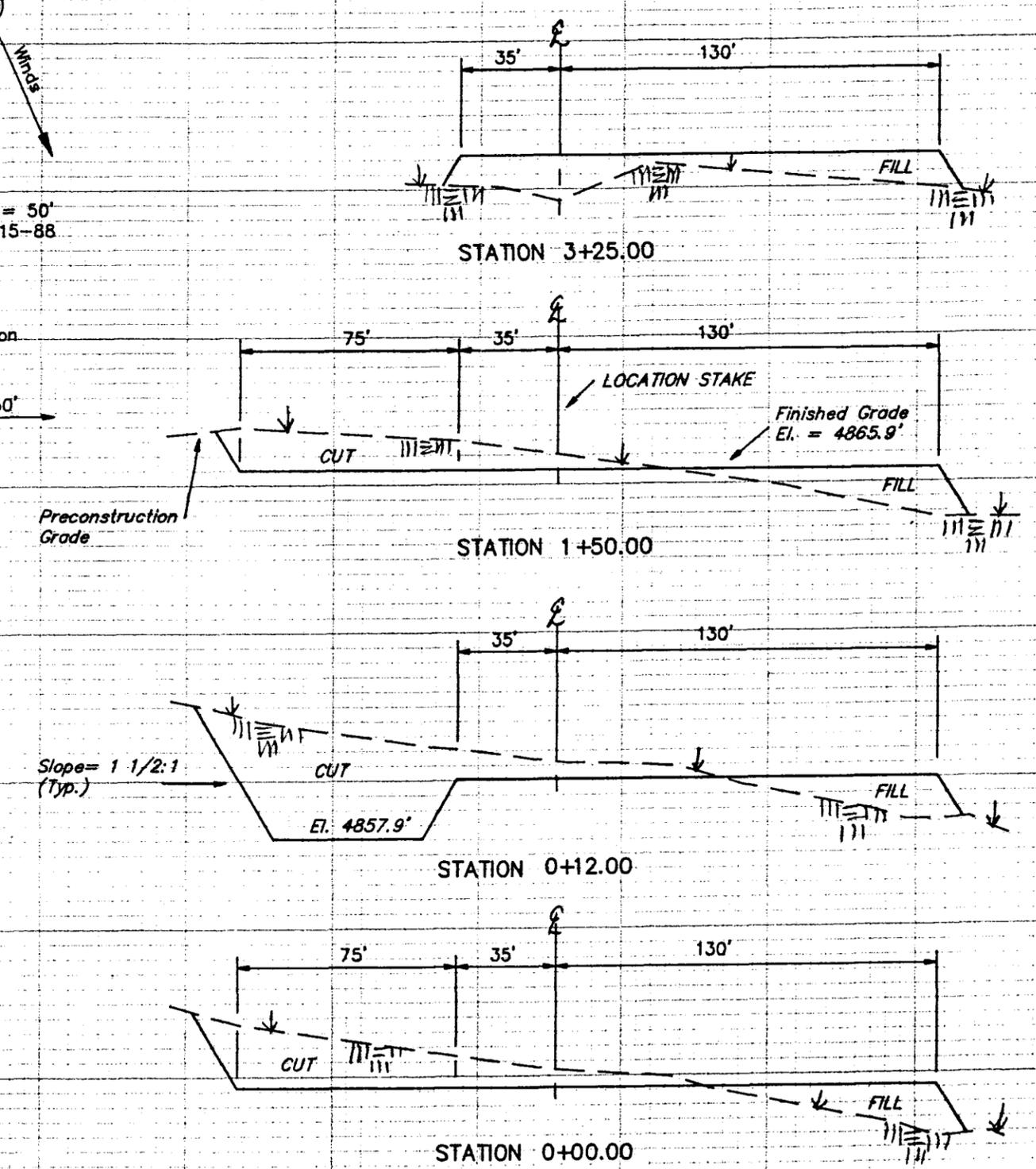
**BASER 6-2
SECTION 6, T7S, R22E, S.L.B.&M.**



SCALE: 1" = 50'
DATE: 10-15-88

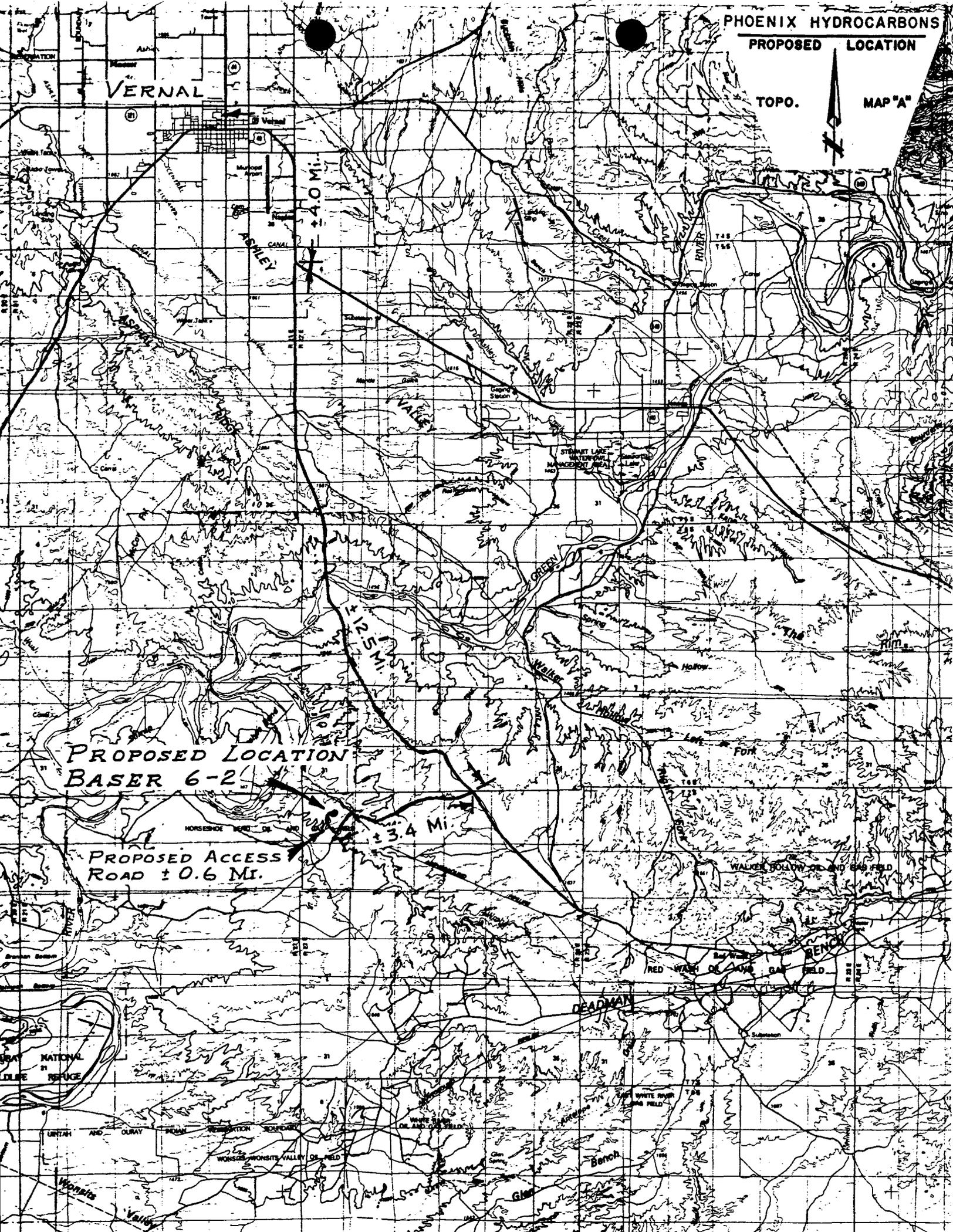


TYPICAL CROSS SECTIONS
TYPICAL LOCATION LAYOUT



APPROXIMATE YARDAGES

CUT		EXCESS MATERIAL AFTER	
(6") Topsoil Stripping	= 1,440 Cu. Yds.	20% COMPACTION	= 2,741 Cu. Yds.
PITS (Below Grade)	= 2,576 Cu. Yds.	Topsoil & Pit Backfill	= 2,728 Cu. Yds.
Remaining Location	= 3,417 Cu. Yds.	(1/2 Pit Vol.)	
TOTAL CUT	= 7,433 CU. YDS.	EXCESS UNBALANCE	= 13 Cu. Yds.
FILL	= 3,754 CU. YDS.	(After Rehabilitation)	



VERNAL

± 4.0 Mi.

PROPOSED LOCATION
BASER 6-2

PROPOSED ACCESS
ROAD ± 0.6 MI.

± 3.4 Mi.

NATIONAL
WILDLIFE
REFUGE

WONSITE WONSITE VALLEY OIL FIELD

DEADMAN

RED WASH OIL AND GAS FIELD

WALKER HOLLOW OIL AND GAS FIELD

GLACIER

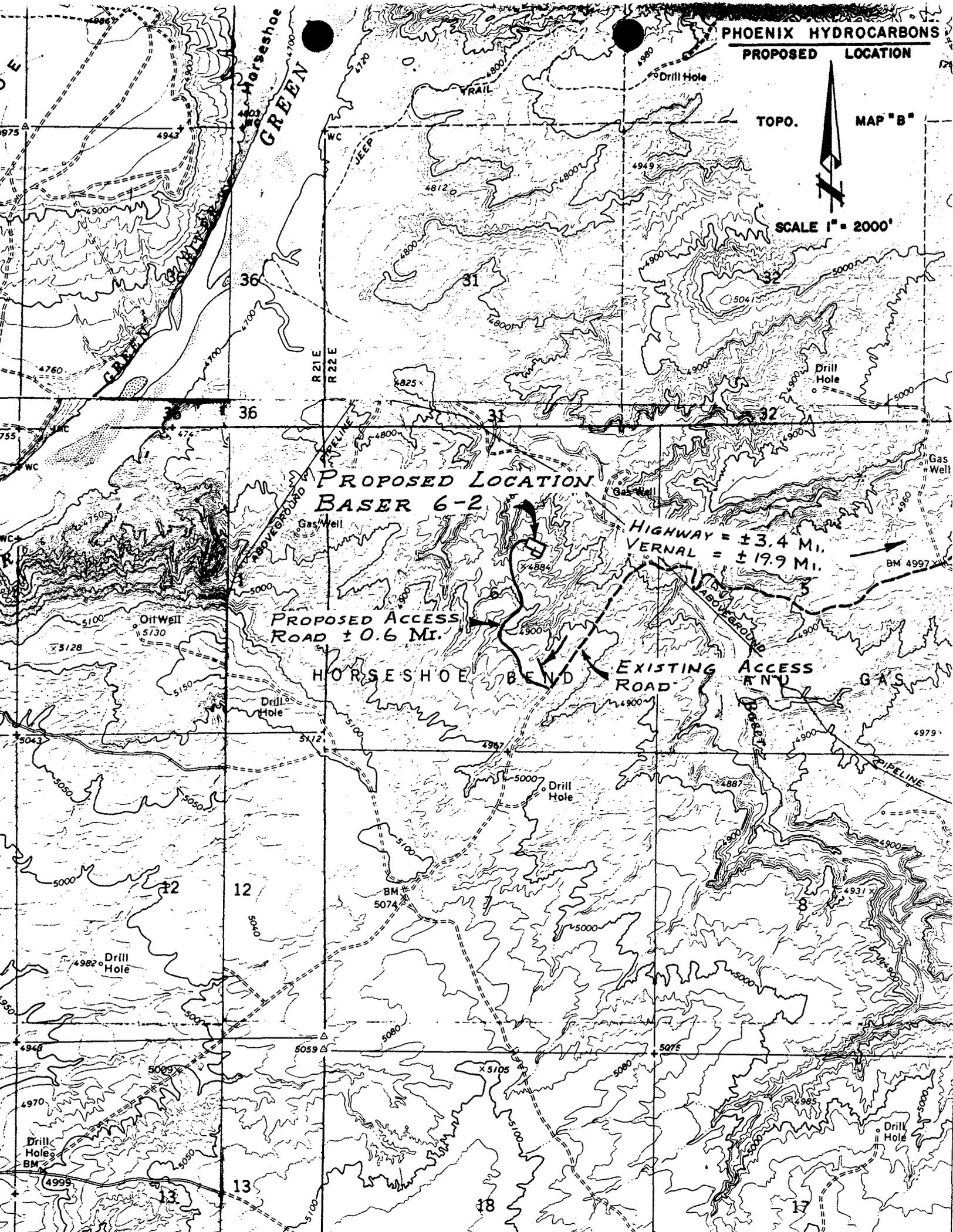
BENCH

WHITE ROCK OIL AND GAS FIELD

TOPO.

MAP "B"

SCALE 1" = 2000'



**PROPOSED LOCATION
BASER 6-2**

Highway = ± 3.4 Mi.
Vernal = ± 19.9 Mi.

**PROPOSED ACCESS
ROAD ± 0.6 Mi.**

HORSESHOE BEND

**EXISTING ACCESS
ROAD**

GAS

PIPELINE

12

13

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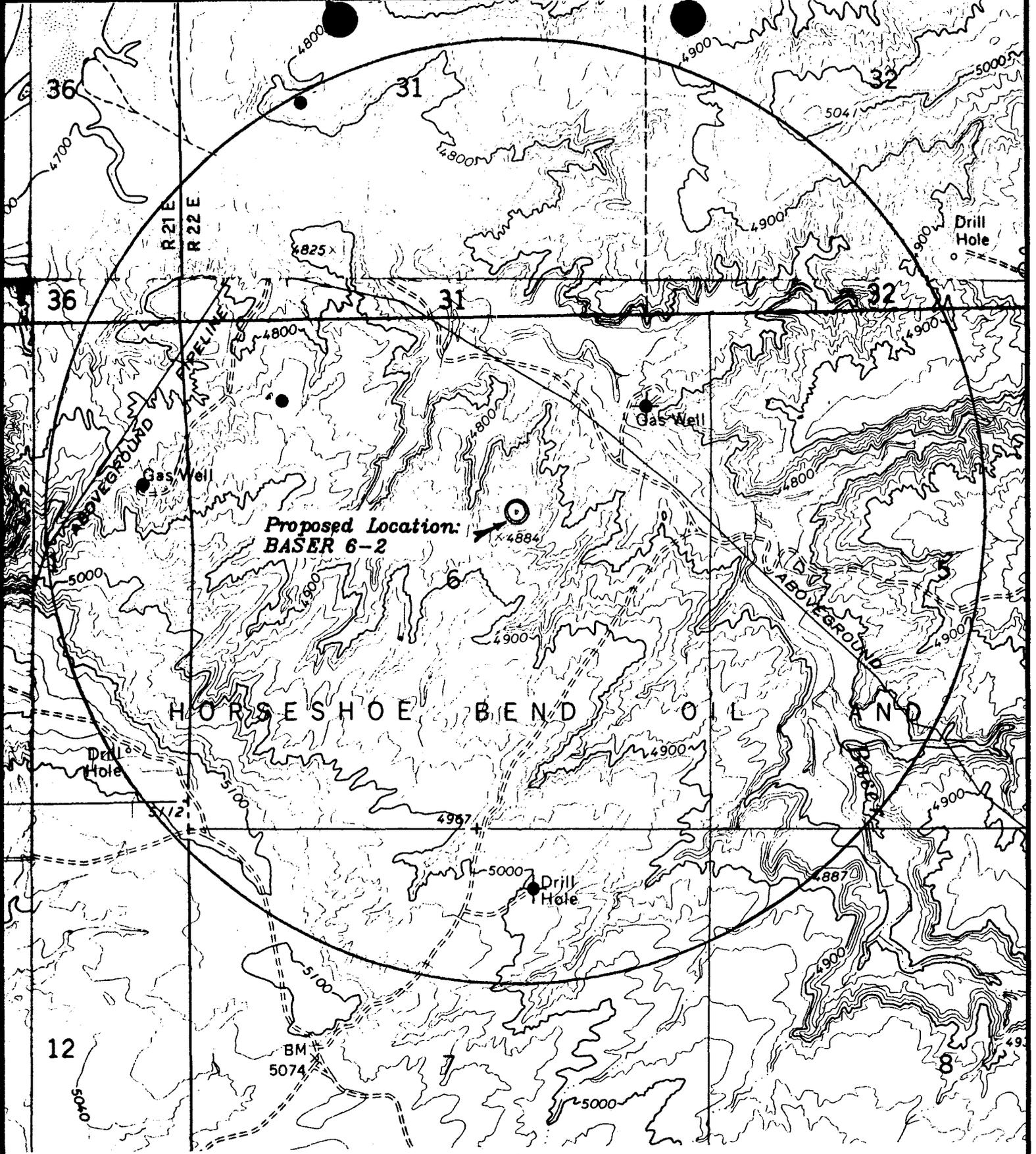
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LEGEND:

- = Water Wells
- = Abandoned Wells
- = Temporarily Abandoned Wells
- = Disposal Wells
- = Drilling Wells
- = Producing Wells
- = Shut-in Wells



PHOENIX HYDROCARBONS
 PROPOSED LOCATION
 T O P O . M A P ' C '

49-1451/T63555

DIVISION OF OIL, GAS AND MINING

API NO. 43-047-31859

SPUDDING INFORMATION

NAME OF COMPANY: PHONEIX HYDROCARBONS, INC.

WELL NAME: BASER #6-2

SECTION SWNE 6 TOWNSHIP 7S RANGE 22E COUNTY UINTAH

DRILLING CONTRACTOR OLSEN

RIG # 2

SPUDED: DATE 12/26/88

TIME 10:00 a.m.

HOW DRY HOLE

DRILLING WILL COMMENCE 12/27/88

REPORTED BY PAT YOCCAM

TELEPHONE # 915-683-5449

DATE 12/27/88 SIGNED TAS

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
DRILLING AND WELL PLUGGING INSPECTION FORM

COMPANY: Phoenix Hydrocarbons

WELLNAME: Baser 6-2 API# 4304731859

SECTION: 6 TWP: 7 South RANGE: 22 East

INSPECTOR: Carol Kubly TIME: 2230 hrs DATE: 12/28/88

REPRESENTATIVE: _____ PUSHER: Leon Schultz

OPERATIONS: Rig is froze up -- trying to unthaw!! Olsen Rig #2

SPUD DATE: 12/26/88 DEPTH: 3,770'

DRILLING AND COMPLETIONS:

<u>y</u> APD	<u>y</u> WELL SIGN	<u>y</u> SANITATION
<u>y</u> BOPE	<u>y</u> BLOOIE LINE	_____ H2S
_____ VENTED/FLARED	<u>y</u> RESERVE PIT	<u>y</u> FLARE PIT
_____ BURN PIT	<u>y</u> HOUSEKEEPING	

PLUGGING AND ABANDONMENTS:

PLUG TYPE	INTERVAL
_____	_____
_____	_____
_____	_____
_____	_____

PLUGS TESTED: _____ HOW _____ WOC _____

MARKER: _____ SURFACE _____ PLATE

RECLAMATION:
 _____ CONTOUR _____ RIP _____ REHAB

LEGEND: (Y)-YES (P)-PROBLEM (U)-UNKNOWN (BLANK)-NOT APPICABLE

REMARKS:
Almost done drilling - going to 3,800' or so. Boiler down and
rig froze up - reserve pit fenced on 3 sides and half full - ok

APPROVED BY _____ HOW _____ DATE _____

ENTITY ACTION FORM - DOGM FORM 6

RECEIVED
FEB 06 1989

OPERATOR PHOENIX HYDROCARBONS, INC.
ADDRESS P.O. Box 2802
MIDLAND, TX 79702

OPERATOR CODE N0985
PHONE NO. 915, 683-5449

DIVISION OF
OIL, GAS & MINING

OPERATORS MUST COMPLETE FORM UPON SPUDDING NEW WELL OR WHEN CHANGE IN OPERATIONS OR INTERESTS NECESSITATES CHANGE IN EXISTING ENTITY NUMBER ASSIGNMENT.

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	10967	43-047-31859	BASER DRAW 6-2	SW NE	6	7S	22E	UINTAH	12/22/88	12/22/88
COMMENTS: Federal - Lease Field - Horseshoe Bend Not in a Unit Proposed Zone - Uinta (One other well in sec. 6, same operator, same zone, SEW, same field. Assign the same entity 10863 on 2-7-89. LCR)											
COMMENTS: * Wells have different sales meters, assign new entity 10967 on 2-7-89. As per operator.											
COMMENTS:											
COMMENTS:											
COMMENTS:											
COMMENTS:											

- ACTION CODES:
- A - ESTABLISH NEW ENTITY FOR NEW WELL (SINGLE WELL ONLY)
 - B - ADD NEW WELL TO EXISTING ENTITY (GROUP OR UNIT WELL)
 - C - RE-ASSIGN WELL FROM ONE EXISTING ENTITY TO ANOTHER EXISTING ENTITY
 - D - RE-ASSIGN WELL FROM ONE EXISTING ENTITY TO A NEW ENTITY
 - E - OTHER (EXPLAIN IN COMMENTS SECTION)
- (SEE INSTRUCTIONS ON BACK OF FORM)

Kim C. Wilkinson
SIGNATURE
Prod. Analyst 2/3/89
TITLE DATE

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

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

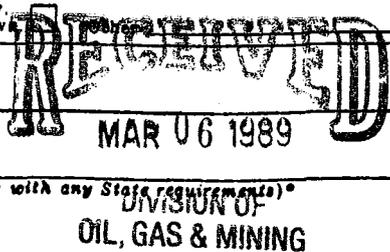
1. TYPE OF WELL: OIL WELL GAS WELL DRY Other _____

2. TYPE OF COMPLETION: NEW WELL WORK OVER DEEP-EN PLUG BACK DIFF. REVEN

2. NAME OF OPERATOR
Phoenix Hydrocarbons, Inc.

3. ADDRESS OF OPERATOR
P.O. Box 2802, Midland, TX 79702

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)*
At surface 2132 FNL, 2175 FEL (SW NE)
At top prod. interval reported below Same
At total depth Same



5. LEASE DESIGNATION AND SERIAL NO.
U-075939

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
--

7. UNIT AGREEMENT NAME
--

8. FARM OR LEASE NAME
Baser Draw

9. WELL NO.
6-2

10. FIELD AND POOL, OR WILDCAT
Wildcat

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
Sec. 6, T7S, R22E

12. COUNTY OR PARISH
Uintah

13. STATE
Utah

14. PERMIT NO. 43-047-31859 | DATE ISSUED 12/13/89

15. DATE SPUDDED 12/22/88 | 16. DATE T.D. REACHED 1/3/89 | 17. DATE COMPL. (Ready to prod.) 2/21/89 | 18. ELEVATIONS (DF, RKB, RT, OR, ETC.)* 4868 GR | 19. ELEV. CASINGHEAD 4866'

20. TOTAL DEPTH, MD & TVD 3020 | 21. PLUG, BACK T.D., MD & TVD 2960 | 22. IF MULTIPLE COMPL., HOW MANY* n/a | 23. INTERVALS DRILLED BY → | ROTARY TOOLS XX | CABLE TOOLS

24. PRODUCING INTERVAL(S), OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)*
2684-2932 Uinta

25. WAS DIRECTIONAL SURVEY MADE
No

26. TYPE ELECTRIC AND OTHER LOGS RUN
CBL/CCL

27. WAS WELL CORRD.
No

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT PULLED
8-5/8"	24	302	12-1/4	185 sxs Neat w/ 2% CaCl	
4-1/2"	10.5	3019	7-7/8	165 sxs Silica Lite	
				90 sxs Thixotropic	

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)

30. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-3/8	2675	--

31. PERFORATION RECORD (Interval, size and number)
2684-2932 - 1 SPF

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

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
2684-2932	750 gals 7-1/2% HCL
	9100 gals gelled KCL water
	10,200# 20/40 & 4800# 16/30 sand

33.* PRODUCTION

DATE FIRST PRODUCTION 2/22/89 | PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump) Flowing | WELL STATUS (Producing or shut-in) Producing

DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N FOR TEST PERIOD	OIL—BSL.	GAS—MCF.	WATER—BSL.	GAS-OIL RATIO
2/27/89	24	5/16	→	-0-	420	1	--

FLOW. TUBING PRBS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL—BSL.	GAS—MCF.	WATER—BSL.	OIL GRAVITY-API (CORR.)
950	1030	→	-0-	420	1	--

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

TEST WITNESSED BY
Jeff Smith

35. LIST OF ATTACHMENTS

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

SIGNED Pat Cochran TITLE Operations Manager DATE 3/3/89

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

INSTRUCTIONS

General: This form is designed for submitting a complete and correct well completion report and log on all types of lands and leases to either a Federal agency or a State agency, or both, pursuant to applicable Federal and/or State laws and regulations. Any necessary special instructions concerning the use of this form and the number of copies to be submitted, particularly with regard to local, area, or regional procedures and practices, either are shown below or will be issued by, or may be obtained from, the local Federal and/or State office. See instructions on items 22 and 24, and 38, below regarding separate reports for separate completions.

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

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

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

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

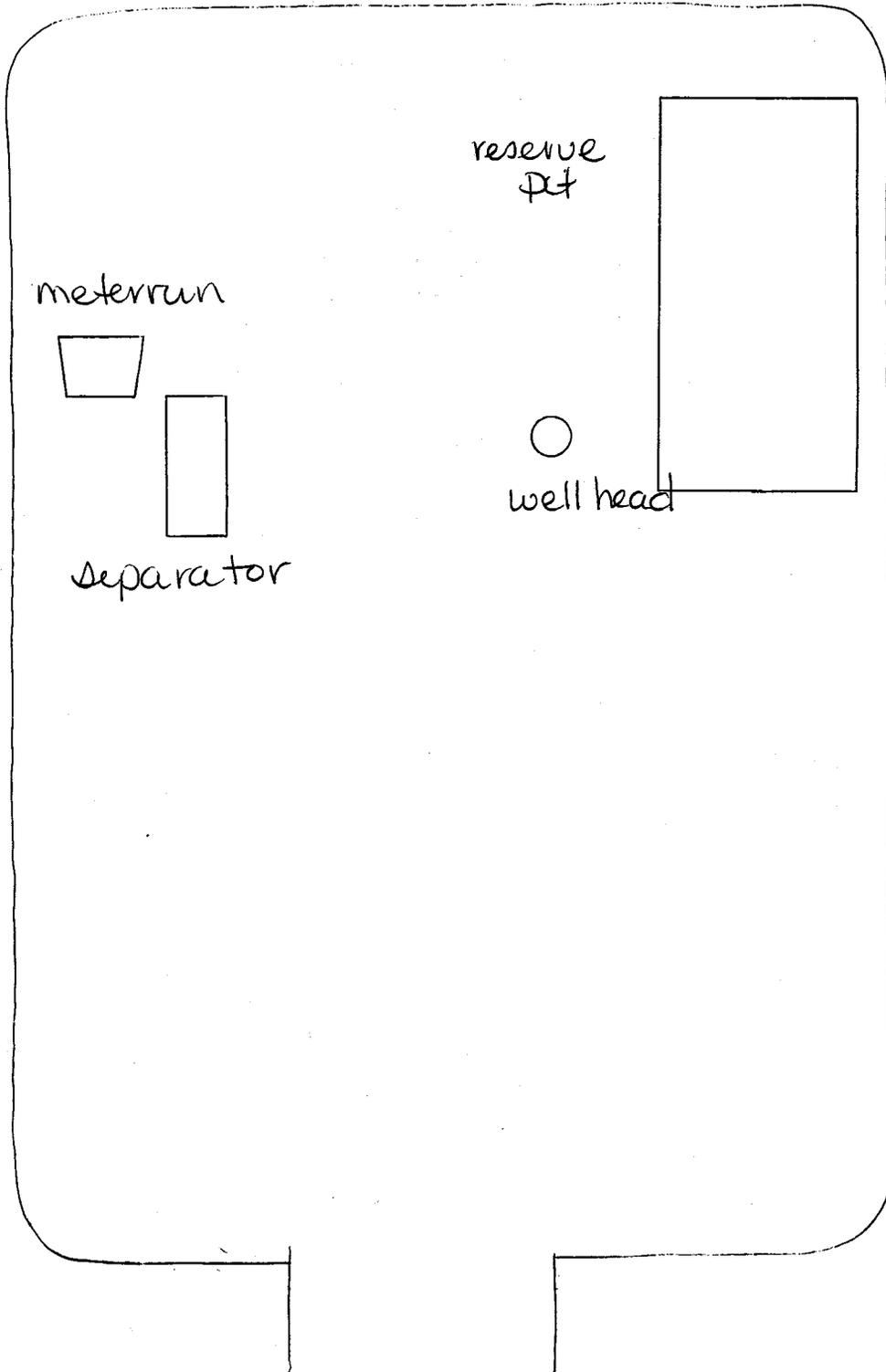
Item 33: Submit a separate completion report on this form for each interval to be separately produced. (See instruction for items 22 and 24 above.)

FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.												
Uinta	Surface	3020	<div style="border: 1px solid black; padding: 5px; margin-bottom: 10px;"> <p style="text-align: center; margin: 0;">OIL AND GAS</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">DRN</td> <td style="width: 50%;">RJF</td> </tr> <tr> <td>JRB</td> <td>GLH</td> </tr> <tr> <td>DTS</td> <td>SLS</td> </tr> <tr> <td style="text-align: center;">1-TAS</td> <td></td> </tr> <tr> <td style="text-align: center;">2-</td> <td style="text-align: center;">MICROFILM ✓</td> </tr> <tr> <td style="text-align: center;">3-</td> <td style="text-align: center;">FILE</td> </tr> </table> </div>	DRN	RJF	JRB	GLH	DTS	SLS	1-TAS		2-	MICROFILM ✓	3-	FILE
DRN	RJF														
JRB	GLH														
DTS	SLS														
1-TAS															
2-	MICROFILM ✓														
3-	FILE														
38. GEOLOGIC MARKERS															
	NAME	MEAS. DEPTH	TOP												

Buser Draw 6-a

Sec 6, T7 S0, R22E

Kubly 3/21/89



42.381 50 SHEETS 5 SQUARE
42.382 100 SHEETS 5 SQUARE
42.389 200 SHEETS 5 SQUARE
Made in U.S.A.



Phoenix Hydrocarbons, Inc. (N0985)

July 2, 1991

RECEIVED

JUL 05 1991

DIVISION OF
OIL GAS & MINING

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

RE: Change of Operator

Dear Lisha:

As per our telephone conversation on July 1, 1991, Phoenix Hydrocarbons, Inc. (PHI) hereby gives notice that effective July 1, 1991, Phoenix Hydrocarbons Operating Inc. (PHOC) will begin to operate wells previously operated by PHI. Attached you will find a list of these properties by field which includes API numbers and Utah Entity numbers.

Please assign PHOC a Utah Account Number for filing taxes and monthly reporting. If you should have any questions, please call. Thank you.

Sincerely,

Rhonda Patterson

Rhonda Patterson

encl.

*910711 Address is the same per Rhonda Patterson. Jp

PHASE IX HYDROCARBONS UTAH FIELDS

AS OF 3/31/91

WALKER HOLLOW FIELD #700

U-02651

	<u>API - NUMBER</u>	<u>UTAH ENTITY #</u>
McLish #1	43-047-20280	02760
McLish #2	43-047-30011	02760
McLish #3	43-047-30027	02760
McLish #4	43-047-30030	02760
Pan American Fed #2	43-047-30038	02760
WalkerHollow U #6	43-047-31034	02760
WalkerHollow UJ-8	43-047-31092	02760

RECEIVED

JUL 05 1991

DIVISION OF
OIL GAS & MINING

NATURAL BUTTE FIELD #630

U-33433

Southman Canyon #1-5	43-047-30856	10689
Southman Canyon #4-4	43-047-30632	10690
Southman Canyon #4-5	43-047-30633	06131

PLEASANT VALLEY FIELD #115

FEE

Pleasant Valley 24-32	43-013-30888	04970
Pleasant Valley 23-22	43-013-30845	04965

8 MILE FLAT NORTH FIELD #590

mL-22057

Gulf State 36-11	43-047-31350	00040
Gulf State 36-12	43-047-31864	11002
Gulf State 36-13	43-047-31345	00045
Gulf State 36-22	43-047-31892	11095
Pariette Draw 28-44-FEE	43-047-31408	04960

HORSESHOE BEND FIELD #620

U-075939

Baser Draw 5-1	43-047-31833	10862
Baser Draw 6-1	43-047-31834	10863
Baser Draw 6-2	43-047-31859	10967
Federal Miller #1 - <i>U-0136484</i>	43-047-30034	02750
Wolf Government #1	43-047-15609	02755
FEDERAL 4-3-L - <i>U-66401</i>	43-047-31910	99999 (ADDED TO LIST BY DOGM)

WILDCAT FIELD #001

Coors 14-1-D - <i>U-65223</i>	43-047-31304	11193
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UNDESIGNATED FIELD #002

E. Gusher 15-1-A - <i>U-58097</i>	43-047-31900	11122
Federal 5-5-H - <i>U-66401</i>	43-047-31903	11138

NOTE: WE NEED TO CALL EACH QUARTER TO THE DIVISION OF OIL, GAS, & MINING TO VERIFY FIELD'S THAT HAVE BEEN "UNDESIGNATED" FOR FIELD ASSIGNMENT

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: September 30, 1990

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

RECEIVED
SEP 23 1992

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other	2. Name of Operator Phoenix Hydrocarbons Operating Corp.	3. Address and Telephone No. P. O. Box 2802, Midland, Texas 79702 (915) 682-1186	4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Section 6, T-7-S, R-22-E, SLM	5. Lease Designation and Serial No. U-075939	6. If Indian, Allottee or Tribe Name	7. If Unit or CA, Agreement Designation	8. Well Name and No. Baser 6-2	9. API Well No. 4304731859	10. Field and Pool, or Exploratory Area Horseshoe Bend Field #620	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 checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment
<input 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
	<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

Designation of Operator
(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.)

Phoenix Hydrocarbons Operating Corp. has acquired operations from Phoenix Hydrocarbons, Inc. on the above lease, effective as of July 1, 1991. Phoenix Hydrocarbons Operating Corp. is covered by Irrevocable Standby Letter of Credit No. 10005 issued by Texas Commerce Bank - Midland, N. A. in favor of the Utah Division of Oil, Gas & Mining, revised 1/4/91. Phoenix is also covered under Statewide Oil and Gas Bond #B01258, filed and accepted March 23, 1988 by the Chief of the Minerals Adjudication Section, United States Department of the Interior, Bureau of Land Management, Salt Lake City, Utah.

SEP 22 1992

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

Signed [Signature] Title Landman Date July 9, 1991

(This space for Federal or State Office Use)

Approved by [Signature] Title ASSISTANT DISTRICT MANAGER MINERALS Date SEP 22 1992

Conditions of approval, if any:

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

Routing:	
1-LGR	7-LGR
2-DTS	DTS
3-VLC	✓
4-RJF	✓
5-RWM	✓
6-ADA	✓

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

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

The operator of the well(s) listed below has changed (EFFECTIVE DATE: 7-1-91)

TO (new operator)	<u>PHOENIX HYDROCARBONS</u>	FROM (former operator)	<u>PHOENIX HYDROCARBONS, INC.</u>
(address)	<u>OPERATING CORPORATION</u>	(address)	<u>PO BOX 2802</u>
	<u>PO BOX 2802</u>		<u>MIDLAND, TX 79702</u>
	<u>MIDLAND, TX 79702</u>		<u>RHONDA PATTERSON</u>
	phone (915) <u>682-1186</u>		phone (915) <u>682-1186</u>
	account no. <u>N9880</u>		account no. <u>N0985</u>

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

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

OPERATOR CHANGE DOCUMENTATION

1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *(Rec'd 7-5-91)*
2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form). *(Subsidiary company of Phoenix Hydrocarbons, Inc.)*
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: # 151808.
4. (For Indian and Federal Wells ONLY) The BLM has been contacted regarding this change (attach Telephone Documentation Form to this report). Make note of BLM status in comments section of this form. Management review of Federal and Indian well operator changes should take place prior to completion of steps 5 through 9 below.
5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(9-24-92)*
6. Cardex file has been updated for each well listed above. *(9-24-92)*
7. Well file labels have been updated for each well listed above. *(9-24-92)*
8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(9-24-92)*
9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

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

BOND VERIFICATION (Fee wells only)

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

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

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

FILMING

- Yes 1. All attachments to this form have been microfilmed. Date: Oct 7 1992

FILING

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

COMMENTS

920924 Btm/Vernal Approved on 9-22-92 eff. 7-1-91.

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

RHONDA PATTERSON
 PHOENIX HYDRO OPER CORP
 PO BOX 2802
 MIDLAND TX 79702

UTAH ACCOUNT NUMBER: N9880

REPORT PERIOD (MONTH/YEAR): 12 / 93

AMENDED REPORT (Highlight Changes)

Well Name API Number	Entity	Location	Producing Zone	Well Status	Days Oper	Production Volumes		
						OIL(BBL)	GAS(MCF)	WATER(BBL)
FEDERAL #1-5 4304730856	10689	10S 23E 5	MVRD			- U-33433		
FEDERAL #4-4 4304730632	10690	10S 23E 4	MVRD			- U-33433		
COTTONWOOD WASH UNIT #1 4304731774	10754	12S 21E 10	WSTC			- U-40729	Cottonwood Wash Unit (separate chg)	
EAST BENCH UNIT #1 4304731778	10795	11S 22E 33	WSTC			- U-25880	East Bench Unit / Btm Appr. 2-14-94	
WILLOW CREEK UNIT #1 4304731775	10804	11S 20E 27	WSTC			- U-34705		
WILLOW CREEK UNIT #2 4304731818	10804	11S 20E 5	WSMVD			- U-39223		
ALGER PASS #1 4304731824	10828	11S 19E 2	MVRD			- mL-36213	Alger Pass Unit / Btm Appr. 2-14-94	
BASER DRAW 5-1 4304731833	10862	07S 22E 5	UNTA			- U-075939		
BASER DRAW #6-1 4304731834	10863	07S 22E 6	UNTA			- U-075939		
BASER 6-2 4304731859	10967	07S 22E 6	UNTA			- U-075939		
GULF STATE 36-12 4304731864	11002	08S 18E 36	GRRV			- mL-22057		
GULF STATE #36-22 4304731892	11095	08S 18E 36	GRRV			- mL-22057		
E. GUSHER 15-1-A 4304731900	11122	06S 20E 15	GRRV			- U-58097		
TOTALS								

COMMENTS: _____

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

Date: _____

Name and Signature: _____

Telephone Number: _____

Phoenix Hydrocarbons Operating Corp.

December 20, 1993

State of Utah
Division of Oil, Gas, & Mining
3 Triad Center, #350
Salt Lake City, UT 84180-1203

FEB 28 1994

Attention: Lisha Cordova

RE: Change Of Operator
Sundry Notices

Dear Lisha:

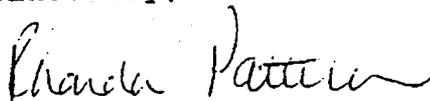
Effective January 1, 1994, Phoenix Hydrocarbons Operating Corp. will transfer all operations in Utah to Snyder Oil Corporation.

Snyder Oil Corporation is covered by Utah State Bond #582488 and Federal Bond #579354 (Guld Insurance Company).

Attached you will find a list of all wells to be Operated by Snyder Oil Corporation. Please note: all of Phoenix Hydrocarbon Operating Corp.'s well should be transfered.

If you should have any questions, please call.

Sincerely,



Rhonda Patterson

encl.

Post-it™ Fax Note	7671	Date	# of pages ▶ 3
To	Lisha	From	Candy Bruckman
Co./Dept.		Co.	
Phone #		Phone #	
Fax #		Fax #	

UINTAH COUNTY

Well Name	LEASE NUMBER	API NUMBER	LOCATION
Gulf State 36-11	ML-22057	43-047-31350	SEC 36, T-8-S, R-18-E
Gulf State 36-12	ML-22057	43-047-31864	SEC 36, T-8-S, R-18-E
Gulf State 36-13	ML-22057	43-047-31346	SEC 36, T-8-S, R-18-E
Gulf State 36-22	ML-22057	43-047-31892	SEC 36, T-8-S, R-18-E
Pariette Draw 28-44	FEE	43-047-31408	SEC 28, T-4-S, R-2-W
Federal Miller #1	UTU0138484	43-047-30034	SEC 4, T-7-S, R-22-E
Wolf Govt # 1	UTU076939	43-047-16809	SEC 6, T-7-S, R-22-E
McLish #1 (Walker-Hollow)	SL-066341	43-047-20280	SEC 8, T-7-S, R-23-E
McLish #2 (Walker-Hollow)	SL-066341	43-047-30011	SEC 8, T-7-S, R-23-E
McLish #3 (Walker-Hollow)	SL-066341	43-047-30027	SEC 8, T-7-S, R-23-E
McLish #4 (Walker-Hollow)	SL-066341	43-047-30030	SEC 8, T-7-S, R-23-E
Walker Hollow U-8	SL-066341	43-047-31034	SEC 8, T-7-S, R-23-E
Walker Hollow U-8	SL-066341	43-047-30038	SEC 8, T-7-S, R-23-E
Pan American #2	SL-066341	43-047-31092	SEC 8, T-7-S, R-23-E
Walker Hollow U-8	SL-066341	43-047-31092	SEC 8, T-7-S, R-23-E
Basin 6-1	UTU076939	43-047-31833	SEC 6, T-7-S, R-22-E
Basin 6-1	UTU076939	43-047-31834	SEC 6, T-7-S, R-22-E
Basin 6-2	UTU076939	43-047-31859	SEC 6, T-7-S, R-22-E
Southman 1-5	UTU33433	43-047-30856	SEC 6, T-10-S, R-23-E
Southman 4-4	UTU33433	43-047-30832	SEC 4, T-10-S, R-23-E
Southman 4-5	UTU33433	43-047-30833	SEC 6, T-10-S, R-23-E
East Gusher 16-1-A	UTU68097	43-047-31900	SEC 16, T-8-S, R-20-E
Coors 14-1-D	UTU65223	43-047-31304	SEC 14, T-7-S, R-21-E
East Gusher 2-1-A	ML-21181	43-047-31431	SEC 2, T-6-S, R-20-E
Madeline 4-3-C	UTU42469	43-047-32279	SEC 4, T-7-S, R-21-E
Federal 6-6-H	UTU68999	43-047-31903	SEC 6, T-7-S, R-21-E
Federal 11-1-M	UTU64376	43-047-32333	SEC 11, T-6-S, R-20-E
Flat Mesa 1-7	U-38420	43-047-30362	SEC 7, T-10-S, R-23-E
Flat Mesa 2-7	U-38420	43-047-30546	SEC 7, T-10-S, R-23-E
Crooked Canyon 1-17	U-37355	43-047-30369	SEC 17, T-10-S, R-23-E
Willow Creek 2	U-39223	43-047-31816	SEC 6, T-11-S, R-20-E
No Name Canyon 1-9	U-37355	43-047-30378	SEC 9, T-10-S, R-23-E
No Name Canyon 2-9	U-37355	43-047-31604	SEC 9, T-10-S, R-23-E
Canyon View Fed 1-18	U-38421	43-047-30379	SEC 18, T-10-S, R-23-E
Alger Pass #1	ML-36213	43-047-31824	SEC 2, T-11-S, R-19-E
Sage Hen 1-6	U-38419	43-047-30362	SEC 6, T-10-S, R-23-E
Sagebrush 1-8	U-37355	43-047-30383	SEC 8, T-10-S, R-23-E
Southman Canyon SWD 3	U-38427	43-047-16880	SEC 16, T-10-S, R-23-E
Jack Rabbit 1-11	U-38425	43-047-30423	SEC 11, T-10-S, R-23-E
Cliff Edge 1-16	U-38427	43-047-30462	SEC 16, T-10-S, R-23-E
White River 1-14	U-38427	43-047-30481	SEC 14, T-10-S, R-23-E
Bitter Creek Fed 1-3	U-26797	43-047-30624	SEC 3, T-11-S, R-22-E
Lookout Point 1-16	ML-22186-A	43-047-30544	SEC 16, T-10-S, R-23-E
Pete's Flat Fed 1-1	U-40736	43-047-30559	SEC 1, T-10-S, R-23-E
Shepherd Fed 1-10	U-38281	43-047-30559	SEC 10, T-10-S, R-23-E
NSO Fed 1-12	U-38422	43-047-30560	SEC 12, T-10-S, R-23-E
Cottonwood Wash #1	U-40729	43-047-31774	SEC 10, T-12-S, R-21-E
Willow Creek #1	U-34705	43-047-31775	SEC 27, T-11-S, R-20-E
East Bench #1	U-25860	43-047-31778	SEC 33, T-11-S, R-22-E
Lizzard Creek 1-10	U-25860	43-047-31476	SEC 10, T-11-S, R-22-E
Archy Bench #1-2	ML-22348-A	43-047-31489	SEC 2, T-11-S, R-22-E
Coors 2-10-HB	UTU-65222	43-047-32009	SEC 10, T-7-S, R-21-E
E Gusher #3	SL-066841-A	43-047-16560	SEC 3, T-6-S, R-20-E
Naturel 1-7	U-6346	43-047-30148	SEC 7, T-11-S, R-21-E
Bonanza Federal 3-15	U-38428	43-047-31278	SEC 15, T-10-S, R-23-E
Lafkas 1-3	CR201	43-047-31178	SEC 3, T-11-S, R-20-E
State 14-16	ML-40804	43-047-31417	SEC 16, T-7-S, R-21-E
Love Unit 1-18	891018090A	43-047-30706	SEC 18, T-11-S, R-22-E
Love Unit 1-11	891018090A	43-047-30617	SEC 11, T-11-S, R-21-E
Love Unit 1-12	891018090A	43-047-30638	SEC 12, T-11-S, R-21-E
Love Unit 4-1	891018090A	43-047-30640	SEC 4, T-11-S, R-21-E
Love Unit B-1-10	891018090A	43-047-30709	SEC 10, T-11-S, R-21-E
Love Unit B-2-3	891018090A	43-047-30766	SEC 3, T-11-S, R-21-E
Horseshoe Bend #2 (ARA)	U-0142176	43-047-16800	SEC 3, T-7-S, R-21-E

DUCHESNE COUNTY

Well Name	LEASE NUMBER	API NUMBER	LOCATION
Pleasant Valley 24-32	FEE	43-013-30888	SEC 24, T-4-S, R-2-W
Castle Peak 1-3	U-47172	43-013-30639	SEC 3, T-9-S, R-16-E
Monument Butte 1-3	U-44004	43-013-30642	SEC 3, T-9-S, R-17-E
Monument Butte 2-3	U-61252	43-013-30810	SEC 3, T-9-S, R-17-E

SNYDER OIL CORPORATION

1625 Broadway, Suite 2200
Denver, Colorado 80202
Phone 303-592-8579

RECEIVED

FEB 07 1994

DIVISION OF
OIL, GAS & MINING

January 13, 1994

State of Utah
Division of Oil, Gas, & Mining
3 Triad Center, #350
Salt Lake City, UT 84180-1203

Attention: Lisha Cordova

RE: Change of Operator
Sundry Notices

Dear Ms. Cordova:

Effective January 1, 1994, Phoenix Hydrocarbons Operating Corp. will transfer all operations in Utah to Snyder Oil Corporation.

Snyder Oil Corporation is covered by Utah State Bond #582488 and Federal Bond #579354 (Guld Insurance Company).

Attached you will find a list of all wells to be operated by Snyder Oil Corporation. Please note: all of Phoenix Hydrocarbon Operating Corp.'s wells should be transferred.

If you should have any questions, please call.

Sincerely,



Steven G. Van Hook
Attorney-in-Fact

Enclosures

INTEROFFICE COMMUNICATION
SNYDER OIL CORPORATION

TO: George Rooney
FROM: Steve Van Hook *SVD*
DATE: January 17, 1994
RE: Phoenix Acquisition
Transfer of Operator Forms

RECEIVED
FEB 07 1994
DIVISION OF
OIL, GAS & MINING

Accompanying this memo are the following items related to the Phoenix acquisition which require your further handling:

*Cbkw
Needs
Copies*

- ① Original letter dated 12/20/93 from Phoenix to the State of Utah Oil, Gas & Mining Division, with exhibit listing all wells in which SOCO becomes operator. Please mail ASAP with our enclosed cover letter advising SOCO is assuming operations.
- ② Separate executed forms to transfer operations on the Southman Canyon SWD #3 well. Please complete the contact portion of these forms and forward for approval with the State of Utah.
3. For the Walker Hollow Unit, enclosed is a 1/14/94 cover letter from Phoenix Hydrocarbon with a Sundry Notice executed by SOCO and Phoenix for the following unit wells:
 - McLish #1, 2, 3, 4
 - Pan Am #2
 - Walker Hollow U6, J8
4. For operated wells on Federal lands, a separate file for the following wells is enclosed containing in each three original Sundry Notices of the BLM executed by SOCO and Phoenix. Please file with the BLM in triplicate for the following wells:

Castle Peak 1-3 Canyon View 1-18 Crooked Canyon 1-17 Federal 11-1-M Madeline 4-3-C Coors 1-14-D Baser 5-1	No Name 2-9, 1-9 Willow Creek #2 Flat Mesa 2-7 Flat Mesa 1-7 Gusher 15-1-A Southman Canyon 4-5, 4-4, 1-5 Baser Draw 6-2, 6-1
---	--

Memo Re: Phoenix/Transfer of Operator Forms
January 17, 1994
Page 2

Wolf Govt. Federal #1
Monument Butte 2-3
Pete's Flat Federal 1-1
Willow Creek #1
Cliff Edge Fed 1-15
E. Gusher No. 3
Lizzard Creek 1-10
Federal 3-15
Monument Butte 1-3

Federal Miller 1
Sage Brush 1-8
Bitter Creek Federal 1-3
White River 1-14
Southman Canyon SWD #3
Federal 2-10 HB
Horseshoe Bend 2
Natural 1-7 (Love Unit)

Please advise should any questions arise.

SVH/lk

Attachments



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

FEB 28 1994



IN REPLY REFER TO:
3162.3
UT08438

February 17, 1994

Snyder Oil Corporation
Attn: Mr. Steven C. Van Hook
1625 Broadway, Suite #2200
Denver, CO 80202

Re: Well: Baser Draw 6-2
SWNE, Sec. 6, T7S, R22E
Lease U - 075939
Uintah County, Utah

Dear Mr. Van Hook:

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, Snyder Oil Corporation is responsible for all operations performed on the referenced well. All liability will now fall under your bond, BLM Bond No. WY2272, for all operations conducted on the referenced well on the leased land.

If you have any other questions concerning this matter, please contact Wayne Bankert of this office at (801)789-1362.

Sincerely,

Howard B. Cleavinger II
Assistant District Manager for Minerals

cc: Alta Energy Corp Mesa Verde Corp
Chevron USA Inc Schlenrich Udo
DCB Oil & Gas Inc Snyder Oil Corp
Haley John M Unita Partners II
Haley John Mrs Wolf Erving
Jones Alan Dr Xeta Partners 1988
Jones Alan Mrs

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: September 30, 1990

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial No.

UTU 0,5939

6. If Indian, Allottee or Tribe Name

7. If Unit or CA, Agreement Designation

8. Well Name and No.

Basin Draw 6-2

9. API Well No.

43 047-31859

10. Field and Pool, or Exploratory Area

11. County or Parish, State

Uintah, UT

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well Gas Well Other

2. Name of Operator

Snyder Oil Corporation

3. Address and Telephone No.

1625 Broadway, #2200, Denver, CO 80202 (303)592-8500

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

Sec 6, T-7-S, R-22-E

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

TYPE OF SUBMISSION

- Notice of Intent
- Subsequent Report
- Final Abandonment Notice

TYPE OF ACTION

- Abandonment
- Recompletion
- Plugging Back
- Casing Repair
- Altering Casing
- Other
- Change of Plans
- New Construction
- Non-Routine Fracturing
- Water Shut-Off
- Conversion to Injection

Change Of Operator

(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.)

Effective January 1, 1994, Snyder Oil Corporation will become the operator of the referenced well from Phoenix Hydrocarbons Operating Corp.

Snyder Oil Corporation is covered under Federal Bond #579354 (Gulf Insurance Company) and Utah State Bond #582488.

FEB 22 1994

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

Signed

Title

Attorney in Fact

Date

1-14-94

(This space for Federal or State office use)

HOWARD B. CLEAVINGER II

Title

ASSISTANT DISTRICT
MANAGER MINERALS

Date

FEB 17 1994

Approved by
Conditions of approval, if any:

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: September 30, 1990

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial No.
UTU075939

6. If Indian, Allottee or Tribe Name

7. If Unit or CA, Agreement Designation

8. Well Name and No.
Basin Draw 6-2

9. API Well No.
43-047-31859

10. Field and Pool, or Exploratory Area

11. County or Parish, State
Uintah Co., UT

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
Phoenix Hydrocarbons Operating Corp.

3. Address and Telephone No.
415 West Wall, #703 Midland, TX 79701 915-682-1186

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
Sec. 6, T-7-S, R-22-E

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 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"/> Change of Operator
	<input type="checkbox"/> Other
	<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

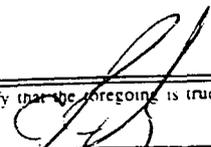
(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

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

Effective January 1, 1994, Snyder Oil Corporation will become the Operator of the above referenced well.

FEB 22 1994

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

Signed  Title **President** Date **1/14/94**

(This space for Federal or State office use)

Approved by **HOWARD B. CLEAVINGER II** Title **ASSISTANT DISTRICT MANAGER** Date **1/14/94**

Conditions of approval, if any:

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

Routing:

1- AC/CLT
2- DP 57-SJM
3- VLC 8-FILE
4- RJE ✓
5- TRC
6- PL ✓

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

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

The operator of the well(s) listed below has changed (EFFECTIVE DATE: 1-01-94)

TO (new operator) <u>SNYDER OIL CORPORATION</u>	FROM (former operator) <u>PHOENIX HYDRO OPER CORP</u>
(address) <u>PO BOX 129</u>	(address) <u>PO BOX 2802</u>
<u>BAGGS WY 82321</u>	<u>MIDLAND TX 79702</u>
<u>KATHY STAMAN</u>	<u>RHONDA PATTERSON</u>
phone <u>(307) 383-2800</u>	phone <u>(915) 682-1186</u>
account no. <u>N 1305</u>	account no. <u>N 9880</u>

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

Name: <u>**SEE ATTACHED**</u>	API: <u>047-31859</u>	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____

OPERATOR CHANGE DOCUMENTATION

- Sec 1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *(Rec'd 2-28-94)*
- Sec 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form). *(Rec'd 2-7-94)*
- N/A 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: _____.
- 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. *(2-28-94)*
- Sec 6. Cardex file has been updated for each well listed above. *(2-28-94)*
- Sec 7. Well file labels have been updated for each well listed above. *(3-2-94)*
- Sec 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(2-28-94)*
- Sec 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

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

BOND VERIFICATION (Fee wells only)

- See 1. (Rule R615-3-1) The new operator of any fee lease well listed above has furnished a proper bond. *(In progress / Phoenix's IDLOC #m416415/80,000 not to be released until replaced / * Both operators aware.)*
- __ 2. A copy of this form has been placed in the new and former operators' bond files. ** Upon compl. of routing.*
- See 3. The former operator has requested a release of liability from their bond (yes/no) __. Today's date February 28, 1994. If yes, division response was made by letter dated _____ 19__.

EASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

- N/A 1. (Rule R615-2-10) The former operator/lessee of any fee lease well listed above has been notified by letter dated _____ 19__, of their responsibility to notify any person with an interest in such lease of the change of operator. Documentation of such notification has been requested. *OC 3/10/94*
- N/A 2. Copies of documents have been sent to State Lands for changes involving State leases.

FILMING

- ✓ 1. All attachments to this form have been microfilmed. Date: March 18 1994.

FILING

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

COMMENTS

940228 Partial change only. (see separate change)



Snyder Oil Corporation

P.O. Box 695
Vernal, Utah 84078
801/789-0323

February 29, 1996

Utah State Division of Oil Gas & Mining
3 Triad Center, Suite #350
355 W. North Temple
Salt Lake City, UT 84180-1203

MAR - 1 1996

RE: Site Security Diagrams

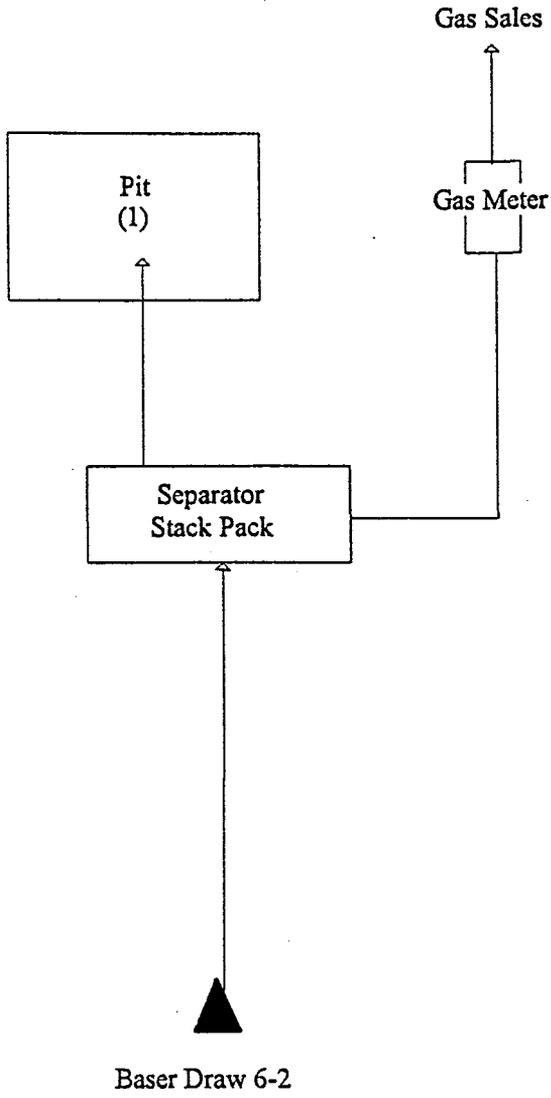
Gentlemen:

Enclosed are copies of Site Security Diagrams for wells operated by Snyder Oil Corporation. We will send you copies of the rest of the diagrams when we receive them from Buys and Associates. If you have any questions, please contact me at 801-789-0323.

Sincerely,

A handwritten signature in cursive script that reads "Lucy Nemec".

Lucy Nemec
Senior Clerk



SITE SECURITY PLAN LOCATED AT:

SNYDER OIL CORPORATION
 P.O. BOX 695
 VERNAL, UT 84078

43-047-31859

Snyder Oil Corporation

Baser Draw 6-2
 SWNE Sec. 6 T7S R22E
 Uintah County, UT
 Lease # U-075939

Prepared By: KR 1/17/96

BUYS & ASSOCIATES, INC.
 Environmental Consultants

SNYDER OIL CORPORATION

VALVING DETAIL

(Site Security Diagram Attachment)

Position of Valves and Use of Seals for Tanks in Production Phase

Valve	Line Purpose	Position	Seal Installed
E	Overflow/Equalizer	Closed	Yes
F	Fill	Open	No
W	Water	Closed	Yes
D	Drain	Closed	Yes
S	Sales	Closed	Yes

Position of Valves and Use of Seals for the Tank in Sales Phase

Valve	Line Purpose	Position	Seal Installed
E	Overflow/Equalizer	Closed	Yes
F	Fill	Closed	Yes
W	Water	Closed	Yes
D	Drain	Closed	Yes
S	Sales	Closed*	Yes

*The sales line will be opened by the purchaser at the time of sale. Until that time the sales line will remain closed and sealed.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial No.
UTU-075939

6. If Indian, Allottee or Tribe Name
RECEIVED

7. If Unit of CA, Agreement Designation
222 9 1996

8. Well Name and No.
Basar Draw Federal 6-2

9. API Well No.
43-047-31859

10. Field and Pool, or Exploratory Area
Wildcat

11. County or Parish, State
Uintah County

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
SNYDER OIL CORPORATION

3. Address and Telephone No.
P. O. Box 695, Vernal, UT 84078 801/789-0323

4. Location of Well (Footage, Sec., T., R., m., or Survey Description)
**2132' FNL 2175' FEL SWNE
Section 6, T7S, R22E**

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

TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment
<input 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 type="checkbox"/> Other _____
	<input checked="" 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 or Completion or Recompletion Report and Log f

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 direction ally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

Snyder Oil Corporation requests approval to change from a quarterly calibration schedule to a biannual calibration schedule for the above referenced well. This well makes less than 100 MCF/day.

14. I hereby certify that the foregoing is true and correct
 Signed Lucy Nemeč Title Senior Clerk Date 27-Mar-96
 Lucy Nemeč

(This space for Federal or State office use)
 Approved by _____ Title _____ Date _____
 Conditions of approval, if any:

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

SUCO
Snyder Oil Corporation
Southern Region

1200 Smith, Suite 3300
Houston, Texas 77002
713-646-6600

June 7, 1999

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

RE: \$80,000 Surety Blanket P & A Bond #5736975

Dear Sir or Madam:

Santa Fe Snyder Corporation was formed when Snyder Oil Corporation was merged into Santa Fe Energy Resources, Inc. on May 5, 1999. Copies of the approved merger, issued by the Delaware Secretary of State, are enclosed for your files.

As this merger causes "Snyder" to cease to exist and their activities are covered by bond #JZ7777, please release bond # 5736975 and return it to the sender.

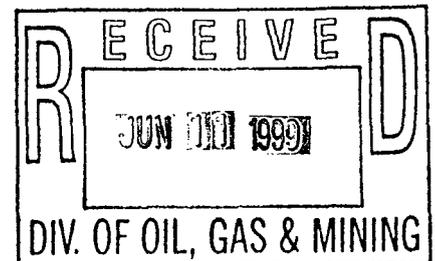
Thank you for your assistance in this matter.

Very truly yours,



Phillip W. Bode

Enclosure



Santa Fe Energy Resources, Inc.

June 7, 1999

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

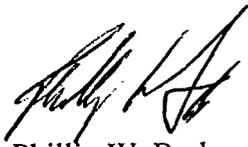
RE: \$80,000 Surety Blanket P & A Bond #JZ7777

Dear Sir or Madam:

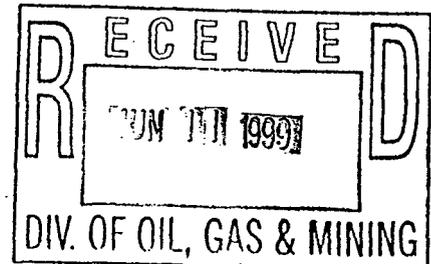
Enclosed is the above bond for Santa Fe Snyder Corporation. This corporation was formed when Snyder Oil Corporation was merged into Santa Fe Energy Resources, Inc. on May 5, 1999. Copies of the approved merger, issued by the Delaware Secretary of State, are enclosed for your files.

Thank you for your assistance in this matter.

Very truly yours,



Phillip W. Bode



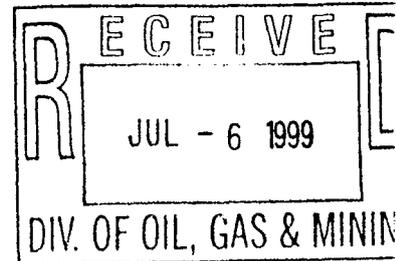
Enclosure



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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



In Reply Refer To:
3106
U-19037 et al
(UT-932)

JUL 1 1999

NOTICE

Santa Fe Snyder Corporation : Oil and Gas
840 Gessner, Suite 1400 :
Houston, TX 77024 :

Merger Recognized Name Change Recognized

Acceptable evidence has been filed in this office concerning the merger of Snyder Oil Corporation into Santa Fe Energy Resources, Inc. and the name being subsequently changed to Santa Fe Snyder Corporation as the surviving entity.

For our purposes the merger and name change are recognized effective June 1, 1999, per company request.

The oil and gas lease files identified on the enclosed exhibits have been noted as to the merger and name change. The exhibits were compiled from lists supplied by Santa Fe Snyder Corporation. We have not adjudicated the case files to determine if the entities affected by the merger and name change hold an interest in the leases identified, nor have we attempted to identify leases where the entities are the operator on the ground, maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable BLM offices of the merger and name change by a copy of this notice. If additional documentation for a change of operator are required by our Field Offices, you will be contacted by them.

By recognition of the merger and the name change the principal on bonds held by Snyder and Santa Fe are automatically changed to Santa Fe Snyder Corporation. Riders to Nationwide Bond No. 400JF 5493 (BLM Bond No. UT0855) and Nationwide Bond No. 5473615 (BLM Bond No. WY2912) have been filed in the Utah State Office. It is the request of Santa Fe Snyder Corporation to change the name on BLM Bond No. UT0855 to reflect the merger/name change, and to terminate the period of liability on BLM Bond No. WY2912. A decision regarding this matter will follow in due course.

Christopher J. Merritt

Christopher J. Merritt
Acting Group Leader,
Minerals Adjudication Group

Enclosures

1. Santa Fe Energy Resources, Inc. Exhibit of Leases
2. Snyder Oil Corporation Exhibit of Leases

cc:

All State Offices
Moab Field Office
Vernal Field Office
MMS-Reference Data Branch, MS 3130, P.O. Box 5860, Denver, CO 80217
State of Utah, DOGM, Attn: Kristen Risbeck (Ste. 1210) Box 145801, SLC, UT 84114-5801
St. Paul Fire & Marine Insurance Co., 385 Washington St., St. Paul, MN 55102
SAFECO Insurance Company of America, SAFECO Plaza, Seattle, WA 98185
Santa Fe Snyder Corp., Attn: Phyllis Sobotik, 1625 Broadway, #2200, Denver, CO 80202
Irene Anderson (UT-932)
Teresa Thompson (UT-931)

SNYDER LEASES

<u>LESSOR</u>	<u>STATE</u>	<u>LESSOR</u>	<u>STATE</u>
USA COC-33237	CO	USA U-0136484	UT
USA COC-36719	CO	USA U-37573	UT
USA LAES 49122	LA	USA U-33433	UT
USA LAES 49123	LA	USA U-47172	UT
USA LAES 49124	LA	USA U-37355	UT
USA LAES 49125	LA	USA UTU-15855	UT
USA LAES 49127	LA	USA U-0142175	UT
USA LAES 49128	LA	USA UTU-02651	UT
USA LAES 49129	LA	USA UTU-02651-B	UT
USA LAES 49130	LA	USA U-34705	UT
USA LAES 49131	LA	USA U-40729	UT
USA LAES 49132	LA	USA U-58097	UT
USA LAES 49133	LA	USA U-30289	UT
USA LAES 49134	LA	USA UTU-72632	UT
USA LAES 49135	LA	USA UTU-73013	UT
USA LAES 49136	LA	USA UTU-64376	UT
USA LAES 49137	LA	USA UTU-38261	UT
USA LAES 49138	LA	USA UTU-28212	UT
USA LAES 49139	LA	USA UTU-28213	UT
USA LAES 49140	LA	USA UTU-38419	UT
USA LAES 49141	LA	USA U-53861	UT
USA LAES 49142	LA	USA UTU-38418	UT
USA LAES 49143	LA	USA UTU-66401	UT
USA LAES 49144	LA	USA U-38423	UT
USA LAES 49145	LA	USA UTU-38425	UT
USA LAES 49146	LA	USA U-38421	UT
USA LAES 49147	LA	USA UTU-38428	UT
USA LAES 49148	LA	USA U-38420	UT
USA LAES 49149	LA	USA UTU-34350	UT
USA LAES 49150	LA	USA UTU-39223	UT
USA LAES 49151	LA	USA U-64923	UT
USA LAES 49152	LA	USA UTU-40736	UT
USA LAES 49153	LA	USA U-075939	UT
USA LAES 49154	LA	USA U-70235	UT
USA LAES 49155	LA	USA UTU-44426	UT
USA LAES 49156	LA	USA UTU-57495	UT
USA LAES 49157	LA	USA UTU-57503	UT
USA LAES 49158	LA	USA UTU-52106	UT
USA LAES 49159	LA	USA UTU-59121	UT
USA LAES 49160	LA	USA UTU-73009	UT
USA LAES 49161	LA	USA UTU-73010	UT
USA LAES 49162	LA	USA UTU-50490	UT
USA LAES 49163	LA	USA UTU-65126	UT
USA LAES 49164	LA	USA UTU-49228	UT
USA LAES 49165	LA	USA UTU-53127	UT
USA LAES 49166	LA	USA UTU-65132	UT
USA LAES 49167	LA	USA UTU-63951	UT
USA LAES 49168	LA	USA UTU-47483	UT
USA LAES 49169	LA	USA UTU-63978	UT
USA LAES 49170	LA	USA UTU-69116	UT
USA LAES 49171	LA	USA UTU-65138	UT

SNYDER LEASES

<u>LESSOR</u>	<u>STATE</u>	<u>LESSOR</u>	<u>STATE</u>
USA LAES 49172	LA	USA UTU-54774	UT
USA LAES 49173	LA	USA UTU-71230	UT
USA LAES 49174	LA	USA UTU-71234	UT
USA LAES 49175	LA	USA UTU-44799	UT
USA LAES 49176	LA	USA UTU-57512	UT
USA LAES 49177	LA	USA UTU-53084	UT
USA LAES 49178	LA	USA UTU-53938	UT
USA LAES 49179	LA	USA UTU-61936	UT
USA LAES 49180	LA	USA UTU-47127	UT
USA LAES 49181	LA	USA UTU-53918	UT
USA LAES 49183	LA	USA UTU-47484	UT
USA LAES 49194	LA	USA UTU-53946	UT
USA LAES 49198	LA	USA UTU-53941	UT
USA LAES 49199	LA	USA UTU-42531	UT
USA LAES 49200	LA	USA U-49245	UT
USA LAES 49201	LA	USA U-50802	UT
USA MTM-38582-A	MT	USA UTU-0647	UT
USA MTM-63708	MT	USA UTU-50687	UT
USA M-13323 (ND)	ND	USA UTU-37116	UT
USA M-68863 (SD)	SD	USA UTU-59122	UT
USA UTU-70189	UT	USA UTU-63985	UT
USA UTU-73175	UT	USA UTU-52298	UT
USA UTU-73434	UT	USA UTU-7386	UT
USA UTU-73435	UT	USA UTU-67178	UT
USA UTU-73444	UT	USA UTU-67549	UT
USA UTU-73450	UT	USA UTU-74416	UT
USA U-8345	UT	USA UTU-74413	UT
USA U-14646	UT	USA UTU-73900	UT
USA U-66746	UT	USA UTU-67868	UT
USA UTU-42469	UT	USA UTU-74414	UT
USA U-65222	UT	USA UTU-49530	UT
USA U-61263	UT	USA UTU-53860	UT
USA UTU-29535	UT	USA UTU-34711	UT
USA U-25880	UT	USA UTU-46699	UT
USA U-65223	UT	USA UTU-73643	UT
USA U-29797	UT	USA UTU-0141804	UT
USA UTU-0109054	UT	USA UTU-75091	UT
USA UTU-8346	UT	USA UTU-75097	UT
USA U-8347	UT	USA UTU-74972	UT
USA UTU-8344	UT	USA UTU-75096	UT
USA U-8344-A	UT	USA UTU-74415	UT
USA UTU-8348	UT	USA UTU-38401	UT
USA U-38424	UT	USA UTU-38411	UT
USA U-38427	UT	USA UTU-31260	UT
USA SL-065841-A	UT	USA UTU-59654	UT
USA UTU-31736	UT	USA U-14219	UT
USA U-38426	UT	USA UTU-30123	UT
USA U-44090-A	UT	USA UTU-34714	UT
USA U-71694	UT	USA UTU-10134	UT
USA U-72028	UT	USA UTU-10830	UT
USA U-51026	UT	USA UTU-14223	UT

SANTA FE LEASES

<u>LESSOR</u>	<u>STATE</u>	<u>LESSOR</u>	<u>STATE</u>
BLM NMNM-92488	NM	BLM WYW-59145	WY
BLM NMNM-45235	NM	BLM WYW-43661	WY
BLM NMNM-24877	NM	BLM WYW-0311938	WY
BLM NMNM-93398	NM	BLM WYW-52562	WY
BLM NMNM-96591	NM	BLM WYW EV-022932	WY
BLM NMNM-77894	NM	BLM WYW-27645	WY
BLM NMNM-65900	NM	BLM WYW-043930-A	WY
BLM NMNM-87977	NM	BLM WYW EV-026056	WY
BLM NMNM-65864	NM	BLM WYW-0322610	WY
BLM NMNM-95879	NM	BLM WYW-0320213	WY
BLM NMNM-97394	NM	BLM EV-023313-A	WY
BLM NMNM-98005	NM	BLM WYW-9578	WY
BLM NMNM-98006	NM	BLM WYW-96918	WY
BLM NMNM-98010	NM	BLM WYW-0320078	WY
BLM NMNM-95418	NM	BLM WYW-035599	WY
BLM NMNM-25667	NM	BLM WYW-2120	WY
BLM NMNM-98300	NM	BLM WYEV-024469	WY
BLM NMNM-98033	NM	BLM WYW-0136175	WY
BLM NMNM-998271	NM	BLM WYW-0136177	WY
BLM NMNM-98305	NM	BLM WYW-05991	WY
BLM NMNM-91179	NM	BLM WYW-02736	WY
BLM NMNM-85420	NM	BLM WYW EV-025548	WY
BLM NMNM-100956	NM	BLM EV-023313-E	WY
BLM NMNM-58393	NM	BLM EV-023313-B	WY
BLM OKNM 23555	OK	BLM WYW-21124	WY
BLM NM 15074 (OKLA)	OK	BLM WYW EV-022931	WY
BLM UTU-19037	UT	BLM WYW-61240	WY
BLM UTU-55626	UT	BLM WYW-18480	WY
BLM UTU-38354	UT	BLM WYW-51654	WY
BLM UTU-38401	UT	BLM WYW-50676	WY
BLM UTU-38430	UT	BLM COC-036289 A&B	WY
BLM UTU-42823	UT	BLM WYW-0942	WY
BLM WYEV-026201	WY	BLM WYW-63210	WY
BLM WYW-35860	WY	BLM WYW-66866	WY
BLM WYW-47198	WY	BLM WYW-102793	WY
BLM WYEV-022765	WY	BLM WYW-107726	WY
BLM WYEV-023941	WY	BLM W-70335	WY
BLM WYEV-026196	WY	BLM W-70496	WY
BLM WYEV-026201	WY	BLM W-70326	WY
BLM WYEV-026202	WY	BLM W-55746	WY
BLM WYEV-026204	WY	BLM W-56480	WY
BLM WYEV-026205	WY		
BLM WYEV-026208	WY		
BLM WYEV-026209	WY		
BLM WYW-04674	WY		
BLM WYW-023207	WY		
BLM WYW-023211	WY		
BLM WYW-0268735	WY		
BLM WYCHEY-037066	WY		
BLM WYW-58075	WY		
BLM WYW-17284	WY		
BLM WYW-17296	WY		
BLM WYW-17282(A)	WY		
BLM WYW-55067	WY		

Santa Fe Snyder Corporation

July 2, 1999

Utah Division of Oil, Gas & Mining
1594 W. North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Attn.: Ms. Kristen Risbeck

RE: Company Merger
Surety Bond Number - JZ 7777
Operator Number - N2000

Dear Ms. Risbeck:

Snyder Oil Corporation (SOCO) and Santa Fe Energy Resources, Inc. (Santa Fe) have merged to form Santa Fe Snyder Corporation (SFS). The legal acceptance date of the merger is May 5, 1999. However in an effort to simplify documentation issues, SFS requests that June 1, 1999 be used as the effective date of merger.

Please change all operated facilities, Applications to Drill (approved and in process) and any other regulatory filings from Snyder Oil Corporation to Santa Fe Snyder Corporation. Attached is the following information in support of this request.

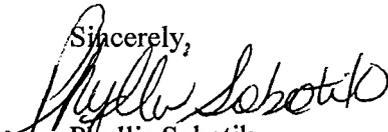
Copy of Merger Certificate
Copy of the Office of the Secretary of State's Acceptance
Sundry Notices for Properties Located on Fee or State Land
Sundry Notice for Federal Properties
Spreadsheet of all Utah Facilities Operated by SOCO

All correspondence, documents, notifications, etc. should continue to be sent to SFS at the following address

1625 Broadway, Suite 2200
Denver, CO 80202

Please inform SFS when this request has been accepted and the changes are finalized. If any questions arise or additional information is required, please contact me at 303-592-8668.

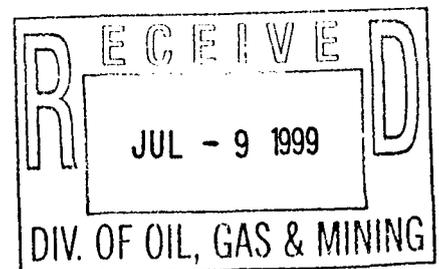
Sincerely,


Phyllis Sobotik
Sr. Regulatory Specialist

/ps

Enclosures:

1625 Broadway
Suite 2200
Denver, Colorado 80202
303/592-8500
Fax 303/592-8600



Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SNYDER OIL CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "SANTA FE ENERGY RESOURCES, INC." UNDER THE NAME OF "SANTA FE SNYDER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MAY, A.D. 1999, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0774411 8100M

991177495

AUTHENTICATION: 9725623

DATE: 05-05-99

CERTIFICATE OF MERGER

Merger of Snyder Oil Corporation, a Delaware corporation
With and Into
Santa Fe Energy Resources, Inc., a Delaware corporation

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law, the undersigned certifies as follows concerning the merger (the "Merger") of Snyder Oil Corporation, a Delaware corporation, with and into Santa Fe Energy Resources, Inc., a Delaware corporation, with Santa Fe Energy Resources, Inc. as the surviving corporation (the "Surviving Corporation").

1. The Agreement and Plan of Merger, dated as of January 13, 1999 (the Agreement and Plan of Merger being hereinafter referred to as the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by Snyder Oil Corporation and Santa Fe Energy Resources, Inc. in accordance with Section 251 of the Delaware General Corporation Law.

2. The Merger contemplated in the Merger Agreement and this Certificate of Merger will be effective immediately upon the filing of this Certificate of Merger

3. The name of the Surviving Corporation shall be Santa Fe Energy Resources, Inc. which shall be changed herewith to Santa Fe Snyder Corporation.

4. Article FIRST of the Restated Certificate of Incorporation of Santa Fe Energy Resources, Inc. is amended, effective as of the date hereof, to read in its entirety as follows:

"FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is Santa Fe Snyder Corporation."

and that the first paragraph of Article FOURTH of the Restated Certificate of Incorporation of Santa Fe Energy Resources, Inc. is amended, effective as of the date hereof, to read in its entirety as follows:

"FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 350,000,000, of which 50,000,000 shares shall be Preferred Stock, par value \$.01 per share, and 300,000,000 shares shall be Common Stock, par value \$.01 per share."

The Restated Certificate of Incorporation of Santa Fe Energy Resources, Inc., as amended, in effect at the effective time of the Merger shall be the certificate of incorporation of the

Surviving Corporation.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, 1616 South Voss Road, Houston, Texas 77057.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Snyder Oil Corporation or Santa Fe Energy Resources, Inc.

Dated this 5th day of May, 1999.

SANTA FE ENERGY RESOURCES, INC.

By: David L. Hicks
Name: David L. Hicks
Title: Vice President — Law and
General Counsel

UTAH FACILITIES

Lease	Unit Name	Tribe Name	Field	Stat	County	1/41/4	S	T	R	Lease Number	Mineral Type	API Number	Comments
✓ Alger Pass #1			Alger Pass (Natural Buttes)	ACT	Uintah	SE/NE	2	11S	19E	ML 36213	STATE	43-047-31824	10828
✓ AnnaBelle #31-2J			Horseshoe Bend	ACT	Uintah	NW/SE	31	6S	21E	N/A	FEE	43-047-31698	10510
✓ Archy Bench State #1-2			Bitter Creek	INA	Uintah	NE/NE	2	11S	22E	ML 22348 A	STATE	43-047-31489	9871
Baser Draw Fed. #1C-31			Horseshoe Bend	ACT	Uintah	NE/SW	31	6S	22E	U 38411	FED	43-047-30831	2710
Baser Draw Fed. #2A-31			Horseshoe Bend	ACT	Uintah	SE/NE	31	6S	22E	U 31260	FED	43-047-30880	2710
Baser Draw Fed. #5-1			Horseshoe Bend	INA	Uintah	NW/NW	5	7S	22E	U 075939	FED	43-047-31833	10862
Baser Draw Fed. #6-1			Horseshoe Bend	ACT	Uintah	Lot 7	6	7S	22E	U 075939	FED	43-047-31834	10863
Baser Draw Fed. #6-2			Horseshoe Bend	ACT	Uintah	SW/NE	6	7S	22E	U 075939	FED	43-047-31859	10967
Bitter Creek #1-3			Bitter Creek	INA	Uintah	SW/NE	3	11S	22E	U 29797	FED	43-047-30524	1460
Donanza Federal #3-15			Natural Buttes	ACT	Uintah	NE/NW	15	10S	23E	U 66406	FED	43-047-31278	8406
Canyon View #1-18			Natural Buttes	ACT	Uintah	SE/NW	18	10S	23E	U 38421	FED	43-047-30379	1485
Castle Peak #1-3			Monument Butte	INA	Duchesne	NE/NE	3	9S	16E	U 47172	FED	43-013-30639	1522
✓ Castle Peak State #32-16			Monument Butte (Castle Peak)	ACT	Duchesne	SW/NE	16	9S	16E	ML 16532	STATE	43-013-30650	445
✓ Castle Peak State #33-16			Monument Butte (Castle Peak)	ACT	Duchesne	NW/SE	16	9S	16E	ML 16532	STATE	43-013-30640	440
Cliff Edge #1-15			Natural Buttes	TAD	Uintah	NW/SE	15	10S	23E	U 66406	FED	43-047-30462	1524
Coors #14-1D			Horseshoe Bend	INA	Uintah	NW/NW	14	7S	21E	U 65223	FED	43-047-31304	11193
Coors Federal #2-10 (Federal 2-10HB)			Horseshoe Bend	INA	Uintah	SW/NE	10	7S	21E	U 65222	FED	43-047-32009	11255
Cotton Club #1			Horseshoe Bend	ACT	Uintah	NE/NE	31	6S	21E	U 31736	FED	43-047-31643	10380
Cottonwood Wash Unit #1			Buck Canyon	INA	Uintah	SW/NE	10	12S	21E	U 40729	FED	43-047-31774	10754
Crooked Canyon #1-17			Natural Buttes	TAD	Uintah	NE/NW	17	10S	23E	U 37355	FED	43-047-30369	1465
East Bench Unit #1			East Bench (Bench East)	INA	Uintah	NW/SE	33	11S	22E	U 61263	FED	43-047-31778	10795
East Gusher #2-1A			Gusher (Gusher East)	INA	Uintah	SE/SE	3	6S	20E	U 66746	FED	43-047-31431	11333
East Gusher #15-1A			Gusher (Gusher East)	ACT	Uintah	NE/NE	15	6S	20E	U 58007	FED	43-047-31900	11122
Federal #4-1			Horseshoe Bend	ACT	Uintah	NW/NW	4	7S	21E	U 28213	FED	43-047-31693	10196
Federal #4-2F			Horseshoe Bend	ACT	Uintah	SW/NW	4	7S	21E	U 28213	FED	43-047-31853	10933
Federal #5-5H			Horseshoe Bend	ACT	Uintah	SE/NE	5	7S	21E	U 66401	FED	43-047-31903	11138
Federal 11-1M & K1			Gusher (Horseshoe Bend)	INA	Uintah	SW/SW	11	6S	20E	U 20252	FED	43-047-32333	11443
Federal #21-1P			Horseshoe Bend	ACT	Uintah	SE/SE	21	6S	21E	U 30289	FED	43-047-31647	1316
Federal #33-1I			Horseshoe Bend	ACT	Uintah	NE/SE	33	6S	21E	U 44210	FED	43-047-31468	9615
Federal #33-2B			Horseshoe Bend	INA	Uintah	NW/NE	33	6S	21E	U 44210	FED	43-047-31621	9616
Federal #33-4D	Horseshoe Bend		Horseshoe Bend	ACT	Uintah	NW/NW	33	6S	21E	U 44210	FED	43-047-31623	12323
Federal #34-2K			Horseshoe Bend	ACT	Uintah	NE/SW	34	6S	21E	U 63861	FED	43-047-31467	10550
Federal Miller #1			Horseshoe Bend	ACT	Uintah	NW/SW	4	7S	22E	U 0136484	FED	43-047-30034	2750
Flat Mesa #1-7			Natural Buttes	INA	Uintah	NW/SE	7	10S	23E	U 38420	FED	43-047-30365	1505
Flat Mesa #2-7			Natural Buttes	ACT	Uintah	SE/NW	7	10S	23E	U 38420	FED	43-047-30545	1506
✓ Gusher Unit #3			Gusher (Gusher East)	ACT	Uintah	NW/NE	10	6S	20E	ML 06584	STATE	43-047-15590	10341
Horseshoe Bend #2			Horseshoe Bend	INA	Uintah	NW/NE	3	7S	21E	U 0142175	FED	43-047-15800	11628
Horseshoe Bend #4			Horseshoe Bend	INA	Uintah	SE/NW	3	7S	21E	U 0142175	FED	43-047-15802	1315

OPERATOR CHANGE WORKSHEET

Routing:	
1-KDR ✓	6-KAS ✓
2-GLH ✓	7-SJ TP
3-JRB ✓	8-FILE
4-CDW ✓	9-FILE
5-KDR ✓	

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 (MERGER)

The operator of the well(s) listed below has changed, effective: 6-1-99

TO: (new operator)	<u>SANTE FE SNYDER CORPORATION</u>	FROM: (old operator)	<u>SNYDER OIL CORPORATION</u>
(address)	<u>P.O. BOX 129</u>	(address)	<u>P.O. BOX 129</u>
	<u>BAGGS, WYOMING 82321</u>		<u>BAGGS, WYOMING 82321</u>
Phone:	<u>(307) 383-2800</u>	Phone:	<u>(307) 383-2800</u>
Account no.	<u>N2000 (6-24-99)</u>	Account no.	<u>N1305</u>

WELL(S) attach additional page if needed: *HORSESHOE BEND, LOVE, EAST BENCH & WALKER HOLLOW UNITS

Name: <u>*SEE ATTACHED*</u>	API: <u>43-017-31059</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 6.11.99)*
2. (r649-8-10) Sundry or other legal documentation has been received from the NEW operator (Attach to this form). *(Rec'd 6.11.99)*
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) yes If yes, show company file number: #011879
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. *(Rec'd 7.6.99)*
5. Changes have been entered in the Oil and Gas Information System (3270) for each well listed above. *(7.12.99)*
6. Cardex file has been updated for each well listed above.
7. Well file labels have been updated for each well listed above. *(new system)*
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. *(8.2.99)*
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

- DR 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.
- DR 2. Trust Lands, Sovereign Lands, Tax Commission, etc., have been notified through normal procedures of entity changes.

BOND VERIFICATION - (FEE WELLS ONLY)

- DR 1. (r649-3-1) The NEW operator of any fee lease well listed above has furnished a proper bond. (Rec'd 6.11.99 #J27777)
- DR 2. A copy of this form has been placed in the new and former operator's bond files.
- DR 3. The FORMER operator has requested a release of liability from their bond (yes/no) no, as of today's date 6.11.99. If yes, division response was made to this request by letter dated Aug. 12, 1999

LEASE INTEREST OWNER NOTIFICATION OF RESPONSIBILITY

- DR 1. Copies of documents have been sent on 8/12/99 to Ed Bonner at Trust Lands for changes involving State leases, in order to remind that agency of their responsibility to review for proper bonding.
- JH 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: 9-28-99.

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

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.

5. LEASE DESIGNATION AND SERIAL NUMBER:
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
7. UNIT or CA AGREEMENT NAME:
8. WELL NAME and NUMBER:
Exhibit "A"
9. API NUMBER:
10. FIELD AND POOL, OR WILDCAT:

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____
2. NAME OF OPERATOR:
El Paso Production Oil & Gas Company
3. ADDRESS OF OPERATOR:
8 South 1200 East CITY Vernal STATE Utah ZIP 84078 PHONE NUMBER: 435-789-4433

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

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

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

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
As a result of the merger between The Coastal Corporation and a wholly owned subsidiary of El Paso Energy Corporation, the name of Coastal Oil & Gas Corporation has been changed to El Paso Production Oil & Gas Company effective March 9, 2001.
See Exhibit "A"

Bond # 400JU0708

Coastal Oil & Gas Corporation
NAME (PLEASE PRINT) John T. Elzner TITLE Vice President
SIGNATURE [Signature] DATE 06-15-01
El Paso Production Oil & Gas Company
NAME (PLEASE PRINT) John T. Elzner TITLE Vice President
SIGNATURE [Signature] DATE 06-15-01

This space for State use only

RECEIVED
JUN 19 2001
DIVISION OF
OIL, GAS AND MINING

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COASTAL OIL & GAS CORPORATION", CHANGING ITS NAME FROM "COASTAL OIL & GAS CORPORATION" TO "EL PASO PRODUCTION OIL & GAS COMPANY", FILED IN THIS OFFICE ON THE NINTH DAY OF MARCH, A.D. 2001, AT 11 O'CLOCK A.M.

RECEIVED

JUN 14 2001

DIVISION OF
OIL, GAS AND MINING



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0610204 8100

AUTHENTICATION: 1061007

010162788

DATE: 04-03-01

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

COASTAL OIL & GAS CORPORATION (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Company:

RESOLVED that it is deemed advisable that the Certificate of Incorporation of this Company be amended, and that said Certificate of Incorporation be so amended, by changing the Article thereof numbered "FIRST." so that, as amended, said Article shall be and read as follows:

"FIRST. The name of the corporation is El Paso Production Oil & Gas Company."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders entitled to vote have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said COASTAL OIL & GAS CORPORATION has caused this certificate to be signed on its behalf by a Vice President and attested by an Assistant Secretary, this 9th day of March 2001.

COASTAL OIL & GAS CORPORATION


David L. Siddall
Vice President

Attest:


Margaret E. Roark, Assistant Secretary

RECEIVED

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 03/09/2001
010118394 - 0610204

JUN 19 2001

DIVISION OF
OIL, GAS AND MINING

OPERATOR CHANGE WORKSHEET

ROUTING

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

Enter date after each listed item is completed

Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

X Merger

The operator of the well(s) listed below has changed, effective: **3-09-2001**

FROM: (Old Operator):
COASTAL OIL & GAS CORPORATION
Address: 9 GREENWAY PLAZA STE 2721
HOUSTON, TX 77046-0995
Phone: 1-(713)-418-4635
Account N0230

TO: (New Operator):
EL PASO PRODUCTION OIL & GAS COMPANY
Address: 9 GREENWAY PLAZA STE 2721 RM 2975B
HOUSTON, TX 77046-0995
Phone: 1-(832)-676-4721
Account N1845

CA No.

Unit:

WELL(S)

NAME	API NO	ENTITY NO	SEC TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
BASER 6-2	43-047-31859	10967	06-07S-22E	FEDERAL	GW	P
WALKER HOLLOW MCLISH 3	43-047-30027	12504	08-07S-23E	FEDERAL	GW	S
FEDERAL 33-92 (CA NRM-1705)	43-047-33385	12726	33-08S-21E	FEDERAL	GW	P
FEDERAL 33-93 (CA NRM-1705)	43-047-33386	12727	33-08S-21E	FEDERAL	GW	P
FEDERAL 33-176 (CA NRM-1705)	43-047-33928	99999	33-08S-21E	FEDERAL	GW	APD
FEDERAL 33-177 (CA NRM-1705)	43-047-33874	99999	33-08S-21E	FEDERAL	GW	APD
FEDERAL 35 5 (CA NRM-1604)	43-047-30563	70	35-08S-21E	FEDERAL	GW	P
FEDERAL 35-96 (CA NRM-1604)	43-047-33377	12715	35-08S-21E	FEDERAL	GW	P
ANKERPONT 35 36 (CA 9C-182)	43-047-31960	11248	35-08S-21E	FEDERAL	GW	P
FEDERAL 35-179 (CA NRM-1604)	43-047-33877	99999	35-08S-21E	FEDERAL	GW	APD
FEDERAL 35-190 (CA NRM-1604)	43-047-33918	99999	35-08S-21E	FEDERAL	GW	APD
WONSIT FEDERAL 1-5	43-047-33692	13081	05-08S-22E	FEDERAL	GW	DRL
GLEN BENCH 23-21	43-047-31007	6054	21-08S-22E	FEDERAL	GW	P
GLEN BENCH FEDERAL 21-2	43-047-34091	99999	21-08S-22E	FEDERAL	GW	APD
GLEN BENCH FEDERAL 22-2	43-047-34092	99999	22-08S-22E	FEDERAL	GW	APD
GLEN BENCH FEDERAL 22-3	43-047-34093	99999	22-08S-22E	FEDERAL	GW	APD
GLEN BENCH 34-27	43-047-31022	10880	27-08S-22E	FEDERAL	GW	P
HALL 31-61 (CA NRM-1887)	43-047-33341	12607	31-08S-22E	FEDERAL	GW	P
FEDERAL 31-57 (CA NRM-1887)	43-047-32716	11833	31-08S-22E	FEDERAL	GW	P
KENNEDY WASH 4-1	43-047-33664	99999	04-08S-23E	FEDERAL	GW	APD

OPERATOR CHANGES DOCUMENTATION

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 06/19/2001
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 06/19/2001
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 06/21/2001
4. Is the new operator registered in the State of Utah: YES Business Number: 608186-0143

5. If **NO**, the operator was contacted on: 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: 07/10/2001
7. **Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: 07/10/2001
8. **Federal and Indian Communization Agreements ("CA"):** The BLM or the BIA has approved the operator change for all wells listed involved in a CA on: 07/10/2001
9. **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: 07/25/2001
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 07/25/2001
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

FEDERAL BOND VERIFICATION:

1. Federal well(s) covered by Bond No.: WY 2793

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by 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: _____

FILMING:

1. All attachments to this form have been **MICROFILMED** on: 8.20.01

FILING:

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

COMMENTS: Master list of all wells involved in operator change from Coastal Oil & Gas Corporation to El Paso Production Oil and Gas Company shall be retained in the "Operator Change File".



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

RECEIVED

JUL 12 2001

DIVISION OF
OIL, GAS AND MINING

In Reply Refer To:
3106
UTSL-065841
(UT-924)

JUL 10 2001

NOTICE

El Paso Production Oil & Gas Company : Oil and Gas
Nine Greenway Plaza :
Houston TX 77046-0095 :

Name Change Recognized

Acceptable evidence has been received in this office concerning the name change of Coastal Oil & Gas Corporation into El Paso Production Oil & Gas Company with El Paso Production Oil & Gas Company being the surviving entity.

For our purposes, the name change is recognized effective March 9, 2001.

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

If you identify additional leases in which the entities maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

Due to the name change, the name of the principal/obligor on the bond is required to be changed from Coastal Oil & Gas Corporation to El Paso Production Oil & Gas Company. You may accomplish this either by consent of surety rider on the original bond or a rider to the original bond. The bonds are held in Wyoming and Colorado.



Opolonia L. Abeyta
Acting Chief, Branch of
Minerals Adjudication

Enclosure

1. Exhibit of Leases (1 pp)

cc: Moab Field Office
Vernal Field Office
MMS, Reference Data Branch, MS3130, PO Box 5860, Denver CO 80217
~~State of Utah, DOGM~~, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC UT 84114
Teresa Thompson (UT-922)
Joe Incardine (UT-921)

Exhibit of Leases

UTUSL-065841A	UTU-47172	UTU-74415	UTU-53860
UTU-28652	UTU-50687	UTU-74416	UTU-66401
UTU-37943	UTU-52298	UTU-75091	UTU-67868
UTU-44089	UTU-0109054	UTU-75096	UTU-65389
UTU-44090A	UTU-0143511	UTU-75097	UTU-77084
UTU-61263	UTU-0143512	UTU-75673	UTU-61430
UTU-00343	UTU-38401	UTU-76259	UTU-72650
UTU-02651	UTU-38411	UTU-76260	UTU-72650
UTU-02651B	UTU-38418	UTU-76261	UTU-49692
UTU-0142175	UTU-38419	UTU-76493	UTU-57894
UTU-70235	UTU-38420	UTU-76495	UTU-76829
UTU-70406	UTU-38421	UTU-76503	UTU-76830
UTU-74954	UTU-38423	UTU-78228	UTU-76831
UTU-75132	UTU-38424	UTU-78714	
UTU-75699	UTU-38425	UTU-78727	
UTU-76242	UTU-38426	UTU-78734	
UTU-78032	UTU-38427	UTU-79012	
UTU-4377	UTU-38428	UTU-79011	
UTU-4378	UTU-53861	UTU-71694	
UTU-7386	UTU-58097	UTU-00576	
UTU-8344A	UTU-64376	UTU-00647	
UTU-8345	UTU-65222	UTU-01470D	
UTU-8347	UTU-65223	UTU-0136484	
UTU-8621	UTU-66746	UTU-8344	
UTU-14646	UTU-67178	UTU-8346	
UTU-15855	UTU-67549	UTU-8648	
UTU-25880	UTU-72028	UTU-28212	
UTU-28213	UTU-72632	UTU-30289	
UTU-29535	UTU-73009	UTU-31260	
UTU-29797	UTU-73010	UTU-33433	
UTU-31736	UTU-73013	UTU-34711	
UTU-34350	UTU-73175	UTU-46699	
UTU-34705	UTU-73434	UTU-78852	
UTU-37116	UTU-73435	UTU-78853	
UTU-37355	UTU-73444	UTU-78854	
UTU-37573	UTU-73450	UTU-075939	
UTU-38261	UTU-73900	UTU-0149767	
UTU-39223	UTU-74409	UTU-2078	
UTU-40729	UTU-74410	UTU-44426	
UTU-40736	UTU-74413	UTU-49530	
UTU-42469	UTU-74414	UTU-51026	

JAN. 17. 2003 3:34PM

TPORT

NO. 173 P. 2

**WESTPORT OIL AND GAS COMPANY, L.P.**

410 Seventeenth Street #2300 Denver Colorado 80202-4436
Telephone: 303 573 5404 Fax: 303 573 5609

February 1, 2002

Department of the Interior
Bureau of Land Management
2850 Youngfield Street
Lakewood, CO 80215-7093
Attention: Ms. Martha Maxwell

RE: BLM Bond CO-1203
BLM Nationwide Bond 158626364
Surety - Continental Casualty Company
Belco Energy Corporation merger into Westport Oil and Gas Company, Inc.
Conversion of Westport Oil and Gas Company, Inc., into Westport Oil and Gas Company, L.P.
Assumption Rider - Westport Oil and Gas Company, L.P.

Dear Ms. Maxwell:

Pursuant to our recent conversations, please find the following list of enclosures for the BLM's consideration and approval:

Two (2) Assumption Riders, fully executed originals.
Copies of Belco Energy Corporation merger into Westport Oil and Gas Company, Inc.
Copies of Westport Oil and Gas Company, Inc., conversion into Westport Oil and Gas Company, L.P.
List of all Federal/BIA/State Leases - Belco/Westport's leases - in all states.

Please inform us of any additional information needed to complete the change to Westport Oil and Gas Company, L.P., as operator of record.

I thank you for your assistance and cooperation in this matter. Please do not hesitate contacting the undersigned, should a question arise.

Sincerely,
Westport Oil and Gas Company, L.P.

Debby J. Black
Engineer Technician

Encl:



United States Department of the Interior **RECEIVED**

BUREAU OF LAND MANAGEMENT

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

FEB 22 2002

DIVISION OF
OIL, GAS AND MINING

In Reply Refer To:

3106

UTU-25566 et al

(UT-924)

FEB 21 2002

NOTICE

Westport Oil and Gas Company L.P. : Oil and Gas
410 Seventeenth Street, #2300 :
Denver Colorado 80215-7093 :

Name Change Recognized

Acceptable evidence has been received in this office concerning the name change of Westport Oil and Gas Company, Inc. into Westport Oil and Gas Company, L.P. with Westport Oil and Gas Company, L.P. being the surviving entity.

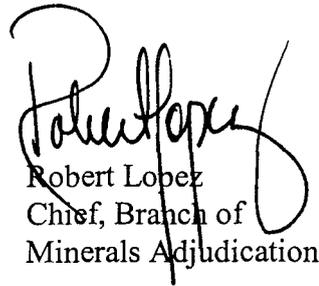
For our purposes, the name change is recognized effective December 31, 2001.

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

If you identify additional leases in which the entities maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

Due to the name change, the name of the principal/obligor on the bond is required to be changed from Westport Oil and Gas Company, Inc. to Westport Oil and Gas Company, L.P.. You may accomplish this either by consent of surety rider on the original bond or a rider to the original bond. The bonds are held in Colorado.

UTU-03405
UTU-20895
UTU-25566
UTU-43156
UTU-49518
UTU-49519
UTU-49522
UTU-49523



Robert Lopez
Chief, Branch of
Minerals Adjudication

cc: Moab Field Office
Vernal Field Office
MMS, Reference Data Branch, MS3130, PO Box 5860, Denver CO 80217
State of Utah, DOGM, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC UT 84114
Teresa Thompson (UT-922)
Joe Incardine (UT-921)

memorandum

Branch of Real Estate Services
Uintah & Ouray Agency

Date: 5 December, 2002

Reply to
Attn of: Supervisory Petroleum Engineer

Subject: Modification of Utah Division of Oil, Gas and Mining Regulations

To: Director, Utah Division of Oil, Gas and Mining Division: John Baza

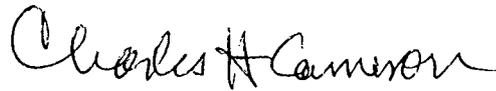
We have been advised of changes occurring with the operation of your database for Change of Operator. You will be modifying your records to reflect Change of Operator once you have received all necessary documentation from the companies involved, and perhaps in advance of our Notice of Concurrence/Approval of Change of Operator where Indian leases are involved.

We have no objection.

With further comment to Rulemaking, I wish to comment concerning the provision of Exhibits for upcoming Hearings. I would like to see the Uintah & Ouray Agency, BIA, and the Ute Indian Tribe, Energy & Mineral Resources Department added to the list of those parties that receive advance Exhibits so as to allow us to have research time prior to Hearing dates. We will be able to provide a more informed recommendation to the Oil, Gas and Mining Board. It would be best if we would receive only those Exhibits that concern Indian lands, specifically on or adjacent to Indian lands. This may be a difficult situation to attain, as it is not always clear where 'on or adjacent' occurs.

I am aware that you have gone to extra effort to correct this matter already, and I fully appreciate it. My request is intended only to allow the addition of Uintah & Ouray Agency and Ute Indian Tribe to the official listing.

We appreciate your concern, and hope that these comments are timely enough for consideration in the revision process.



CC: Minerals & Mining Section of RES
Ute Energy & Mineral Resources Department: Executive Director
chrono



United States Department of the Interior

BUREAU OF INDIAN AFFAIRS

Washington, D.C. 20240

FEB 10 2003

IN REPLY REFER TO:
Real Estate Services

Carroll A. Wilson
Principal Landman
Westport Oil and Gas Company, L.P.
1368 South 1200 East
Vernal, Utah 84078

Dear Mr. Wilson:

This is in response to your request for approval of RLI Insurance Company's Nationwide Oil and Gas Lease Bond No. RLB0005239 executed effective December 17, 2002, (\$150,000 coverage) with Westport Oil and Gas Company, L. P., as principal.

This bond is hereby approved as of the date of this correspondence and will be retained in the Bureau of Indian Affairs' Division of Real Estate Services, 1849 C Street, NW, MS-4512-MIB, Washington, D.C. 20240. All Bureau oil and gas regional offices and the surety are being informed of this action.

In cases where you have existing individual and/or collective bonds on file with one or more of our regional offices, you may now request those offices, directly, to terminate in lieu of coverage under this Nationwide Bond.

Enclosed is a copy of the approved bond for your files. If we may be of further assistance in this matter, please advise.

Sincerely,

Director, Office of Trust Responsibilities

ACTING

Enclosure

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.

		5. LEASE DESIGNATION AND SERIAL NUMBER:
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		8. WELL NAME and NUMBER: Exhibit "A"
2. NAME OF OPERATOR: El Paso Production Oil & Gas Company		9. API NUMBER:
3. ADDRESS OF OPERATOR: 9 Greenway Plaza CITY Houston STATE TX ZIP 77064-0995		10. FIELD AND POOL, OR WILDCAT:
PHONE NUMBER: (832) 676-5933		
4. LOCATION OF WELL		
FOOTAGES AT SURFACE:		COUNTY:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: UTAH

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

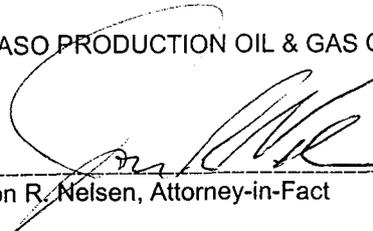
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input 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"/> 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.

Operator change to Westport Oil and Gas Company, L.P., 1670 Broadway, Suite 2800, Denver, CO. 80202-4800, effective December 17, 2002.

BOND # _____
State Surety Bond No. RLB0005236
Fee Bond No. RLB0005238

EL PASO PRODUCTION OIL & GAS COMPANY

By: 
Jon R. Nelsen, Attorney-in-Fact

RECEIVED
FEB 28 2003
DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) WESTPORT OIL AND GAS COMPANY, L.P. David R. Dix	TITLE Agent and Attorney-in-Fact
SIGNATURE 	DATE 12/17/02

(This space for State use only)

Form 3160-5
(August 1999)

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 reenter an
abandoned well. Use Form 3160-3 (APD) for such proposals.

FORM APPROVED
OMB No. 1004-0135
Expires November 30, 2000

5. Lease Serial No.
SEE ATTACHED EXHIBIT "A"

6. If Indian, Allottee or Tribe Name

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

8. Well Name and No.
SEE ATTACHED EXHIBIT "A"

9. API Well No.
SEE ATTACHED EXHIBIT "A"

10. Field and Pool, or Exploratory Area

11. County or Parish, State
UINTAH COUNTY, UT

SUBMIT IN TRIPLICATE - Other instructions on reverse side

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
WESTPORT OIL & GAS COMPANY, L.P.

3a. Address
P.O. BOX 1148 VERNAL, UT 84078

3b. Phone No. (include area code)
(435) 781-7023

4. Location of Well (Footage, Sec. T., R., M., or Survey Description)
SEE ATTACHED EXHIBIT "A"

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

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

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

WESTPORT OIL & GAS COMPANY, L.P., IS CONSIDERED TO BE THE OPERATOR ON THE ATTACHED DESCRIBED LANDS AND IS RESPONSIBLE UNDER THE TERMS AND CONDITIONS OF THE LEASE FOR THE OPERATIONS CONDUCTED ON THE LEASED LANDS OR PORTIONS THEREOF, BOND COVERAGE FOR THIS WELL IS PROVIDED BY FEDERAL NATIONWIDE BOND NO. 158626364, EFFECTIVE FEBRUARY 1, 2002, AND BIA NATIONWIDE BOND NO. RLB0005239, EFFECTIVE FEBRUARY 10, 2003.

RECEIVED
MAR 04 2003

DIV. OF OIL, GAS & MINING

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

Name (Printed/Typed) CHERYL CAMERON	Title OPERATIONS
Signature <i>[Signature]</i>	Date March 4, 2003

THIS SPACE FOR FEDERAL OR STATE USE

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

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

(Instructions on reverse)

OPERATOR CHANGE WORKSHEET

1. GLH
2. CDW
3. FILE

X Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective: 12-17-02	
FROM: (Old Operator):	TO: (New Operator):
EL PASO PRODUCTION OIL & GAS COMPANY	WESTPORT OIL & GAS COMPANY LP
Address: 9 GREENWAY PLAZA	Address: P O BOX 1148
HOUSTON, TX 77064-0995	VERNAL, UT 84078
Phone: 1-(832)-676-5933	Phone: 1-(435)-781-7023
Account No. N1845	Account No. N2115

CA No. Unit:

WELL(S)	SEC TWN	API NO	ENTITY	LEASE	WELL	WELL
NAME	RNG		NO	TYPE	TYPE	STATUS
WOLF GOVT FED 1	05-07S-22E	43-047-15609	2755	FEDERAL	GW	P
BASER DRAW 5-1	05-07S-22E	43-047-31833	10862	FEDERAL	GW	S
BASER DRAW 6-1	06-07S-22E	43-047-31834	10863	FEDERAL	GW	S
BASER DRAW 6-2	06-07S-22E	43-047-31859	10967	FEDERAL	GW	P
WONSITS ST 1-32	32-07S-22E	43-047-32820	12842	STATE	GW	S
WONSITS ST 2-32	32-07S-22E	43-047-32819	12697	STATE	GW	P
WONSITS ST 3-32	32-07S-22E	43-047-33676	13038	STATE	GW	S
WONSITS ST 4-32	32-07S-22E	43-047-33677	99999	STATE	GW	APD
WONSITS ST 5-32	32-07S-22E	43-047-33678	13053	STATE	GW	P
WONSITS ST 6-32	32-07S-22E	43-047-33679	99999	STATE	GW	APD
WONSITS ST 7-32	32-07S-22E	43-047-33680	99999	STATE	GW	APD
WONSITS ST 8-32	32-07S-22E	43-047-33681	99999	STATE	GW	APD
WONSITS ST 9-32	32-07S-22E	43-047-34060	13208	STATE	GW	P
MA-CHOOK-A-RATS 33-222	33-08S-20E	43-047-34521	99999	INDIAN	GW	APD
WYASKET 33 26 (CR-172)	33-08S-20E	43-047-30907	170	INDIAN	GW	P
WYASKET 33-105	33-08S-20E	43-047-33408	99999	INDIAN	GW	APD
WYASKET 33-106 (CR-172)	33-08S-20E	43-047-33409	13406	INDIAN	GW	P
IGNACIO 33-107 (CR-172)	33-08S-20E	43-047-33674	13270	INDIAN	GW	P
IGNACIO 33-221 (CR-172)	33-08S-20E	43-047-33675	13434	INDIAN	GW	P
WYASKET 33-219 (CR-172)	33-08S-20E	43-047-34477	13432	INDIAN	GW	P

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 02/28/2003
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 03/04/2003
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 03/06/2003
- Is the new operator registered in the State of Utah: YES Business Number: 1355743-0181
- If **NO**, the operator was contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on: IN PLACE

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-12/31/2003 BIA-12/5/02

8. **Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 02/27/2003

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:

- Changes entered in the **Oil and Gas Database** on: 03/25/2003
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 03/25/2003
- Bond information entered in RBDMS on: N/A
- Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

- State well(s) covered by Bond Number: RLB 0005236

FEDERAL WELL(S) BOND VERIFICATION:

- Federal well(s) covered by Bond Number: 158626364

INDIAN WELL(S) BOND VERIFICATION:

- Indian well(s) covered by Bond Number: RLB 0005239

FEE WELL(S) BOND VERIFICATION:

- (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number RLB 0005238
- The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0135
Expires November 30, 2000

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Serial No.
SEE ATTACHED

6. If Indian, Allottee or Tribe Name

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

8. Well Name and No.
SEE ATTACHED

9. API Well No.
SEE ATTACHED

10. Field and Pool, or Exploratory Area
VARIOUS

11. County or Parish, State
UINTAH, UTAH

SUBMIT IN TRIPLICATE - Other instructions on reverse side

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
WESTPORT OIL & GAS COMPANY L.P.

3a. Address
1368 SOUTH 1200 EAST VERNAL, UT 84078

3b. Phone No. (include area code)
(435) 781-7024

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

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

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

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

THE OPERATOR REQUESTS AUTHORIZATION TO PLACE THE SUBJECT WELL LOCATIONS ON TEMPORARILY ABANDONMENT STATUS, UNTIL SUCH TIME THE WELL LOCATIONS CAN BE PLUGGED AND ABANDON.

PLEASE REFER TO THE ATTACHED LIST OF PROPOSED PLUG AND ABANDONMENTS FOR THE NEXT 5 YEARS.

APPROVED BY THE STATE OF UTAH DIVISION OF OIL, GAS, AND MINING
DATE: 8/20/2004
BY: D. S. K. J.

COPY SENT TO OPERATOR
Date: 8-24-04
Initials: CPD

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

Name (Printed/Typed) Sheila Upchegg	Title Regulatory Analyst
Signature <i>Sheila Upchegg</i>	Date May 25, 2004

*** See Conditions of Approval (Attached)**
Federal Approval Of This Action Is Necessary

THIS SPACE FOR FEDERAL OR STATE USE

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

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

JUN 03 2004

Proposed 2007 P&A's - 15 Wells

30494	CIGE 035	1-10-20 NESW	UTU-02270A
30542	CIGE 066	23-10-21 SENW	UTU-02278A
30952	CIGE 073D	5-10-22 SWSW	UTU-01191A
30953	CIGE 074D	6-10-22 NWSE	UTU-01195
31915	CIGE 114	34-9-21 NESE	U-01194A
34436	CIGE 282	7-10-22 NENE	ML-23609
30962	KURIP 01-027	1-9-20 NENW	14-20-H62-3004
30848	NBU 043	26-10-20 NWSE	UTU-4476
30534	NBU 047N2	30-10-22 SESW	UTU-0132568A
31250	NBU 087J	3-10-22 NESW	UTU-01191A
31923	NBU 114	5-10-21 SWSW	UTU-01393D
31982	NBU 149	5-10-22 NESE	UTU-01191
31992	NBU 150	9-10-22 SENW	UTU-01196B
32234	NBU 188	10-10-22 SWSW	U-01196C
33692	WONSITS FEDERAL 01-05	5-8-22 LOT 5	UTU-72633

Proposed 2008 P&A's - 11 wells

32401	NBU 213	15-10-22 NWNW	UTU-025187
32480	NBU 217	28-9-21 NESW	U-05678
32944	NBU 242	5-10-22 SWSE	UTU-01191
32917	NBU 253	10-9-21 SWNW	U-0141315
32929	NBU 262	33-9-21 NENE	UTU-0576
33011	NBU 278	30-9-22 SWSW	U-463
32976	NBU 285	3-10-22 NWNW	UTU-01191
32886	NBU 296 GR	24-10-20 NWNE	UTU-4485
33776	NBU 364	29-9-21 SESE	UTU-0581
30838	NBU 58N2	27-10-22 NENW	U-473
31327	NBU 98-V	34-9-21 SWSW	U-01194-A

69 total wells



State of Utah

Department of
Natural Resources

Division of
Oil, Gas & Mining

ROBERT L. MORGAN
Executive Director

LOWELL P. BRAXTON
Division Director

MICHAEL O. LEAVITT
Governor

OLENE S. WALKER
Lieutenant Governor

CONDITIONS OF APPROVAL TO EXTEND SI/TA OF WELL

Well Name and Number:	Several State and Federal wells
API Number:	See Sundry List
Operator:	Westport Oil and Gas Company L.P.
Reference Document:	Original Sundry dated May 25, 2004, received by DOGM on June 3, 2004

The Division of Oil, Gas and Mining (DOGM) accepts Westport's plan of action to Plug and Abandon sixty-nine wells by year-end 2008. Based upon the plan of action DOGM approves these-sixty-nine (69) wells for extended shut-in until September 1, 2005.

Approval Conditions (Federal Approval necessary on all Federal/Indian wells):

1. If SI/TA is desired beyond the approval date listed above, the operator should submit a request for extended SI/TA at that time. Adherence to the accepted plan of action, wellbore conditions etc. will be taken into consideration.
2. A well monitoring program should be in place to ensure that health, safety and the environment are all protected (wellbore integrity).
3. Any changes in wellbore conditions or integrity; or sustained pressure on casing/casing annuli shall be reported to the Division immediately. A new monitoring program or remedial action may be necessary at that time.

Dustin K. Doucet
Petroleum Engineer

August 20, 2004

Date

API #	WELL NAME	S-T-R	LEASE NUMBERS
43-047-			

Proposed 2004 P&A's - 13 Wells

31900	EAST GUSHER 15-1A	15-6-20 NENE	UTU-58007
30423	JACK RABBIT 1-11	11-10-23 SWNE	UTU-38425
32540	SOUTHMAN CANYON 09-03M	9-10-23 SWSW	UTU-37355
32543	SOUTHMAN CANYON 31-01-L	31-9-23 NWSW	UTU-33433
31100	NBU 070N3	3-10-22 SWNW	UTU-01191
30221	NBU 018	10-10-22 SWNE	UTU-025187
20280	WALKER HOLLOW U MCLISH 1	8-7-23 SWSW.	UTU-02651
30011	WALKER HOLLOW U MCLISH 2	8-7-23 SWSE	UTU-02651
30030	WALKER HOLLOW U MCLISH 4	8-7-23 NESW	UTU-02651
31034	WALKER HOLLOW UNIT 6	8-7-23 SESE	UTU-02651
30027	WALKER HOLLOW U MCLISH 3	8-7-23 NESE	UTU-02651
31092	WALKER HOLLOW UNIT J-8	8-7-23 NWSE	UTU-02651
31975	NBU 153	11-10-22 SWNW	U-01197A

Proposed 2005 P&A's - 15 Wells

31833	BASER DRAW 5-1	5-7-22 NWNW	UTU-075939
31834	BASER DRAW 6-1	6-7-22 NWNW	UTU-075939
31859	BASER DRAW FEDERAL 6-2	6-7-22 SWNE	UTU-075939
31304	COORS FEDERAL 14-1D	14-7-21 NWNW	UTU-65223
32009	COORS FEDERAL 2-10HB	10-7-21 NWNW	UTU-6522
30753	DM ICE FRIDAY 34-22	34-8-20 NESE	14-20-H62-2997
32333	FEDERAL 11-1-M	11-6-20 SWSW	UTU-64376
33831	HORSESHOE BEND FED 03-1	3-7-21 NWSE	UTU-0142175
33832	HORSESHOE BEND FED 04-1	4-7-21 NWSE	UTU-66401
33872	HORSESHOE BEND FED 26-3	26-6-21 NWSW	UTU-38401
33667	KENNEDY WASH FED 14-1	14-8-23 NWSW	UTU-71424
30623	SAND RIDGE FED 23-17	17-8-23 NESW	UTU-0143276
31508	STIRRUP FEDERAL 29-2	29-6-21 NWSE	UTU-46699
31634	STIRRUP FEDERAL 29-3	29-6-21 SESE	UTU-78854
30815	WEST WALKER FED. 1-33	33-6-22 NWSW	UTU-38411

Proposed 2006 P&A's - 15 Wells

30524	BITTER CREEK 01-03	3-11-22 SWNE	UTU-29797
30379	CANYON VIEW FEDERAL 1-18	18-10-23 SENW	UTU-38421
30369	CROOKED CYN FED 1-17	17-10-23 NENW	UTU-37355
31778	E BENCH UNIT #1	33-11-22 NWSE	UT-121P
30365	FLAT MESA FED. 1-7	7-10-23 NWSE	UTU-38420
30544	LOOKOUT POINT STATE 1-16	16-10-23 NESE	ML-221886A
30766	LOVE UNIT B2-3	3-11-21 SWSW	UTU-8347
30560	NSO FEDERAL 1-12	12-10-23 NENW	UTU-38423
30558	PETE'S FLAT 1-1	1-10-23 NESE	UTU-40736
30382	SAGE HEN FEDERAL 1-6	6-10-23 NESE	UTU-38419
30383	SAGEBRUSH FEDERAL 1-8	8-10-23 SWNE	UTU-37355
30856	SOUTHMAN CANYON 01-05 FED	5-10-23 SENW	UTU-33433
30632	SOUTHMAN CANYON 4-4	4-10-23 NWSE	UTU-33433
30481	WHITE RIVER 1-14	14-10-23 NENW	UTU-38427
31775	WILLOW CREEK UNIT #1	27-11-20 SENE	UT-128P

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0135
Expires November 30, 2000

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Serial No.
MULTIPLE WELLS- SEE ATTACHED

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.
MULTIPLE WELLS- SEE ATTACHED

8. Well Name and No.
MULTIPLE WELLS- SEE ATTACHED

9. API Well No.
MULTIPLE WELLS- SEE ATTACHED

10. Field and Pool, or Exploratory Area
HORSESHOE BEND

11. County or Parish, State
UINTAH COUNTY, UTAH

SUBMIT IN TRIPLICATE – Other instructions on reverse side

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
 WESTPORT OIL & GAS COMPANY, L.P.

3a. Address
 1368 SOUTH 1200 EAST, VERNAL, UTAH 84078

3b. Phone No. (include area code)
 435-781-7060

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
 MULTIPLE WELLS- SEE ATTACHED

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

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

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

Westport Oil & Gas requests a variance to Onshore Order No. 4, Part III C. a. requiring each sales tank be equipped with a pressure- vacuum thief hatch and/or vent line valve. The variance is requested as an economic analysis shows the value of the shrunk condensate will not payout the incremental cost of purchasing and maintaining the valve resulting in a loss of value over the producing life of the well.

The volume lost to shrinkage by dropping the tank pressure from 6 ozs. To 0 psig is shown to be 0.3% of the tank volume. This was determined by lab analysis of a representative sample from the field. The sample shrunk from 98.82% of original volume to 98.52% when the pressure was dropped. The average well produces approximately 6 bbls condensate per month. The resulting shrinkage would amount to 0.56 bbls per month lost volume due to shrinkage. The value of the shrunk and lost condensate does not recoup or payout the cost of installing and maintaining the valves and other devices that hold the positive tank pressure. An economic run based on the loss and costs is attached. Westport Oil & Gas requests approval of this variance in order to increase the value of the well to the operator and the mineral royalty owners.

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

Name (Printed/Typed) DEBRA DOMENICI	Title ENVIRONMENTAL ASSISTANT
Signature <i>Debra Domenici</i>	Date July 9, 2004

THIS SPACE FOR FEDERAL OR STATE USE

Approved by	Accepted by the Utah Division of Oil, Gas and Mining	Title	Date	Federal Approval Of This Action Is Necessary
	<i>[Signature]</i>			

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

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

(Instructions on reverse)

COPY SENT TO OPERATOR
Date: 7-16-04
Initials: CND

RECEIVED

JUL 14 2004

DIV. OF OIL, GAS & MINING

Westport Oil & Gas, L.P.

Project Economics Worksheet

Instructions:

Fill in blue boxed areas with before and after project data. The evaluation results are shown below and graphed automatically at the bottom of the page. This sheet is protected to prevent accidental alteration of the formulas. See JTC for changes. OPX entered as annual costs and/or as unit OPX costs for \$/BF and \$/MCF

Project Name:

Condensate Shrinkage Economics

Is this job a well pull or production rig job ??? Y N (Y or N)

	BEFORE \$/Year	AFTER \$/Year	DIFFERENCE \$/Year
Gross Oil Revenue	\$1,088	\$1,099	\$11
Gross Gas Revenue	\$0	\$0	\$0
NGL Revenue	\$0	\$0	\$0
PULING UNIT SERVICE			\$0
WIRELINE SERVICE			\$0
SUBSURF EQUIP REPAIRS			\$0
COMPANY LABOR			\$0
CONTRACT LABOR	\$0	\$200	\$200
CONTR SERVICE			\$0
LEASE FUEL GAS	\$0	\$0	\$0
UTILITIES - ELECTRICITY	\$0	\$0	\$0
CHEMICAL TREATING			\$0
MATERIAL & SUPPLY	\$0	\$150	\$150
WATER & HAULING			\$0
ADMINISTRATIVE COSTS			\$0
GAS PLANT PROCESSING			\$0
Totals	\$0	\$350	\$350

Increased OPX Per Year

Investment Breakdown:

	Cap/Exp Code	Cost, \$
Capital \$	820/830/840	\$1,200
Expense \$	830/840	\$0
Total \$		\$1,200

Oil Price	\$ 23.00	\$/BO
Gas Price	\$ 3.10	\$/MCF
Electric Cost	\$ -	\$/ HP / day
OPX/BF	\$ 2.00	\$/BF
OPX/MCF	\$ 0.62	\$/MCF

Production & OPX Detail:

	Before	After	Difference
Oil Production	0.192 BOPD	0.194 BOPD	0.002 BOPD
Gas Production	0 MCFPD	0 MCFPD	0 MCFPD
Wir Production	0 BWPD	0 BWPD	0 BWPD
Horse Power	HP	HP	0 HP
Fuel Gas Burned	MCFPD	MCFPD	0 MCFPD

Project Life:

Life = Years
(Life no longer than 20 years)

Internal Rate of Return:

After Tax IROR =

AT Cum Cashflow:

Operating Cashflow = (Discounted @ 10%)

Payout Calculation:

$$\text{Payout} = \frac{\text{Total Investment}}{\text{Sum(OPX + Incremental Revenue)}} = 1$$

Payout occurs when total AT cashflow equals investment
See graph below, note years when cashflow reaches zero

Payout = Years or Days

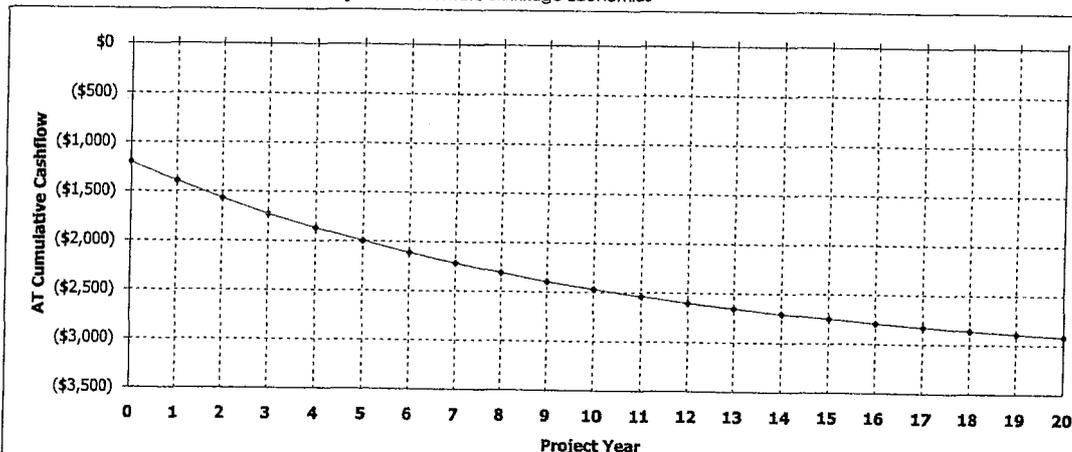
Gross Reserves:

Oil Reserves = 6 BO
Gas Reserves = 0 MCF
Gas Equiv Reserves = 38 MCFE

Notes/Assumptions:

An average NBU well produces 0.192 Bcpd with no tank pressure. The production is increased to 0.196 Bcpd if 6 ozs of pressure are placed on the tank. The increased production does not payout the valve cost or the estimated annual maintenance costs.

Project: Condensate Shrinkage Economics



Westport Oil and Gas, Inc.

NBU/Ouray Field

RFL 2003-022

COMPARISON OF FLASH BACK PRESSURES

Calculated by Characterized Equation-of-State

Flash Conditions		Gas/Oil Ratio (scf/STbbl) (A)	Specific Gravity of Flashed Gas (Air=1.000)	Separator Volume Factor (B)	Separator Volume Percent (C)
psig	°F				

Calculated at Laboratory Flash Conditions

80	70			1.019	
0	122	30.4	0.993	1.033	101.37%
0	60	0.0	—	1.000	98.14%

Calculated Flash with Backpressure using Tuned EOS

80	70			1.015	
6.0 oz	65	24.6	0.777	1.003	98.82%
0	60	0.0	—	1.000	98.52%
80	70			1.015	
4.0 oz	65	24.7	0.778	1.003	98.82%
0	60	0.0	—	1.000	98.52%
80	70			1.015	
2.0 oz	65	24.7	0.779	1.003	98.82%
0	60	0.0	—	1.000	98.52%
80	70			1.015	
0	65	24.8	0.780	1.003	98.82%
0	60	0.0	—	1.000	98.52%

(A) Cubic Feet of gas at 14.696 psia and 60 °F per Barrel of Stock Tank Oil at 60 °F.

(B) Barrels of oil at indicated pressure and temperature per Barrel of Stock Tank Oil at 60 °F.

(C) Oil volume at indicated pressure and temperature as a percentage of original saturated oil volume.

Note: Bubblepoint of sample in original sample container was 80 psig at 70° F with 1 cc water

ALL WELLS ROCKY MOUNTAIN GAS- HORSESHOE BEND ENARDO VARIANCE

WELL	LEGALS	STF LEASE NO	CA NUMBER	API NO
ANNABELLE 31-2-J	NWSE SEC 31, T6S, R21E	FEE		4304731698
BASER DRAW FED 1-31	NESW SEC 31, T6S, R22E	UTU38411	UTU38411	4304730831
BASER DRAW FEDERAL 2A-31	SENE SEC 31, T6S, R22E	UTU31260	CR-179	4304730880
BASER DRAW FEDERAL 6-2	SWNE SEC 6, T7S, R22E	UTU075939	UTU075939	4304731859
COORS FEDERAL 14-1D	NWNW SEC 14, T7S, R21E	UTU65223	UTU65223	4304731304
COORS FEDERAL 2-10HB	NWNW SEC 10, T7S, R21E	UTU65222	UTU65222	4304732009
COTTON CLUB #1	LOT 11 SEC 31, T6S, R21E	U31736	UTU31736	4304731643
FEDERAL 04-1D	NWNW SEC 4, T7S, R21E	UTU42469	UTU68634	4304731693
FEDERAL 04-2F	SENE SEC 4, T7S, R21E	UTU28213	UTU28213	4304731853
FEDERAL 05-5H	SENE SEC 5, T7S, R21E	UTU66401	UTU68999	4304731903
FEDERAL 21-I-P	SESE SEC 21, T6S, R21E	UTU30289	UT080P4986C701	4304731647
FEDERAL 33-1-I	NESE SEC 33, T6S, R21E	UTU28212	UTU28212	4304731468
FEDERAL 33-4-D	NWNW SEC 33, T6S, R21E	UTU78852	UTU76783X	4304731623
FEDERAL 34-2-K	NESW SEC 34, T6S, R21E	UTU53861	UTU53861	4304731467
FEDERAL MILLER #1	NWSW SEC 4, T7S, R22E	UTU0136484	UTU0136484	4304730034
GOSE FEDERAL 3-18	LOT 4 SEC 18, T6S, R21E	UTU79005	UTU79005	4304733691
HORSESHOE BEND #2	LOT 2 SEC 3, T7S, R21E	UTU0142175	UTU0142175	4304715800
HORSESHOE BEND 36-1P	SESE SEC 36, T6S, R21E	ML33225		4304731482
HORSESHOE BEND FED 04-1	NWSE SEC 4, T7S, R21E	UTU66401	UTU66401	4304733832
HORSESHOE BEND FED 11-1	NWNE SEC 11, T7S, R21E	UTU65222	UTU65222	4304733833
HORSESHOE BEND FED 26-2	SESE SEC 26, T6S, R21E	UTU38401	UTU38401	4304733871
HORSESHOE BEND FED 26-3	NWSW SEC 26, T6S, R21E	UTU38401	UTU38401	4304733872
L.C.K 30-1-H	SENE SEC 30, T6S, R21E		UT080P4986C689	4304731588
STIRRUP FEDERAL 29-2	NWSE SEC 29, T6S, R21E	UTU46699	UTU46699	4304731508
STIRRUP FEDERAL 29-3	SESE SEC 29, T6S, R21E	UTU78854	UTU76783X	4304731634
W WALKER FED 1C-33	NWSW SEC 33, T6S, R22E	UTU38411	CR-106	4304730815

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:
2. NAME OF OPERATOR: Newfield Production Company <i>N2695</i>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 1000 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (303) 893-0102		8. WELL NAME and NUMBER: See Exhibit "A"
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Exhibit "A"		9. API NUMBER:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
COUNTY: UINTAH		
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 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 8/1/2005, Newfield Production Company will take over operations of the attached referenced wells.
The previous owner was:

Westport Oil and Gas Company, L.P. *N2115*
1670 Broadway, Suite 2800
Denver, CO 80202

Effective 8/1/2005, Newfield Production Company is responsible under the terms and conditions of the leases for operations conducted on the leased lands or a portion thereof under BLM Bond No. UT0056 issued by Hartford.

Attached is a list of wells included.

Seller Signature:

Cherry

Title: David R. Dix
Attorney in Fact

[Signature]

NAME (PLEASE PRINT) Dean Liley

Newfield Production Company
New Ventures Manager

SIGNATURE

Dean Liley

DATE

8-22-05

(This space for State use only)

APPROVED 10/31/2005
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See Instructions on Reverse Side)

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SEP 30 2005

DIV. OF OIL, GAS & MINING

EXHIBIT "A"
Attached to Sundry Notices

Westport Oil and Gas Company, L.P.
and
Newfield Production Company

API Well #	Well Name	Comp.	Loc.	S.	1/4 1/4	Twp	Rng
4304731859	BASER 6-2	WP	2132 FNL 2175 FEL	6	SWNE	7S	22E
4304730831	BASER DRAW 1-31	WP	1804 FSL 1964 FWL	31	NWSW	6S	22E
4304731833	BASER DRAW 5-1	WP	984 FNL 633 FWL	5	NWNW	7S	22E
4304731834	BASER DRAW 6-1	WP	849 FNL 1101 FWL	6	NWNW	7S	22E
4304730880	BASER DRAW FED 2-31	WP	1407 FNL 1320 FEL	31	SENE	6S	22E
4304731304	COORS 14-1-D	WP	699 FNL 720 FWL	14	NWNW	7S	21E
4304732009	COORS FEDERAL 2-10HB	WP	1700 FNL 1800 FEL	10	SWNE	7S	21E
4304730034	FED MILLER 1	WP	1980 FSL 660 FWL	4	NWSW	7S	22E
4304731647	FEDERAL 21-I-P	WP	660 FSL 510 FEL	21	SESE	6S	21E
4304733872	HORSESHOE BEND FED 26-3	WP	1974 FSL 847 FWL	26	NWSW	6S	21E
4304731482	HORSESHOE BEND STATE 36-1	WP	628 FSL 501 FEL	36	SESE	6S	21E
4304733833	HORSESHOE BEND FED 11-1	WP	618 FNL 2007 FEL	11	NWNE	7S	21E
4304733871	HORSESHOE BEND FED 26-2	WP	660 FSL 660 FEL	26	SESE	6S	21E
4304733831	HORSESHOE BEND FED 3-1	WP	1980 FSL 1980 FEL	3	NWSE	7S	21E
4304733832	HORSESHOE BEND FED 4-1	WP	1980 FSL 1980 FEL	4	NWSE	7S	21E
4304730815	W WALKER FED 1-33	WP	1712 FSL 1229 FWL	33	NWSW	6S	22E
4304715609	WOLF GOVT FED 1	WP	760 FNL 660 FEL	5	NENE	7S	22E
4304731698	ANNA BELLE 31-2-J	WP	1978 FSL 1990 FEL	31	NWSE	6S	21E
4304731643	COTTON CLUB 1	WP	331 FNL 380 FEL	31	NENE	6S	21E
4304731431	E GUSHER 2-1A	WP	500 FSL 660 FWL	3	SWSW	6S	20E
4304715590	EAST GUSHER UNIT 3	WP	2122 FSL 1000 FWL	10	NWNE	6S	20E
4304732333	FEDERAL 11-1-M	WP	949 FSL 267 FWL	11	SWSW	6S	20E
4-04731468	FEDERAL 33-1-I	WP	2052 FSL 502 FEL	33	NESE	6S	21E
4304731467	FEDERAL 34-2-K	WP	1935 FSL 1854 FWL	34	NESW	6S	21E
4304731693	FEDERAL 4-1-D	WP	900 FNL 1000 FWL	4	NWNW	7S	21E
4304731853	FEDERAL 4-2-F	WP	2045 FNL 1945 FWL	4	SENW	7S	21E
4304731903	FEDERAL 5-5-H	WP	2300 FNL 200 FEL	5	SENE	7S	21E
4304733691	GOSE FEDERAL 3-18	WP	1031 FSL 1087 FWL	18	SWSW	6S	21E
4304715800	HORSESHOE BEND 2	WP	878 FNL 2111 FEL	3	NWNE	7S	21E
4304731588	L. C. K 30-1-H	WP	1830 FNL 510 FEL	30	SENE	6S	21E
4304731508	STIRRUP FEDERAL 29-2	WP	1885 FSL 2163 FEL	29	NWSE	6S	21E

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DIV. OF OIL, GAS & MINING

EXHIBIT "A"
Attached to Sundry Notices

Westport Oil and Gas Company, L.P.
and
Newfield Production Company

API Well #	Well Name	Comp.	Loc.	S.	1/4 1/4	Twp	Rng
4304731623	FEDERAL 33-4-D	WP	533 FNL 778 FWL	33	NWNW	6S	21E
4304731634	STIRRUP FEDERAL 29-3	WP	388 FSL 237 FEL	29	SESE	6S	21E
4304731626	STIRRUP STATE 32-2	WP	1967 FNL 500 FEL	32	SENE	6S	21E
4304732784	STIRRUP ST 32-6	WP	850 FNL 800 FEL	32	NENE	6S	21E

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DIV. OF OIL, GAS & MINING

OPERATOR CHANGE WORKSHEET

ROUTING	
1. DJJ	
2. CDW	

X Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective:		8/1/2005
FROM: (Old Operator): N2115-Westport Oil & Gas Company, LP 1999 Broadway, Suite 3700 Denver, CO 80202 Phone: 1-(TO: (New Operator): N2695-Newfield Production Company 1401 17th St, Suite 1000 Denver, CO 80202 Phone: 1-(303) 893-0102	

CA No.

Unit:

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
E GUSHER 2-1A	03	060S	200E	4304731431	11333	Federal	OW	S
EAST GUSHER UNIT 3	10	060S	200E	4304715590	10341	Federal	OW	S
FEDERAL 21-I-P	21	060S	210E	4304731647	1316	Federal	GW	S
STIRRUP FEDERAL 29-2	29	060S	210E	4304731508	11055	Federal	OW	TA
L C K 30-1-H	30	060S	210E	4304731588	10202	Fee	OW	P
COTTON CLUB 1	31	060S	210E	4304731643	10380	Federal	OW	P
ANNA BELLE 31-2-J	31	060S	210E	4304731698	10510	Fee	OW	S
FEDERAL 33-1-I	33	060S	210E	4304731468	9615	Federal	OW	S
FEDERAL 34-2-K	34	060S	210E	4304731467	10550	Federal	OW	P
HORSESHOE BEND ST 36-1	36	060S	210E	4304731482	9815	State	GW	S
BASER DRAW 1-31	31	060S	220E	4304730831	2710	Federal	GW	S
BASER DRAW FED 2-31	31	060S	220E	4304730880	2710	Federal	GW	S
W WALKER FED 1-33	33	060S	220E	4304730815	2715	Federal	GW	TA
HORSESHOE BEND 2	03	070S	210E	4304715800	11628	Federal	OW	S
FEDERAL 4-1-D	04	070S	210E	4304731693	10196	Federal	OW	S
FEDERAL 4-2-F	04	070S	210E	4304731853	10933	Federal	OW	S
COORS 14-1-D	14	070S	210E	4304731304	11193	Federal	GW	TA
FED MILLER 1	04	070S	220E	4304730034	2750	Federal	GW	S
WOLF GOVT FED 1	05	070S	220E	4304715609	2755	Federal	GW	S
BASER DRAW 5-1	05	070S	220E	4304731833	10862	Federal	GW	TA
BASER DRAW 6-1	06	070S	220E	4304731834	10863	Federal	GW	TA
BASER 6-2	06	070S	220E	4304731859	10967	Federal	GW	TA

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 9/30/2005
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 9/30/2005
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 2/23/2005
- Is the new operator registered in the State of Utah: YES Business Number: 755627-0143
- If **NO**, the operator was contacted on: _____
- (R649-9-2)Waste Management Plan has been received on: IN PLACE
- Inspections of LA PA state/fee well sites complete on: n/a
- Reports current for Production/Disposition & Sundries on: _____

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 10/19/2005 BIA n/a

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: 10/19/2005

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: 10/31/2005
2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 10/31/2005
3. Bond information entered in RBDMS on: 10/31/2005
4. Fee/State wells attached to bond in RBDMS on: 10/31/2005
5. Injection Projects to new operator in RBDMS on: _____
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: RLB0006225

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 61BSBDH2919
2. The **FORMER** operator has requested a release of liability from their bond on: n/a
The Division sent response by letter on: _____

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: _____

COMMENTS:



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

October 26, 2005

Patsy Barreau
Newfield Production Company
1401 17th Street, Suite 1000
Denver, Colorado 80202

Re: Change of Operator
Westport O&G Co. to
Newfield Production Co.

Dear Ms. Barreau:

This correspondence is in regard to the self-certification statement submitted requesting a change in operator for the attached wells. After a review by this office, the change in operator request is approved. Effective immediately, Newfield Production Company is responsible for all operations performed on the referenced wells. All liability will now fall under your bond, BLM Bond No. UT0056, for all operations conducted on the referenced wells on the leased land.

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

Sincerely,

Matt Baker
Petroleum Engineer

cc: UDOGM
Westport Oil & Gas Co. L.P.
Wolf Erving

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NOV 02 2005

DIV. OF OIL, GAS & MINING

Lease No.	API No.	Well Name & No.	Qtr/Qtr	Sec	Twp	Rng
UTU075939	4304731859	Baser 6-1	SWNE	6	7S	22E
	4304731833	Baser Draw 5-1	NWNW	5	7S	22E
	4304731834	Baser Draw 6-1	NWNW	6	7S	22E
	4304715609	Wolf Govt Federal 1	NENE	5	7S	22E

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COASTAL OIL & GAS CORPORATION", CHANGING ITS NAME FROM "COASTAL OIL & GAS CORPORATION" TO "EL PASO PRODUCTION OIL & GAS COMPANY", FILED IN THIS OFFICE ON THE NINTH DAY OF MARCH, A.D. 2001, AT 11 O'CLOCK A.M.

RECEIVED

JUN 14 2001

DIVISION OF
OIL, GAS AND MINING



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0610204 8100

AUTHENTICATION: 1061007

010162788

DATE: 04-03-01

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

COASTAL OIL & GAS CORPORATION (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Company:

RESOLVED that it is deemed advisable that the Certificate of Incorporation of this Company be amended, and that said Certificate of Incorporation be so amended, by changing the Article thereof numbered "FIRST." so that, as amended, said Article shall be and read as follows:

"FIRST. The name of the corporation is El Paso Production Oil & Gas Company."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders entitled to vote have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said COASTAL OIL & GAS CORPORATION has caused this certificate to be signed on its behalf by a Vice President and attested by an Assistant Secretary, this 9th day of March 2001.

COASTAL OIL & GAS CORPORATION


David L. Siddall
Vice President

Attest:


Margaret E. Roark, Assistant Secretary

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 03/09/2001
010118394 - 0610204

JUN 19 2001

DIVISION OF
OIL, GAS AND MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0135
Expires January 31, 2004

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

5. Lease Serial No.
USA UTU-28213

6. If Indian, Allottee or Tribe Name.

7. If Unit or CA/Agreement, Name and/or

8. Well Name and No.
BASER 6-2-7-22

9. API Well No.
4304731859

10. Field and Pool, or Exploratory Area
HORSESHOE BEND

11. County or Parish, State
UINTAH, UT

SUBMIT IN TRIPLICATE - Offer Instructions on reverse side

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
NEWFIELD PRODUCTION COMPANY

3a. Address Route 3 Box 3630
Myton, UT 84052

3b. Phone (include are code)
435.646.3721

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2132 FNL 2175 FEL
SWNE Section 6 T7S R22E

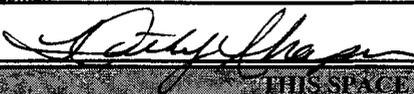
12. CHECK APPROPRIATE BOX(ES) TO INIDICATE NATURE OF NOTICE, OR OTHER DATA

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

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

Newfield has budgeted P&A work to be preformed before EOY 2008.

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FEB 06 2008
DIV. OF OIL, GAS & MINING

I hereby certify that the foregoing is true and correct (Printed/ Typed) Kathy Chapman	Title Office Manager
Signature 	Date 02/05/2008

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

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

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious and fraudulent statements or representations as to any matter within its jurisdiction
(Instructions on reverse)

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

5. LEASE DESIGNATION AND SERIAL NUMBER:

USA UTU-075939

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

TYPE OF WELL: OIL WELL GAS WELL OTHER

8. WELL NAME and NUMBER:

BASER 6-2-7-23

NAME OF OPERATOR:
NEWFIELD PRODUCTION COMPANY

9. API NUMBER:

4304731859

ADDRESS OF OPERATOR:
Route 3 Box 3630 CITY Myton STATE UT ZIP 84052

PHONE NUMBER
435.646.3721

10. FIELD AND POOL, OR WILDCAT:
HORSESHOE BEND

LOCATION OF WELL:
FOOTAGES AT SURFACE: 2132 FNL 2175 FEL

COUNTY: UINTAH

OTR/OTR. SECTION. TOWNSHIP. RANGE. MERIDIAN: SWNE, 6, T7S, R22E

STATE: UT

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 _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input checked="" type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of Work Completion: 10/02/2008	<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/STOP)	<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.

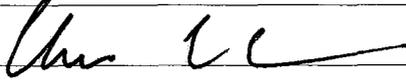
The above subject well was plugged and abandoned on 10/2/08 as follows:

Plug #1 with CR at 2634', spot 12 sxs Class B cement (15 cf) inside casing from 2634' up to 2476' to cover the Uintah perforations. TOH and LD all tubing.

Plug #2 with 115 sxs Class B cement (136 cf) down the 4.5" casing from 345' to surface, circulate good cement returns out the bradenhead. ND BOP Found cement down 30' in the 4.5" casing and down 5' in the annulus. Fill 4.5" casing and annulus with 10 sxs Class B cement (12 cf. Install P&A marker plate. Dig out and cut off anchors. RD & MOL.

NAME (PLEASE PRINT) Chris Clark

TITLE Production Engineer

SIGNATURE 

DATE 12/15/2008

(This space for State use only)

RECEIVED
JAN 12 2009
DIV. OF OIL, GAS & MINING

A-PLUS WELL SERVICE, INC.

P.O. BOX 1979
Farmington, New Mexico 87499
505-325-2627 * fax: 505-325-1211

FILE

well file

Newfield Production Company
Basin Draw 6-2-7-22

October 3, 2008
Page 1 of 1

2132' FNL & 2175' FEL, Section 6, T-7-S, R-22-E
Uintah County, UT
Lease Number: USA UTU-28213
API #43-047-31859

Plug and Abandonment Report

Plugging Summary:

10/01/08 MOL and RU rig. Check well pressure: tubing, 60 PSI; casing, 26 PSI; bradenhead had light blow. Change out bradenhead valve. ND wellhead. NU BOP, test. PU and release tubing hanger. TOH with 81 joints 2.375" tubing, SN, 1 joint tubing and saw tooth collar. Round trip 4.5" casing scraper to 2670'. TIH with 4.5" DHS CR and set at 2634'. Load hole with 6 bbls of water. Circulate well clean with an additional 37 bbls of biocide treated water. Pressure test casing to 500 PSI, held OK.
Plug #1 with CR at 2634', spot 12 sxs Class B cement (15 cf) inside casing from 2634' up to 2476' to cover the Uintah perforations.
TOH and LD all tubing. Shut in well. SDFD.

10/02/08 RU Perforators Wireline. Perforate 4 holes at 345'. Load casing with 5 bbls of water and establish circulation out the bradenhead. Circulate well clean with additional 5 bbls of water. Establish rate 2 bpm at 0 PSI.
Plug #2 with 115 sxs Class B cement (136 cf) down the 4.5" casing from 345' to surface, circulate good cement returns out the bradenhead.
ND BOP. Dig out wellhead to cut off point. Issue Hot Work Permit. Cut off. Found cement down 30' in the 4.5" casing and down 5' in the annulus. Fill 4.5" casing and annulus with 10 sxs Class B cement (12 cf). Install P&A marker plate. Dig out and cut off anchors.
RD and MOL.

Note: Newfield will set P&A marker at a later date with BLM witness.

Carol Scott, BLM representative, was on location.

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JAN 12 2009

DIV. OF OIL, GAS & MINING