

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

SUBMIT IN TRIPLICATE*
(Other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires December 31, 1991

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

5. LEASE DESIGNATION AND SERIAL NO.
U-0140740

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

1a. TYPE OF WORK
DRILL **DEEPEN**

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

7. UNIT AGREEMENT NAME
GYPSUM HILLS (SR) UNIT

8. FARM OR LEASE NAME, WELL NO.
GHU #11

2. NAME OF OPERATOR
CHEVRON USA PRODUCTION CO.

9. API WELL NO.

3. ADDRESS AND TELEPHONE NO.
P.O. BOX 455, VERNAL, UT 84078 (801) 781-4300

10. FIELD AND POOL, OR WILDCAT
GYPSUM HILLS GREEN RIVER

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)*
At surface
2042' FEL, 2089' FSL, NW/SE

At proposed prod. zone
SAME

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
S20-T8S-R21E, SLB&M

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*

12. COUNTY OR PARISH
UINTAH

13. STATE
UTAH

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT.
(Also to nearest drig, unit line, if any) **2042'**

16. NO. OF ACRES IN LEASE
800

17. NO. OF ACRES ASSIGNED TO THIS WELL
40

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. **1258'**

19. PROPOSED DEPTH
5360'

20. ROTARY OR CABLE TOOLS
ROTARY

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
4682' GR

22. APPROX. DATE WORK WILL START*
5/1/94

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12-1/4"	8-5/8" K-55	24#	360'	125 SX
7-7/8"	5-1/2" K-55	15.5#	5360'	282 SX

We propose to drill and complete GHU #11 as a 40-acre infill oil producer in the G1 Lime of the Green River Fm. Please refer to attachments for pertinent information on the drilling and surface use plans.

Attachments:

- Eight-Point Drilling Plan with Exhibits
- Thirteen-Point Surface Use Plan with Exhibits
- Self-Certification Statement
- Certified Plat

RECEIVED

FEB 11 1994

**DIVISION OF
OIL GAS & MINING**

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, 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 *Tom Leason* TITLE TEAM LEADER DATE 2-4-94

(This space for Federal or State office use)

PERMIT NO. 13-047-3045 APPROVAL DATE APPROVED BY THE STATE OF UTAH DIVISION OF OIL, GAS, AND MINING

Application approval 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.

CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY _____ TITLE _____ DATE 2/13/95 BY *Tom Leason*

*See Instructions On Reverse Side WELL SPACING 649-2-3

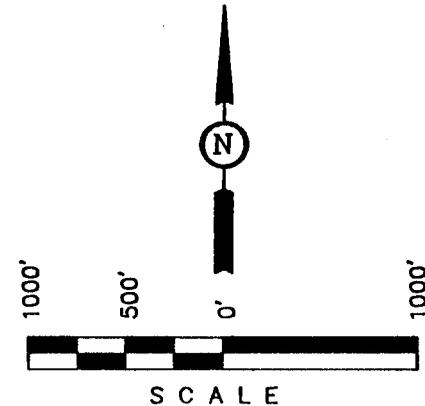
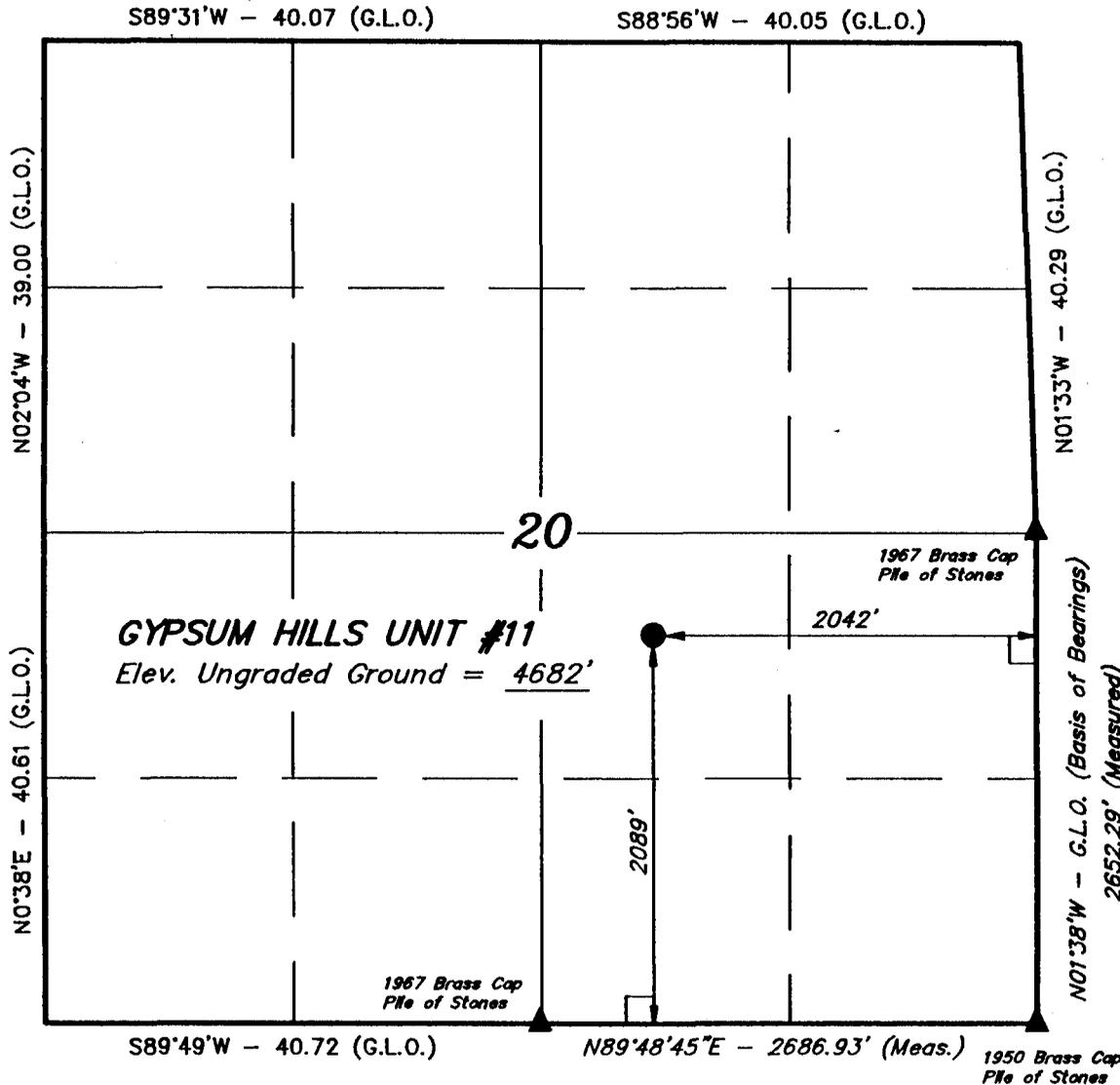
T8S, R21E, S.L.B.&M.

CHEVRON USA, INC.

Well location, GYPSUM HILLS UNIT #11,
located as shown in the NW 1/4 SE 1/4
of Section 20, T8S, R21E, S.L.B.&M.
Uintah County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT THE SOUTHEAST CORNER OF SECTION
20, T8S, R21E, S.L.B.&M. TAKEN FROM THE OURAY SE
QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD.
(TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES
DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY.
SAID ELEVATION IS MARKED AS BEING 4754 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.

Robert L. Kay
REGISTERED LAND SURVEYOR
REGISTRATION NO. 5709
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(801) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 1-18-94	DATE DRAWN: 1-19-94
PARTY L.D.T. D.R. T.D.H.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE CHEVRON USA, INC.	

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- = SECTION CORNERS LOCATED.

EXHIBIT F

United State Department of the Interior
Bureau of Land Management
Vernal District Office
170 South 500 West
Vernal, UT 84078

SELF-CERTIFICATION STATEMENT

Be advised that Chevron USA Production Company is considered to be the operator of Gypsum Hills Unit #11, NW/SE-S20-T8S-R21E, Uintah County, Utah, and is responsible under the terms and conditions of the lease for the operations conducted on the leased lands.

Bond coverage for this well is provided by Nationwide Bond #U-89-75-81-34 (Standard Oil Co. of California and its wholly owned subsidiary Chevron USA Production Co., as co-principals) via surety consent as provided for in 43 CFR 3104.2.

Sincerely,



J. T. Conley
Red Wash Area Team Leader

DATE: 2-4-94

CHEVRON USA PRODUCTION CO.

**GYPSUM HILLS UNIT #11
NW/SE-S20-T8S-R21E
UINTAH COUNTY, UTAH**

EIGHT POINT DRILLING PLAN

1. ESTIMATED FORMATION TOPS:

Uinta	Surface
Green River	~2232'
G ₁ Lime (objective)	~5192'

2. ESTIMATED DEPTHS OF TOP AND BOTTOM OF WATER, OIL, GAS, OR OTHER MINERAL BEARING FORMATIONS AND PLAN FOR PROTECTION:

Oil Shale	~3250-3600'
Oil	~5192-5208'

Protection of oil, gas, water, or other mineral bearing formations shall be accomplished by running production casing to TD and cementing same back to the surface.

3. PRESSURE CONTROL EQUIPMENT:

For drilling surface hole to 360':

No BOP equipment required.

For drilling through 8.625" casing to TD:

Maximum anticipated surface pressure ~1200 psi.

Pressure control equipment shall be in accordance with BLM minimum standards for 2000 psi equipment.

A casing head with an 11", 3000 psi flange shall be welded onto the 8.625" surface casing.

GHU #11 - EIGHT POINT DRILLING PLAN

BOP stack will consist of a double gate preventor and an annular preventor. The double gate will be equipped with pipe rams on bottom and blind rams on top. The choke and kill lines will be connected to outlets between the bottom and top rams, utilizing either the ram body outlets or a drilling spool with side outlets. The BOP stack will be 9" or 11" bore, 2000 psi or 3000 psi working pressure. The choke and kill lines will be 2" or 3" bore, 2000 psi or 3000 psi working pressure. Please refer to attached schematics.

A rotating head will be used while drilling below surface casing for control of gas cut mud.

Test procedure and frequency shall be in accordance with BLM minimum standards for 2000 psi equipment.

4. SUPPLEMENTAL DRILLING EQUIPMENT AND CASING INFORMATION:

Casing	Conn.	New/ Used	Stage Tool	Centralizers
8.625"	STC	New	NA	10' above shoe, on 1st and 3rd collars
5.5"	LTC	New	NA	10' above shoe, on next ten collars, and on every 4th collar to ~300'

Casing Cement - Type, fill and method

8.625" (12-1/4" Hole Size):

Oilfield type circulated in. Class G, single slurry mixed to 15.6 ppg, yield of 1.19 ft³/sx. Fill to surface (~125 sx. calc.). Tail plug used. Allowed to set under pressure.

GHU #11 - EIGHT POINT DRILLING PLAN

5.5" (7-7/8" Hole Size):

Oilfield type circulated in. Tail slurry: Class H with pozzolan and additives mixed to 14.2 ppg, yield of 1.29 ft.³/sx., 400' fill (~55 sx. calc.). Lead slurry: Class A with extender and additives mixed to 11 ppg, yield of 3.82 ft.³/sx., fill to surface (~227 sx. calc.). Tail plug used. Allowed to set under pressure.

Drilling Equipment:

Surface hole may be drilled and surface casing set with small rotary surface hole rig.

Rotating head will be used from base of surface casing to total depth.

5. CIRCULATING MEDIUM, MUD TYPE, MINIMUM QUANTITIES OF WEIGHT MATERIAL, AND MONITORING EQUIPMENT:

Surface hole will be drilled with air, air/mist, foam, or mud depending on hole conditions. Drilling below surface casing will be with water based drilling fluids consisting primarily of freshwater, bentonite, lignite, caustic, lime, soda ash, and polymers. No chromates will be used. No oil will be used. Maximum anticipated mud weight is ~9.5 ppg.

No minimum quantity of weight material will be required to be kept on location.

PVT/Flow Show will be used from base of surface casing to TD.

Gas detector will be used from base of surface casing to TD.

6. ANTICIPATED TYPE AND AMOUNT OF TESTING, LOGGING, AND CORING:

Logging:

Mud logging from base of surface casing to TD.

GR-DIL, surface casing shoe to TD.

CNL-FDC-GR, surface casing shoe to TD.

GR-CBL-CCL, surface to TD.

GHU #11 - EIGHT POINT DRILLING PLAN

Coring:

None anticipated.

Testing:

None anticipated.

7. **EXPECTED BOTTOM HOLE PRESSURE AND ANY ANTICIPATED ABNORMAL PRESSURE, TEMPERATURES, OR OTHER HAZARDS (H₂S, STEAM, ETC.) AND ASSOCIATED CONTINGENCY PLANS:**

Maximum expected BHP and BHT: ~2650 psi @ ~140° F.

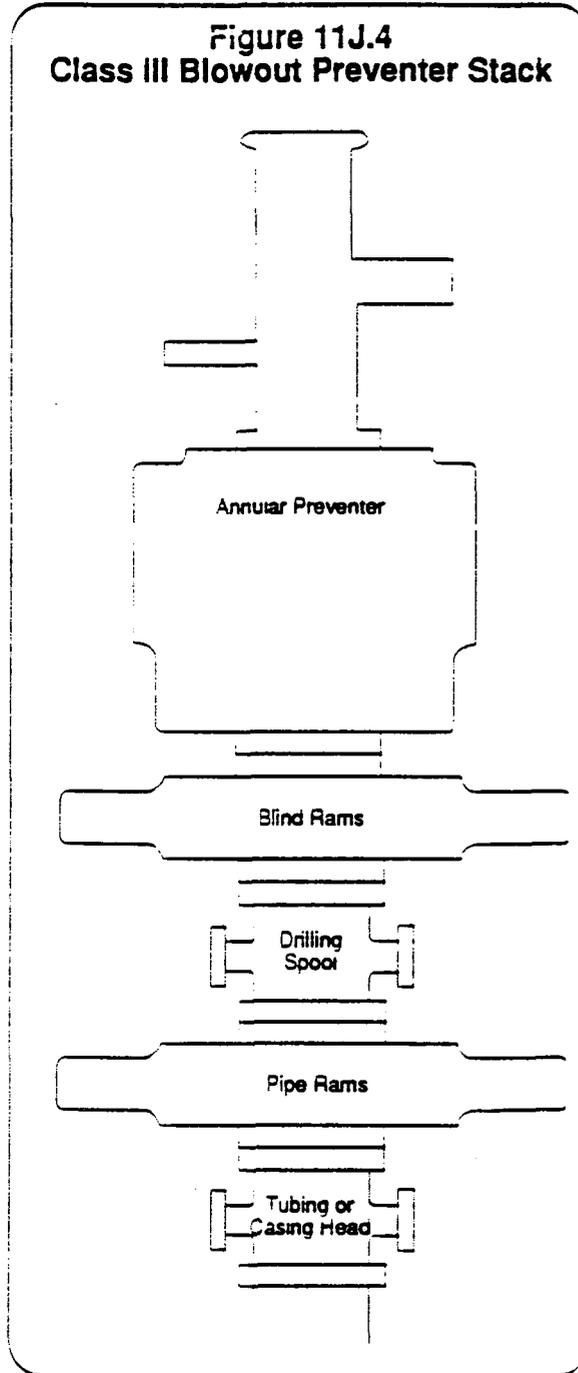
No abnormal hazards are anticipated and no contingency plans are required.

8. **OTHER:**

None.

E. CLASS III BLOWOUT PREVENTER STACK:

The Class III preventer stack is designed for drilling or workover operations. It is composed of a single hydraulically operated annular preventer on top, then a blind ram preventer, a drilling spool, and a single pipe ram preventer on bottom. The choke and kill lines are installed onto the drilling spool and must have a minimum internal diameter of 2". All side outlets on the preventers or drilling spool must be flanged, studded, or clamped. An emergency kill line may be installed on the wellhead. A double ram preventer should only be used when space limitations make it necessary to remove the drilling spool. In these instances, the choke manifold should be connected to a flanged outlet between the preventer rams only. In this hookup, the pipe rams are considered master rams only, and cannot be used to routinely circulate out a kick. The Class III blowout preventer stack is shown to the right in Figure 11J.4.

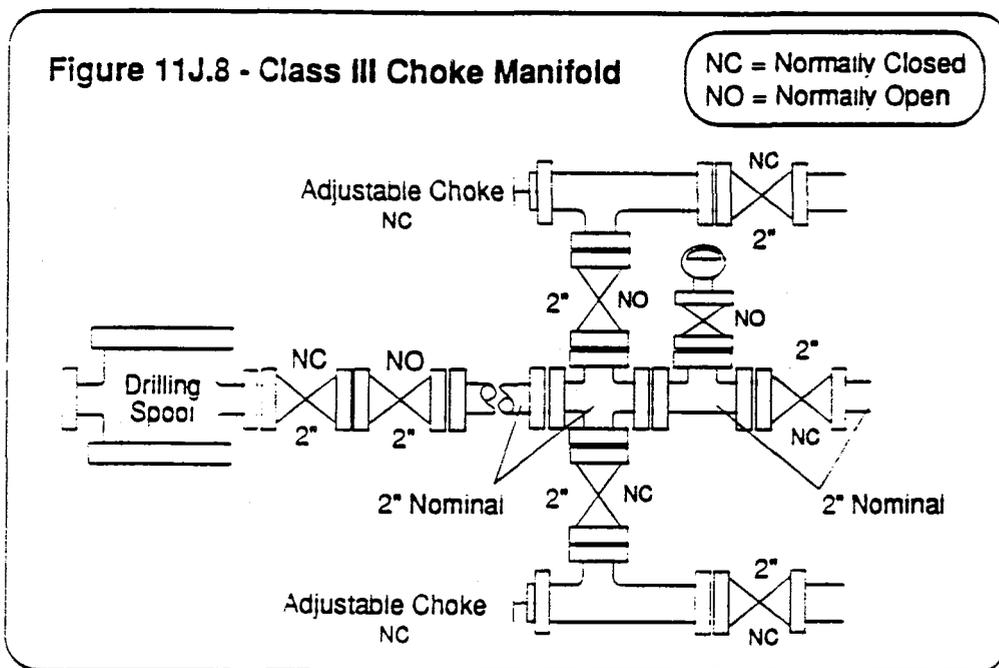


CHEVRON DRILLING REFERENCE SERIES
 VOLUME ELEVEN
 WELL CONTROL AND BLOWOUT PREVENTION

D. CLASS III CHOKE MANIFOLD

The Class III choke manifold is suitable for Class III workovers and drilling operations. The Standard Class III choke manifold is shown in Figure 11J.8 below. Specific design features of the Class III manifold include:

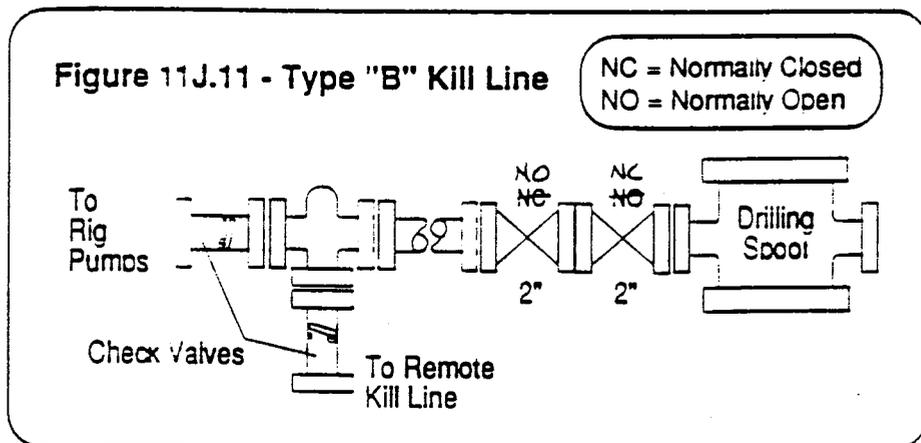
1. The manifold is attached to a drilling spool or the top ram preventer side outlet.
2. The minimum internal diameter is 2" (nominal) for outlets, flanges, valves and lines.
3. Includes two steel gate valves in the choke line at the drilling spool outlet. The inside choke line valve may be remotely controlled (HCR).
4. Includes two manually adjustable chokes which are installed on both side of the manifold cross. Steel isolation gate valves are installed between both chokes and the cross, and also downstream of both chokes.
5. Includes a bleed line which runs straight through the cross and is isolated by a steel gate valve.
6. Includes a valve isolated pressure gauge suitable for drilling service which can display the casing pressure within view of the choke operator.
7. Returns through the choke manifold must be divertible through a mud-gas separator and then be routed to either the snare snaker or the reserve pit through a buffer tank or manifold arrangement.
8. If the choke manifold is remote from the wellhead, a third master valve should be installed immediately upstream of the manifold cross.



D. TYPE "B" KILL LINE — CLASS III, IV, AND V WELLS

The type B kill line described below in Figure 11J.11 is the minimum recommended hookup for installation on all Class III, Class IV and Class V wells. Specific design features of the type B kill line include:

1. The preferred kill line connection to the well is at the drilling spool, however, a preventer side outlet may be used when space restrictions exclude the use of a drilling spool. In all cases, the kill line must be installed below the uppermost blind rams so the well can be pumped into with no pipe in the hole.
2. The arrangement includes two - 2" (nominal) gate valves installed at the drilling spool and an upstream fluid cross. The outside valve may be hydraulically remote controlled.
3. Two pump-in lines should be attached to the fluid cross. The **primary kill line** should be routed to the rig standpipe where it can be manifolded to the rig pumps. The **remote kill line** should be run to a safe location away from the rig or to the rig cementing unit. The remote kill line should have a loose end connection for rigging-up a high pressure pumping unit.
4. Both the primary kill line and the remote kill line must include a 2" check valve which is in working condition while drilling. If a check valve is tripped for testing purposes, the tripper or ball must be re-installed and tested before drilling resumes.
5. The primary kill line must include a pressure gauge which can display the pump-in pressure on the rig floor.
6. Any lines which are installed at the wellhead are designated as "**emergency kill lines**" and should only be used if the primary and remote kill lines are inoperable.



CHEVRON USA PRODUCTION CO.

**GYPSUM HILLS UNIT #11
NW/SE-S20-T8S-R21E**

UINTAH COUNTY, UTAH

THIRTEEN POINT SURFACE USE PLAN

1. EXISTING ROADS:

A. See Exhibit A. There are no plans to change, alter or improve upon any existing state or county road.

B. See Exhibit A. Travel west from Vernal approximately 15 miles on U.S. Highway 40. Turn south on Utah State 88 and proceed approximately 16 miles to Ouray, Utah. Turn left and proceed northeast on existing road approximately 6.1 miles to proposed new well site.

2. ACCESS ROADS TO BE CONSTRUCTED OR RECONSTRUCTED:

See Exhibit C. No new access road will be required, as the proposed location is adjacent to the existing road. The entrance to the new location from the existing road will have a culvert with minimum dimensions of 2' x 80'.

3. LOCATION OF EXISTING WELLS WITHIN ONE MILE:

See Exhibit B.

4. LOCATION OF EXISTING OR PROPOSED FACILITIES:

A. See Exhibit D.

B. A pumping unit on the location will produce through a ~1166' flowline to oil treating and storage facilities existing on the location of Costas Federal 1-20-4B (NE/SW-S20-T8S-R21E), which is currently shut-in. Note - A permit application to convert Costas Federal 1-20-4B to a Class II enhanced recovery (water injection) well has been submitted to the EPA.

C. Disturbed areas no longer needed for operations will be graded back to as

GHU #11 - THIRTEEN POINT SURFACE USE PLAN:

near original state as possible. Drainage channels will be returned to original state and the areas will be reseeded as prescribed by the BIA.

D. A flare pit will be constructed approximately 150' from the center hole. A line will be placed on the surface from the center hole to the burn pit. The pit will be fenced on four sides to protect livestock. A closed mud system will be used and no reserve pit will be constructed.

5. LOCATION AND TYPE OF WATER SUPPLY:

Water from the following sources will be used:

- A. Wonsits Valley Federal Unit water supply wells, 1965 Application #36125.
- B. Water well in Ouray operated by A-1 Tank and Brine, Permit #43-8496.
- C. City water from Ouray provided by and via Ouray Brine's facility in Ouray. No permit.

Transportation of water shall be by tank truck.

6. CONSTRUCTION MATERIALS:

All gravel, cement, etc., needed on the access road and location will come commercially from the Ouray, Utah, area.

7. METHODS FOR HANDLING WASTE DISPOSAL:

- A. A closed mud system is planned.
- B. Drill cuttings will be caught and settled in the reserve tank and spread on location when drilling operations are complete.
- C. Reserve tank fluid will be disposed of via haul-off to a commercial disposal facility.
- D. Commercial service will provide portable toilets and haul-off to a commercial disposal facility.
- E. Trash will be stored in trash containers and hauled to commercial or

GHU #11 - THIRTEEN POINT SURFACE USE PLAN:

municipal facility for disposal.

F. It is not anticipated that any salt or chemicals will need to be disposed of. If required, disposal will be by commercial disposal facility.

G. In the event fluids are produced, any oil will be transferred to existing facilities within Gypsum Hills Unit and sold. Any water will be transferred to WVFU Battery 6 to be injected through the waterflood system.

H. Hazardous chemicals 10,000 lb. of which will most likely be used, produced, stored, transported or disposed of in association with the proposed action of drilling, completing and producing this well: We anticipate that none of the hazardous chemicals in quantities of 10,000 lb. or more will be associated with these operations.

I. Extremely hazardous substances threshold quantities of which will be used, produced, stored, transported or disposed of in association with the proposed action of drilling, completing and producing this well: We anticipate that none of the extremely hazardous substances in threshold quantities per 40 CFR 355 will be associated with these operations.

8. ANCILLARY FACILITIES:

None.

9. WELLSITE LAYOUT:

A. See Exhibit E and F.

B. Burn pit will not be lined.

C. Access to the well pad will be as shown on Exhibit C. No topsoil will be stripped during construction of the wellpad. The wellpad will be raised 12-18" with gravel fill.

10. PLAN FOR RESTORATION OF SURFACE:

A. All surface areas not required for production operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.

GHU #11 - THIRTEEN POINT SURFACE USE PLAN:

B. No topsoil will be stripped at construction or abandonment. Gravel fill used to construct the wellpad will be removed at abandonment. Reseeding will be performed as directed by the BIA.

C. A closed mud system is planned. Pits that would present a hazard to wildlife or livestock will be backfilled when the rig is released and removed.

D. Completion of the well is planned during 1994. If the wellsite is to be abandoned, all disturbed areas will be recontoured to the natural contour as soon as possible.

11. SURFACE OWNERSHIP:

The wellsite, access roads and flowlines are constructed on Ute Tribal land. The operator shall contact the BLM office at (801) 789-1362 and the BIA office at (801) 722-2406 between 24 and 48 hours prior to construction activities.

12. OTHER INFORMATION:

A. The well is located in sandy terrain. Vegetation consists of small sagebrush and natural grasses. The soil is a poorly developed, semi-arid, thin topsoil layer over the Uintah Formation.

B. Surface use activities other than the oil well facilities consist of livestock grazing.

C. There are no water bodies or occupied dwellings near the wellsite.

D. An archeological survey has been conducted on the disturbed areas and a copy is on file with the BIA (Senco-Phenix, SP-UT-150, INTENSIVE CULTURAL RESOURCE BLOCK SURVEY AND INVENTORY OF 1520 ACRES IN WONSITS VALLEY, dated 5/26/92, and SP-UT-156, DISCUSSION OF PROPOSED WVFU #119 LOCATION, dated 11/24/93). An onsite with BIA and Ute Tribe representatives was held on 10/20/93. A paleontology survey conducted by Alden Hamblin, dated 11/14/93, is on file with the BIA.

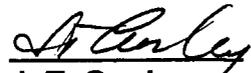
GHU #11 - THIRTEEN POINT SURFACE USE PLAN:

13. COMPANY REPRESENTATIVE:

Mr. J. T. Conley
P.O. Box 455
Vernal, UT 84078
(801) 781-4301

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 presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and, that the work associated with the operations proposed herein will be performed by Chevron USA Production Co., Inc. and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved.

2-4-94
Date


J. T. Conley
Red Wash Area Team Leader

- Exhibit A - Proposed location and access
- Exhibit B - Proposed location, roads and existing wells
- Exhibit C - Road ROW survey
- Exhibit D - Pipeline ROW survey
- Exhibit E - Location layout, cut/fill
- Exhibit F - Certified Plat

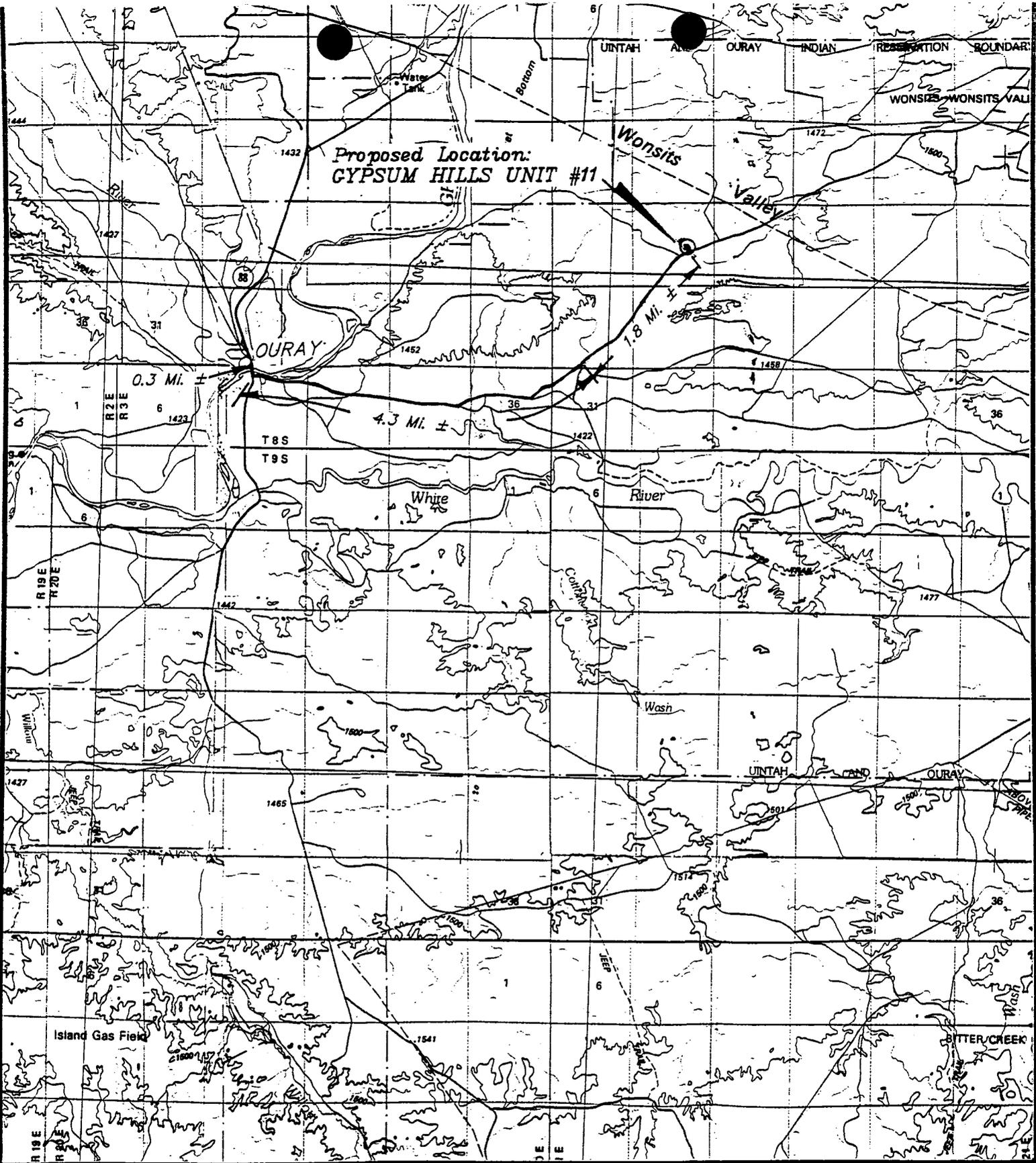


EXHIBIT A

TOPOGRAPHIC
MAP "A"

DATE: 1-19-94 D.J.S.



CHEVRON U.S.A., INC.

GYPNUM HILLS UNIT #11
SECTION 20, T8S, R21E, S.L.B.&M.
2089' FSL 2042' FEL

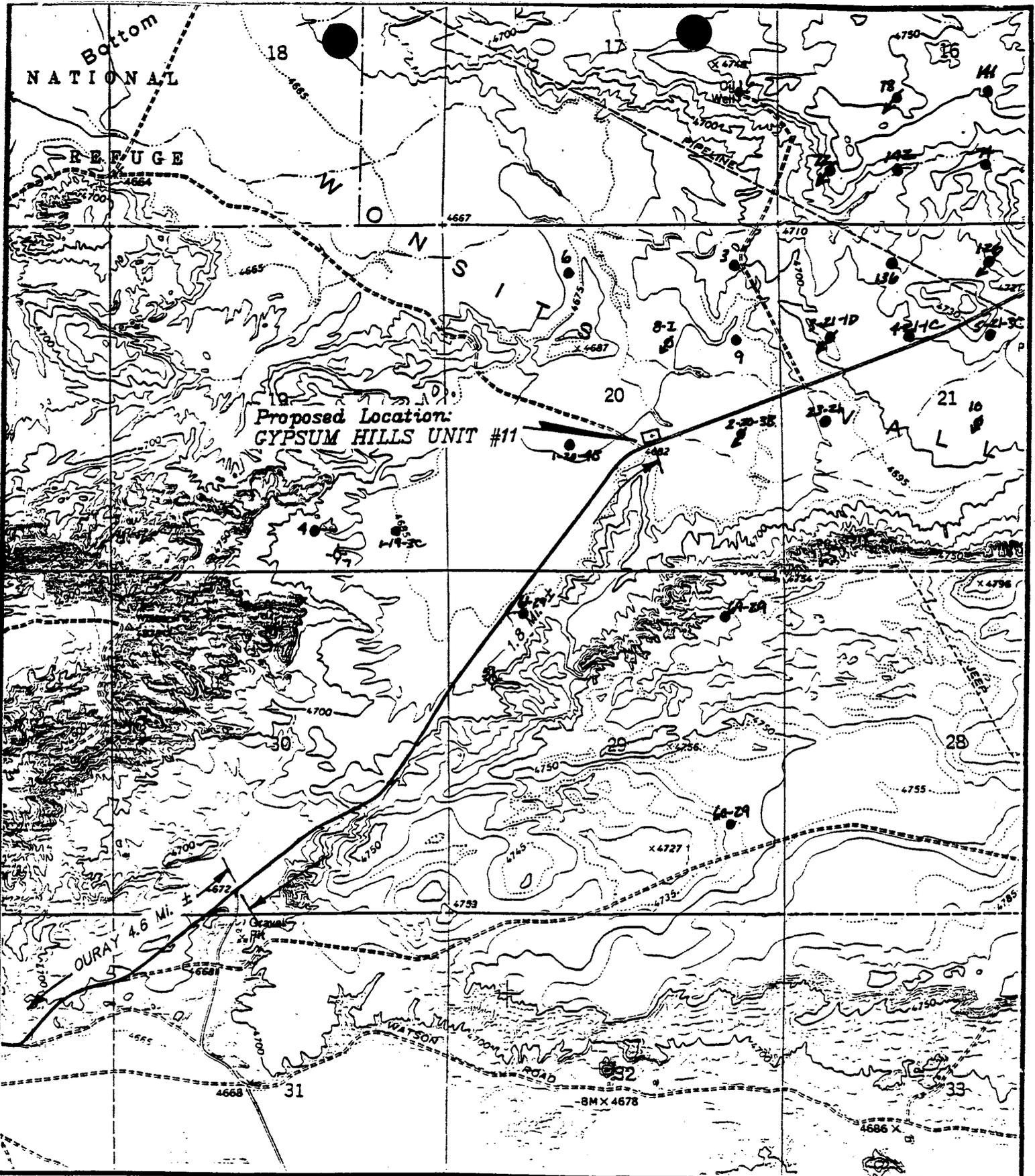


EXHIBIT B

TOPOGRAPHIC

MAP "B"

SCALE: 1" = 2000'

DATE: 1-19-94 D.J.S.



CHEVRON U.S.A., INC.

GYPSUM HILLS UNIT #11
SECTION 20, T8S, R21E, S.L.B.&M.
2089' FSL 2042' FEL

CHEVRON U.S.A., INC.
GYPSUM HILLS UNIT #11
ROAD RIGHT-OF-WAY & DAMAGE AREA
SECTION 20, T8S, R21E, S.L.B.&M.

TOTAL ROAD RIGHT-OF-WAY ON UTE TRIBAL LANDS

CONTAINED WITHIN DAMAGE AREA

ENGINEER'S AFFIDAVIT

STATE OF UTAH }
COUNTY OF Uintah } SS

ROBERT L. KAY, BEING FIRST DULY SWORN DEPOSES AND STATES THAT HE IS THE REGISTERED LAND SURVEYOR, FOR CHEVRON U.S.A., INC., THAT THESE SURVEYS WERE MADE BY HIM (OR UNDER HIS SUPERVISION): THAT HE HAS EXAMINED THE FIELD NOTES OF THE SURVEYS OF THE DAMAGE AREA AS DESCRIBED AND SHOWN ON THIS MAP, THAT THIS MAP WAS PREPARED UNDER HIS DIRECTION FROM SAID FIELD NOTES; AND THAT SAID RIGHT-OF-WAY, LOCATED AS SHOWN ON THIS MAP IS ACCURATELY REPRESENTED.

Robert L Kay
REGISTERED LAND SURVEYOR
REGISTRATION NO. 5709
STATE OF UTAH

ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN BEFORE ME THIS 14 DAY OF Jan. 1994.

MY COMMISSION EXPIRES Sept 16, 1996

John R. Slough
NOTARY PUBLIC
VERNAL, UTAH

APPLICANT'S CERTIFICATE

I, _____ DO HEREBY CERTIFY THAT I AM THE AGENT FOR CHEVRON U.S.A., INC., HEREINAFTER DESIGNATED THE APPLICANT; THAT ROBERT L. KAY WHO SUBSCRIBED TO THE FOREGOING AFFIDAVIT, IS EMPLOYED BY THE APPLICANT AS A LAND SURVEYOR AND THAT HE WAS DIRECTED BY THE APPLICANT TO SURVEY THE LOCATION OF THIS DAMAGE AREA AND IS LOCATED AS SHOWN, THAT SAID DAMAGE AREA IS ACCURATELY REPRESENTED ON THIS MAP; THAT SUCH SURVEY AS REPRESENTED ON THIS MAP HAS BEEN ADOPTED BY THE APPLICANT AS THE DEFINITE LOCATION OF THE RIGHT-OF-WAY THEREBY SHOWN; AND THAT THE MAP HAS BEEN PREPARED TO BE FILED WITH THE SECRETARY OF THE INTERIOR OR HIS DULY AUTHORIZED REPRESENTATIVE AS PART OF THE APPLICATION FOR SAID RIGHT-OF-WAY TO BE GRANTED THE APPLICANT, ITS SUCCESSORS AND ASSIGNS, WITH THE RIGHT TO CONSTRUCT, MAINTAIN, AND REPAIR IMPROVEMENTS, THEREON AND THEREOVER, FOR SUCH PURPOSES, AND WITH THE FURTHER RIGHT IN THE APPLICANT, ITS SUCCESSORS AND ASSIGNS TO TRANSFER THIS RIGHT-OF-WAY BY ASSIGNMENT, GRANT, OR OTHERWISE.

APPLICANT

TITLE

CHEVRON U.S.A., INC.
GYPSUM HILLS UNIT #11
PIPELINE RIGHT-OF-WAY
SECTION 20, T8S, R21E, S.L.B.&M.

EXHIBIT D

TOTAL PIPELINE RIGHT-OF-WAY ON UTE TRIBAL LANDS

TOTAL LENGTH OF RIGHT-OF-WAY IS 1,165.87' OR 0.22 MILES. WIDTH OF RIGHT-OF-WAY IS 30' (15' PERPENDICULAR ON EACH SIDE OF THE CENTERLINE). CONTAINS 0.80 ACRES MORE OR LESS.

ENGINEER'S AFFIDAVIT

STATE OF UTAH }
COUNTY OF Uintah } SS

ROBERT L. KAY, BEING FIRST DULY SWORN DEPOSES AND STATES THAT HE IS THE REGISTERED LAND SURVEYOR, FOR CHEVRON U.S.A., INC., THAT THESE SURVEYS WERE MADE BY HIM (OR UNDER HIS SUPERVISION); THAT HE HAS EXAMINED THE FIELD NOTES OF THE SURVEYS OF THE PIPELINE RIGHT-OF-WAY AS DESCRIBED AND SHOWN ON THIS MAP, THAT THIS MAP WAS PREPARED UNDER HIS DIRECTION FROM SAID FIELD NOTES; AND THAT SAID RIGHT-OF-WAY, 0.22 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN ON THIS MAP IS ACCURATELY REPRESENTED.

Robert L. Kay
REGISTERED LAND SURVEYOR
REGISTRATION NO. 5709
STATE OF UTAH

ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN BEFORE ME THIS 14 DAY OF July, 1994.

MY COMMISSION EXPIRES Sept 16, 1996

John R. Slough
NOTARY PUBLIC
VERNAL, UTAH

APPLICANT'S CERTIFICATE

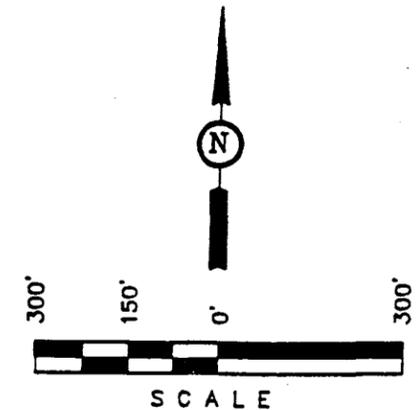
I, St. Cumber DO HEREBY CERTIFY THAT I AM THE AGENT FOR CHEVRON U.S.A., INC., HERINAFTER DESIGNATED THE APPLICANT; THAT ROBERT L. KAY WHO SUBSCRIBED TO THE FOREGOING AFFIDAVIT, IS EMPLOYED BY THE APPLICANT AS A LAND SURVEYOR AND THAT HE WAS DIRECTED BY THE APPLICANT TO SURVEY THE LOCATION OF THIS PIPELINE RIGHT-OF-WAY, 0.22 MILES IN LENGTH BEGINNING AT STA. 0+00 AND ENDING AT STA. 11+65.87, THAT SAID PIPELINE RIGHT-OF-WAY IS ACCURATELY REPRESENTED ON THIS MAP; THAT SUCH SURVEY AS REPRESENTED ON THIS MAP HAS BEEN ADOPTED BY THE APPLICANT AS THE DEFINITE LOCATION OF THE RIGHT-OF-WAY THEREBY SHOWN; AND THAT THE MAP HAS BEEN PREPARED TO BE FILED WITH THE SECRETARY OF THE INTERIOR OR HIS DULY AUTHORIZED REPRESENTATIVE AS PART OF THE APPLICATION FOR SAID RIGHT-OF-WAY TO BE GRANTED THE APPLICANT, ITS SUCCESSORS AND ASSIGNS, WITH THE RIGHT TO CONSTRUCT, MAINTAIN, AND REPAIR IMPROVEMENTS, THEREON AND THEREOVER, FOR SUCH PURPOSES, AND WITH THE FURTHER RIGHT IN THE APPLICANT, ITS SUCCESSORS AND ASSIGNS TO TRANSFER THIS RIGHT-OF-WAY BY ASSIGNMENT, GRANT, OR OTHERWISE.

St. Cumber
APPLICANT

Area Operations Supv
TITLE

PIPELINE RIGHT-OF-WAY ON UTE TRIBAL LANDS

(For GYPSUM HILLS UNIT #11)
LOCATED IN
SECTION 20, T8S, R21E, S.L.B.&M.
UINTAH COUNTY, UTAH



NR.	BEARING	TANGENT
T1	S71°14'29"W	244.08'
T2	S67°55'23"W	178.71'

▲ = SECTION CORNERS LOCATED.

N01°38'W - G.L.O. (Basis of Bearings)
2652.29' - (Measured)

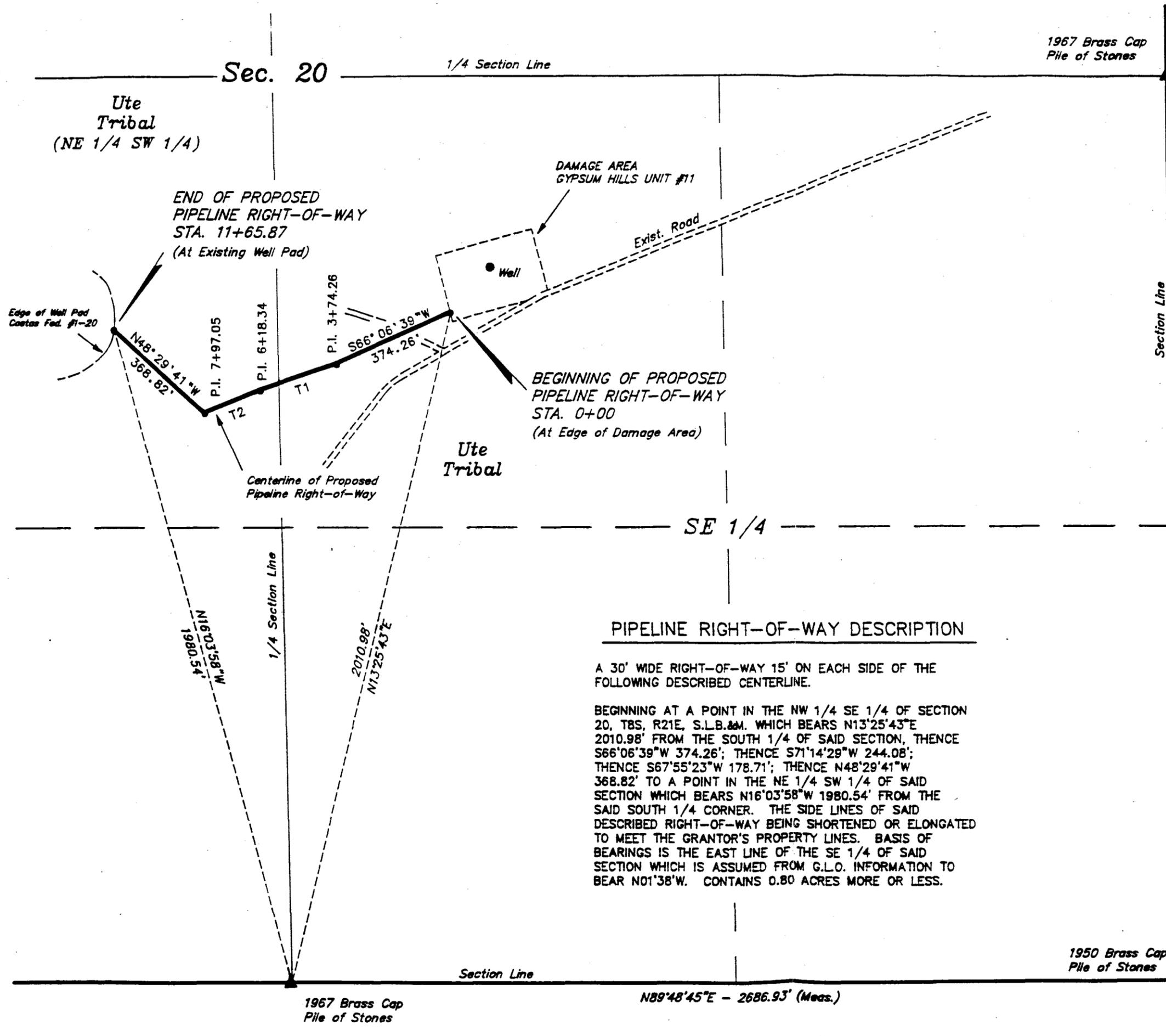
CERTIFICATE

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.

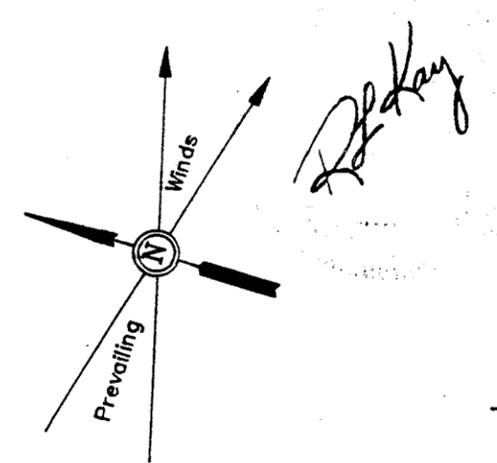
Robert L. Key
REGISTERED LAND SURVEYOR
REGISTRATION NO. 5708
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (801) 789-1077
VERNAL, UTAH - 84078

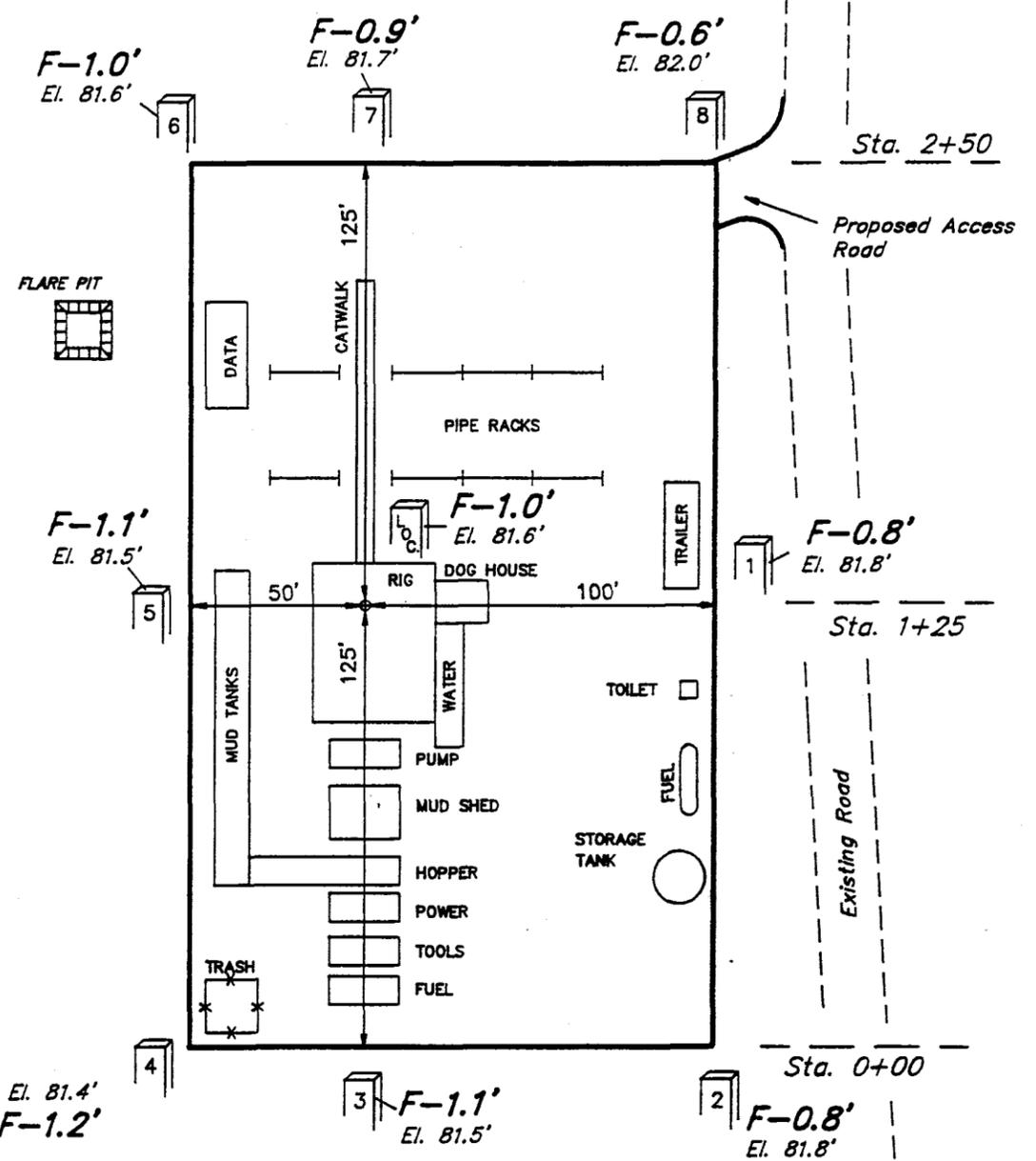
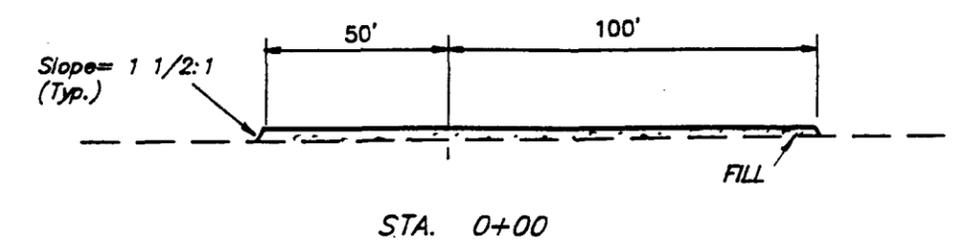
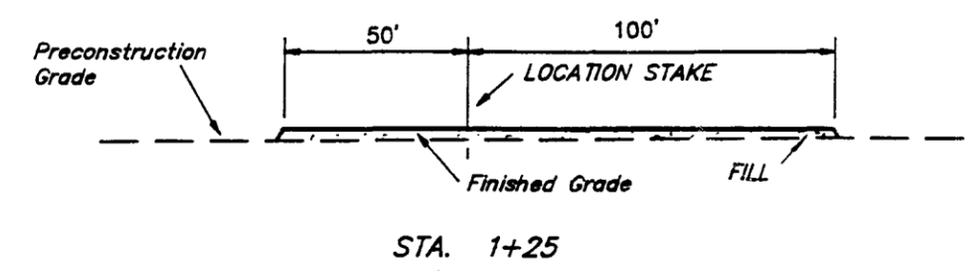
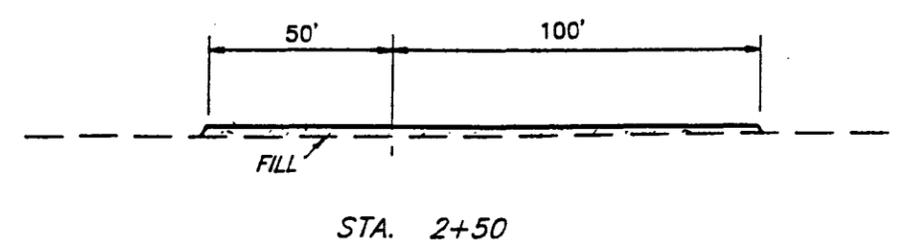
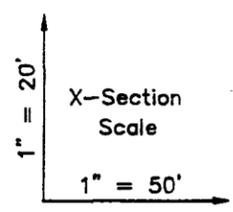
SCALE 1" = 300'	DATE 1-19-94
PARTY L.D.T. D.R. T.D.H.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 4 0 4 0 1



CHEVRON U.S.A., INC.
 LOCATION LAYOUT FOR
 GYPSUM HILLS UNIT #11
 SECTION 20, T8S, R21E, S.L.B.&M.
 2089' FSL 2042' FEL



SCALE: 1" = 50'
 DATE: 1-19-94
 Drawn By: T.D.H.



APPROXIMATE YARDAGES

TOTAL CUT	=	0	CU. YDS.
TOTAL FILL	=	1,310	CU. YDS.

TYP. LOCATION LAYOUT
 TYP. CROSS SECTIONS

Elev. Ungraded Ground at Location Stake = 4681.6'
 Elev. Graded Ground at Location Stake = 4682.6'

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Chevron USA Production Co.

Well Name & Number: Gypsum Hills #11

API Number: 43-047-32459

Lease Number: U-0140740

Location: NWSE Sec. 20 T. 8S R. 21E

NOTIFICATION REQUIREMENTS

- | | | |
|---------------------------------|---|---|
| Location Construction | - | at least forty-eight (48) hours prior to construction of location and access roads. |
| Location Completion | - | prior to moving on the drilling rig. |
| Spud Notice | - | at least twenty-four (24) hours prior to spudding the well. |
| Casing String and Cementing | - | at least twenty-four (24) hours prior to running casing and cementing all casing strings. |
| BOP and Related Equipment Tests | - | at least twenty-four (24) hours prior to initiating pressure tests. |
| First Production Notice | - | within five (5) business days after new well begins, or production resumes after well has been off production for more than ninety (90) days. |

For more specific details on notification requirements, please check the Conditions of Approval for Notice to Drill and Surface Use Program.

CONDITIONS OF APPROVAL FOR NOTICE TO DRILL

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), 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.

Be aware fire restrictions may be in effect when location is being constructed and/or when well is being drilled. Contact the appropriate Surface Management Agency for information.

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 Tim Ingwell 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.

All usable 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.

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., for a **2M** system and individual components shall be operable as designed. Chart recorders shall be used for all pressure tests.

Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to a BLM representative upon request.

If an air compressor is on location and is being utilized to provide air for the drilling medium while drilling, the special drilling requirements in Onshore Oil and Gas Order No. 2, regarding air or gas drilling shall be adhered to. If a mist system is being utilized then the requirement for a deduster shall be waived.

The Vernal District Office shall be notified, at least 24 hours prior to initiating the pressure tests, in order to have a BLM representative on location during pressure testing.

3. Casing Program and Auxiliary Equipment

Surface casing shall have centralizers on the bottom three joints, with a minimum of one centralizer per joint.

As a minimum, the usable water and oil shale resources shall be isolated and/or protected by having a cement top for the production casing at least 200 ft. above the top of the usable water zone identified at \pm 2647 ft.. If gilsonite is encountered while drilling, it shall be isolated and/or protected via the cementing program.

The Vernal District Office shall be notified at least 24 hours prior to the running and cementing of all casing strings, in order to have a BLM representative on location while running and cementing all casing strings.

4. Mud Program and Circulating Medium

Hazardous substances specifically listed by the EPA as a hazardous waste or demonstrating a characteristic of a hazardous waste will not be used in drilling, testing, or completion operations.

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

Daily drilling and completion progress reports shall be submitted to this office on a weekly basis.

All Drill Stem tests (DST) shall be accomplished during daylight hours, unless specific approval to start during other hours is obtained from the AO. 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 unless prior approval is obtained from the AO.

Submit a field copy of the CBL to this office.

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 AO.

6. Notifications of Operations

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 Vernal District Office shall be notified, during regular work hours (7:45 a.m.-4:30 p.m., Monday through Friday except holidays), at least 24 hours prior to spudding the well.

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

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 conducted with the replacement rig.

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.

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 five (5) days following the date on which the well is placed on production.

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.

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 thirty (30) days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.7-4.

No well abandonment operations will be commenced without the 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 AO. A "Subsequent Report of Abandonment" Form 3160-5, will be filed with the AO within thirty (30) days following completion of the well for abandonment. This report will indicate where plugs were placed and the current status of surface restoration. Final abandonment will not be approved until the surface reclamation work required by the approved APD or approved abandonment notice has been completed to the satisfaction of the AO or his representative, or the appropriate Surface Managing Agency.

7. Other Information

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

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 within 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 Onshore Oil & Gas Order No. 4 for liquid hydrocarbons and Onshore Oil & Gas Order No. 5 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 workover 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."

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 extension period may be granted, if requested, prior to the expiration of the original approval period.

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

Ed Forsman (801) 789-7077
Petroleum Engineer

Wayne Bankert (801) 789-4170
Petroleum Engineer

BLM FAX Machine (801) 781-4410

EPA'S LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES

While the following wastes are nonexempt, they are not necessarily hazardous.

- Unused fracturing fluids or acids
- Gas plant cooling tower cleaning wastes
- Painting wastes
- Oil and gas service company wastes, such as empty drums, drum rinsate, vacuum truck rinsate, sandblast media, painting wastes, spent solvents, spilled chemicals, and waste acids
- Vacuum truck and drum rinsate from trucks and drums, transporting or containing nonexempt waste
- Refinery wastes
- Liquid and solid wastes generated by crude oil and tank bottom reclaimers
- Used equipment lubrication oils
- Waste compressor oil, filters, and blowdown
- Used hydraulic fluids
- Waste solvents
- Waste in transportation pipeline-related pits
- Caustic or acid cleaners
- Boiler cleaning wastes
- Boiler refractory bricks
- Incinerator ash
- Laboratory wastes
- Sanitary wastes
- Pesticide wastes
- Radioactive tracer wastes
- Drums, insulation and miscellaneous solids.

SURFACE USE PLAN OF DEVELOPMENT

A. VEGETATION/LANDSCAPE

1. Before the site is abandoned, the company will be required to restore the well pad and access road to near their original state. The disturbed area will be reseeded with desirable perennial vegetation.

Although the road right-of-way will be 30 feet wide, the graded area of the road will be limited in most places to 21 feet from the toe of the fills to the top of the cuts. Where deep cuts are required for road construction or where intersections or sharp curves occur, the road may be constructed wider than 21 feet so that large pieces of equipment will have enough room to make turns.

2. Noxious weeds will be controlled on all well sites and rights-of-way. If noxious weeds spread from the well sites or rights-of-way onto adjoining land, the company will also be responsible for their control.

B. SOILS/RANGE/WATERSHEDS

1. Soil erosion will be mitigated by reseeded in all disturbed areas.
2. Salt and pollution loading of the soil and geological formations will be mitigated by requiring the oil company to have closed drilling and production systems.

Reason(s): This stipulation is recommended, but would not be required, except the company agreed to this practice.

- c. Production water, oil, and other by-products will not be applied to roads or well pads for the control of dust or weeds. Indiscriminate dumping of oil field by-products on tribal lands will not be allowed.

C. WILDLIFE/VEGETATION/THREATENED & ENDANGERED SPECIES

No Threatened and Endangered species have been identified associated with this project. Therefore, no stipulations have been developed for their protection.

D. CULTURAL RESOURCES

All well sites, access roads, and pipeline rights-of-way have had cultural resource surveys completed by a qualified archaeologist or paleontologist. They have also been cleared through the Phoenix Area Archaeologist as required by Sec. 106 of the Historical and Preservation Act.

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 02/11/94

API NO. ASSIGNED: 43-047-32459

WELL NAME: GHU 11
OPERATOR: CHEVRON USA PRODUCTION CO (N0210)

PROPOSED LOCATION:
NWSE 20 - T08S - R21E
SURFACE: 2089-FSL-2042-FEL
BOTTOM: 2089-FSL-2042-FEL
UINTAH COUNTY
GYPSUM HILLS FIELD (610)

INSPECT LOCATION BY: / /		
TECH REVIEW	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: FED
LEASE NUMBER: U-0140740

RECEIVED AND/OR REVIEWED:

Y Plat
Y Bond: Federal [State [] Fee []
 (Number U-89-75-81-34)
N Potash (Y/N)
N Oil shale (Y/N)
Y Water permit
 (Number _____)
N RDCC Review (Y/N)
 (Date: _____)

LOCATION AND SITING:

R649-2-3. Unit: UTU 67951A
 R649-3-2. General.
 R649-3-3. Exception.
 Drilling Unit.
 Board Cause no: _____
 Date: _____

COMMENTS: _____

STIPULATIONS: _____

STATE OF UTAH

Operator: CHEVRON USA PRODUCTION	Well Name: GYPSUM HILLS UNIT 11
Project ID: 43-047-32459	Location: SEC. 20 - T086 - R21E

Design Parameters:

Mud weight (9.50 ppg) : 0.494 psi/ft
 Shut in surface pressure : 2337 psi
 Internal gradient (burst) : 0.057 psi/ft
 Annular gradient (burst) : 0.000 psi/ft
 Tensile load is determined using buoyed weight
 Service rating is "Sweet"

Design Factors:

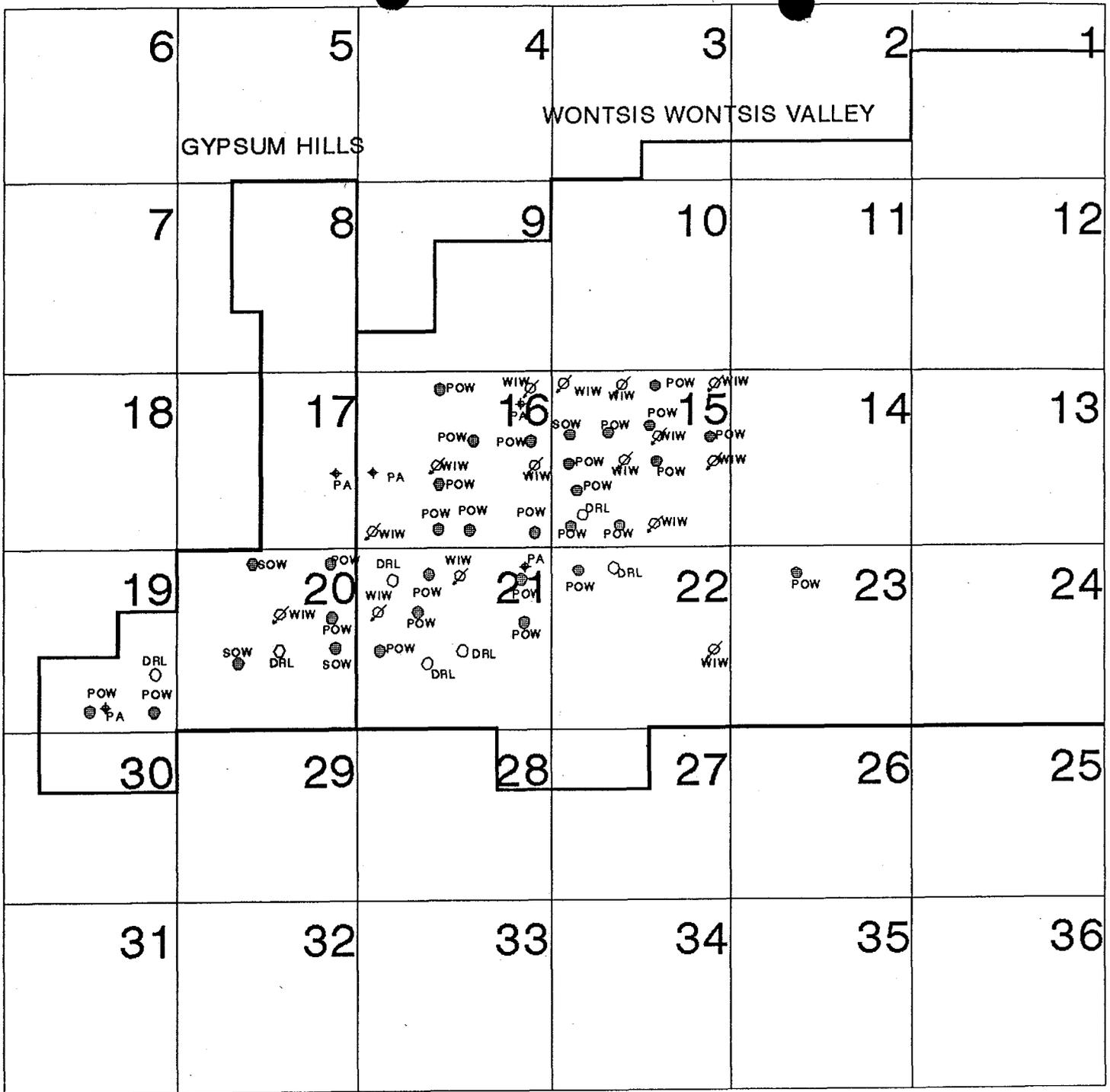
Collapse : 1.125
 Burst : 1.00
 8 Round : 1.80 (J)
 Buttress : 1.60 (J)
 Other : 1.50 (J)
 Body Yield : 1.50 (B)

Length (feet)	Size (in.)	Weight (lb/ft)	Grade	Joint	Depth (feet)	Drift (in.)	Cost		
1	5,360	5.500	15.50	K-55	LT&C	5,360	4.825		
	Load (psi)	Collapse Strgth (psi)	S.F.	Burst Load (psi)	Min Int Strgth (psi)	Yield S.F.	Tension Load (kips)	Strgth (kips)	S.F.
1	2645	4040	1.527	2645	4810	1.82	71.01	239	3.37 J

Prepared by : FRM, Salt Lake City, UT
 Date : 02-13-1995
 Remarks :

Minimum segment length for the 5,360 foot well is 1,000 feet.
 SICP is based on the ideal gas law, a gas gravity of 0.69, and a mean gas temperature of 101°F (Surface 74°F , BHT 128°F & temp. gradient 1.000°/100 ft.)
 The mud gradient and bottom hole pressures (for burst) are 0.494 psi/ft and 2,645 psi, respectively.

NOTE: The design factors used in this casing string design are as shown above. As a general guideline, Lone Star Steel recommends using minimum design factors of 1.125 - Collapse (with evacuated casing), 1.0 - Burst, 1.8 - 8 Round Tension, 1.6 - Buttress Tension, and 1.5 - Body Yield. Collapse strength under axial tension was calculated based on the Westcott, Dunlop and Kemler curve. Engineering responsibility for use of this design will be that of the purchaser. Costs for this design are based on a 1987 pricing model. (Version 1.06)



R 21 E

GREEN RIVER DEVELOPMENT
 WONTSIS VALLEY AND GYPSUM HILLS



United States Department of the Interior
BUREAU OF INDIAN AFFAIRS
UINTAH AND OURAY AGENCY
Fort Duchesne, Utah 84026
(801) 722-2406 Ext.

IN REPLY REFER TO:

Real Estate Services
Acq. & Disp.

JAN 31 1995

Chevron U.S.A Inc.
P.O. Box 455
Vernal, Utah 84078

Dear Sirs:

This is your authority to proceed with the construction of the following right-of-way. (BIA ROW# H62-93-92)

Gypsum Hills Unit #11 (GHU#11)

Wellsite- 300.00' length X 200.00' width equalling
1.38 acres more or less located in the
NW1/4SE1/4 Sec. 20 T. 8 S., R. 21 E., S.L.B. & M.

Environmental Analysis Report REMARKS:6. Mitigation Stipulations:

See Attached Environmental Assessment Report. Strict adherence to the mitigation stipulations is required.

Enclosed is a Grant of Easement for this Right-of-way. Upon completion of construction, please submit an Affidavit of Completion with accompanying Certification in order that the Right-of-way information is legally recorded with the U.S. Government through the Office of Land Title & Records for the Southwest in Albuquerque, New Mexico.

If you have any questions regarding the above right-of-way, you may contact Mr. Charles Cameron, Acting Resources Officer or Norman F. Cambridge, Realty Specialist at (801) 722-2406 Ext. 38/49.

Sincerely,

Superintendent

cc: chrono
row file
nc/wp/doc/ghullws.con/1/31/95

memorandum

JAN 24 1995

Received
2/1/95

DATE:

REPLY TO
ATTN OF:

Superintendent, Uintah & Ouray Agency

SUBJECT:

Concurrence Letter for CHEVRON U.S.A. Inc.
ROW-H62-93-92, GHU# 11, S1/2 Section 20, T8S., R21E.,
SLB&M, Uintah County, Utah.

TO:

Bureau of Land Management, Vernal District Office
 Attention: Mr. Paul Andrews, Area Manager

Based on available information received on January 24, 1995, we have cleared the proposed location in the following area of environmental impact.

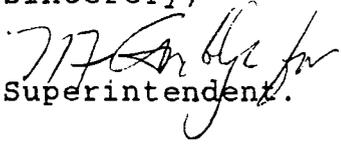
YES NO Listed threatened or endangered species
 YES NO Critical wildlife habitat
 YES NO Archeological or cultural resources
 YES NO Air quality aspects (to be used only if
 project is in or adjacent to a Class I area of
 attainment
 YES NO Other (if necessary)

REMARKS: Environmental Analysis-6. MITIGATION STIPULATIONS
Strict conformance to Site Specific Environmental Analysis,
attached hereto is required.

Upon completion of construction, please submit an Affidavit of Completion with accompanying Certification so that we may record all pertinent documents at our Southwest Title Plant in Albuquerque, New Mexico.

If you have any question regarding said right-of-way, you may contact Mr. Charles Cameron, Acting Resources Officer or Norman Cambridge, Realty Specialist at (801) 722-2406 Ext. 52/49.

Sincerely,


 Superintendent.



United States Department of the Interior

BUREAU OF INDIAN AFFAIRS

UINTAH AND OURAY AGENCY
FORT DUCHESNE, UTAH 84026
(801) 722-2406

IN REPLY REFER TO:

JAN 24 1995

Real Estate Services
Acq. & Disp.

Chevron U.S.A INC.
P.O. Box 455
Vernal, Utah 84078

Dear Sirs:

This is your authority to proceed with the construction of the following right-of-way. (BIA ROW# H62-95-92)

Gypsum Hills Unit #11 (GHU#11)
Pipeline- 1,165.87' in length, 30.00' wide equalling
.80 acres more or less located in the
NE1/4SW1/4 and the NW1/4SE1/4 Sec. 20
T. 8 S., R. 21 E., S.L.B. & M.

Environmental Analysis Report REMARKS:6. Mitigation Stipulations:

See Attached Environmental Assessment Report. Strict adherence to the mitigation stipulations is required.

Enclosed is a Grant of Easement for this Right-of-way. Upon completion of construction, please submit an Affidavit of Completion with accompanying Certification in order that the Right-of-way information is legally recorded with the U.S. Government through the Office of Land Title & Records for the Southwest in Albuquerque, New Mexico.

If you have any questions regarding the above right-of-way, you may contact Mr. Charles Cameron, Acting Resources Officer or Norman F. Cambridge, Realty Specialist at (801) 722-2406 Ext. 38/49.

Sincerely,

W. H. [Signature]
Superintendent

cc: chrono
row file
nc/wp/doc/ghullpl.com/1/24/95

GRANT OF EASEMENT FOR RIGHT-OF-WAY

KNOW ALL MEN BY THESE PRESENTS:

That the UNITED STATES OF AMERICA, as trustee for the UTE INDIAN TRIBE acting by and through the Superintendent of the Uintah and Ouray Agency, as "Grantor", under authority contained in 209 DM 8 (39 F.R. 32166), 10 BIAM 3 (34 F.R. 637), 230 DM 3 (20 F.R. 992), and Sec. 2.11 (34 F.R. 11109), pursuant and subject to the provisions of the Act of February 5, 1948 Stat. 17, (25 U.S.C. 323-328), and Part 169, Title 25, Code of Federal Regulations, in consideration of: One Thousand Sixty Dollars and No Cents, \$1,060.00, based on a rate of \$1,325.00 per acre for consideration, the receipt of which is acknowledged does hereby grant to: Chevron U.S.A., Inc., P.O. Box 455, Vernal, Utah, 84078 its successors and assigns, hereinafter referred to as Grantee", an easement for right-of-way :

Pipeline-1,165.87' in length, 30.00' width or .80 acres; located in the NE1/4SW1/4 and the NW1/4SE1/4 Sec. 20, T 8S., R. 21E., SLB&M., for the following purposes namely: The construction, maintenance, repair, inspection, protection, operation and removal of one Pipeline for the GHU# 11 location together with the necessary appurtenances thereto, on, over and across the land embraced within the right-of-way located in Uintah County, Utah.

TO HAVE AND TO HOLD said easement and right-of-way unto the Grantee and unto its successors and assigns, together with the right of ingress and egress for the purpose described above for which said easement is granted. This easement is subject to any prior existing right or adverse claim and is for a 20 year period beginning January 24, 1995, so long as said easement shall actually be used for the purposes above specified. Consideration may be increased at five (5) year intervals if necessary to reflect then existing market prices. This right-of-way shall be terminable in whole or in part by the grantor for any of the following causes upon 30 days' written notice and failure of the Grantee within said notice period to correct the basis of termination. (25 CFR 169:20)

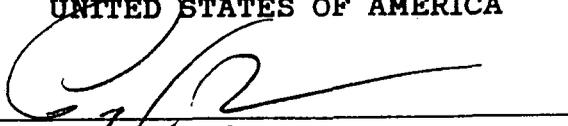
- A. Failure to comply with any term or condition of the grant or the applicable regulations.
- B. A nonuse of the right-of-way for a consecutive two-year period for the purpose for which it was granted.
- C. An abandonment of the right-of-way.
- D. Failure of the Grantee, upon completion of construction, to file with the Grantor an Affidavit of Completion Pursuant to 25 CFR 169.16.

The conditions of this easement shall extend to and be binding upon and shall inure to the benefit of the successors and assigns of the Grantee. It has been determined that approval of this document is not such a major federal action significantly affecting the quality of the human environment as to require the preparation of an environmental impact statement under Section 102 (2) (c) of the National Environmental Policy Act of 1969 (42 U.S.C. ¶4332) (2) (c).

IN WITNESS WHEREOF, Grantor has executed this Grant of Easement this 24 day of January 1995.

UNITED STATES OF AMERICA

By: _____


 Superintendent
 U.S. Department of the Interior
 Uintah and Ouray Agency
 Fort Duchesne, UT 84026

GRANT OF EASEMENT FOR RIGHT-OF-WAY

KNOW ALL MEN BY THESE PRESENTS:

That the UNITED STATES OF AMERICA, as trustee for the UTE INDIAN TRIBE acting by and through the Superintendent of the Uintah and Ouray Agency, as "Grantor", under authority contained in 209 DM 8 (39 F.R. 32166), 10 BIAM 3 (34 F.R. 637), 230 DM 3 (20 F.R. 992), and Sec. 2.11 (34 F.R. 11109), pursuant and subject to the provisions of the Act of February 5, 1948 Stat. 17, (25 U.S.C. 323-328), and Part 169, Title 25, Code of Federal Regulations, in consideration of: One Thousand Eight Hundred Twenty-Eight Dollars and Fifty Cents, \$1,828.50, based on a rate of \$1,325.00 per acre for consideration, the receipt of which is acknowledged does hereby grant to: Chevron U.S.A., Inc., P.O. Box 455, Vernal, Utah, 84078 its successors and assigns, hereinafter referred to as Grantee", an easement for right-of-way :
Wellsite- Location with four sides, L1=300.00', L2=200.00', L3=300.00', L4=-200.00' with a total area of 1.38 acres more or less; located in the NW1/4SE1/4 Sec. 20, T 8S., R. 21E., SLB&M., for the following purposes namely: The construction, maintenance, repair, inspection, protection, operation and removal of a Wellsite for the GHU# 11 location together with the necessary appurtenances thereto, on, over and across the land embraced within the right-of-way located in Uintah County, Utah.

TO HAVE AND TO HOLD said easement and right-of-way unto the Grantee and unto its successors and assigns, together with the right of ingress and egress for the purpose described above for which said easement is granted. This easement is subject to any prior existing right or adverse claim and is for a 20 year period beginning January 24, 1995, so long as said easement shall actually be used for the purposes above specified. Consideration may be increased at five (5) year intervals if necessary to reflect then existing market prices. This right-of-way shall be terminable in whole or in part by the grantor for any of the following causes upon 30 days' written notice and failure of the Grantee within said notice period to correct the basis of termination. (25 CFR 169:20)

- A. Failure to comply with any term or condition of the grant or the applicable regulations.
- B. A nonuse of the right-of-way for a consecutive two-year period for the purpose for which it was granted.
- C. An abandonment of the right-of-way.
- D. Failure of the Grantee, upon completion of construction, to file with the Grantor an Affidavit of Completion Pursuant to 25 CFR 169.16.

The conditions of this easement shall extend to and be binding upon and shall inure to the benefit of the successors and assigns of the Grantee. It has been determined that approval of this document is not such a major federal action significantly affecting the quality of the human environment as to require the preparation of an environmental impact statement under Section 102 (2) (c) of the National Environmental Policy Act of 1969 (42 U.S.C. ¶4332) (2) (c).

IN WITNESS WHEREOF, Grantor has executed this Grant of Easement this 24 day of January 1995.

UNITED STATES OF AMERICA

By: [Signature]
 Superintendent
 U.S. Department of the Interior
 Uintah and Ouray Agency
 Fort Duchesne, UT 84026



State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt
Governor
Ted Stewart
Executive Director
James W. Carter
Division Director

355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
801-538-5340
801-359-3940 (Fax)
801-538-5319 (TDD)

February 13, 1995

Chevron USA Production Company
P.O. Box 455
Vernal, Utah 84078

Re: GHU #11 Well, 2089' FSL, 2042' FEL, NW SE, Sec. 20, T. 8 S., R. 21 E., Uintah
County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. 40-6-1 et seq., Utah Admin. R. 649-3-1 et seq., and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-32459.

Sincerely,

R. J. Pirth
Associate Director

ldc

Enclosures

cc: Uintah County Assessor
Bureau of Land Management, Vernal District Office
WAPD

Operator: Chevron USA Production Company

Well Name & Number: GHU #11

API Number: 43-047-32459

Lease: Federal U-0140740

Location: NW SE Sec. 20 T. 8 S. R. 21 E.

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for Permit to Drill.

2. Notification Requirements

Notify the Division within 24 hours following spudding the well or commencing drilling operations. Contact Jimmie Thompson at (801)538-5340.

Notify the Division prior to commencing operations to plug and abandon the well. Contact Frank Matthews or Mike Hebertson at (801)538-5340.

3. Reporting Requirements

All required reports, forms and submittals shall be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

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

SUBMIT IN TRIPLICATE*

(Other instructions on reverse side)

Form approved
Budget Bureau No. 1004-0136
Expires December 31, 1991

FEB 15 1995

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/>		7. UNIT AGREEMENT NAME GYPHUM HILLS (SR) UNIT	
b. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS-WELL <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		8. FARM OR LEASE NAME, WELL NO. GHU #11	
2. NAME OF OPERATOR CHEVRON USA PRODUCTION CO.		9. API WELL NO. 43-097-32959	
3. ADDRESS AND TELEPHONE NO. P.O. BOX 455, VERNAL, UT 84078 (801) 781-4300		10. FIELD AND POOL, OR WILDCAT GYPHUM HILLS GREEN RIVER	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)* At surface 2042' FEL, 2089' FSL, NW/SE At proposed prod. zone SAME		11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA S20-T8S-R21E, SLB&M	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*		12. COUNTY OR PARISH UINTAH	13. STATE UTAH
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 2042'	16. NO. OF ACRES IN LEASE 800	17. NO. OF ACRES ASSIGNED TO THIS WELL 40	
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 1258'	19. PROPOSED DEPTH 5360'	20. ROTARY OR CABLE TOOLS ROTARY	
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 4682' GR		22. APPROX. DATE WORK WILL START* 5/1/94	

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12-1/4"	8-5/8" K-55	24#	360'	125 SX
7-7/8"	5-1/2" K-55	15.5#	5360'	282 SX

We propose to drill and complete GHU #11 as a 40-acre infill oil producer in the G1 Line of the Green River Fm. Please refer to attachments for pertinent information on the drilling and surface use plans.

Attachments:

- Eight-Point Drilling Plan with Exhibits
- Thirteen-Point Surface Use Plan with Exhibits
- Self-Certification Statement
- Certified Plat

RECEIVED
FEB 14 1995

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, 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 *St. Kelley* TITLE TEAM LEADER DATE 2-4-94

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

Application approval 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.

CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY *Edwin J. Johnson* TITLE ASSISTANT DISTRICT MANAGER MINERALS DATE FEB 14 1995

*See Instructions On Reverse Side

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

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: CHEVRON USA

Well Name: GYPSUM HILLS UNIT # 11

Api No. 43-047-32459

Section 20 Township 8S Range 21E County UINTAH

Drilling Contractor _____

Rig # _____

SPUDDED: Date 3/18/95

Time _____

How DRY HOLE

Drilling will commence _____

Reported by DWH-DOGM

Telephone # _____

Date: 3/24/95 Signed: JLT

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well Gas Well Other

2. Name of Operator

CHEVRON U.S.A. PRODUCTION CO.

3. Address and Telephone No.

P. O. BOX 4876
HOUSTON, TX 77210

RECEIVED
MAR 31 1995
DIV OF OIL, GAS & MINING
ATTN: MARY COHLMIA
(713) 754-5068

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

2042' FEL, 2089' FSL
NW SE Sec. 20-T8S, R21E

5. Lease Designation and Serial No.

U-0140740

6. If Indian, Allottee or Tribe Name

Uintah-Ouray

7. If Unit or CA, Agreement Designation

Gypsum Hills

8. Well Name and No.

Gypsum Hills #11

9. API Well No.

43-047-32459

10. Field and Pool, or Exploratory Area

Gypsum Hills/Green River

11. County or Parish, State

Uintah Co., 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"/> Change of Plans	
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion	<input type="checkbox"/> New Construction	
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back	<input type="checkbox"/> Non-Routine Fracturing	
	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Water Shut-off	
	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Conversion to Injection	
	<input type="checkbox"/> Other	<input type="checkbox"/> Dispose Water	

(Note: Report results of multiple completions 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.)*

THE PURPOSE OF THIS SUNDRY IS TO REPORT THE SPUD OF THE ABOVE WELL ON MARCH 19, 1995.

3-BLM VERNAL, 2-UTOGC, DRLG, RANGELY

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

Signed: Mary Cohlma

Title: DRILLING TECHNICAL ASSISTANT

Date: 3/24/95

(This space for Federal or State office use)

Approved by: _____

Title: _____

Date: _____

Conditions of approval, if any:

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

* See Instruction on Reverse Side

OPERATOR: Chevron USA Production Company
ADDRESS: 11002 East 17500 South
Vernal, Utah 84078-8526 (801)781-4300

OPERATOR ACCT. No. N0210

ENTITY ACTION FORM - FORM 6

Action Code	Current Entity No.	New Entity No.	API Number	Well Name	QQ	SC	TP	RG	County	Spud Date	Effective Date
B	99999	5670	43-047-32626	Red Wash Unit #314	SE¼SW¼	S29	T7S	R24E	Uintah	04/08/95	
WELL 1 COMMENTS: Well drilled as part of the Green River Participating Area within the Red Wash Unit <i>Entitres added 4-27-95. J</i>											
B	99999	5355	43-047-32459	Gypsum Hills Unit #11	NW¼SE¼	S20	T8S	R21E	Uintah	03/19/95	
WELL 2 COMMENTS: Well will be drilled as a unit well for production as part of the Gypsum Hills Secondary Recovery Unit											
B	99999	5355	43-047-32458	Gypsum Hills Unit #12	NE¼SE¼	S19	T8S	R21E	Uintah	03/10/95	
WELL 3 COMMENTS: Well will be drilled as a unit well for injection as part of the Gypsum Hills Secondary Recovery Unit											
B	99999	5355	43-047-32460	Gypsum Hills Unit #13	NE¼SW¼	S21	T8S	R21E	Uintah	04/10/95	
WELL 4 COMMENTS: Well will be drilled as a unit well for production as part of the Gypsum Hills Secondary Recovery Unit											
B	99999	5355	43-047-32647	Gypsum Hills Unit #14	NW¼SW¼	S20	T8S	R21E	Uintah	03/17/95	
WELL 5 COMMENTS: Well will be drilled as a unit well for production as part of the Gypsum Hills Secondary Recovery Unit											

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

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

(3/89)

RECEIVED

APR 27 1995

DIVISION OF
OIL, GAS & MINING

J. Peckley
Signature
Asset Team Leader 4-24-95
Title Date
Phone No. (801) 781-4300

OPERATOR: Chevron USA Production Company
 ADDRESS: 11002 East 17500 South
 Vernal, Utah 84078-8526 (801)781-4300

OPERATOR ACCT. No. N0210

ENTITY ACTION FORM - FORM 6

Action Code	Current Entity No.	New Entity No.	API Number	Well Name	QQ	SC	TP	RG	County	Spud Date	Effective Date
B	99999	5355	43-047-32648	Gypsum Hills Unit #15	SW%SW%	S20	T8S	R21E	Uintah	03/20/95	

WELL 1 COMMENTS:
 Well will be drilled as a unit well for production as part of the Gypsum Hills Secondary Recovery Unit *Entities added 4-27-95. Lee*

B	99999	5355	43-047-32649	Gypsum Hills Unit #17	SW%SE%	S20	T8S	R21E	Uintah	04/13/95	
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WELL 2 COMMENTS:
 Well will be drilled as a unit well for production as part of the Gypsum Hills Secondary Recovery Unit

B	99999	5355	43-047-32650	Gypsum Hills Unit #18	SE%SE%	S20	T8S	R21E	Uintah	04/12/95	
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WELL 3 COMMENTS:
 Well will be drilled as a unit well for production as part of the Gypsum Hills Secondary Recovery Unit

B	99999	5265	43-047-32461	WVFU #119	NW%NW%	S21	T8S	R21E	Uintah	03/21/95	
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WELL 4 COMMENTS:
 Well will be drilled as a unit well for production as part of the Wonsits Valley Federal Unit

B	99999	5265	43-047-32462	WVFU #120	NE%NW%	S22	T8S	R21E	Uintah	03/23/95	
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WELL 5 COMMENTS:
 Well will be drilled as a unit well for production as part of the Wonsits Valley Federal Unit

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

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

(3/89)

RECEIVED
 APR 27 1995

DIVISION OF
 OIL, GAS & MINING

St. Paul
 Signature
 Asset Team Leader
 Title
 Date 4-24-95
 Phone No. (801) 781-4300

OPERATOR: **Chevron USA Production Company**
 ADDRESS: **11002 East 17500 South**
Vernal, Utah 84078-8526 (801)781-4300

ENTITY ACTION FORM - FORM 6

Action Code	Current Entity No.	New Entity No.	API Number	Well Name	QQ	SC	TP	RG	County	Spud Date	Effective Date
B	99999	5670	43-047-32629	Red Wash Unit #306	NE¼SW¼	S23	T7S	R24E	Uintah	03/06/95	

WELL 1 COMMENTS:
 Well drilled as part of the Green River Participating Area within the Red Wash Unit *Entities added 4-27-95. Jc*

B	99999	5670	43-047-32632	Red Wash Unit #307	SW¼SW¼	S16	T7S	R24E	Uintah	03/07/95	
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WELL 2 COMMENTS:
 Well drilled as part of the Green River Participating Area within the Red Wash Unit

B	99999	5670	43-047-32627	Red Wash Unit #308	SE¼SW¼	S28	T7S	R24E	Uintah	03/16/95	
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WELL 3 COMMENTS:
 Well drilled as part of the Green River Participating Area within the Red Wash Unit

B	99999	5670	43-047-32595	Red Wash Unit #312	SW¼NE¼	S34	T7S	R24E	Uintah	03/10/95	
---	-------	------	--------------	--------------------	--------	-----	-----	------	--------	----------	--

WELL 4 COMMENTS:
 Well drilled as part of the Green River Participating Area within the Red Wash Unit

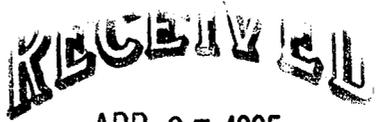
B	99999	5670	43-047-32630	Red Wash Unit #313	NE¼SW¼	S20	T7S	R24E	Uintah	04/07/95	
---	-------	------	--------------	--------------------	--------	-----	-----	------	--------	----------	--

WELL 5 COMMENTS:
 Well drilled as part of the Green River Participating Area within the Red Wash Unit

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

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

(3/89)



APR 27 1995

DIVISION OF
 OIL, GAS & MINING

[Signature]
 Signature
 Asset Team Leader 4-24-95
 Title Date
 Phone No. (801) 781-4300

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

SUBMIT IN TRIPLICATE

1. Type of Well
Oil Gas
 Well Well Other

2. Name of Operator
CHEVRON U.S.A. PRODUCTION COMPANY

3. Address and Telephone No.
11002 EAST 17500 SOUTH, VERNAL, UT 84078-8526 (801) 781-4302

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2042' FEL, 2089' FSL, SEC. 20, T8S/R21E

5. Lease Designation and Serial No.
U-0140740

6. If Indian, Allottee or Tribe Name
Uintah-Ouray

7. If Unit or CA, Agreement Designation
Gypsum Hills Unit

8. Well Name and No.
GHU #11

9. API Well No.
43-047-32459

10. Field and Pool, or Exploratory Area
GYPSUM HILLS-GRN. RIVER

11. County or Parish, State
UINTAH, UTAH

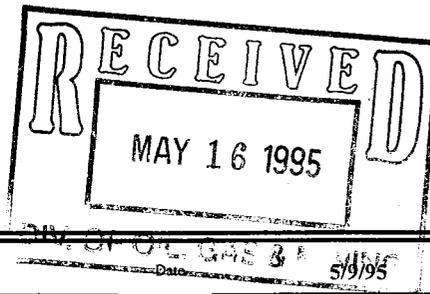
12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

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

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

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

Subject well has commenced production effective May 6, 1995.



14. I hereby certify that the foregoing is true and correct.
Signed *Chana Hough*

Title Operations Assistant

(This space for Federal or State office use)

Approved by: _____ Title _____ Date _____

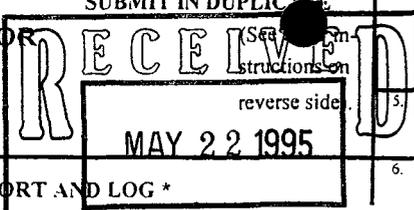
Conditions of approval, if any

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.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLICATE

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



WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

1a. TYPE OF WELL
 OIL WELL GAS WELL DRY Other _____
 b. TYPE OF COMPLETION
 NEW WELL WORK OVER DEEP-EN PLUG BACK DIFF. RESVR Other _____

DIV. OF OIL, GAS & MINING

2. NAME OF OPERATOR
CHEVRON U.S.A. PRODUCTION COMPANY

3. ADDRESS OF OPERATOR
11002 E. 17500 S. VERNAL, UT 84078-8526

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)*
 At surface 2042' FEL, 2089' FSL
 At top rod. interval reported below
 At total depth

5. LEASE DESIGNATION AND SERIAL NO.
U-0140740

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

7. UNIT AGREEMENT NAME
GYPSUM HILLS UNIT

8. FARM OR LEASE NAME
GYPSUM HILLS

9. WELL NO.
GHU #11

10. FIELD AND POOL, OR WILDCAT
GYPSUM HILLS-GRN. RIVER

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
SEC. 20, T8S/R21E

14. PERMIT NO. 43-047-32459	DATE ISSUED 2/14/95	12. COUNTY OR PARISH UINTAH	13. STATE UTAH
15. DATE SPUDDED 3/18/95	16. DATE T.D. REACHED 4/22/95	17. DATE COMPL. (Ready to prod.) 5/4/95	18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* 4698' KB
19. ELEV. CASINGHEAD 4682'	20. TOTAL DEPTH, MD & TVD 5385'	21. PLUG BACK T.D., MD & TVD 5331'	22. IF MULTIPLE COMPL., HOW MANY* N/A
23. INTERVALS DRILLED BY →			ROTARY TOOLS X
24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD AND TVD)* GREEN RIVER FORMATION 5209-5222'			CABLE TOOLS NO
25. WAS DIRECTIONAL SURVEY MADE NO			

26. TYPE ELECTRIC AND OTHER LOGS-RUN
DIL, GR, SONIC, CALIPER, DENSITY, NEUTRON, CBL, CCL 4-27-95

27. WAS WELL CORED
NO

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT PULLED
5 1/2"	15.5#	5384'	7 7/8"	455 SX. HI FILL STANDARD	
				85 SX. PREMIUM PLUS A-G	
8 5/8"	24#	388'	12 1/4"	180 SX. CLASS G	

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
N/A					2 7/8"	5291'	N/A

30. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 7/8"	5291'	N/A

31. PERFORATION RECORD (Interval, size and number)
5209-5222' 4 JSPF

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

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
5290-5222'	24,700 GALS. 28% HCL

33. PRODUCTION

DATE FIRST PRODUCTION 5/6/95	PRODUCTION METHOD (Flowing, gas lift, pumping--size and type of pump) ROD PUMP 1 3/4"	WELL STATUS (Producing or shut-in) PRODUCING
DATE OF TEST 5/8/95	HOURS TESTED 24	CHOKE SIZE N/A
PROD'N FOR TEST PERIOD →	OIL--BBL. 299	GAS--MCF. 65
WATER--BBL. 0	GAS-OIL RATIO 217 SCF/BBL.	
FLOW. TUBING PRESS. N/A	CASING PRESSURE	CALCULATED 24-HOUR RATE →
OIL--BBL. 299	GAS--MCF 65	WATER--BBL. 0
OIL GRAVITY-API (CORR.) 29		

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

TEST WITNESSED BY
GLEN BEAMAN

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 Stewart D. McPherson TITLE PETROLEUM ENGINEER DATE 5/17/95

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

FORMATION	TOP		DESCRIPTION, CONTENTS, ETC.	BOTTOM		TOP	
	5208' 5224'			5222' 5235'		MEAS. DEPTH	TRUE VERT. DEPTH
GREEN RIVER G1 LIMIE G1 SAND			OIL NO DSTS			2116'	

38. GEOLOGIC MARKERS

NAME	MEAS. DEPTH	TRUE VERT. DEPTH
GREEN RIVER	2116'	

**EQUIPMENT INVENTORY
UTAH DIVISION OF OIL, GAS AND MINING
STATE OF UTAH**

Operator: CHEVRON USA INC. Lease: State: _____ Federal: X Indian: _____ Fee: _____

Well Name: GYPSUM HILLS UNIT #11 API Number: 43-047-32459

Section: 20 Township: 8S Range: 21E County: UINTAH Field: GYPSUM HILLS

Well Status: POW Well Type: Oil: X Gas: _____

PRODUCTION LEASE EQUIPMENT: (NUMBER)

Boiler(s): _____ Compressor(s): _____ Separator(s): _____ Dehydrator(s): _____

Shed(s): _____ Line Heater(s): 1 Heated Separator(s): _____ VRU: _____

Heater Treater(s): _____

PUMPS:

Triplex: _____ Chemical: 1 Centrifugal: 1

LIFT METHOD:

Pumpjack: X Hydraulic: _____ Submersible: _____ Flowing: _____

GAS EQUIPMENT: (NUMBER)

Purchase Meter: 0 Sales Meter: 0

TANKS:

NUMBER

SIZE

Oil Storage Tank(s): _____ BBLS

Water Tank(s): _____ BBLS

Power Water Tank: _____ BBLS

Condensate Tank(s): _____ BBLS

Propane Tank: _____

Central Battery Location: (IF APPLICABLE)

Qtr/Qtr: NE/NE Section: 20 Township: 8E Range: 21E

REMARKS: CASINGHEAD GAS GOES INTO EMULSION LINE AND LEAVES LOCATION. FUEL GAS RETURNS FROM CENTRAL BATTERY. PUMP JACK IS GAS POWERED.

CENTRAL BATTERY IS AT GHU #3 LOCATION.

Inspector: DAVID HACKFORD

Date: 7/7/95

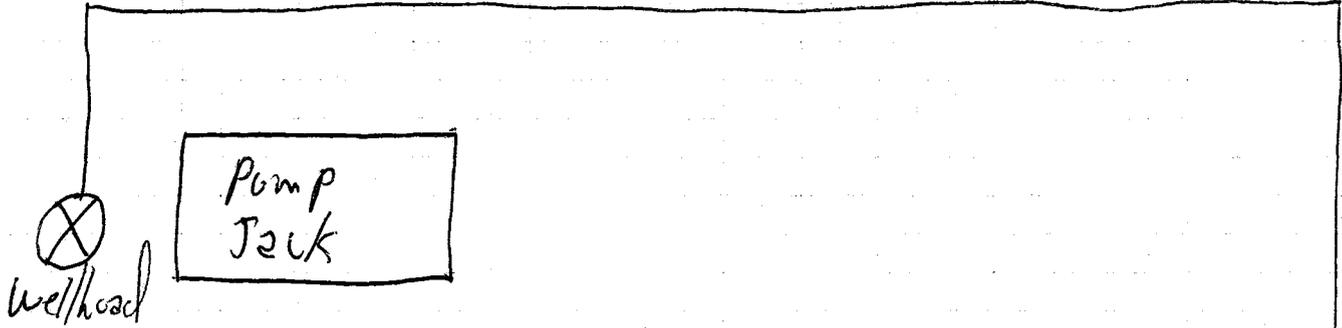
Chevron

GHU # 11

43-047-32459

North
↑

line heater



Emulsion line leaves location

Access

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

RECEIVED
DEC 11 1995
DIVISION OF OIL, GAS & MINING

SUNDRY NOTICES AND REPORTS ON OIL, GAS & MINING

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.
VARIOUS

6. If Indian, Allottee or Tribe Name

7. If Unit or CA, Agreement Designation

8. Well Name and No.
SEE BELOW

9. API Well No. **43.047-32459**
SEE BELOW

10. Field and Pool, or Exploratory Area

11. County or Parish, State
UINTAH, UTAH

SUBMIT IN TRIPLICATE

1. Type of Well
Oil Gas
 Well Well Other **OTHER**

2. Name of Operator
CHEVRON U.S.A. PRODUCTION COMPANY

3. Address and Telephone No.
11002 E. 17500 S., VERNAL, UT 84078-8526 (801) 781-4300

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

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 INSTALL ANODE BEDS
	<input type="checkbox"/> Change of Plans
	<input type="checkbox"/> New Construction
	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Conversion to Injection
	<input type="checkbox"/> Dispose Water

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

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

We request approval to install casing cathodic protection anode beds as follows:

1. Drill 8" diameter holes 250' deep. Each hole will be loaded with 8 - 2.2" x 7' anodes.
2. Dig a 6" x 12" ditch to connect the anodes to a power source.

This sundry notice supersedes a similar anode bed sundry notice dated March 3, 1994 that was not acted upon. Since well statuses have changed recently we felt it necessary to resubmit a new sundry.

See attached for proposed anode bed locations.

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

14. I hereby certify that the foregoing is true and correct.
Signed *M. Alexander* Title Corrosion Representative Date 12/04/95

(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.

Proposed Anode Bed Locations

WV #32	ML-2237	43-047-16513	666' FNL, 1997' FWL, SEC. 16, T8S/R21E
WV #34	U-0806	43-047-15462	2092' FNL, 682' FWL, SEC. 11, T8S/R21E
WV #40-2	U-0806	43-047-31798	1926' FSL, 661' FEL, SEC. 10, T8S/R21E
WV #50	U-0807	43-047-15477	1986' FNL, 1990' FEL, SEC. 15, T8S/R21E
WV #59	U-0807	43-047-20018	1986' FNL, 660' FWL, SEC. 14, T8S/R21E
WV #72	U-2237A	43-047-20058	660' FSL, 660' FWL, SEC. 16, T8S/R21E
WV #78	ML-2237	43-047-20155	1980' FSL, 1980' FWL, SEC. 16, T8S/R21E
WV #103	U-0807	43-047-30021	712' FNL, 664' FWL, SEC. 14, T8S/R21E
WV #110	U-0807	43-047-30046	1990' FNL, 1992' FWL, SEC. 14, T8S/R21E
WV #119	U-0804	43-047-32461	665' FNL, 661' FWL, SEC. 21, T8S/R21E
WV #120	U-0804	43-047-32462	561' FNL, 1906' FWL, SEC. 22, T8S/R21E
WV #137	U-0806	43-047-31523	1995' FNL, 1987' FWL, SEC. 11, T8S/R21E
WV #143	U-0806	43-047-31808	1858' FSL, 2050' FEL, SEC. 10, T8S/R21E
COSTAS 5	U-0804	43-047-31827	1874' FNL, 1255' FEL, SEC. 21, T8S/R21E
WV #133	U-0807	43-047-31706	616' FSL, 1892' FWL, SEC. 15, T8S/R21E
GH #3	U-0140740	43-047-20002	660' FNL, 660' FEL, SEC. 20, T8S/R21E
GH #6	U-0140740	43-047-30099	643' FNL, 1983' FWL, SEC. 20, T8S/R21E
GH #8	U-0140740	43-047-31932	1906' FNL, 1978' FEL, SEC. 20, T8S/R21E
GH #11	U-0140740	43-047-32459	2042' FEL, 2089' FSL, SEC. 20, T8S/R21E
GH #12	U-0140740	43-047-32458	2009' FSL, 666' FEL, SEC. 19, T8S/R21E
GH #13	U-0140740	43-047-32460	2009' FSL, 1837' FWL, SEC. 21, T8S/R21E
SC 23-21	U-025960	43-047-31541	1980' FSL, 660' FWL, SEC. 21, T8S/R21E



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

RECEIVED

FEB 07 2000

DIVISION OF
OIL, GAS AND MINING

IN REPLY REFER TO
UT-931

February 4, 2000

Shenandoah Energy Inc.
Attn: Rae Cusimano
475 17th Street, Suite 1000
Denver, Colorado 80202

Re: Gypsum Hills (Green River) Unit
Uintah County, Utah

Gentlemen:

On December 30, 1999, we received an indenture whereby Chevron U.S.A. Inc. resigned as Unit Operator and Shenandoah Energy Inc. was designated as Successor Unit Operator for the Gypsum Hills (Green River) Unit, Uintah County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective February 4, 2000. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under the Gypsum Hills (Green River) Unit Agreement.

Your statewide (Utah) oil and gas bond No. 0969 will be used to cover all operations within the Gypsum Hills (Green River) Unit.

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

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

cc: Chevron U.S.A. Inc.

bcc: Field Manager - Vernal (w/enclosure)
Division of Oil, Gas & Mining
Minerals Adjudication Group U-932
File - Gypsum Hills (Green River) Unit (w/enclosure)
MMS - Data Management Division
Agr. Sec. Chron
Fluid Chron

UT931:TAThompson:tt:2/4/00

Well	Lease	API Number	Status	Type
COSTAS FEDERAL 1-20-4B	U-0140740	43-047-31006	A	INJ
COSTAS FEDERAL 2-20-3B	U-0140740	43-047-31066	A	INJ
COSTAS FEDERAL 3-21-1D	U-0804	43-047-31604	A	INJ
GYPSUM HILLS UNIT 10	U-025960	43-047-32306	A	INJ
GYPSUM HILLS UNIT 15	U-0140740	43-047-32648	A	INJ
GYPSUM HILLS UNIT 17	U-0140740	43-047-32649	A	INJ
GYPSUM HILLS UNIT 3	U-0140740	43-047-20002	A	INJ
GYPSUM HILLS UNIT 6	U-0140740	43-047-30099	A	INJ
GYPSUM HILLS UNIT 8-1 (SRU)	U-0140740	43-047-31932	A	INJ
GYPSUM HILLS UNIT 12	U-0140740	43-047-32458	A	INJ
COSTAS FEDERAL 4-21-1C	U-0804	43-047-31826	A	OIL
COSTAS FEDERAL 5-21-2C	U-0804	43-047-31827	A	OIL
GYPSUM HILLS 16	U-0140740	43-047-32675	A	OIL
GYPSUM HILLS UNIT 18	U-014740	43-047-32650	A	OIL
GYPSUM HILLS UNIT 4	U-0140740	43-047-30028	A	OIL
GYPSUM HILLS UNIT 9	U-0140740	43-047-32304	A	OIL
GYPSUM HILLS UNIT 11	U-0140740	43-047-32459	A	OIL
GYPSUM HILLS UNIT 13	U-0140740	43-047-32460	A	OIL
GYPSUM HILLS UNIT 14	U-0140740	43-047-32647	A	OIL
GYPSUM HILLS UNIT 19	U-0140740	43-047-32651	A	OIL
GYPSUM HILLS UNIT 20	U-0140740	43-047-32652	A	OIL
WHITON-FEDERAL 1-19-3C	U-0140740	43-047-31065	A	OIL
STAGECOACH 23-21	U-025960	43-047-31541	A	OIL
GYPSUM HILLS UNIT 21	U-0933	43-047-32692	A	GAS
GYPSUM HILLS 22 WG	U-0804	43-047-32818	A	GAS

OPERATOR CHANGE WORKSHEET

ROUTING

<input checked="" type="checkbox"/>	4-KAS
2. CDW <input checked="" type="checkbox"/>	5- CDW
3. JLT	6-FILE

Enter date after each listed item is completed

X Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

Merger

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

01/01/2000

FROM: (Old Operator):

CHEVRON USA INC
 Address: 11002 E. 17500 S.
 VERNAL, UT 84078-8526

Phone: 1-(435)-781-4300

Account No. N0210

TO: (New Operator):

SHENANDOAH ENERGY INC
 Address: 11002 E. 17500 S.
 VERNAL, UT 84078

Phone: 1-(435)-781-4300

Account No. N4235

CA No. Unit: GYPSUM HILLS

WELL(S)

NAME	API	ENTITY	SECTION	TOWNSHIP	RANGE	LEASE
GYPSUM HILLS UNIT 4	43-047-30028	5355	19	08S	21E	FEDERAL
WHITON FEDERAL 1-19-3C	43-047-31065	5355	19	08S	21E	FEDERAL
GYPSUM HILLS 16	43-047-32675	5355	20	08S	21E	FEDERAL
GYPSUM HILLS UNIT 18	43-047-32650	5355	20	08S	21E	FEDERAL
GYPSUM HILLS UNIT 9	43-047-32304	5355	20	08S	21E	FEDERAL
GYPSUM HILLS UNIT 11	43-047-32459	5355	20	08S	21E	FEDERAL
GYPSUM HILLS UNIT 14	43-047-32647	5355	20	08S	21E	FEDERAL
GYPSUM HILLS UNIT 19	43-047-32651	5355	20	08S	21E	FEDERAL
GYPSUM HILLS UNIT 20	43-047-32652	5355	20	08S	21E	FEDERAL
COSTAS FEDERAL 4-21-1C	43-047-31826	5355	21	08S	21E	FEDERAL
COSTAS FEDERAL 5-21-2C	43-047-31827	5355	21	08S	21E	FEDERAL
STAGECOACH 23-21	43-047-31541	5355	21	08S	21E	FEDERAL
GYPSUM HILLS UNIT 21	43-047-32692	5355	21	08S	21E	FEDERAL
GYPSUM HILLS UNIT 22 WG	43-047-32818	5355	22	08S	21E	FEDERAL

OPERATOR CHANGES DOCUMENTATION

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 12/30/1999
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 08/09/2000
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 08/15/2000

May 28, 2003

Division of Oil, Gas, & Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801**Attention: John Baza/Jim Thompson**

Gentlemen:

This will serve as notice that through the internal corporate changes described below, activities formerly conducted in the name of either Shenandoah Operating Company, LLC (SOC) and/or Shenandoah Energy, Inc. (SEI) will hereafter be conducted in the name of QEP Uinta Basin, Inc.: i) the Shenandoah entities were purchased in July, 2001 by Questar Market Resources, Inc., which is a mid-level holding company for the non-utility businesses of Questar Corporation, ii) Shenandoah Operating Company, LLC has now been merged into Shenandoah Energy, Inc. (SEI), iii) Shenandoah Energy, Inc. has now been re-named **QEP Uinta Basin, Inc.** pursuant to a State of Delaware Amended and Restated Certificate of Incorporation, iv) the same employees will continue to be responsible for operations of the former SOC and SEI properties, both in the field and in the office. Accordingly, the change involves only an internal corporate name change and no third party change of operator is involved. Please alter your records to reflect the entity name change. Attached is a spreadsheet listing all wells affected by this change.

Should you have any questions, please call me at 303 - 308-3056.

Yours truly,

Frank Nielsen
Division Landman

Enclosure

RECEIVED

JUN 02 2003

DIV. OF OIL, GAS & MINING

SE (N4235) to QEP (N2460) GYPSUM HILLS UNIT

well_name	Sec	T	R	api	Entity	Lease Type	type	stat	
COSTAS FED 4-21-1C	21	080S	210E	4304731826	5355	Federal	OW	P	
COSTAS FED 5-21-2C	21	080S	210E	4304731827	5355	Federal	OW	P	
GHFU 10G-19-8-21	19	080S	210E	4304733566	5355	Federal	OW	P	
GYPSUM HILLS 11	20	080S	210E	4304732459	5355	Federal	OW	P	
GYPSUM HILLS 13	21	080S	210E	4304732460	5355	Federal	OW	P	
GYPSUM HILLS 14	20	080S	210E	4304732647	5355	Federal	OW	P	
GYPSUM HILLS 16	20	080S	210E	4304732675	5355	Federal	OW	P	
GYPSUM HILLS 18	20	080S	210E	4304732650	5355	Federal	OW	P	
GYPSUM HILLS 19	20	080S	210E	4304732651	5355	Federal	OW	P	
GYPSUM HILLS 20	20	080S	210E	4304732652	5355	Federal	OW	P	
GYPSUM HILLS 4	19	080S	210E	4304730028	5355	Federal	OW	P	
GYPSUM HILLS 9	20	080S	210E	4304732304	5355	Federal	OW	P	
STAGECOACH FED 23-21	21	080S	210E	4304731541	5355	Federal	OW	P	
WHITON FED 1-19-3C	19	080S	210E	4304731065	5355	Federal	OW	P	
COSTAS FED 1-20-4B	20	080S	210E	4304731006	5355	Federal	WI	A	
COSTAS FED 2-20-3B	20	080S	210E	4304731066	5355	Federal	WI	A	
COSTAS FED 3-21-1D	21	080S	210E	4304731604	5355	Federal	WI	A	
GYPSUM HILLS 10	21	080S	210E	4304732306	5355	Federal	WI	A	
GYPSUM HILLS 12	19	080S	210E	4304732458	5355	Federal	WI	A	
GYPSUM HILLS 15	20	080S	210E	4304732648	5355	Federal	WI	A	
GYPSUM HILLS 17	20	080S	210E	4304732649	5355	Federal	WI	A	
GYPSUM HILLS 3	20	080S	210E	4304720002	5355	Federal	WI	A	
GYPSUM HILLS 6	20	080S	210E	4304730099	5251	Federal	WI	A	
SRU 8-I	20	080S	210E	4304731932	5355	Federal	WI	A	



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
UT-922

June 9, 2003

QEP Uinta Basin, Inc.
1050 17th Street, Suite 500
Denver, Colorado 80265

Re: Gypsum Hills (Green River) Unit
Uintah County, Utah

Gentlemen:

On May 30, 2003, we received an indenture dated February 1, 2003, whereby Shenandoah Energy, Inc. changed its name and QEP Uinta Basin, Inc. was designated as Successor Unit Operator for the Gypsum Hills (Green River) Unit, Uintah County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective June 9, 2003. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under Gypsum Hills (Green River) Unit Agreement.

Your nationwide (Eastern States) oil and gas bond No. B000024 will be used to cover all operations within the Gypsum Hills (Green River) Unit.

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

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Vernal (w/enclosure)
SITLA
Division of Oil, Gas & Mining
Minerals Adjudication Group
File - Gypsum Hills (Green River) Unit (w/enclosure)
Agr. Sec. Chron
Fluid Chron

UT922:TAThompson:tt:6/9/03

JUL 07 2003

3104 (932.34)WF
Nationwide Bond ESB000024

NOTICE

QEP Uinta Basin, Inc.
1050 17th Street Suite 500
Denver, Colorado 80265

:
: Oil and Gas
: lease
:

Name Change Recognized

Acceptable evidence has been filed in this office concerning the name change of Shenandoah Energy Incorporated into QEP Uinta Basin, Incorporated. QEP Uinta Basin, Incorporated is the surviving entity. This name change is recognized effective April 17, 2003.

Eastern States will notify the Minerals Management Service and all applicable Bureau of Land Management offices of the change by a copy of this notice.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this notice.

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/Wilbert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning,
Use and Protection

bc: JFO,MMS, ES RF, 930 RF, 932.34 RF, E-932: wbf:07 /07/03:440-1536/ QEP Uinta Basin
MFC

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: 7/21/2003

8. **Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 7/21/2003

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:

1. Changes entered in the **Oil and Gas Database** on: 8/28/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 8/28/2003
3. Bond information entered in RBDMS on: n/a
4. Fee wells attached to bond in RBDMS on: n/a

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 965-003-032

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: ESB000024

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: 799446

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 965-003-033

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

ROUTING

1. DJJ
2. CDW

Change of Operator (Well Sold)

X - Operator Name Change/Merger

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

1/1/2007

FROM: (Old Operator):
 N2460-QEP Uinta Basin, Inc.
 1050 17th St, Suite 500
 Denver, CO 80265

TO: (New Operator):
 N5085-Questar E&P Company
 1050 17th St, Suite 500
 Denver, CO 80265

Phone: 1 (303) 672-6900

Phone: 1 (303) 672-6900

CA No.

Unit:

GYPSUM HILLS UNIT

WELL NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SEE ATTACHED LISTS				*				

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: 4/19/2007
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 4/16/2007
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 1/31/2005
- Is the new operator registered in the State of Utah: _____ Business Number: 764611-0143
- (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: n/a
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM 4/23/2007 BIA
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 4/23/2007
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: _____
- 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: _____

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 4/30/2007 and 5/15/2007
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 4/30/2007 and 5/15/2007
- Bond information entered in RBDMS on: 4/30/2007 and 5/15/2007
- Fee/State wells attached to bond in RBDMS on: 4/30/2007 and 5/15/2007
- Injection Projects to new operator in RBDMS on: 4/30/2007 and 5/15/2007
- Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: ESB000024
- Indian well(s) covered by Bond Number: 799446
- (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 965003033
- The **FORMER** operator has requested a release of liability from their bond on: n/a

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS: THIS IS A COMPANY NAME CHANGE.

SOME WELL NAMES HAVE BEEN CHANGED AS REQUESTED

QEP Uinta Basin (N2460) to QUESTAR E and P (N5085)
GYPSUM HILLS UNIT

4/30/2007 and 5/15/2007

Original Well Name	Well Name & No.	Q/Q	SEC	TWP	RNG	API	Entity	Lease	Well Type	Status
GYPSUM HILLS 3	GH 3	NENE	20	080S	210E	4304720002	5355	Federal	WI	A
GYPSUM HILLS 4	GH 4	SWSE	19	080S	210E	4304730028	5355	Federal	OW	P
GYPSUM HILLS 6	GH 6	NENW	20	080S	210E	4304730099	5251	Federal	WI	A
COSTAS FED 1-20-4B	GH 1-20	NESW	20	080S	210E	4304731006	5355	Federal	WI	A
WHITON FED 1-19-3C	GH 1-19	SESE	19	080S	210E	4304731065	5355	Federal	OW	P
COSTAS FED 2-20-3B	GH 2-20	NESE	20	080S	210E	4304731066	5355	Federal	WI	A
STAGECOACH FED 23-21	GH 23-21	NWSW	21	080S	210E	4304731541	5355	Federal	OW	P
COSTAS FED 3-21-1D	GH 3-21	SWNW	21	080S	210E	4304731604	5355	Federal	WI	A
COSTAS FED 4-21-1C	GH 4-21	SENE	21	080S	210E	4304731826	5355	Federal	OW	P
COSTAS FED 5-21-2C	GH 5-21	SENE	21	080S	210E	4304731827	5355	Federal	OW	P
SRU 8-I	GH 8-I	SWNE	20	080S	210E	4304731932	5355	Federal	WI	A
GYPSUM HILLS 9	GH 9	SENE	20	080S	210E	4304732304	5355	Federal	OW	P
GYPSUM HILLS 10	GH 10	NWSE	21	080S	210E	4304732306	5355	Federal	WI	A
GYPSUM HILLS 12	GH 12	NESE	19	080S	210E	4304732458	5355	Federal	WI	A
GYPSUM HILLS 11	GH 11	NWSE	20	080S	210E	4304732459	5355	Federal	OW	P
GYPSUM HILLS 13	GH 13	NESW	21	080S	210E	4304732460	5355	Federal	OW	P
GYPSUM HILLS 14	GH 13	NWSW	20	080S	210E	4304732647	5355	Federal	OW	P
GYPSUM HILLS 15	GH 15	SWSW	20	080S	210E	4304732648	5355	Federal	WI	A
GYPSUM HILLS 17	GH 17	SWSE	20	080S	210E	4304732649	5355	Federal	WI	A
GYPSUM HILLS 18	GH 18	SESE	20	080S	210E	4304732650	5355	Federal	OW	P
GYPSUM HILLS 19	GH 19	SWNW	20	080S	210E	4304732651	5355	Federal	OW	P
GYPSUM HILLS 20	GH 20	SENE	20	080S	210E	4304732652	5355	Federal	OW	P
GYPSUM HILLS 16	GH 16	SESW	20	080S	210E	4304732675	5355	Federal	OW	P
GHU 10W-19-8-21	GH 10W-19-8-21	NWSE	19	080S	210E	4304733528	12736	Federal	GW	P
GH 10G-19-8-21	GH 10G-19-8-21	NWSE	19	080S	210E	4304733566	5355	Federal	OW	P
WVFU 11W-17-8-21	WV 11W-17-8-20	NESW	17	080S	210E	4304733912	13228	Federal	GW	P
WV 5W-17-8-21	WV 5W-17-8-21	SWNW	17	080S	210E	4304733954	13332	Federal	GW	P
WV 7W-17-8-21	WV 7W-17-8-21	SWNE	17	080S	210E	4304733956	13330	Federal	GW	P
GH 9W-17-8-21	GH 9W-17-8-21	NESE	17	080S	210E	4304734150	13392	Federal	GW	P
GH 16W-17-8-21	GH 16W-17-8-21	SESE	17	080S	210E	4304734156	13354	Federal	GW	P
WV EXT 10W-17-8-21	WVX 10W-17-8-20	NWSE	17	080S	210E	4304734561	13744	Federal	GW	P
GH EXT 15W-17-8-21	GHX 15W-17-8-20	SWSE	17	080S	210E	4304734562	13674	Federal	GW	P
GYPSUM HILLS 13HG-17-8-21	GHX 13HG-17-8-21	SWSW	17	080S	210E	4304734723	5355	Federal	OW	S
GH 1G-17-8-21	GH 1G-17-8-21	NENE	17	080S	210E	4304734927	5355	Federal	OW	P
WV EXT 2W-17-8-21	WVX 2W-17-8-20	NWNE	17	080S	210E	4304734928	14253	Federal	GW	P
WV EXT 8W-17-8-21	WVX 8W-17-8-20	SENE	17	080S	210E	4304734929	13792	Federal	GW	P
GH 4MU-20-8-21	GH 4MU-20-8-21	NWNW	20	080S	210E	4304735068	14213	Federal	GW	P
GYPSUM HILLS 13MU-20-8-21	GH 13MU-20-8-20	SWSW	20	080S	210E	4304735070	14817	Federal	GW	P
GH 5W-20-8-21	GH 5W-20-8-21	SWNW	20	080S	210E	4304735097	14557	Federal	GW	P
WVX 3MU-17-8-21	WVX 3MU-17-8-21	NENW	17	080S	210E	4304735318	14113	Federal	GW	P
GH 15ML-18-8-21	GH 15ML-18-8-21	SWSE	18	080S	210E	4304735323	15483	Federal	GW	DRL

QEP Uinta Basin (N2460) to QUESTAR E and P (N5085)
GYPSUM HILLS UNIT

4/30/2007 and 5/15/2007

Original Well Name	Well Name & No.	Q/Q	SEC	TWP	RNG	API	Entity	Lease	Well Type	Status
GH 1ML-19-8-21	GH 1ML-19-8-21	NENE	19	080S	210E	4304735324	14824	Federal	GW	P
GH 16W-19-8-21	GH 16W-19-8-21	SESE	19	080S	210E	4304735325	14823	Federal	GW	DRL
WVX 14MU-17-8-21	WVX 14MU-17-8-21	SESW	17	080S	210E	4304735369	14098	Federal	GW	P
WVX 12MU-17-8-21	WVX 12MU-17-8-21	NWSW	17	080S	210E	4304735370	15108	Federal	GW	P
WVX 8MU-19-8-21	WVX 8MU-19-8-21	SENE	19	080S	210E	4304735372	14241	Federal	GW	P
GH 10ML-18-8-21	GH 10ML-18-8-21	NWSE	18	080S	210E	4304735391	15482	Federal	GW	P
GH 8G-17-8-21	GH 8G-17-8-21	SENE	17	080S	210E	4304737992	5355	Federal	OW	DRL
GH 16G-17-8-21	GH 16G-17-8-21	SESE	17	080S	210E	4304737993	5355	Federal	OW	DRL
WVX 1MU-17-8-21	WVX 1MU-17-8-21	NENE	17	080S	210E	4304738156		Federal	GW	APD
GH 8MU-20-8-21	GH 8-20-8-21	SENE	20	080S	210E	4304738157		Federal	GW	APD
WVX 13MU-17-8-21	WVX 13MU-17-8-21	SWSW	17	080S	210E	4304738188		Federal	GW	APD
WVX 6MU-17-8-21	WVX 6MU-17-8-21	SENE	17	080S	210E	4304738189		Federal	GW	APD
WVX 4MU-17-8-21	WVX 4MU-17-8-21	NWNW	17	080S	210E	4304738190		Federal	GW	APD
WVX 16MU-18-8-21	WVX 16MU-18-8-21	SESE	18	080S	210E	4304738191		Federal	GW	APD
GH 2MU-19-8-21	GH 2MU-19-8-21	NWNE	19	080S	210E	4304738192		Federal	GW	APD
GH 3MU-19-8-21	GH 3MU-19-8-21	NENW	19	080S	210E	4304738250		Federal	GW	APD
GH 4MU-19-8-21	GH 4MU-19-8-21	NWNW	19	080S	210E	4304738264		Federal	GW	APD
GH 5MU-19-8-21	GH 5MU-19-8-21	SWNW	19	080S	210E	4304738265		Federal	GW	APD
GH 6MU-19-8-21	GH 6MU-19-8-21	SENE	19	080S	210E	4304738266		Federal	GW	APD
GH 7MU-19-8-21	GH 7D-19-8-21	SWNE	19	080S	210E	4304738267		Federal	GW	APD
GH 11MU-19-8-21	GH 11MU-19-8-21	NESW	19	080S	210E	4304738268		Federal	GW	APD
GH 12MU-19-8-21	GH 12MU-19-8-21	NWSW	19	080S	210E	4304738269		Federal	GW	APD
GH 15MU-19-8-21	GH 15MU-19-8-21	SWSE	19	080S	210E	4304738270		Federal	GW	APD
GH 14MU-19-8-21	GH 14MU-19-8-21	SESW	19	080S	210E	4304738472		Federal	GW	APD
WVX 1MU-18-8-21	WVX 1MU-18-8-21	NENE	18	080S	210E	4304738659		Federal	GW	APD
WVX 9MU-18-8-21	WVX 9MU-18-8-21	NESE	18	080S	210E	4304738660		Federal	GW	APD
WVX 8MU-18-8-21	GH 8G-18-8-21	SENE	18	080S	210E	4304738661		Federal	GW	APD
GH 6MU-20-8-21	GH 6-20-8-21	SENE	20	080S	210E	4304738662		Federal	GW	APD

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 type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: see attached
2. NAME OF OPERATOR: QUESTAR EXPLORATION AND PRODUCTION COMPANY		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: see attached
3. ADDRESS OF OPERATOR: 1050 17th Street Suite 500 CITY Denver STATE CO ZIP 80265		7. UNIT or CA AGREEMENT NAME: see attached
4. LOCATION OF WELL FOOTAGES AT SURFACE: attached COUNTY: Uintah		8. WELL NAME and NUMBER: see attached
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: STATE: UTAH		9. API NUMBER: attached
		10. FIELD AND POOL, OR WILDCAT:

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: <u>1/1/2007</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Operator 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.

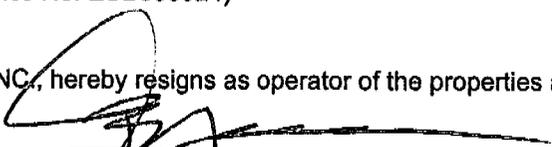
Effective January 1, 2007 operator of record, QEP Uinta Basin, Inc., will hereafter be known as QUESTAR EXPLORATION AND PRODUCTION COMPANY. This name change involves only an internal corporate name change and no third party change of operator is involved. The same employees will continue to be responsible for operations of the properties described on the attached list. All operations will continue to be covered by bond numbers:

Federal Bond Number: 965002976 (BLM Reference No. ESB000024)

Utah State Bond Number: 965003033

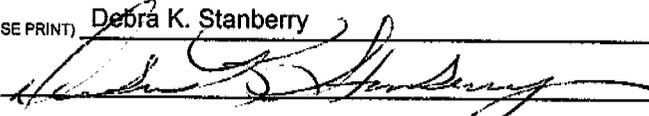
Fee Land Bond Number: 965003033

Current operator of record, QEP UINTA BASIN, INC., hereby resigns as operator of the properties as described on the attached list.


Jay B. Neese, Executive Vice President, QEP Uinta Basin, Inc.

Successor operator of record, QUESTAR EXPLORATION AND PRODUCTION COMPANY, hereby assumes all rights, duties and obligations as operator of the properties as described on the attached list


Jay B. Neese, Executive Vice President
Questar Exploration and Production Company

NAME (PLEASE PRINT) <u>Debra K. Stanberry</u>	TITLE <u>Supervisor, Regulatory Affairs</u>
SIGNATURE 	DATE <u>3/16/2007</u>

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RECEIVED
APR 13 2007

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.

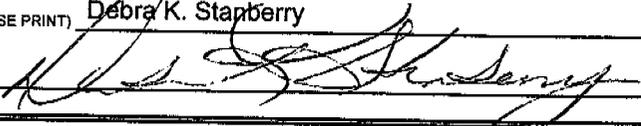
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: see attached
2. NAME OF OPERATOR: QUESTAR EXPLORATION AND PRODUCTION COMPANY		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: see attached
3. ADDRESS OF OPERATOR: 1050 17th Street Suite 500 City: Denver STATE: CO ZIP: 80265		7. UNIT or CA AGREEMENT NAME: see attached
4. LOCATION OF WELL FOOTAGES AT SURFACE: attached		8. WELL NAME and NUMBER: see attached
PHONE NUMBER: (303) 308-3068		9. API NUMBER: attached
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: <u>1/1/2007</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Well Name Changes</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.

PER THE ATTACHED LIST OF WELLS, QUESTAR EXPLORATION AND PRODUCTION COMPANY REQUESTS THAT THE INDIVIDUAL WELL NAMES BE UPDATED IN YOUR RECORDS.

NAME (PLEASE PRINT) <u>Debra K. Stappberry</u>	TITLE <u>Supervisor, Regulatory Affairs</u>
SIGNATURE 	DATE <u>4/17/2007</u>

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APR 19 2007

DIV. OF OIL, GAS & MINING



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
3180
UT-922

April 23, 2007

Questar Exploration and Production Company
1050 17th Street, Suite 500
Denver, Colorado 80265

Re: Gypsum Hills (GR) Unit
Uintah County, Utah

Gentlemen:

On April 12, 2007, we received an indenture dated April 6, 2007, whereby QEP Uinta Basin, Inc. resigned as Unit Operator and Questar Exploration and Production Company was designated as Successor Unit Operator for the Gypsum Hills (GR) Unit, Uintah County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective April 23, 2007. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under the Gypsum Hills (GR) Unit Agreement.

Your nationwide oil and gas bond No. ESB000024 will be used to cover all federal operations within the Gypsum Hills (GR) Unit.

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

Sincerely,

/s/ Greg J. Noble

Greg J. Noble
Acting Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Vernal (w/enclosure)
SITLA
Division of Oil, Gas & Mining
File - Gypsum Hills (GR) Unit (w/enclosure)
Agr. Sec. Chron
Reading File
Central Files

UT922:TAThompson:tt:4/23/07

RECEIVED

APR 30 2007

DIV. OF OIL, GAS & MINING

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

ROUTING
 CDW

Change of Operator (Well Sold)

X - Operator Name Change

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

6/14/2010

FROM: (Old Operator): N5085-Questar Exploration and Production Company 1050 17th St, Suite 500 Denver, CO 80265 Phone: 1 (303) 308-3048	TO: (New Operator): N3700-QEP Energy Company 1050 17th St, Suite 500 Denver, CO 80265 Phone: 1 (303) 308-3048
--	--

CA No.		Unit:		GYPSUM HILLS (GRRV)				
WELL NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SEE ATTACHED								

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: 6/28/2010
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/28/2010
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 6/24/2010
- Is the new operator registered in the State of Utah: Business Number: 764611-0143
- (R649-9-2) Waste Management Plan has been received on: Requested
- Inspections of LA PA state/fee well sites complete on: n/a
- Reports current for Production/Disposition & Sundries on: ok
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM 8/16/2010 BIA not yet
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 8/16/2010
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** 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: 6/29/2010

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 6/30/2010
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 6/30/2010
- Bond information entered in RBDMS on: 6/30/2010
- Fee/State wells attached to bond in RBDMS on: 6/30/2010
- Injection Projects to new operator in RBDMS on: 6/30/2010
- Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: ESB000024
- Indian well(s) covered by Bond Number: 965010693
- (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 965010695
- The **FORMER** operator has requested a release of liability from their bond on: n/a

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

FORM 9

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 type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER See attached
2. NAME OF OPERATOR: Questar Exploration and Production Company <i>N5085</i>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: See attached
3. ADDRESS OF OPERATOR: 1050 17th Street, Suite 500 CITY Denver STATE CO ZIP 80265		7. UNIT or CA AGREEMENT NAME: See attached
PHONE NUMBER: (303) 672-6900		8. WELL NAME and NUMBER: See attached
4. LOCATION OF WELL FOOTAGES AT SURFACE: See attached		9. API NUMBER: Attached
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT: See attached
COUNTY: Attached		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: <u>6/14/2010</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Operator 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.

Effective June 14, 2010 Questar Exploration and Production Company changed its name to QEP Energy Company. This name change involves only an internal corporate name change and no third party change of operator is involved. The same employees will continue to be responsible for operations of the properties described on the attached list. All operations will continue to be covered by bond numbers:

Federal Bond Number: 965002976 (BLM Reference No. ESB000024) *N3700*
 Utah State Bond Number: ~~965003033~~ *965010695*
 Fee Land Bond Number: ~~965003033~~
 BIA Bond Number: ~~799446~~ *965010693*

The attached document is an all inclusive list of the wells operated by Questar Exploration and Production Company. As of June 14, 2010 QEP Energy Company assumes all rights, duties and obligations as operator of the properties as described on the list

NAME (PLEASE PRINT) <u>Morgan Anderson</u>	TITLE <u>Regulatory Affairs Analyst</u>
SIGNATURE <i>Morgan Anderson</i>	DATE <u>6/23/2010</u>

(This space for State use only)

RECEIVED
JUN 28 2010

DIV. OF OIL, GAS & MINING

(See Instructions on Reverse Side)

APPROVED 6/30/2009
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

Questar Exploration Production Company (N5085) to QEP Energy Company (N3700)
 GYPSUM HILLS (GRRV)
 effective June 14, 2010

well_name	sec	twp	rng	api	entity	mineral lease	type	stat	C
GH 4	19	080S	210E	4304730028	5355	Federal	OW	P	
GH 1-19	19	080S	210E	4304731065	5355	Federal	OW	P	
GH 23-21	21	080S	210E	4304731541	5355	Federal	OW	P	
GH 4-21	21	080S	210E	4304731826	5355	Federal	OW	P	
GH 5-21	21	080S	210E	4304731827	5355	Federal	OW	P	
GH 9	20	080S	210E	4304732304	5355	Federal	OW	DRL	C
GH 11	20	080S	210E	4304732459	5355	Federal	OW	P	
GH 13	21	080S	210E	4304732460	5355	Federal	OW	P	
GH 14	20	080S	210E	4304732647	5355	Federal	OW	P	
GH 18	20	080S	210E	4304732650	5355	Federal	OW	P	
GH 19	20	080S	210E	4304732651	5355	Federal	OW	P	
GH 20	20	080S	210E	4304732652	5355	Federal	OW	P	
GH 16	20	080S	210E	4304732675	5355	Federal	OW	P	
GH 10W-19-8-21	19	080S	210E	4304733528	12736	Federal	GW	P	
GH 10G-19-8-21	19	080S	210E	4304733566	5355	Federal	OW	P	
WV 11W-17-8-21	17	080S	210E	4304733912	13228	Federal	GW	P	
WV 5W-17-8-21	17	080S	210E	4304733954	13332	Federal	GW	P	
WV 7W-17-8-21	17	080S	210E	4304733956	13330	Federal	GW	P	
GH 9W-17-8-21	17	080S	210E	4304734150	13392	Federal	GW	P	
GH 16W-17-8-21	17	080S	210E	4304734156	13354	Federal	GW	P	
WVX 10W-17-8-21	17	080S	210E	4304734561	13744	Federal	GW	P	
GHX 15W-17-8-21	17	080S	210E	4304734562	13674	Federal	GW	P	
GHX 13HG-17-8-21	17	080S	210E	4304734723	5355	Federal	OW	P	
GH 1G-17-8-21	17	080S	210E	4304734927	5355	Federal	OW	P	
WVX 2W-17-8-21	17	080S	210E	4304734928	14253	Federal	GW	P	
WVX 8W-17-8-21	17	080S	210E	4304734929	13792	Federal	GW	P	
GH 4MU-20-8-21	20	080S	210E	4304735068	14213	Federal	GW	P	
GH 13MU-20-8-21	20	080S	210E	4304735070	14817	Federal	GW	P	
GH 5W-20-8-21	20	080S	210E	4304735097	14557	Federal	GW	P	
WVX 3MU-17-8-21	17	080S	210E	4304735318	14113	Federal	GW	P	
GH 15ML-18-8-21	18	080S	210E	4304735323	15483	Federal	GW	P	
GH 1ML-19-8-21	19	080S	210E	4304735324	14824	Federal	GW	P	
WVX 14MU 17-8-21	17	080S	210E	4304735369	14098	Federal	GW	P	
WVX 12MU-17-8-21	17	080S	210E	4304735370	15108	Federal	GW	P	
WVX 8MU-19-8-21	19	080S	210E	4304735372	14241	Federal	GW	P	
GH 10ML-18-8-21	18	080S	210E	4304735391	15482	Federal	GW	P	
GH 8G-17-8-21	17	080S	210E	4304737992	5355	Federal	OW	P	
GH 16G-17-8-21	17	080S	210E	4304737993	5355	Federal	OW	P	
GH 8G-18-8-21	18	080S	210E	4304738661		Federal	GW	APD	C
GH 6-20-8-21	20	080S	210E	4304738662	17041	Federal	GW	P	

Bonds: BLM = ESB000024
 BIA = 956010693
 State = 965010695



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155
<http://www.blm.gov/ut/st/en.html>



IN REPLY REFER TO:
3100
(UT-922)

JUL 28 2010

Memorandum

To: Vernal Field Office, Price Field Office, Moab Field Office

From: Chief, Branch of Minerals

Roy L. Bankart

Subject: Name Change Recognized

Attached is a copy of the Certificate of Name Change issued by the Texas Secretary of State and a decision letter recognizing the name change from the Eastern States Office. We have updated our records to reflect the name change in the attached list of leases.

The name change from **Questar Exploration and Production Company** into **QEP Energy Company** is effective June 8, 2010.

cc: MMS
UDOGM

RECEIVED

AUG 16 2010

DIV. OF OIL, GAS & MINERALS