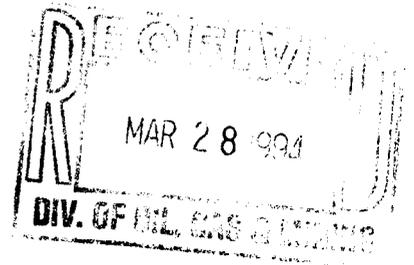


March 25, 1994



Bureau of Land Management
170 S. 500 E.
Vernal, UT 84078

Attn: Minerals Division

Re: PG & E Resources Company
#41-29 Federal
NE NE Sec. 29, T9S-R18E
Uintah County, Utah

Gentlemen:

Enclosed please find three copies of the Onshore Order No. 1 and associated attachments which have been submitted on behalf of PG & E Resources Company.

If you have any questions, or need additional information, please contact me at your earliest convenience.

All correspondence and approvals pertaining to the permitting process should be forwarded to Jim LaFevers, PG & E Resources Company at the Dallas address which is shown on the A.P.D. form and certification page. Your cooperation in this matter would be greatly appreciated.

Sincerely,

PERMITCO INC.

A handwritten signature in cursive script, appearing to read "Lisa L. Smith".

Lisa L. Smith
Consultant for:
PG & E RESOURCES COMPANY

Enc.

cc: PG & E Resources Company - Dallas, TX
PG & E Resources Company - Vernal, UT
Utah Division of Oil, Gas & Mining - SLC, UT

Permitco Incorporated
A Petroleum Permitting Company

13585 Jackson Drive Denver, Colorado 80241 (303) 452-8888

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

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/> PLUG BACK <input type="checkbox"/>		7. UNIT AGREEMENT NAME N/A
1b. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/> SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		8. FARM OR LEASE NAME Federal
2. NAME OF OPERATOR PG & E Resources Company		9. WELL NO. #41-29
3. ADDRESS OF OPERATOR PERMITCO INC. - Agent		10. FIELD AND POOL OR WILDCAT Riverbend/Green River
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. *) At Surface: 671' FNL and 729' FEL At proposed Prod. Zone: NE NE SEC. 29, T9S - R18E		11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA Sec. 29, T9S, R18E
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* 22.4 miles southeast of Myton, Utah		12. COUNTY OR PARISH Uintah
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 671'		13. STATE Utah
16. NO. OF ACRES IN LEASE 1918.84	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. Approx. 1900'	19. PROPOSED DEPTH 5600'	20. ROTARY OR CABLE TOOLS Rotary
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5134' GR		22. APPROX. DATE WORK WILL START* Upon approval of this application

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12-1/4"	9-5/8"	36#	350'	110 cubic feet, circ to surface.
7-7/8"	5-1/2"	17#	5,600'	500 cubic feet or suffic. to cover zones of interest.

PG & E Resources Company proposes to drill a well to 5600' to test the Green River formation. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements.

See Onshore Order No. 1 attached.

CONFIDENTIAL - TIGHT HOLE

Please be advised that PG & E Resources Company is considered to be the Operator of the above mentioned well. PG & E Resources Company agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No. U-187011. The principal is PG & E Resources Company via surety consent as provided for in 43 CFR 3104.2.

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

24. SIGNED *Don G. Smith* TITLE **Consultant for: PG & E Resources Co.** DATE **03/25/94**

PERMIT NO. **43-047-32495**

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

APPROVED BY _____ DATE: **5-4-94**

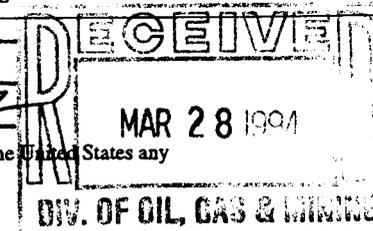
DATE: **5-4-94**

cc: Utah Division of Oil, Gas & Mining

BY: *JAN Matthews*

*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.



CONFIDENTIAL - TIGHT HOLE

ONSHORE OIL & GAS ORDER NO. 1

**Approval of Operations on Onshore
Federal and Indian Oil & Gas Leases**

**#41-29 Federal
671' FNL and 729' FEL
NE NE Sec. 29, T9S - R18E
Uintah County, Utah**

Prepared For:

PG & E RESOURCES COMPANY

By:

**PERMITCO INC.
13585 Jackson Drive
Denver, Colorado 80241
303/452-8888**

CONFIDENTIAL - TIGHT HOLE

Copies Sent To:

- 3 - BLM - Vernal, Utah**
- 1 - Utah Division of Oil, Gas & Mining - SLC, UT**
- 3 - PG & E Resources - Dallas, TX**
- 1 - PG & E Resources - Vernal, Utah**



Permitco Incorporated
A Petroleum Permitting Company

August 9, 1993

Bureau of Land Management
170 S. 500 E.
Vernal, UT 84078



Attn: Minerals

Re: Agent Designation

Gentlemen:

This letter is to inform you that Permitco, Inc. is authorized to act as Agent and to sign documents on behalf of PG&E Resources Company when necessary for filing county, state and federal permits including Onshore Order No. 1, Right of Way applications, etc.

It should be understood that Permitco is acting as Agency only in those matters stated above and is not responsible for drilling, completion, production or compliance with regulations.

PG&E Resources Company agrees to accept full responsibility for operations including drilling, completion and production.

Yours very truly,

Jim LaFevers
Supervisor
Regulatory Affairs

JLF:ah



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#41-29 Federal

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ONSHORE ORDER NO. 1
 PG & E Resources Company
 #41-29 Federal
 671' FNL and 729' FEL
 NE NE Sec. 29, T9S - R18E
 Uintah County, Utah

CONFIDENTIAL - TIGHT HOLE

Lease No. U-19267

DRILLING PROGRAM

Page 1

ONSHORE OIL & GAS ORDER NO. 1
 Approval of Operations on Onshore
 Federal and Indian Oil and Gas Leases

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

1. Estimated Tops of Important Geologic Markers:

<u>Formation</u>	<u>Depth</u>	<u>Subsea</u>
Uinta	Surface	
Green River	1056'	+3798'
D.C. Marker	4160'	+ 990'
"D"	4374'	+ 776'
"E"	4488'	+ 662'
"E ₂ "	4644'	+ 506'
E ₂ Carb.	4772'	+ 378'
"F"	4946'	+ 204'
Basal Ls.	5336'	- 186'
Wasatch	5510'	- 360'
T.D.	5600'	

2. Estimated Depths of Anticipated Water, Oil, Gas or Minerals Formations:

<u>Substance</u>	<u>Formation</u>	<u>Depth</u>
Oil	DC ₄	4234-4248'
Oil	Upper E	4525-4530'
Oil	Lower E	4588-4603'
Water	N/A	
Other Mineral Zones	N/A	



All fresh water prospectively valuable minerals encountered during drilling, will be recorded by depth and adequately protected. All oil and gas shows will be tested to determine commercial potential.

3. Pressure Control Equipment: (Schematic Attached)

PG & E's minimum specifications for pressure control equipment are as follows:

Ram Type: 10" Hydraulic double with annular, 3000 psi w.p.

Ram type preventers and associated equipment shall be tested to approved stack working pressure if isolated by test plug or to 70 percent of internal yield pressure of casing. Pressure shall be maintained for at least 10 minutes or until requirements of test are met, whichever is longer. If a test plug is utilized, no bleed-off pressure is acceptable. For a test not utilizing a test plug, if a decline in pressure of more than 10 percent in 30 minutes occurs, the test shall be considered to have failed. Valve on casing head below test plug shall be open during test of BOP stack.

Annular type preventers (if used) shall be tested to 50 percent of rated working pressure. Pressure shall be maintained at least 10 minutes or until provisions of test are met, whichever is longer.

As a minimum, the above test shall be performed:

- a. when initially installed;
- b. whenever any seal subject to test pressure is broken
- c. following related repairs; and
- d. at 30-day intervals

Valves shall be tested from working pressure side during BOPE tests with all down stream valves open.

When testing the kill line valve(s) the check valve shall be held open or the ball removed.

Annular preventers shall be functionally operated at least weekly.

Pipe and blind rams shall be activated each trip, however, this function need not be performed more than once a day.

A BOPE pit level drill shall be conducted weekly for each drilling crew.

Pressure tests shall apply to all related well control equipment.

All of the above described tests and/or drills shall be recorded in the drilling log.

BOP systems shall be consistent with API RP53. Pressure tests will be conducted before drilling out from under casing strings which have been set and cemented in place. Blowout preventer controls will be installed prior to drilling the surface casing plug and will remain in use until the well is completed or abandoned. Preventers will be inspected and operated at least daily to ensure good mechanical working order, and this inspection will be recorded on the daily drilling report. Preventers will be pressure tested before drilling casing cement plugs.

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

- a. The size and rating of the BOP stack is shown on the attached diagram. Although a rig has not been chosen to drill this well, most of the equipment for this depth of hole in the area use a 2000 psi working pressure blowout preventor.
- b. A choke line and a kill line are to be properly installed. The kill line is not to be used as a fill-up line.
- c. The accumulator system shall have a pressure capacity to provide for repeated operation of hydraulic preventers.
- d. Drill string safety valve(s), to fit all tools in the drill string, are to be maintained on the rig floor while drilling operations are in progress.



4. Proposed Casing and Cementing Program:

- a. The proposed casing and cementing program shall be conducted as approved to protect and/or isolate all usable water zones, potentially productive zones, lost circulation zones, abnormally pressured zones, and any prospectively valuable deposits of minerals. Any isolating medium other than cement shall receive approval prior to use. The casing setting depth shall be calculated to position the casing seat opposite a competent formation which will contain the maximum pressure to which it will be exposed during normal drilling operations. Determination of casing setting depth shall be based on all relevant factors, including; presence/absence of hydrocarbons; fracture gradients; usable water zones; formation pressures; lost circulation zones; other minerals; or other unusual characteristics. All indications of usable water shall be reported.
- b. Casing design shall assume formation pressure gradients of 0.44 to 0.50 psi per foot for exploratory wells (lacking better data).
- c. Casing design shall assume fracture gradients from 0.70 to 1.00 psi per foot for exploratory wells (lacking better data)
- d. Casing collars shall have a minimum clearance of 0.422 inches of all sides in the hole/casing annulus, with recognition that variances can be granted for justified exceptions.
- e. All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe prior to drilling out.
- f. All casing except the conductor casing, shall be new or reconditioned and tested used casing that meets or exceeds API standards for new casing.
- g. The surface casing shall be cemented back to surface either during the primary cement job or by remedial cementing.
- h. All indications of usable water shall be reported to the authorized officer prior to running the next string of casing or before plugging orders are requested, whichever occurs first.



- i. Surface casing shall have centralizers on every fourth joint of casing starting with the shoe joint and up to the bottom of the cellar.
- j. Top plugs shall be used to reduce contamination of cement by displacement fluid. A bottom plug or other acceptable technique, such as a suitable preflush fluid, inner string cement method, etc. shall be utilized to help isolate the cement from contamination by the mud fluid being displaced ahead of the cement slurry.
- k. All casing strings below the conductor shall be pressure tested to 0.22 psi per foot of casing string length or 1500 psi, whichever is greater, but not to exceed 70 percent of the minimum internal yield. If pressure declines more than 10 percent in 30 minutes, corrective action shall be taken.
- l. On all exploratory wells, and on that portion of any well approved for a 5M BOPE system or greater, a pressure integrity test of each casing shoe shall be performed. Formation at the shoe shall be tested to a minimum of the mud weight equivalent anticipated to control the formation pressure to the next casing depth or at total depth of the well. This test shall be performed before drilling more than 20 feet of new hole.

m. The proposed casing program will be as follows:

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>O.D.</u>	<u>Weight</u>	<u>Grade</u>	<u>New or Used</u>	
						<u>Type</u>	<u>Used</u>
Surface	0-350'	12-1/4"	9-5/8"	36#	K-55	ST&C	New
Produc.	0-5600'	7-7/8"	5-1/2"	14# / 17#	J-55	LT&C	New

n. Casing design subject to revision based on geologic conditions encountered.

o. The cement program will be as follows:

<u>Surface</u>	<u>Type and Amount</u>
0-350'	± 110 sx Class "A" Cement or sufficient volume to circulate to surface.



Production

Type and Amount

Approx. 950 cubic feet of 50/50 Poz Mix, 14.1 ppg, 1.26 yield or sufficient to cover zones of interest (from T.D. to approximately 2600'.

- p. Anticipated cement tops will be reported as to depth; not the expected number of sacks of cement to be used. The District Office should be notified, with sufficient lead time, in order to have a BLM representative on location while running all casing strings and cementing.
- q. After cementing but before commencing any test, the casing string shall stand cemented until the cement has reached a compressive strength of at least 500 psi at the shoe. WOC time shall be recorded in the driller's log.
- r. The following reports shall be filed with the District Manager within 30 days after the work is completed.
 - 1. Progress reports, Form 3160-5 (formerly 9-331) "Sundry Notices and Reports on Wells", must include complete information concerning:
 - a. Setting of each string of casing, showing the size, grade, weight of casing set, hole size, setting depth, amounts and type of cement used, whether cement circulated or the top of the cement behind the casing, depth of cementing tools used, casing test method and results, and the date work was done. Show the spud date on the first reports submitted.
 - b. Temperature or bond logs must be submitted for each well where the casing cement was not circulated to the surface.
- s. Auxiliary equipment to be used is as follows:
 - 1. Kelly cock
 - 2. No bit float is deemed necessary.
 - 3. A sub with a full opening valve.

5. Mud Program:

- a. The proposed circulating mediums to be employed in drilling are as follows:

<u>Interval</u>	<u>Mud Type</u>	<u>Mud Wt.</u>	<u>Visc.</u>	<u>F/L</u>	<u>PH</u>
0-5600'	Water/Lime & Gel	8.4-8.6	27-36	N/C	N/C

Sufficient quantities of mud materials will be maintained or readily accessible for the purpose of assuring well control during the course of drilling operations.

A mud test shall be performed every 24 hours after mudding up to determine, as applicable: density, viscosity, gel strength, static filtration loss, and Ph.

- b. Mud monitoring equipment to be used is as follows:
1. Periodic checks will be made each tour of the mud system. The mud level will be checked visually.
- c. No chromate additives will be used in the mud system on Federal and/or Indian lands without prior BLM approval to ensure adequate protection of fresh water aquifers.
- d. No chemicals subject to reporting under SARA Title III in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will be used, produced, stored, transported, or disposed of in association with the drilling of this well.
- e. The use of materials under BLM jurisdiction will conform to 43 CFR 3610.2-3.

6. Evaluation Program:

The anticipated type and amount of testing, logging and coring are as follows:

- a. Drill stem tests will be run as warranted after log evaluation.

Initial opening of drill stem test tools shall be restricted to daylight hours unless specific approval to start during other hours is obtained from the authorized officer. However, DST's 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 vapor-proof for safe operations). Packers can be released, but tripping shall not begin before daylight, unless prior approval is obtained from the authorized officer. Closed chamber DSTs may be accomplished day or night.

A DST that flows to the surface with evidence of hydrocarbons shall be either reversed out of the testing string under controlled surface conditions. This would involve ^{providing} some means for reverse circulation.

Separation equipment required for the anticipated recovery shall be properly installed before a test starts.

All engines within 100 feet of the wellbore that are required to "run" during the test shall have spark arresters or water cooled exhausts.

- b. The logging program will consist of a Dual Laterolog, 2" and 5" from T.D. to base of surface casing. A Spectral Density Dual-Spaced Neutron Log, 5" from T.D. to 2500'.
- c. No cores are anticipated.
- d. 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 authorized officer (AO).

- e. The anticipated completion program is as follows: Perforate and casing water frac potential hydrocarbon bearing zones.
- f. Daily drilling and completion progress reports shall be submitted to the BLM in vernal on a weekly basis.

7. Abnormal Temperatures or Pressures

- a. No abnormal temperatures or pressures are anticipated. No H₂S has been encountered in or known to exist from previous wells drilled to similar depths in the general area.
- b. The maximum anticipated bottom hole pressure will be approximately 2620 psi. at T.D.

8. Anticipated Starting Dates and Notification of Operations:

- a. Drilling will commence immediately upon approval of this application.
- b. It is anticipated that the drilling of this well will take approximately 10-12 days.
- c. 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.
- d. Operator shall report production data to MMS pursuant to 30 CFR 216.5 using form MMS/3160.

- e. 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.
- f. 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.
- g. 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.
- h. The spud date will be reported orally to the AO within 48 hours after spudding. If the spudding occurs on a weekend or holiday, the report will be submitted on the following regular work day. The oral report will be followed up with a Sundry Notice.
- i. In accordance with Onshore Oil and Gas Order No. 1, this well will be reported on Form 3160-6 "Monthly Report of Operations", starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report will be filed with the Vernal BLM District Office, 170 South 500 East, Vernal, UT 84078.

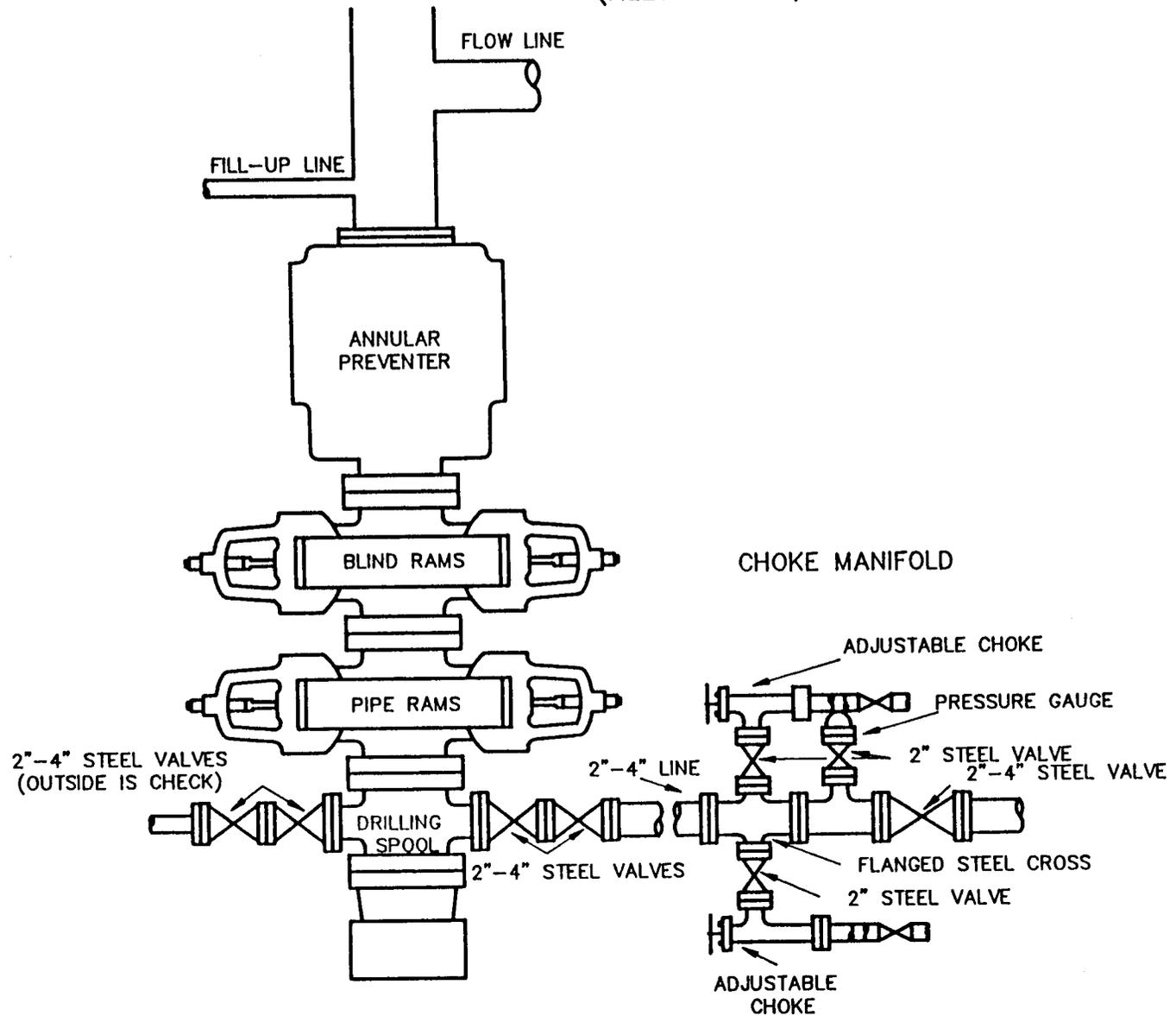


- j. **Immediate Report:** Spills, blowouts, fires, leaks, accidents, or any other unusual occurrences shall be promptly reported in accordance with the requirements of NTL-3A or its revision.
- k. If a replacement rig is contemplated for completion operations, a "Sundry Notice" Form 3160-5 to that effect 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.
- l. 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 communications, not later than 5 days following the date on which the well is placed on production.
- m. Pursuant to Onshore Order No. 7, with the approval of the District Engineer, produced water may be temporarily disposed of into unlined pits for a period of up to 90 days. During the period so authorized, an application for approval of the permanent disposal method, along with the required water analysis and other information, must be submitted to the District Engineer.
- n. Pursuant to NTL-4A, lessees or operators are authorized to vent/flare gas during initial well evaluation tests, not exceeding a period of 30 days or the production of 50 MMCF of gas, whichever occurs first. An application must be filed with the District Engineer and approval received, for any venting/flaring of gas beyond the initial 30 day or authorized test period.
- o. A schematic facilities diagram as required by 43 CFR 3162.7-2, 3162.7-3 and 3162.7-4 shall be submitted to the appropriate District Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in 43 CFR 3162.7 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.7-4.
- p. A first production conference will be scheduled within 15 days after receipt of the first production notice.



- q. 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 SO. A "Subsequent Report of Abandonment" Form 3160-5, will be filed with the AO within 30 days following completion of the well for abandonment. This report will indicate where plugs were placed and the current status of surface restoration. Final abandonment will not be approved until the surface reclamation work required by the approved APD or approved abandonment notice has been completed to the satisfaction of the AO or his representative, or the appropriate Surface Managing Agency.
- r. Pursuant to Onshore Oil and Gas Order No. 1, lessees and operators have the responsibility to see that their exploration, development, production, and construction operations are conducted in a manner which conforms with applicable Federal laws and regulations and with State and local laws and regulations to the extent that such State and local laws are applicable to operations on Federal or Indian lands.

THREE PREVENTER HOOKUP
CLASS III
(MEETS 43 CFR, PARTS 3160, 3M SPECIFICATIONS)



ONSHORE OIL & GAS ORDER NO. 1

NOTIFICATION REQUIREMENTS

- Location Construction - 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 - twenty-four (24) hours prior to running casing and cementing all casing strings.
- BOP and Related Equipment Tests - 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.

1. Existing Roads

- a. The proposed well site is located approximately 22.4 miles southeast of Myton, Utah.
- b. Directions to the location from Myton, Utah are as follows:

From Myton proceed southwesterly on Highway 40 for 1.5 miles. Turn left onto County Road #53 and #216 and proceed southeasterly for 11.2 miles to the Castle Peak Mine. Stay left and proceed an additional 3.1 miles in a southeasterly direction. Proceed east for 1.8 miles. Turn right and proceed south for 2.4 miles. The location sits adjacent to the road on the west side.

- c. For location of access roads within a 2-Mile radius, see Maps A & B.

- d. **Improvement to the existing access will not be necessary. All roads are BLM maintained.**
- e. **All existing roads will be maintained and kept in good repair during all drilling and completion operations associated with this well.**
- f. **Existing roads and newly constructed roads on surface under the jurisdiction of any Surface Managing Agency shall be maintained in accordance with the standards of the SMA.**

2. Planned Access Roads

- a. **Approximately 70' of access road will be constructed off of the main road. The new construction will be crowned and ditched with a running surface of 18 feet and a maximum disturbed width of 30 feet. Appropriate water control will be installed to control erosion.**
- b. **The maximum grade will be approximately 3%.**
- c. **No turnouts are planned.**
- d. **No low water crossings will be necessary. There are no major cuts and fills. No culverts and/or bridges will be required.**
- e. **The access road was centerline flagged at the time of staking.**
- f. **Surfacing material may be necessary depending on weather conditions.**
- g. **No cattleguards will be necessary.**
- h. **Surface disturbance and vehicular travel will be limited to the approved location and approved access route. Any additional area needed will be approved in advance.**



- i. Access roads and surface disturbing activities will conform to standards outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, (1989).
 - j. The road will be constructed/upgraded to meet the standards of the anticipated traffic flow and all weather road requirements. Construction/upgrading shall include ditching, draining, graveling, crowing and capping the roadbed as necessary to provide a well constructed safe road. Prior to upgrading, the road shall be cleared of any snow cover and allowed to dry completely. Traveling off the 30 foot right-of-way will not be allowed. Road drainage crossings shall be of the typical dry creek drainage crossing type. Crossings shall be designed so they will not cause siltation or accumulation of debris in the drainage crossing nor shall the drainages be blocked by the roadbed. Erosion of drainage ditches by runoff water shall be prevented by diverting water off at frequent intervals by means of cutouts. Upgrading shall not be allowed during muddy conditions. Should mud holes develop, they shall be filled in and detours around them avoided.
 - k. No chemicals subject to reporting under SARA Title III in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will be used, produced, stored, transported, or disposed of in association with the drilling of this well.
3. Location of Existing Wells Within a 1-Mile Radius of the Proposed Location.
(See Map #C).
- a. Water wells -none
 - b. Injection wells -none
 - c. Producing wells - one



- d. Drilling wells - none
- e. Shut-in wells - none
- f. Temporarily abandoned wells - none
- g. Disposal wells -none
- h. Abandoned wells - none
- i. Dry Holes - none

4. Location of Tank Batteries and Production Facilities.

- a. All permanent structures (onsite for six months or longer) constructed or installed (including oil well pump jacks) will be painted Desert Brown (10YR6/3). All facilities will be painted within six months of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) will be excluded. The required paint color is Desert Brown.
- b. If storage facilities/tank batteries are constructed on this lease, the facility/battery or the wellpad shall surrounded by a containment dike of sufficient capacity to contain at a minimum, the entire content of the largest tank within the facility/battery, unless more stringent protective requirements are deemed necessary by the authorized officer.
- c. A Sundry Notice will be submitted showing placement of all production facilities prior to construction.
- d. All loading lines will be placed inside the berm surrounding the tank battery.
- e. Gas meter runs for each well will be located within 500 feet of the wellhead. The gas flowline will be buried or anchored down from the wellhead to the meter and 500 feet downstream of the meter run or any production facilities. Meter runs will be housed and/or fenced.



- f. 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 and Gas Order No. 4 for liquid hydrocarbons and Onshore Oil and Gas Order No. 5 for natural gas measurement.
- g. If at any time the facilities located on public land and authorized by the terms of the lease are no longer included in the lease (due to a contraction in the unit or other lease or unit boundary change), BLM will process a change in authorization to the appropriate statute. The authorization will be subject to appropriate rental or other financial obligation as determined by the authorized officer.
- h. Any necessary pits will be properly fenced to prevent any wildlife entry.
- i. All site security guidelines identified in 43 CFR 3162.7 regulations will be adhered to.
- j. All off-lease storage, off-lease measurement, or commingling on-lease or off-lease will have prior written approval from the District Manager.
- k. All access roads will be maintained as necessary to prevent erosion and accommodate year-round traffic.
- l. The road will be maintained in a safe useable condition.

5. Location and Type of Water Supply

- a. All water needed for drilling purposes will be obtained from the Cedar View Water source which is located S 1167', E 340', from North quarter corner of Section 27, T1S - R2W, Duchesne County, Utah. Permit No. 43-

9974 A14289. (Dalbo).

- b. Water will be hauled to location over the roads marked on Maps A and B.
- c. No water well is to be drilled on this lease.
- d. A copy of the approved water permit is attached.

6. Source of Construction Material

- a. Surface and subsoil materials in the immediate area will be utilized.
- b. Any gravel used will be obtained from a commercial source.
- c. The use of materials under BLM jurisdiction will conform with 43 CFR 3610.2.3. Construction material will not be located on lease.
- d. No construction materials will be removed from Federal land.

7. Methods of Handling Waste Disposal

- a. The reserve pit will be constructed so as not to leak, break, or allow discharge. The need for a reserve pit liner will be determined during construction. Inspection will be made by the authorized officer.
- b. The need for a reserve pit liner is not anticipated, however, if a plastic nylon reinforced liner is used, it will be a minimum of 12 mil thickness with sufficient bedding (either straw or dirt) to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. No trash, scrap pipe, etc., that could puncture the liner will be disposed of in the pit. More stringent protective requirements may be deemed necessary by the A.O.
- c. Burning will not be allowed. All trash will be contained in a trash cage and its contents removed at the end of drilling operations and hauled to



an approved disposal sight.

- d. After first production, produced waste water will be confined to a unlined pit or storage tank for a period not to exceed ninety (90) days. During the 90-day period, in accordance with Onshore Order No. 7, an application for approval of a permanent disposal method and location, along with the required water analysis, will be submitted for the AO's approval. Failure to file an application within the time allowed will be considered an incident of noncompliance.
- e. Drill cuttings are to be contained and buried in the reserve pit.
- f. Any salts and/or chemicals which are an integral part of the drilling system will be disposed of in the same manner as the drilling fluid.
- g. A chemical porta-toilet will be furnished with the drilling rig.
- h. The produced fluids will be produced into a test tank until such time as construction of production facilities is completed. Any spills of oil, gas salt water or other produced fluids will be cleaned up and removed.

8. Ancillary Facilities

There are no airstrips, camps, or other facilities planned during the drilling of the proposed well.

9. Well Site Layout

- a. The reserve pit will be located on the west side of the location.
- b. The flare pit will be located downwind of the prevailing wind direction on the northwest side, a minimum of 100 feet from the well head and 30 feet from the reserve pit fence.
- c. The stockpiled topsoil (first six inches) will be stored on the west side of

- the location north of points C & D.
- d. Access to the wellpad will be from the northeast between points 7 and 8.
 - e. See Location Layout for orientation of rig, cross section of drill pad and cuts and fills.
 - f. The location of mud tanks; reserve pit, trash cage; pipe racks; living facilities and soil stockpiles will be shown on the Location Layout.
 - g. During construction, all brush will be removed from the wellpad and access road and stockpiled separately from the topsoil.
 - h. All pits will be fenced according to the following minimum standards:
 - 1. 39 inch net wire shall be used with at least one strand or barbed wire on top of the net wire (barbed wire is not necessary if pipe or some type of reinforcement rod is attached to the top of the entire fence).
 - 2. The net wire shall be no more than 2-inches above the ground. The barbed wire shall be 3-inches above the net wire. Total height of the fence shall be at least 42-inches.
 - 3. Corner posts shall be cemented and/or braced in such a manner to keep the fence tight at all times.
 - 4. Standard steel, wood, or pipe posts shall be used between the corner braces. Maximum distance between any two posts shall be no greater than 16 feet.
 - 5. All wire shall be stretched, by using a stretching device, before it is attached to the corner posts.
 - i. The reserve pit fencing will be on three sides during drilling operations and on the fourth side when the rig moves off the location. Pits will be fenced and maintained until cleanup.



10. Plans for Restoration of Surface

Producing Location

- a. Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, equipment, debris, materials, trash and junk not required for production.
- b. Immediately upon well completion, any hydrocarbons on the pit shall be removed in accordance with 43 CFR 3162.7-1.
- c. If a plastic nylon reinforced liner is used, it shall be torn and perforated before backfilling of the reserve pit.
- d. The reserve pit and that portion of the location not needed for production facilities/operations will be recontoured to the approximate natural contours. The reserve pit will be reclaimed within 120 days from the date of well completion. Before any dirt work takes place, the reserve pit must have all fluids and hydrocarbons removed and all cans, barrels, pipe, etc., will be removed.
- e. Reclamation of unused disturbed areas on the well pad/access road no longer needed for operations, such as cut slopes, and fill areas will be accomplished by grading, leveling and seeding as recommended by the Authorized Officer. The following seed mixture will be used unless another seed mixture is deemed to be more suitable for the location.

<u>Seed Mixture</u>	<u>Pounds/Acres*</u> <u>Pure Live Seed</u>
Forage Kochia (<i>Kochia prostrata</i>)	1
Ephriam Crested Wheatgrass (<i>Agropyron cristatum</i> Ephriam)	5
Russian Wildrye (<i>Elymus junceus</i>)	4
Fourwing Saltbush (<i>Atriplex canescens</i>)	2

***Rate if drilled. If broadcast, mixture will be doubled.
A harrow will be drug over the location to assure seed cover.**

Dry Hole

- f. **At such time as the well is plugged and abandoned, the operator shall submit a subsequent report of abandonment and BLM will attach the appropriate surface rehabilitation conditions of approval.**

11. Surface Ownership

Access Roads - All roads are County maintained or managed by the Bureau of Land Management.

Wellpad - The well pad is located on lands owned by the BLM.

12. Other Information

- a. **A Class III archeological survey was conducted by Sagebrush Archeological Consultants. A copy of this report has been submitted to the appropriate agencies by Sagebrush Archeological Consultants.**
- b. **The operator is responsible for informing all persons in the areas who are associated with this project that they will be subject to prosecution for knowingly disturbing historic or archaeological sites, or for collecting artifacts. If historic or archaeological materials are uncovered during construction, the operator is to immediately stop work that might further disturb such materials, and contact the authorized officer (AO). Within five working days the AO will inform the operator as to:**

-whether the materials appear eligible for the National Register of Historic Places;

-the mitigation measures the operator will likely have to undertake before the site can be used (assuming in situ preservation is not necessary); and



-a time frame for the AO to complete and expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the AO are correct and that mitigation is appropriate. If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the AO will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise, the operator will be responsible for mitigation costs. The AO will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the AO that required mitigation has been completed, the operator will then be allowed to resume construction.

- c. The operator will control noxious weeds along rights-of-way for roads, pipelines, well sites, or other applicable facilities. A list of noxious weeds may be obtained from the BLM, or the appropriate County Extension Office. On BLM administered land it is required that a Pesticide Use Proposal shall be submitted, and given approval, prior to the application of herbicides or other pesticides or possible hazardous chemicals.
- d. Drilling rigs and/or equipment used during drilling operations on this wellsite will not be stacked or stored on Federal Lands after the conclusion of drilling operations or at any other time without BLM authorization. However, if BLM authorization is obtained, it is only a temporary measure.
- e. If a silt catchment dam and basin is required by the BLM, it will be constructed according to BLM specifications. A BLM representative will be present at the start of construction.
- f. All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved plan of operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished the field representative to insure compliance.
- g. A complete copy of the approved APD and ROW grant, if applicable shall



be on location during construction of the location and drilling activities.

- h. 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.**
- i. "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.**
- j. This permit will be valid for a period of one year from the date of approval. An extension period may be granted, if requested, prior to the expiration of the original approval period. After permit termination, a new application will be filed for approval for any future operations.**
- k. The operator or his contractor shall contact the BLM Offices at 801/789-1362 48 hours prior to construction activities.**
- l. The BLM Office shall be notified upon site completion prior to moving on the drilling rig.**
- m. In the event after-hours approvals are necessary, please contact one of the following individuals:**

Gerald E. Kencska
Ed Forsman
BLM Fax Machine

Petroleum Engineer
Petroleum Engineer

801/781-1190
801/789-7077
801/789-3634



ONSHORE ORDER NO. 1
PG & E Resources Company
#41-29 Federal
671' FNL and 729' FEL
NE NE Sec. 29, T9S - R18E
Uintah County, Utah

CONFIDENTIAL - TIGHT HOLE

Lease No. U-19267

SURFACE USE PLAN
Page 13

13. Lessee's or Operator's Representative and Certification

Permit Matters

PERMITCO INC.
Lisa L. Smith
13585 Jackson Drive
Denver, CO 80241
303/452-8888

Drilling & Completion Matters

PG & E Resources Company
6688 N. Central Expressway
Suite 1000
Dallas, TX 75206-3922
Gary Whetstone - 214/750-3800
Mike McMican - 801/789-4573
Jim LaFevers - 214/750-3800 (Regulatory)

Certification

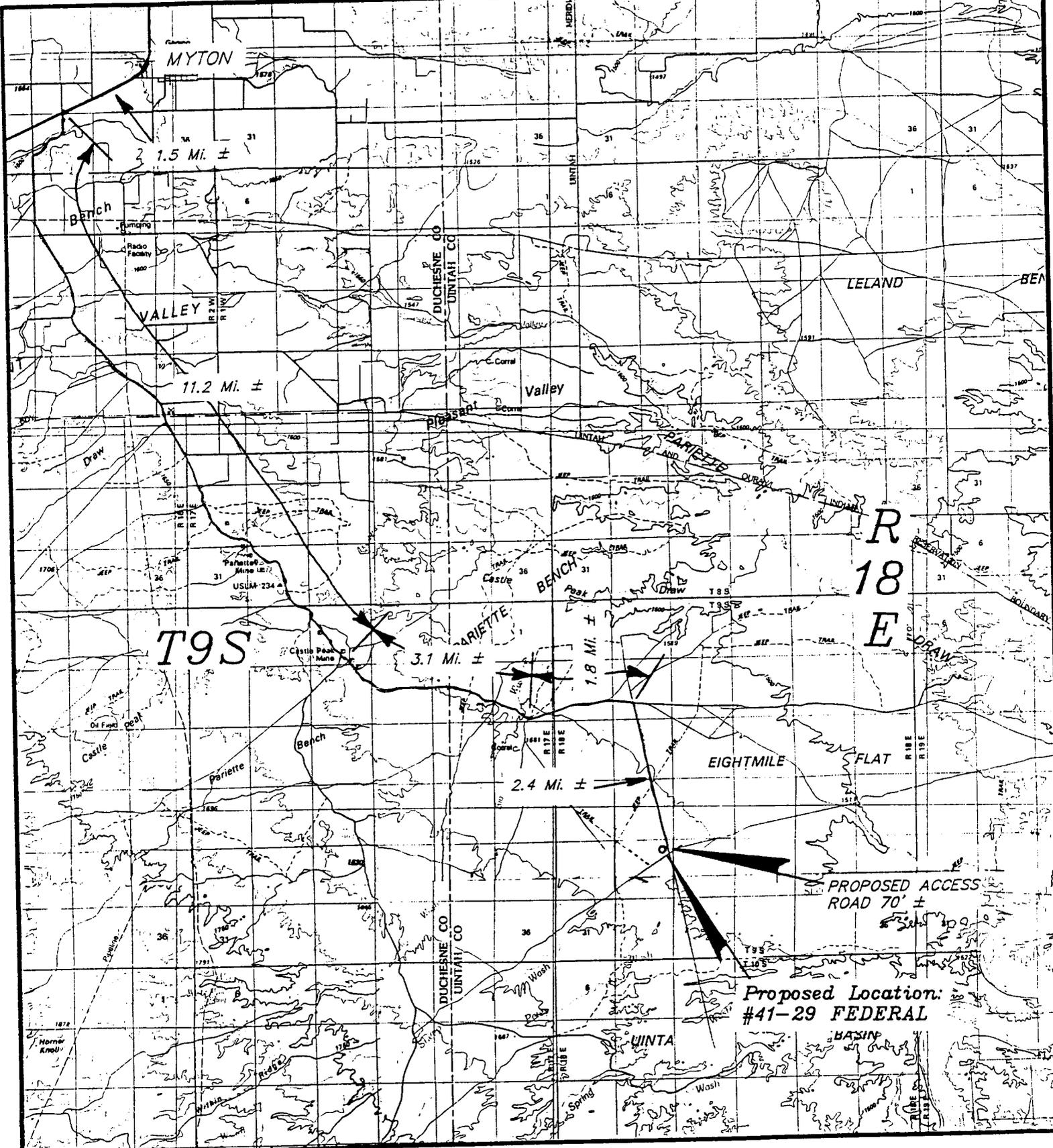
I hereby certify that I, or persons under my direct supervision, have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and, that the work associated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

This statement is subject to the provisions of 18.U.S.C. 1001 for the filing of a false statement.

March 25, 1994
Date:



Lisa L. Smith - PERMITCO INC.
Authorized Agent for:
PG & E Resources Company



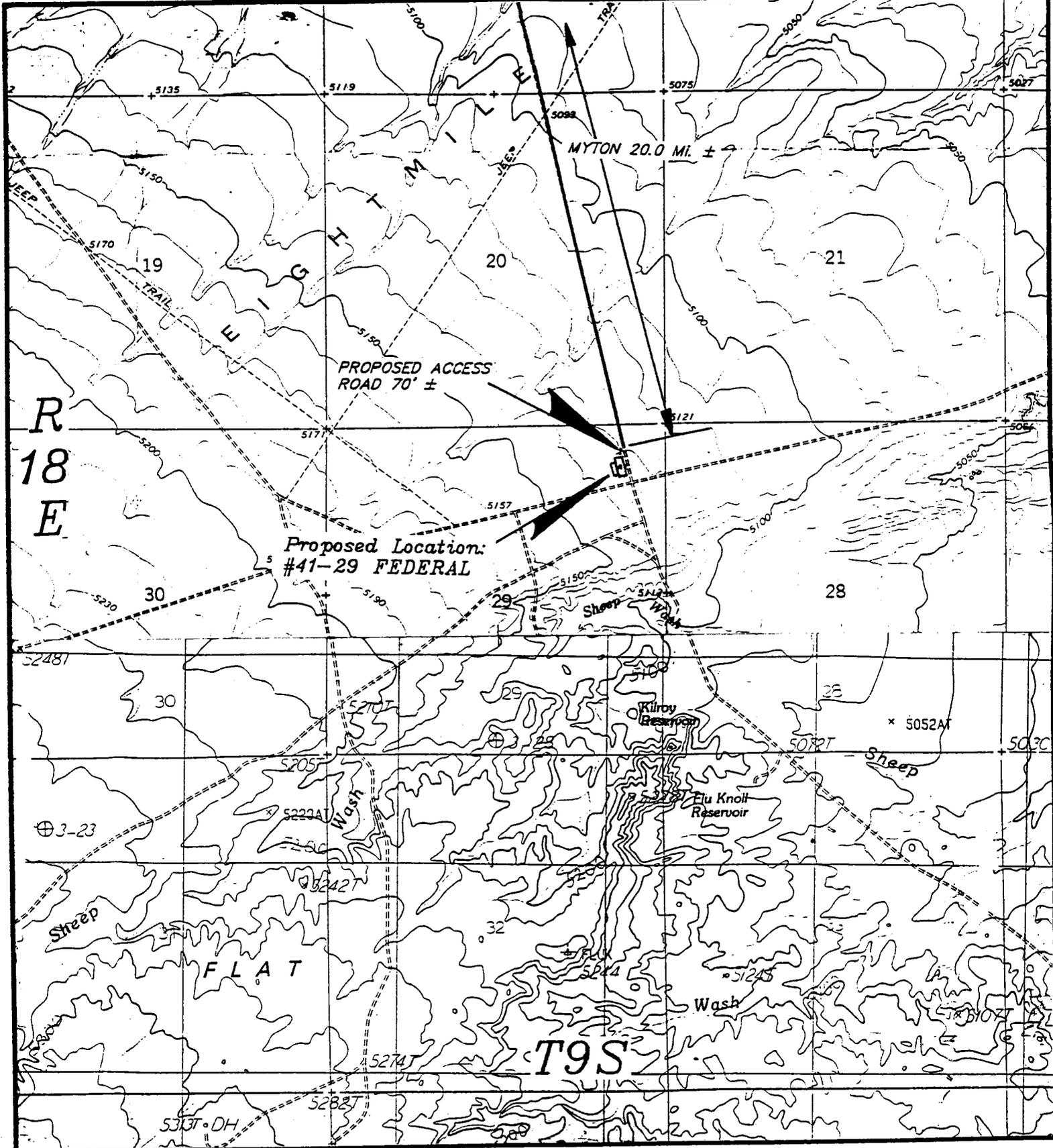
TOPOGRAPHIC
MAP "A"

DATE: 3-10-94 C.B.T.



PG&E RESOURCES COMPANY

#41-29 FEDERAL
SECTION 29, T9S, R18E, S.L.B.&M.
671' FNL 729' FEL



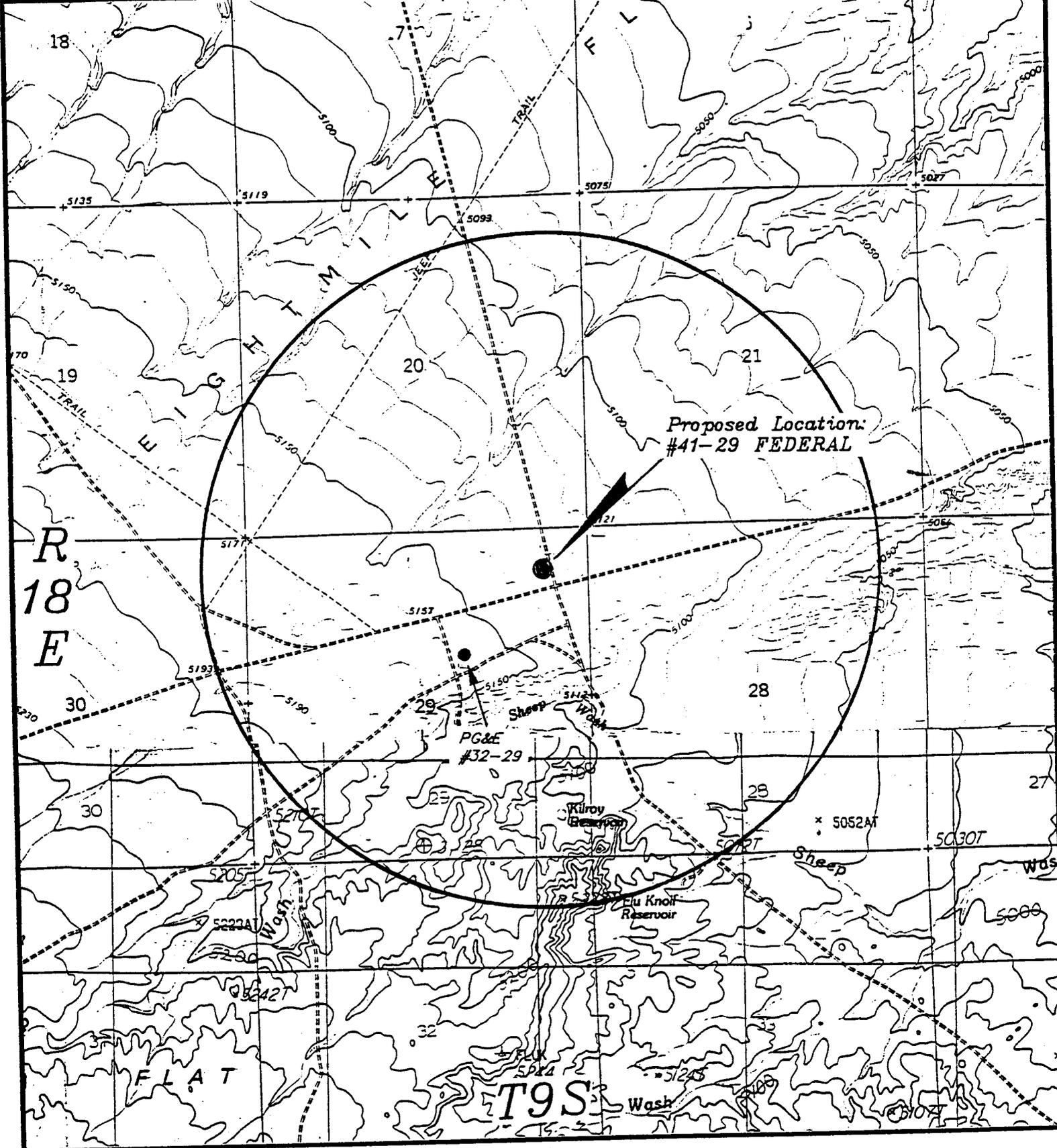
TOPOGRAPHIC
MAP "B"

DATE: 3-10-94 C.B.T.



PG&E RESOURCES COMPANY

#41-29 FEDERAL
SECTION 29, T9S, R18E, S.L.B.&M.
671' FNL 729' FEL



LEGEND:

- ⊕ = Water Wells
- ⊙ = Abandoned Wells
- = Temporarily Abandoned Wells
- ⊖ = Disposal Wells
- = Drilling Wells
- = Producing Wells
- ⬤ = Shut-in Wells



PG&E RESOURCES COMPANY

#41-29 FEDERAL
SECTION 29, T9S, R18E, S.L.B.&M.

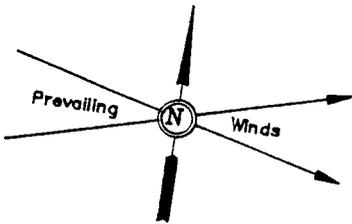
T O P O M A P " C "

DATE 3-10-94 C.B.T.

PG&E RESOURCES COMPANY

LOCATION LAYOUT FOR

#41-29 FEDERAL
SECTION 29, T9S, R18E, S.L.B.&M.
671' FNL 729' FEL



APPROX.
TOE OF
FILL SLOPE

Proposed Access
Road

F-1.1'
El. 32.8'

F-1.6'
El. 32.3'

F-2.5'
El. 31.4'

Sta. 3+00

SCALE: 1" = 50'
DATE: 3-11-94
Drawn By: T.D.H.

FLARE PIT
Min. 100' from
rig substructure.
Min. 30' from
reserve pit fence.

Flare
Pit

Topsoil Stockpile

C-9.8'
El. 35.7'
(Btm. Pit)

C-0.8'
El. 34.7'

C-0.5'
El. 34.4'

F-0.7'
El. 33.2'

Sta. 1+50

Reserve Pit Backfill
& Spoils Stockpile

C-10.6'
El. 36.5'
(Btm. Pit)

C-1.6'
El. 35.5'

C-2.0'
El. 35.9'

APPROX.
TOP OF
CUT SLOPE

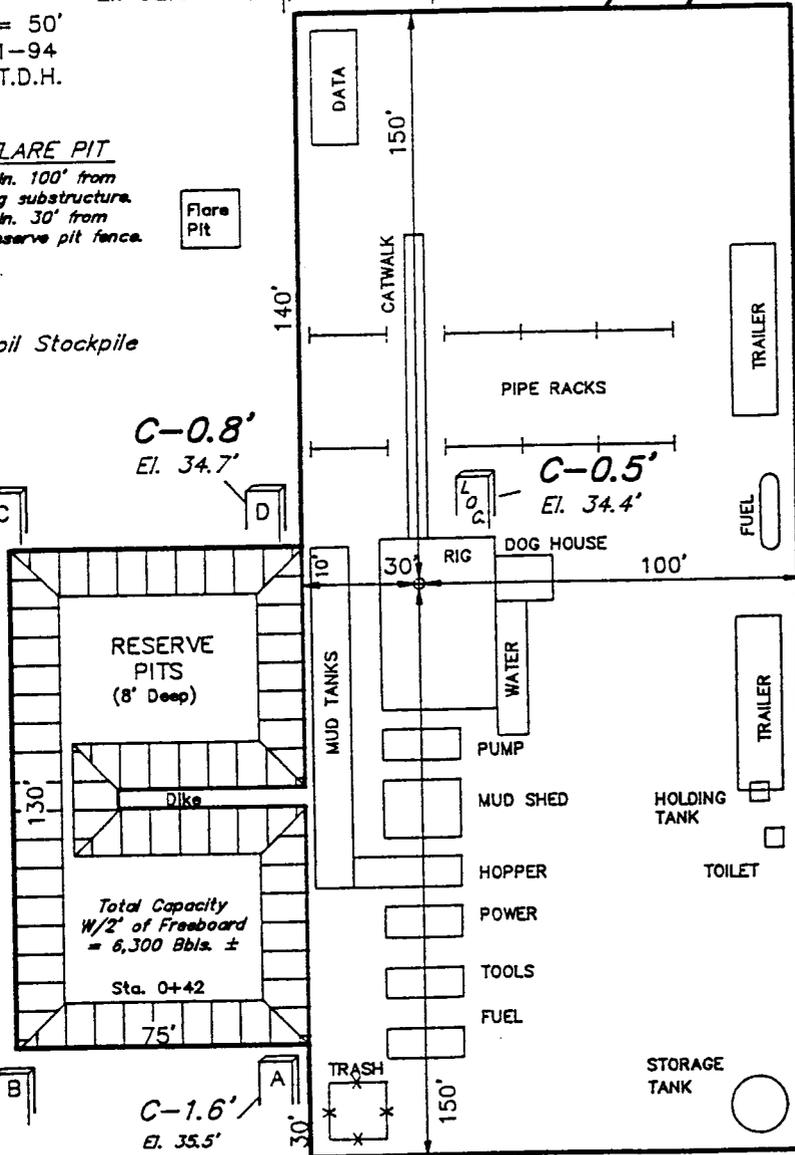
C-0.6'
El. 34.5'

Sta. 0+00

Elev. Ungraded Ground at Location Stake = 5134.4'

Elev. Graded Ground at Location Stake = 5133.9'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East • Vernal, Utah 84078 • (801) 789-1017



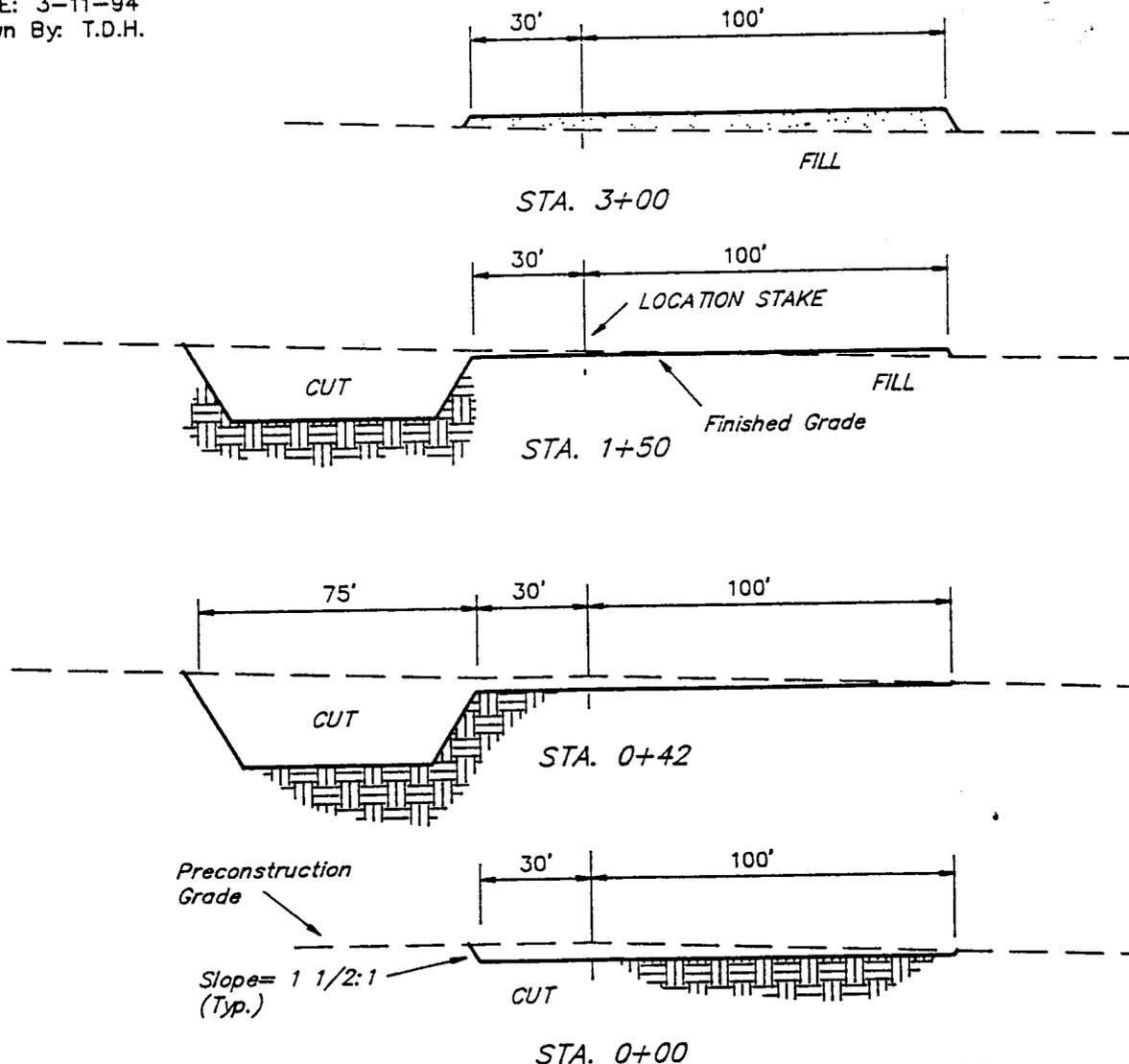
PG&E RESOURCES COMPANY

LOCATION LAYOUT FOR

#41-29 FEDERAL
SECTION 29, T9S, R18E, S.L.B.&M.
671' FNL 729' FEL

1" = 20'
X-Section
Scale
1" = 50'

DATE: 3-11-94
Drawn By: T.D.H.



NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE YARDAGES

CUT		
(6") Topsoil Stripping	=	900 Cu. Yds.
Remaining Location	=	2,720 Cu. Yds.
TOTAL CUT	=	3,620 CU.YDS.
FILL	=	1,100 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	=	2,460 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	1,880 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	=	580 Cu. Yds.

There are no federal stipulations at this time.

A Class III Archeological Survey has been conducted by Sagebrush Archeological Consultants. A copy of this report has been submitted to the appropriate agencies by Sagebrush Archeological Consultants.

APPLICATION FOR PERMANENT CHANGE OF WATER

STATE OF UTAH

RECEIVED

APR 17 1987

Rec. by DL

Fee Paid \$ 15.00

Receipt # 02150

Microfilmed _____

Roll # _____

For the purpose of obtaining permission to make a permanent change of water in the State of Utah, application is hereby made to the State Engineer, based upon the following showing of facts, submitted in accordance with the requirements of the Laws of Utah.

*WATER USER CLAIM NO. 43-9974 *APPLICATION NO. a-14289

Changes are proposed in (check those applicable)

- _____ point of diversion. _____ point of return.
- place of use. nature of use.

1. OWNER INFORMATION

Name: Owen Dale Anderson Interest: _____ %
Address: P.O. Box 1169 Vernal UT 84078

2. *PRIORITY OF CHANGE: _____ *FILING DATE: _____

*Is this change amendatory? (Yes/No): _____

3. RIGHT EVIDENCED BY: 43-3525

Prior Approved Change Applications for this right: 83-43-21 84-43-73 6-14099

***** HERETOFORE *****

4. QUANTITY OF WATER: 0.5 cfs and/or _____ ac-ft.

5. SOURCE: U.G.W (well)

6. COUNTY: Duchesne

7. POINT(S) OF DIVERSION: South 1167 Ft East 340 Ft from N 1/4 Corner Section 27 T1S, R2W, USB+M

Description of Diverting Works: _____

8. POINT(S) OF REDIVERSION

The water will be rediverted from _____ at a point: _____

Description of Diverting Works: _____

9. POINT(S) OF RETURN

The amount of water consumed is _____ cfs or _____ ac-ft.

The amount of water returned is _____ cfs or _____ ac-ft.

The water will be returned to the natural stream/source at a point(s): _____

*These items are to be completed by Division of Water Rights.

Permanent Change

10. NATURE AND PERIOD OF USE

Stockwatering: From Jan 1 to Dec 31
 Domestic: From _____ to _____
 Municipal: From _____ to _____
 Mining: From _____ to _____
 Power: From _____ to _____
 Other: From Jan 1 to Dec 31
 Irrigation: From April 1 to Oct 31

11. PURPOSE AND EXTENT OF USE

Stockwatering (number and kind): 250 Livestock Units _____
 Domestic: _____ Families and/or _____ Persons.
 Municipal (name): _____
 Mining: _____ Mining District in the _____ Mine.
 Ores mined: _____
 Power: Plant name: _____ Type: _____ Capacity: _____
 Other (describe): drilling + completion of oil field location Fish Culture
 Irrigation: 55.7 acres. Sole supply of _____ acres

12. PLACE OF USE

Legal description of areas of use other than irrigation by 40 acre tract: n/a

13. STORAGE

Reservoir Name: unnamed Storage Period: from 11-1 to 3-31
 Capacity: 4.0 ac-ft. Inundated Area: _____ acres
 Height of dam: _____ feet
 Legal description of inundated area by 40 tract: NW NE Sec 27, T15 R2W 45B+M

***** THE FOLLOWING CHANGES ARE PROPOSED *****

14. QUANTITY OF WATER: _____ cfs and/or 20.0 ac-ft
 15. SOURCE: UGW Remaining Water: same
 16. COUNTY: Duchesne
 17. POINT(S) OF DIVERSION: same

Description of Diverting Works: _____

18. POINT(S) OF REDIVERSION

The water will be rediverted from _____ at a point: _____

Description of Diverting Works: _____

19. POINT(S) OF RETURN

The amount of water consumed is _____ cfs or _____ ac-ft

The amount of water returned is _____ cfs or _____ ac-ft

The water will be returned to the natural stream/source at a point(s): _____

20. NATURE AND PERIOD OF USE

Stockwatering: From _____ to _____

Domestic: From _____ to _____

Municipal: From _____ to _____

Mining: From _____ to _____

Power: From _____ to _____

Other: From Jan 1 to Dec 31

Irrigation: From _____ to _____

21. PURPOSE AND EXTENT OF USE

Stockwatering (number and kind): _____

Domestic: _____ Families and/or _____ Persons

Municipal (name): _____

Mining: _____ Mining District in the _____ Mine

Ores mined: _____

Power: Plant name: _____ Type: _____ Capacity: _____

Other (describe): drilling and completion of oil wells

Irrigation: _____ acres. Sole supply of _____

22. PLACE OF USE

Legal description of areas of use by 40 acre tract: _____

Other: hauled to locations by water trucks as needed

23. STORAGE

Reservoir Name: _____ Storage Period: from _____ to _____

Capacity: _____ ac-ft. Inundated Area: _____ acres

Height of dam: _____ feet

Legal description of inundated area by 40 tract: _____

24. EXPLANATORY

The following is set forth to define more clearly the full purpose of this application. Include any supplemental water rights used for the same purpose. (Use additional pages of same size if necessary):

Change is for oilfield drilling and exploration.

Approximately 4 acre ft^{use} will be taken from

irrigation purposes and used for oilfield purposes
Acres to be irrigated will change from ~~55.7~~ to ~~50~~ acres
because of the change in use. ~~53.7~~ 48.7

The undersigned hereby acknowledges that even though he/she/they may have been assisted in the preparation of the above-numbered application through the courtesy of the employees of the Division of Water Rights, all responsibility for the accuracy of the information contained herein, at the time of filing, rests with the applicant(s).

Devin Dale Anderson
Signature of Applicant(s)

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 03/28/94

API NO. ASSIGNED: 43-047-32495

WELL NAME: FEDERAL 41-29
OPERATOR: PG & E RESOURCES COMPANY (N0595)

PROPOSED LOCATION:
NENE 29 - T09S - R18E
SURFACE: 0671-FNL-0729-FEL
BOTTOM: 0671-FNL-0729-FEL
UINTAH COUNTY
EIGHT MILE FLAT NORTH FIELD (590)

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

LEASE TYPE: FED
LEASE NUMBER: U-19267

RECEIVED AND/OR REVIEWED:

Y Plat
Y Bond: Federal State Fee
(Number LL 187011)

N Potash (Y/N)
N Oil shale (Y/N)
Y Water permit
(Number 43-9974 A 14289)
N RDCC Review (Y/N)
(Date: _____)

LOCATION AND SITING:

___ R649-2-3. Unit: _____

R649-3-2. General.

___ R649-3-3. Exception.

___ Drilling Unit.
___ Board Cause no: _____
___ Date: _____

COMMENTS: _____

STIPULATIONS: _____

CONFIDENTIAL
PERIOD
EXPIRED
ON 11-5-95

EIGHT MILE FLAT NORTH

R 1 W

R 1 E

T 4 S



T 5 S

T 9 S

R 17 E

R 18 E

UINTAH COUNTY

North ↑

Access

Top Soil

wellhead



Pumpjack

Propane

100Bbl.
H₂O tank

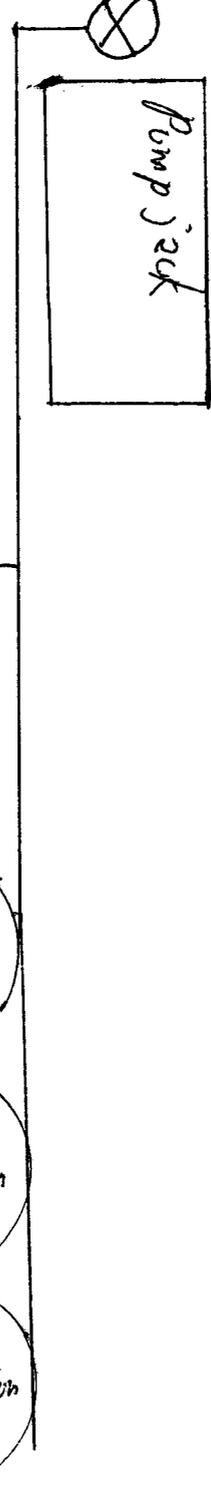
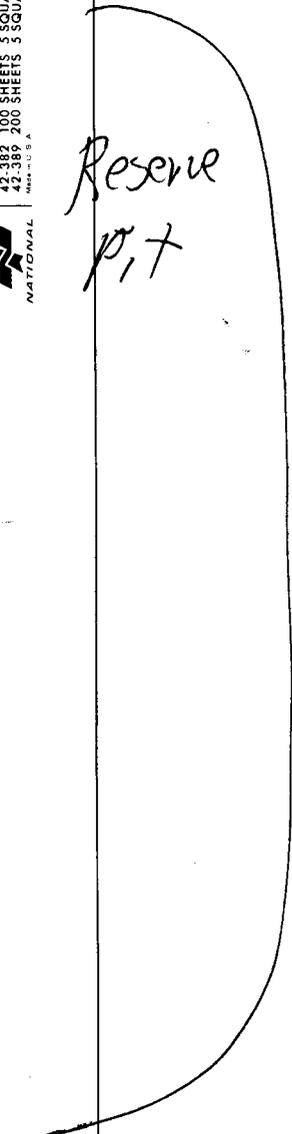
400Bbl.
Production
Tank

400Bbl.
Production
Tank

Reserve
pit

Access

42,381 50 SHEETS 5 SQUARE
42,382 100 SHEETS 3 SQUARE
42,389 200 SHEETS 3 SQUARE
MADE IN U.S.A.





March 29, 1994

Utah Division of Oil, Gas & Mining
3 Triad Center, Suite 350\
Salt Lake City, UT 84180-1203
Attn: Frank Matthews

Re: PG & E Resources
#41-29 Federal
NE NE Sec. 29,
T9S - R18E
Lease No. U-1922267

Dear Frank,

It has come to my attention that there was a typographical error in the A.P.D. for the subject well which was submitted to your office on March 25, 1994.

The subject well is located in T9S, not T9N as originally submitted. Enclosed please find three corrected copies for your files.

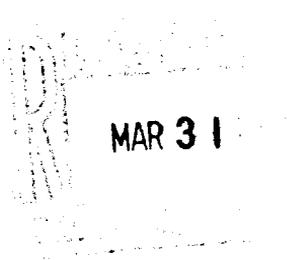
If you should have any questions, please don't hesitate to contact me.

Sincerely,

PERMITCO INC.

A handwritten signature in cursive script that reads "Lisa L. Smith".

Lisa L. Smith



Enc.

Permitco Incorporated
A Petroleum Permitting Company

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

5. LEASE DESIGNATION AND SERIAL NO.

U-19267

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

N/A

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

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

7. UNIT AGREEMENT NAME

N/A

1b. TYPE OF WELL

OIL **GAS** **SINGLE** **MULTIPLE**
WELL **WELL** **OTHER** **ZONE** **ZONE**

8. FARM OR LEASE NAME

Federal

2. NAME OF OPERATOR **214/750-3800** **6688 N. Central Expressway,**
PG & E Resources Company **Suite 1000 Dallas, TX 75206**

9. WELL NO.

#41-29

3. ADDRESS OF OPERATOR **303/452-8888** **13585 Jackson Drive**
PERMITCO INC. - Agent **Denver, CO 80241**

10. FIELD AND ROOM OF WELL *Green River*
Green River

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. *)

At Surface **671' FNL and 729' FEL**
At proposed Prod. Zone **NE NE Sec. 29, T9S - R18E**

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

Sec. 29, T9S - R18E

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

22.4 miles southeast of Myton, Utah

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)

671'

16. NO. OF ACRES IN LEASE

1918.84

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.

Approx. 1900'

19. PROPOSED DEPTH

5600'

20. ROTARY OR CABLE TOOLS

Rotary

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

5134' GR

22. APPROX. DATE WORK WILL START*

Upon approval of this application

23. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12-1/4"	9-5/8"	36#	350'	110 cubic feet, circ to surface.
7-7/8"	5-1/2"	17#	5,600'	500 cubic feet or suffic. to

cover zones of interest.

PG & E Resources Company proposes to drill a well to 5600' to test the Green River formation. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements.

See Onshore Order No. 1 attached.

Please be advised that PG & E Resources Company is considered to be the Operator of the above mentioned well. PG & E Resources Company agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No. U-187011. The principal is PG & E Resources Company via surety consent as provided for in 43 CFR 3104.2.

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

24. SIGNED *[Signature]*

Consultant for:

TITLE **PG & E Resources Co.**

DATE **03/25/94**

PERMIT NO. **43-047-32495**

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

APPROVED BY
CONDITIONS OF APPROVAL, IF ANY:

DATE: **5-4-94**

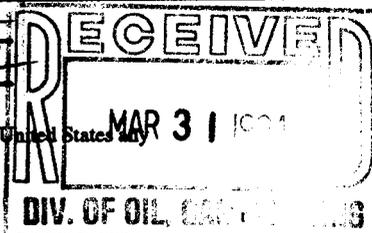
BY: *[Signature]*

cc: Utah Division of Oil, Gas & Mining

WELL SPACING: **649-3-2**

*See Instructions On Reverse Side

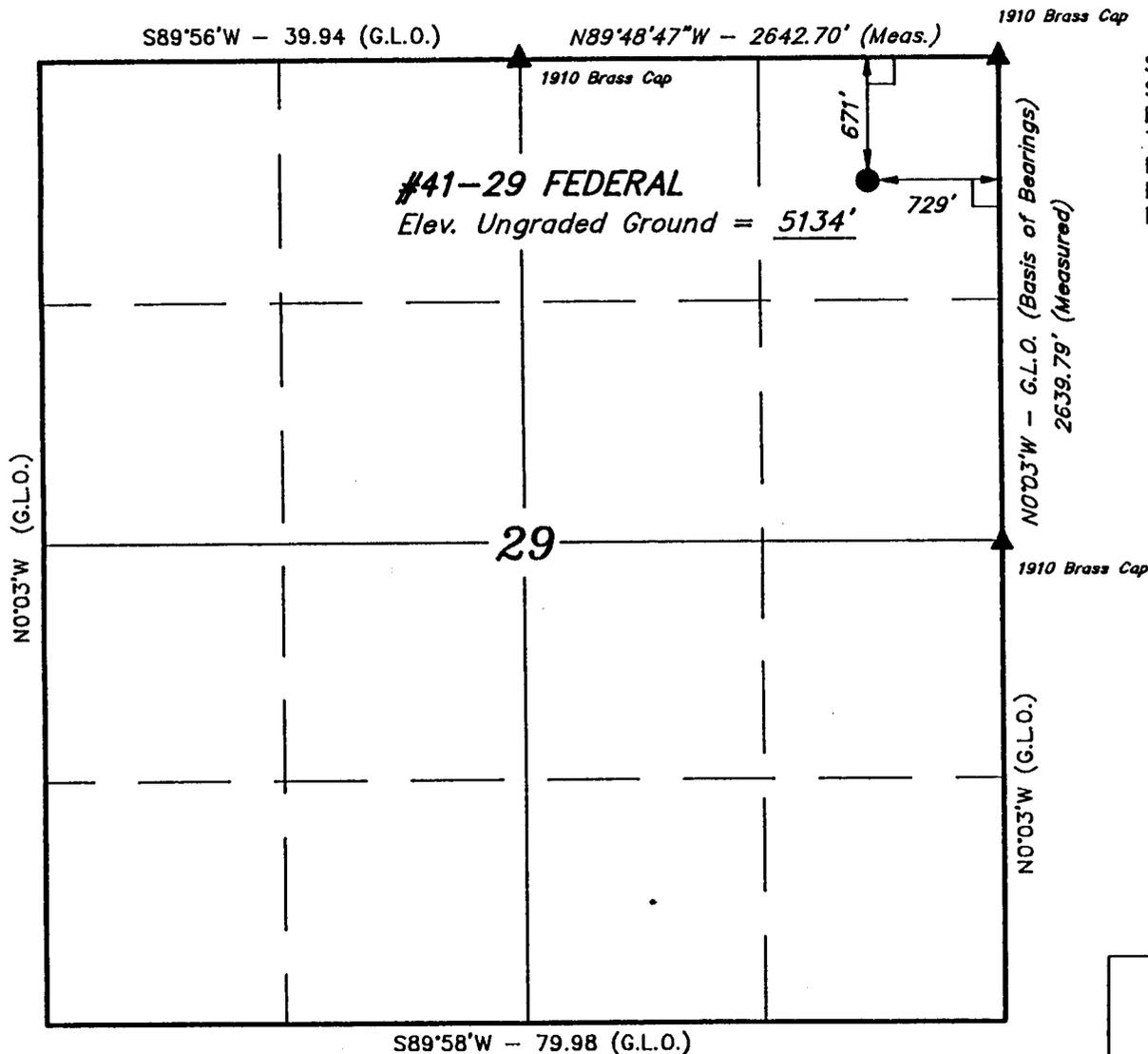
Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.



T9S, R18E, S.L.B.&M.

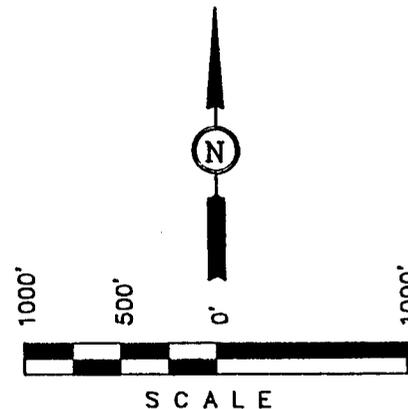
PG&E RESOURCES COMPANY

Well location, #41-29 FEDERAL, located as shown in the NE 1/4 NE 1/4 of Section 29, T9S, R18E, S.L.B.&M. Uintah County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHEAST CORNER OF SECTION 29, T9S, R18E, S.L.B.&M. TAKEN FROM THE PARIETTE DRAW SW QUADRANGLE, UTAH, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5121 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 J. Kay
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 5709
 STATE OF UTAH

LEGEND:

- └ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED. (*Brass Caps*)

UINTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(801) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 3-2-94	DATE DRAWN: 3-11-94
PARTY J.F. T.G. T.D.H.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE PG&E RESOURCES	



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)

May 5, 1994

PG & E Resources Company
6688 N. Central Expressway, Suite 1000
Dallas, Texas 75206

**Re: Federal #41-29 Well, 671' FNL, 729' FEL, NE NE, Sec. 29, T. 9 S., R. 18 E.,
Uintah County, Utah**

Gentlemen:

Pursuant to Utah Admin. R. 649-3-2-2, Location and Siting of Wells and Utah Admin. R. 649-3-4, Permitting of Wells to be Drilled, Deepened or Plugged-Back, approval to drill the referenced well is hereby granted.

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

1. Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules.
2. Notification to the Division within 24 hours after drilling operations commence.
3. Submittal of Entity Action Form, Form 6, within five working days following commencement of drilling operations and whenever a change in operations or interests necessitates an entity status change.
4. Submittal of the Report of Water Encountered During Drilling, Form 7.
5. Prompt notification prior to commencing operations, if necessary, to plug and abandon the well. Notify Frank R. Matthews, Petroleum Engineer, (Office) (801)538-5340, (Home) (801)476-8613, or K. Michael Hebertson, Reclamation Specialist, (Home) (801)269-9212.

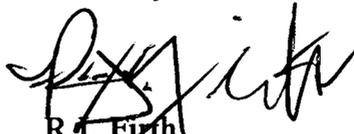


Page 2
PG & E Resources Company
Federal #41-29 Well
May 5, 1994

6. Compliance with the requirements of Utah Admin. R. 649-3-20, Gas Flaring or Venting, if the well is completed for production.

This approval shall expire one year after date of issuance unless substantial and continuous operation is underway or a request for an extension is made prior to the approval expiration date. The API number assigned to this well is 43-047-32495.

Sincerely,



R.J. Firth
Associate Director

ldc
Enclosures
cc: Uintah County Assessor
Bureau of Land Management, Vernal District Office
WOI1

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

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

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

1b. TYPE OF WELL

OIL **GAS** **SINGLE** **MULTIPLE**

WELL **WELL** **OTHER** **ZONE** **ZONE**

5. LEASE DESIGNATION AND SERIAL NO.
U-19267

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
N/A

7. UNIT AGREEMENT NAME
N/A

8. FARM OR LEASE NAME
Federal

9. WELL NO.
#41-29

10. FIELD AND POOL OR WILDCAT
Riverbend/Green River

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
Sec. 29, T9S - R18E

2. NAME OF OPERATOR **214/750-3800** **6688 N. Central Expressway,**
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At proposed Prod. Zone **NE NE SEC. 29, T9S - R18E**

43-047-32495

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22.4 miles southeast of Myton, Utah

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Uintah

13. STATE
Utah

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671'

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1918.84

17. NO. OF ACRES ASSIGNED TO THIS WELL
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Approx. 1900'

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Upon approval of this application

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SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT
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PG & E Resources Company proposes to drill a well to 5600' to test the Green River formation. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements.

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Please be advised that PG & E Resources Company is considered to be the Operator of the above mentioned well. PG & E Resources Company agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No. U-187011. The principal is PG & E Resources Company via surety consent as provided for in 43 CFR 3104.2.

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

24. SIGNED *[Signature]* CONSULTANT FOR: **PG & E Resources Co.** TITLE **PG & E Resources Co.** DATE **03/25/94**

PERMIT NO. _____ APPROVAL DATE _____

APPROVED BY *[Signature]* TITLE **ASSISTANT DISTRICT MANAGER MINERALS** DATE **MAY 5 1994**

CONDITIONS OF APPROVAL, IF ANY: _____

cc: Utah Division of Oil, Gas & Mining

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED TO OPERATOR'S COPY

*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.

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: PG & E RESOURCES COMPANY

Well Name & Number: FEDERAL 41-29

API Number: 43-047-32495

Lease Number: U-19267

Location: NENE Sec. 29 T. 9S R. 18E

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.

This APD approval is valid until April 30, 1994 at which time lease UTU-65218 expires. The APD approval will be valid for a period of one (1) year from the signature date if there is production from a well or PG & E is conducting diligent drilling operations across the lease expiration date. An extension period may be granted, if requested, prior to the expiration of the original approval period.

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 3M 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 ± 1300 ft. or by setting the surface casing at ± 1350 ft. and have a cement top for the production casing at least 200 ft. above the Mahogany Oil Shale, identified at ± 2526 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.

A cement bond log (CBL) will be run from the production casing shoe to ± 2326 ft. if the surface casing is set at ± 1350 ft. or it will be run to ± 1100 ft. if the surface casing is set at ± 350 ft. and shall be utilized to determine the bond quality for the production casing. 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).

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 PROGRAM

Water for drilling the #41-29 well is authorized to come from
Gorman Draw, Water Right #47-1437, South quarter corner Section 12,
T4S, R2W, USM.

CONFIDENTIAL

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

NAME OF COMPANY: PG & E

WELL NAME: FEDERAL 41-29

API NO. 43-047-32495

Section 29 Township 9S Range 18E County UINTAH

Drilling Contractor NABORS

Rig # 181

SPUDDED: Date 6/24/94

Time _____

How DRY HOLE

Drilling will commence _____

Reported by JAKE NEVES

Telephone # 1-828-8346

Date 6/23/94 SIGNED JLT

OPERATOR PG&E Resources Company

OPERATOR ACCT. NO. H 0595

ADDRESS 6688 N. Central Expwy., Suite 1000

Dallas, TX 75206

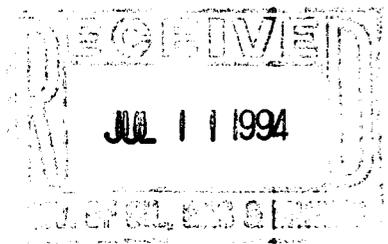
ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	11645	43-047-32500	State 31-32	NE	32	8S	18E	Uintah	07/04/94	
WELL 1 COMMENTS:											
A	99999	11646	43-047-32495	Federal 41-29	NE	29	9S 8S	18E	Uintah	06/29/94	
WELL 2 COMMENTS:											
WELL 3 COMMENTS:											
WELL 4 COMMENTS:											
WELL 5 COMMENTS:											

ACTION CODES (See instructions on back of form)

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

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

(3/89)



Cindy B. Keister
Signature

Sr. Regulatory Analyst 07/06/94
Title Date

Phone No. (214) 750-3800

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

CONFIDENTIAL

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
PG&E Resources Company

3. Address and Telephone No.
6688 N. Central Expwy., Suite 1000, Dallas, TX 75206

4. Location of Well (Footage, Sec., T.,R.,M., or Survey Description)
671' FNL & 729' FEL NE/4 NE/4 Sec. 29, T9S-R18E

5. Lease Designation and Serial No.
U-19267

6. If Indian, Allottee or Tribe Name
NA

7. If Unit or CA, Agreement Designation
NA

8. Well Name and No.
Federal 41-29

9. API Well No.
43-047-32495

10. Field and Pool, or Exploratory Area
Riverbend/Green River

11. County or Parish, State
Uintah

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 checked="" type="checkbox"/> Subsequent Report <input type="checkbox"/> Final Abandonment	<input type="checkbox"/> Abandonment <input type="checkbox"/> Recompletion <input type="checkbox"/> Plugging Back <input type="checkbox"/> Casing Repair <input type="checkbox"/> Altering Casing <input checked="" type="checkbox"/> Other <u>Spud & Set Surf. Csg.</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 <small>(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log from.)</small>

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.)*

PG&E Resources Company spud the Federal 41-29 on June 29, 1994 and 9-5/8" surface casing was set at 350'. Casing was cemented with 200sx Premium circulated to surface as shown on the attached daily report.

[Handwritten initials]

14. I hereby certify that the foregoing is true and correct
 Signed *Candy B. Beister* Title Sr. Regulatory Analyst Date 07/06/1994

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____
 Conditions of approval, if any:

CC: UTAH DOGM

WELL HISTORY

31-32 State
Pleasant Valley Area
Uintah County, Utah
(PG&E Resources Co. Operated)

- 07-04-94 Spud well with Bill Jr's Rathole Rig & drill to 300'.
- 07-05-94 Drill to 350', run 9-5/8", 36#, K-55 csg & cmt with 200 sx Prem (15.6 ppg, 1.18 yield). Circ 65 sx to pit, floats held. RD Halco.
- 07-06-94 WO rig. DROP UNTIL FURTHER ACTIVITY.

JUL 11 1994

UTAH DIVISION OF OIL, GAS AND MINING EQUIPMENT INVENTORY

Operator: PG & E Lease: State: ___ Federal: Indian: ___ Fee: ___

Well Name: Fed. 41-29 API Number: 43-047-32495

Section: 29 Township: 9S Range: 7E County: Uintah Field: 8 mile flat north

Well Status: POW Well Type: Oil: Gas: ___

PRODUCTION LEASE EQUIPMENT: CENTRAL BATTERY: ___

Well head ___ Boiler(s) ___ Compressor ___ Separator(s)
 Dehydrator(s) ___ Shed(s) ___ Line Heater(s) ___ Heated Separator
 VRU ___ Heater Treater(s)

PUMPS:
 Triplex Chemical Centrifugal

LIFT METHOD:
 Pumpjack ___ Hydraulic ___ Submersible ___ Flowing

GAS EQUIPMENT:
 Gas Meters ___ Purchase Meter ___ Sales Meter

TANKS: NUMBER	SIZE	
<u>2</u> Oil Storage Tank(s)	<u>400</u>	BBLs
___ Water Tank(s)	___	BBLs
___ Power Water Tank	___	BBLs
___ Condensate Tank(s)	___	BBLs
<u>1</u> Propane Tank	___	

REMARKS: Reserve pit open and holds 1400 barrels fluid.
Production tanks have burners.

Location central battery: Qtr/Qtr: ___ Section: ___ Township: ___ Range: ___

Inspector: David W. Hartford Date: 9/20/94

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLICATE*

(See other instructions on reverse side)

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

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

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

2. NAME OF OPERATOR
PG&E Resources Company

3. ADDRESS OF OPERATOR
6688 N. Central Expwy., Suite 1000, Dallas, TX 75206

4. LOCATION OF (Report location clearly and in accordance with any State requirements)*
 At surface **671' FNL & 729' FEL NE/4 NE/4 Sec. 29**
 At top prod. interval reported below **Same**
 At total depth **Same**

14. PERMIT NO. **43-047-32495** DATE ISSUED **05/05/94** 12. COUNTY OR PARISH **Uintah** 13. STATE **Utah**

15. DATE SPUDDED **06/29/94** 16. DATE T.D. REACHED **07/10/94** 17. DATE COMPL. (Ready to prod.) **10/05/94** 18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* **5148' RKB** 19. ELEV. CASINGHEAD _____

20. TOTAL DEPTH, MD & TVD **5600'** 21. PLUG, BACK T.D., MD & TVD **5522'** 22. IF MULTIPLE COMPL., HOW MANY* _____ 23. INTERVALS DRILLED BY **XX** ROTARY TOOLS **XX** CABLE TOOLS _____

24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD AND TVD)*
4494' - 5079' Green River

25. WAS DIRECTIONAL SURVEY MADE **No**

26. TYPE ELECTRIC AND OTHER LOGS RUN
Triple Combo/Density

27. WAS WELL CORED **No**

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT PULLED
9-5/8"	36#	350'	12-1/4"	200sx Premium	0
5-1/2"	17#	5600'	7-7/8"	690sx HiFill + 500sx 50-50 Poz	0

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
					2-7/8"	5133'	NA

31. PERFORATION RECORD (Interval, size and number)

OCT 17

See Attached

32. ACID, SHOT, FRACTURE, CEMENT

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
See Attached	

33.* PRODUCTION

DATE FIRST PRODUCTION **10/05/94** PRODUCTION METHOD (Flowing, gas lift, pumping-size and type of pump) **Pumping 1-3/4" insert** WELL STATUS (Producing or shut-in) **Producing**

DATE OF TEST **10/10/94** HOURS TESTED **23** CHOKE SIZE **NA** PROD'N. FOR TEST PERIOD OIL--BBL. **73** GAS--MCF. **TSTM** WATER--BBL. **52** GAS-OIL RATIO **NA**

FLOW. TUBING PRESS. **NA** CASING PRESSURE **NA** CALCULATED 24-HOUR RATE OIL--BBL. **76** GAS--MCF. **TSTM** WATER--BBL. **54** OIL GRAVITY-API (CORR.) _____

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

TEST WITNESSED BY **Randy Miller**

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 *[Signature]* TITLE **Supervisor Regulatory Compliance** DATE **10/12/1994**

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

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

38. GEOLOGIC MARKERS

FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.	NAME	TOP	
					MEAS. DEPTH	TRUE VERT. DEPTH
F(3) Sand	5072	5080	Hydrocarbons	Green River		1070
F(2) Sand	5034	5038	Hydrocarbons	"A" Marker		3581'
E(e) Sand	4668	4683	Hydrocarbons	"B" Marker		3814'
E(d) Sand	4630	4640	Hydrocarbons	Douglas Creek Marker		4193'
Lower "D" Sand	4494	4501	Hydrocarbons	"D" Marker		4421'
Douglas Creek (4) Sand	4268	4277	Water & hydrocarbons	"E" Marker		4527'
"C" Sand	4114	4123	Water & hydrocarbons	"F" Marker		4982'
				Basal Limestone		5380'
				Wasatch		5550'

FORM 3160-4
ATTACHMENT

Federal 41-29

Item No. 31

5072-79' 5034-37'	2 SPF	24 Holes
4668-53'	1 SPF	28 Holes
4494' - 4640'	1 SPF	19 Holes
4268-77'	2 SPF	20 Holes
4114-23'	2 SPF	20 Holes

Item No. 32

5034' - 5079'	2000 gals acid + 48 ball sealers. 127,000# 16/30 sd w/Borate gel
4494' - 4668'	4000 gals 15% HCl acid + 70 ball sealers 50,500 gals Borate gel + 155,000# 16/30 Ottawa Sand
4114' - 4277'	2000 gals 15% HCl acid + 30 ball sealers 45,000 gals Borate gel + 125,500 16/30 Ottawa Sand + 55,000# Super LC 16/30 resin coated sand
4268-77'	Squeezed perforations with 75sx Class "G" Cement Squeezed perforations with 35sx Class "G" Cement
4114-23'	Squeezed perforations with 100sx Class "G" Cement

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

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

PRODUCTION DEPT
 PG&E RESOURCES COMPANY
 6688 N CENTRAL EXP #1000
 DALLAS TX 75206-3922

UTAH ACCOUNT NUMBER: N0595

REPORT PERIOD (MONTH/YEAR): 8 / 94

AMENDED REPORT (Highlight Changes)

Well Name API Number	Entity	Location	Producing Zone	Well Status	Days Oper	Production Volumes		
						OIL(BBL)	GAS(MCF)	WATER(BBL)
✓ FEDERAL 7-24B 4304732227	11508	09S 19E 24		✓		UTU 68625	(w. willow crk U?)	
✓ FEDERAL 15-24B 4304732420	11509	09S 19E 24	GRRV			UTU 68625	(west willow creek unit)	
✓ FEDERAL 5-24B 4304732447	11585	09S 19E 24	GRRV			UTU 68625	(west willow creek unit)	
✓ Blue Diamond 13-13B 4304732457	99999	9S 19E 13	Oil.	✓		FEE	* 10-6-94 Bond updated. (w. willow crk U?)	
✓ State 15-14B 4304732450	99999	9S 19E 24	"			ML 45243	(w. willow crk U)	
✓ Federal 7-19B 4304732479	11632	9S 19E 19	"			UTU 65218		
✓ Federal 2-19 4304732477	99999	9S 19E 19	"			U 65218		
✓ State 31-32 4304732500	11645	8S 18E 32	GRRV			ML 22058		
✓ Federal 41-29 4304732495	11646	9S 18E 29	GRRV			U 19267		
✓ Federal 13-20 4301331445	99999	9S 17E 20	"			U 13905	(Perd 10-21-94)	
✓ Federal 44-18 4304732498	99999	9S 17E 18	"			U 16544		
✓ Federal 22-8H 4301331457	11675	9S 17E 8	"			U 10760	"	
✓ Federal 14-9H 4301331459	11677	9S 17E 9	"			U 50750		
✓ Federal 21-9H 4301331458	11676	9S 17E 9	"			TOTALS U 50750		
✓ Federal 21-8H 4301331460	99999	9S 17E 8	"			U 10760		
✓ State 42-32 4304732473	99999	8S 18E 32	"			ML 22058		
COMMENTS: Federal 23-29 4304732556	99999	9S 18E 29	"			U-19267		

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

Date: _____

Name and Signature: _____

Telephone Number: _____

Bureau of Land Management
Utah State Office
P.O. Box 45155
Salt Lake City, Utah 84145-0155

3100
U-01470A
(UT-923)

NOV 29 1994

CERTIFIED MAIL---Return Receipt Requested

DECISION

DALEN Resources Oil & Gas Co. :
6688 N. Central Expwy., #1000 : Oil and Gas
Dallas, Texas 75206 : U-01470A et al

Corporate Name Change Recognized

Acceptable evidence has been received in this office concerning the change of name of PG&E Resources Company to DALEN Resources Oil & Gas Co. on Federal oil and gas leases.

The oil and gas lease files identified on the enclosed exhibit have been noted as to the name change. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of the name change by a copy of this decision. If additional documentation for changes of operator are required by our field offices, you will be contacted by them.

A rider to the Nationwide Bond No. U1870111 (BLM Bond No. WY2554) has been filed in the Wyoming State Office, in order to change the name of the principal on the bond. It has been examined and found to be satisfactory by that office.

/s/ ROBERT LOPEZ

Chief, Minerals
Adjudication Section

Enclosure
Exhibit

bc: Moab District Office w/encl.
Vernal District Office w/encl.
MMS-Data Management Division, Denv
UT-922 (Teresa Thompson) w/encl.

Post-It™ brand fax transmittal memo 7671		# of pages ▶	2
To	LISHA CARDONA	From	CHRIS MERRITT
Co.	STATE OF UTAH	Co.	BLM
Dept.	OIL & GAS	Phone #	539-4109
Fax #	359-3940	Fax #	539-4260

List of Leases Affected

U-01470A	U-6632	UTU-65615	UTU-68631
U-01790	U-6634	UTU-66004	UTU-69024
U-02896A	U-7206	UTU-66027	UTU-69166
U-03505	U-10291	UTU-66033	UTU-69482
U-03576	U-10760	UTU-66184	UTU-69744
U-013429A	U-11385	UTU-66185	UTU-72104
U-013765	U-12942	UTU-66187	UTU-73087
U-013766	U-13905	UTU-66193	UTU-73089
U-013767	U-14236	UTU-66484	UTU-73433
U-013769	U-15392	UTU-66743	UTU-73512
U-013769A	U-16172	UTU-67168	U-47453 ROW
U-013769B	U-16535	UTU-67841	U-49204 ROW
U-013769C	U-16539	UTU-67857	U-49205 ROW
U-013792	U-16544	UTU-67996	U-49223 ROW
U-013793	U-17036	UTU-67997	U-49236 ROW
U-013793A	U-17424	UTU-68108	U-49243 ROW
U-013794	U-19267	UTU-68109	U-50487 ROW
U-013818A	U-30096	UTU-68316	U-50488 ROW
U-013820	U-39221	UTU-68328	U-50497 ROW
U-013821A	U-39713	UTU-68330	U-50806 ROW
U-017713	U-39714	UTU-68338	U-50809 ROW
U-035316	U-40026	UTU-68346	U-50825 ROW
U-037164	U-46825	UTU-68347	U-50833 ROW
U-0141644	U-47171	UTU-68348	U-53910 ROW
U-0143519	U-49092	UTU-68388	U-54803 ROW
U-0143520A	U-50750	UTU-68402	U-61946 ROW
U-0143521A	U-52765	UTU-68544	U-63969 ROW
U-0147541	U-55626	UTU-68548	UTU-69111 ROW
U-0147541A	U-58546	UTU-68619	
U-2838	U-61052	UTU-68624	
U-6610	U-61189	UTU-68625	
U-6612	U-62657	UTU-68626	
U-6615	UTU-65218	UTU-68627	

U-034217A *Confirmed Btm/LSJ
11-29-94. Jee

UTAH WELLS

8/24/94

WELL NAME	LOCATION	SEC-TWNSHIP-RANGE	COUNTY	LEASE NUMBER	API NO.
✓ NGC #31-15 (PA'd 10/88)	NW/4 NE/4	15-14S-24E	Unitah	U-10133	43-047-30974
✓ Federal #42-23 (PA'd 9/90)	SE/4 NE/4	23-14S-24E	Unitah	U-10133	43-047-30976
✓ Federal #23-23 (PA'd 8/90)	NE/4 SW/4	23-9S-17E	Unitah	U-17785	43-047-31169
✓ Federal #32-29	SW/4 NE/4	29-9S-18E	Unitah	U-19267	43-047-31175
✓ Federal #33-18-J	NW/4 SE/4	18-9S-19E	Unitah	U-16544	43-047-31200
✓ State #2-32-B	NW/4 NE/4	32-9S-19E	Unitah	ML-45172	43-047-32221
✓ Federal #11-24-B	NE/4 SW/4	24-9S-19E	Unitah	UTU-68625	43-047-32223
✓ State #5-36-B	SW/4 NW/4	36-9S-19E	Unitah	ML-45173	43-047-32224
✓ State #9-36-A	NE/4 SE/4	36-9S-18E	Unitah	ML-45171	43-047-32225
✓ Federal #7-24-B	SW/4 NE/4	24-9S-19E	Unitah	U-68625	43-047-32227
✓ Federal #13-26-B	SW/4 SW/4	26-9S-19E	Unitah	UTU-68626	43-047-32237
✓ Federal #11-31-C (PA'd 2/94)	NE/4 SW/4	31-9S-20E	Unitah	UTU-68631	43-047-32244
✓ Federal #1-26-B	NE/4 NE/4	26-9S-19E	Unitah	UTU-68625	43-047-32248
✓ State #9-36-B	NE/4 SE/4	36-9S-19E	Unitah	ML-45173	43-047-32249
✓ Federal #13-24-B	SW/4 SW/4	24-9S-19E	Unitah	UTU-68625	43-047-32418
✓ Federal #15-24-B	SW/4 SE/4	24-9S-19E	Unitah	UTU-68625	43-047-32420
✓ State #15-14-B	SW/4 NW/4	24-9S-19E	Unitah	ML-45243	43-047-32450
✓ Federal #5-24-B	SW/4 NW/4	24-9S-19E	Unitah	UTU-68625	43-047-32447
✓ Blue Diamond #13-13-B	SW/4 SW/4	13-9S-19E	Unitah	Fee	43-047-32457
✓ Federal #7-19-B	SW/4 NE/4	19-9S-19E	Unitah	UTU-65218	43-047-32479
✓ State #31-32	NW/4 NE/4	32-8S-18E	Unitah	ML-22058	43-047-32500
✓ Federal #2-19	NW/4 NE/4	19-9S-19E	Unitah	U-65218	43-047-32497
✓ Federal #41-29	NE/4 NE/4	29-9S-18E	Unitah	U-19267	43-047-32495
✓ Federal #44-18	SE/4 SE/4	18-9S-19E	Unitah	U-16544	43-047-32498

DALEN Resources
Oil & Gas Co.



October 5, 1994

OCT 11

Lisha Romero
State Oil & Gas Office
3 Triad Center
Salt Lake City, Utah 84180-1203

Re: Company Name Change

Dear Ms. Romero:

PG&E Resources Company changed its name to DALEN Resources Oil & Gas Co. We are requesting a blanket change for all of PG&E Resources Company's properties to:

DALEN Resources Oil & Gas Co.
6688 N. Central Expressway, Suite 1000
Dallas, Texas 75206-3922

This change is effective October 1, 1994 for all records and reports filed in all districts throughout the state of Utah. I have included a listing of our Utah properties.

Also enclosed is a copy of the Certificate of the Secretary of State of Delaware regarding the name change to DALEN Resources Oil & Gas Co.

If you have any questions regarding this matter, please contact me at (214) 706-3678.

Sincerely,

A handwritten signature in cursive script that reads "Jim Johnson".

Jim Johnson
Regulatory Analyst

JJ/sw
Enclosures

cc: Bureau of Land Management
Vernal District Office
170 South 500 East
Vernal, Utah 84078

State of Delaware
Office of the Secretary of State

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

"PG&E RESOURCES OFFSHORE COMPANY", A DELAWARE CORPORATION, WITH AND INTO "PG&E RESOURCES COMPANY" UNDER THE NAME OF "DALEN RESOURCES OIL & GAS CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF SEPTEMBER, A.D. 1994, AT 1:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2261176 8100M

944175519

AUTHENTICATION: 7242629

DATE: 09-19-94

**CERTIFICATE OF OWNERSHIP
AND MERGER**

MERGING

**PG&E Resources Offshore Company
a Delaware corporation**

INTO

**PG&E Resources Company
a Delaware corporation**

**(Pursuant to Section 253 of the General Corporation
Law of the State of Delaware)**

PG&E Resources Company, a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("Resources"), does hereby certify:

FIRST: That Resources and PG&E Resources Offshore Company ("Offshore") are corporations duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

SECOND: That Resources owns all of the outstanding shares of the capital stock of Offshore.

THIRD: That the board of directors of Resources adopted the following resolutions by unanimous written consent on September 16, 1994, and that such resolutions have not been rescinded and are in full force and effect on the date hereof:

"RESOLVED, that PG&E Resources Offshore Company, a Delaware corporation ("Offshore"), which is a wholly-owned subsidiary of Resources, merge with and into Resources pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Merger"), effective as of 9:00 A.M., Wilmington, Delaware time, on October 1, 1994, and that Resources assume all of the obligations of Offshore at such time;

RESOLVED, that upon the effective time of the Merger the name of the surviving corporation shall be changed to "DALEN Resources Oil & Gas Co."; and

RESOLVED, that the President or any Vice President of Resources are hereby authorized and empowered to file with the Secretary of State of the State of Delaware a certificate of ownership and merger to effect the Merger and the name change of the surviving corporation, and the appropriate officers of Resources are hereby authorized to incur the necessary expenses therefor and to take, or cause to be taken, all such further action and to execute and deliver

or cause to be executed and delivered, in the name of and on behalf of Resources, all such further instruments and documents as any such officer may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interests of Resources (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments and documents, as the case may be, by or under the direction of any such officer)."

FOURTH: This Certificate shall not be effective upon its filing date, but shall become effective at 9:00 A.M., Wilmington, Delaware time, on October 1, 1994 (the "Effective Date").

FIFTH: Upon the Effective Date, the name of the surviving corporation shall be changed to "DALEN Resources Oil & Gas Co."

IT WITNESS WHEREOF, Resources has caused this Certificate to be signed by its duly authorized officer this 19th day of September 1994.

PG&E RESOURCES COMPANY

By Joseph T. Williams
Name: Joseph T. Williams
Title: President

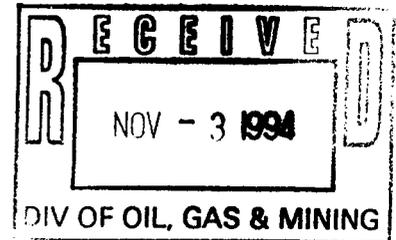
DALEN Resources
Oil & Gas Co.



October 31, 1994

Kent E. Johnson
Vice President
Exploration/Development

STATE OF UTAH NATURAL RESOURCES
OIL & GAS MINING
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
Attn: Gil Hunt



Re: Name Change
PG&E Resources Company

Gentlemen:

Effective October 1, 1994, PG&E Resources Company (PG&ER) changed its name to **DALEN Resources Oil & Gas Co.** As a result of this action, all activities previously conducted in the name of PG&E Resources Company will subsequently be conducted by **DALEN Resources Oil & Gas Co.** No changes in ownership, personnel, office address, telephone numbers, or business practices were caused by this name change.

Please revise your records by replacing PG&E Resources Company or PG&E Resources Offshore Company with **DALEN Resources Oil & Gas Co.**

Very truly yours,

A handwritten signature in cursive script that reads "John R. Wingert".

John R. Wingert
Exploration Manager
Northern Division

JRW:lkd

ENTITY REVIEW

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

BOND VERIFICATION (Fee wells only) *Surety U1870145/80,000 "Rider to Daken" rec'd 10-3-94. * Trust Land/Ed "Rider" Aprv. 10-5-94 # U2164274/80,000.*

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

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

- N/A* 1. (Rule R615-2-10) The former operator/lessee of any fee lease well listed above has been notified by letter dated _____ 19____, of their responsibility to notify any person with an interest in such lease of the change of operator. Documentation of such notification has been requested.
- DD* 2. Copies of documents have been sent to State Lands for changes involving State leases. *2/8/94 to Ed Bonn*

FILMING

- 1. All attachments to this form have been microfilmed. Date: 10-15-94 1994.

FILING

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

COMMENTS

941108 Bhm/s.Y. Not aprv. yet!

941125 " Aprv. 'd.

**ENSERCH
EXPLORATION** INC

4849 Greenville Ave., Suite 1200
Dallas, Texas 75206-4186
214/369-7893

January 11, 1996

Bureau of Land Management
Utah State Office
324 South State
Salt Lake City, UT 84111

Attention: Mr. Chris Merritt

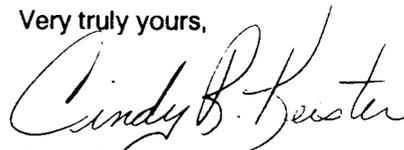
RE: Operator Name Change

Dear Mr. Merritt:

DALEN Resources Oil & Gas Co. has been merged into Enserch Exploration, Inc. effective January 1, 1996. Attached is a list of the properties that were operated by DALEN Resources and a copy of the Certificate of Merger from the Secretary of the State of Texas. Please change the operator name on these properties. Enserch Exploration, Inc. operates under Nationwide Bond No. 203826, BLM assigned No. MT-0680.

If you have any questions or need further information, please contact the undersigned at (214) 987-6363.

Very truly yours,



Cindy R. Keister
Regulatory Compliance Specialist

CRK/ck

Attachments

cc: Vernal BLM Office w/attachments



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

DALEN CORPORATION
a Delaware no permit corporation
with
ENSERCH EXPLORATION, INC.
a Texas corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Dated December 19, 1995.

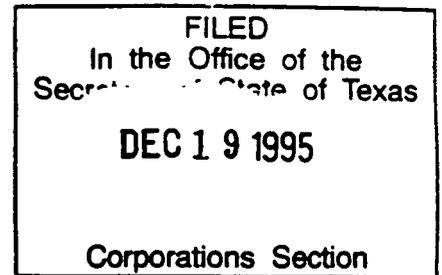
Effective December 31, 1995 04:55 PM



Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

ARTICLES OF MERGER OF
DALEN Corporation
INTO
Enserch Exploration, Inc.



Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, Enserch Exploration, Inc., a corporation organized under the laws of the State of Texas ("Parent Corporation"), and owning at least ninety percent of the shares of DALEN Corporation, a corporation organized under the laws of the State of Delaware ("Subsidiary Corporation"), hereby executes the following Articles of Merger:

1. The name of the Parent Corporation is Enserch Exploration, Inc. The name of the Subsidiary Corporation is DALEN Corporation. Enserch Exploration, Inc. is incorporated in Texas, and DALEN Corporation is incorporated in Delaware.

2. The following is a copy of resolutions of the Board of Directors of Enserch Exploration, Inc. or Parent Corporation ("Enserch") adopted on December 5, 1995:

"WHEREAS Section 5.16 of the Texas Business Corporation Act permits short-form mergers if the subsidiary is a foreign corporation and the parent is a Texas corporation, provided that this procedure is permitted by the laws of the foreign corporation's jurisdiction of incorporation and

"WHEREAS Section 253 of the General Corporation Law of Delaware provides for short-form mergers between a domestic subsidiary corporation and a foreign parent corporation,

"RESOLVED, That DALEN Corporation, a Delaware corporation ('DALEN'), which is a wholly-owned subsidiary of Enserch, merge with and into Enserch Exploration, Inc. pursuant to Section 5.16 of the Texas Business Corporation Act (the 'Merger'), effective as of 4:55 P.M., Dallas, Texas time, on December 31, 1995, and that Enserch Exploration, Inc. assume all of the obligations of DALEN at such time; and

"FURTHER RESOLVED, That the proper officers of this Company are hereby authorized and empowered to file with the Secretary of State of the State of Texas Articles of Merger and with the Secretary of State of Delaware a Certificate of Ownership and Merger to effect the Merger of DALEN into this Company and to take, or cause to be taken, all such further action and to execute and deliver or cause to be executed and delivered, in the name of and on behalf of this Company, all such further instruments and documents as any such officer may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interests of this Company (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments and documents, as the case may be, by or under the direction of any such officer)."

3. The number of outstanding shares of each class of the Subsidiary Corporation and the number of shares of each class owned by the surviving Parent Corporation is:

Company	Class	No. of Shares Outstanding	No. of Shares Owned by Parent Corporation
Subsidiary Corporation	Common	100	100

4. The laws of Delaware, the jurisdiction under which Subsidiary Corporation is organized, permit such a merger.

Dated this 12th day of December, 1995.

ENSERCH EXPLORATION, INC.

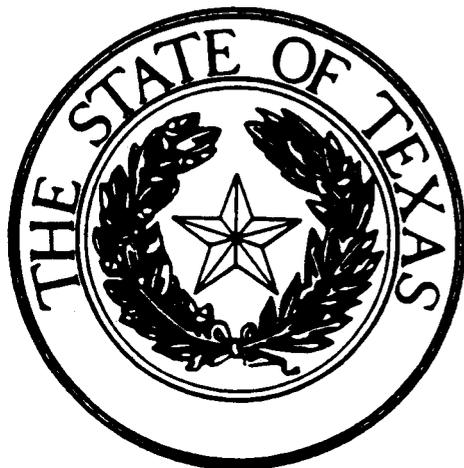
By: J. W. Pinkerton
 Name: J. W. Pinkerton
 Title: Vice President and Controller,
 Chief Accounting Officer



The State of Texas

SECRETARY OF STATE

I, ANTONIO O. GARZA, JR., Secretary of State of Texas, DO HEREBY CERTIFY that Articles of Merger of ENSERCH EXPLORATION, INC. (Charter No. 1323890-00), a TEXAS corporation, and DALEN CORPORATION, a DELAWARE (No Permit) corporation, were filed in this office on DECEMBER 19, 1995, for which a certificate of merger was issued; and that according to the terms of the merger the surviving corporation is ENSERCH EXPLORATION, INC., a TEXAS corporation.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on December 19, 1995.

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

MAC

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

(MERGER)

Routing:

1- LRC / <i>[initials]</i>
2- DTS / <i>[initials]</i> - FILE
3- VLD / <i>[initials]</i> - FILE
4- RJF / <i>[initials]</i>
5- LRC / <i>[initials]</i>
6- SJ / <i>[initials]</i>

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

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

The operator of the well(s) listed below has changed (EFFECTIVE DATE: 1-1-96)

TO (new operator) <u>ENSERCH EXPLORATION INC</u>	FROM (former operator) <u>DALEN RESOURCES OIL & GAS</u>
(address) <u>4849 GREENVILLE AVE STE 1200</u>	(address) <u>6688 N CENTRAL EXP #1000</u>
<u>DALLAS TX 75206</u>	<u>DALLAS TX 75206-3922</u>
<u>CINDY KEISTER</u>	<u>CINDY KEISTER</u>
phone <u>(214) 987-6353</u>	phone <u>(214) 987-6353</u>
account no. <u>N4940 (1-29-96)</u>	account no. <u>N3300</u>

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

Name: ** SEE ATTACHED **	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec. _____	Twp. _____	Rng. _____	Lease Type: _____

OPERATOR CHANGE DOCUMENTATION

- 1cc 1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *(Rec'd 1-22-96)*
- 1cc 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form). *(Rec'd 1-22-96)*
- 1cc 3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is company registered with the state? (yes/no) ____ If yes, show company file number: #171513. *(ref. 1-4-95)*
- 1cc 4. (For Indian and Federal Wells ONLY) The BLM has been contacted regarding this change (attach Telephone Documentation Form to this report). Make note of BLM status in comments section of this form. Management review of **Federal and Indian** well operator changes should take place prior to completion of steps 5 through 9 below.
- 1cc 5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(2-12-96)*
- 1cc 6. Cardex file has been updated for each well listed above. *(2-12-96)*
- 1cc 7. Well file labels have been updated for each well listed above. *(2-12-96)*
- 1cc 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(2-12-96)*
- 1cc 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

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

BOND VERIFICATION (~~Fee wells only~~) *Trustlands / Bond & Lease update in progress!*

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

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

- N/A* 1. (Rule R615-2-10) The former operator/lessee of any fee lease well listed above has been notified by letter dated _____ 19____, of their responsibility to notify any person with an interest in such lease of the change of operator. Documentation of such notification has been requested. *OK 2/15/94*
- N/A* 2. Copies of documents have been sent to State Lands for changes involving State leases.

FILMING

- SDR* 1. All attachments to this form have been microfilmed. Date: March 14 1994.

FILING

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

COMMENTS

960212 BLM/SL Appr. eff. 12-31-95.

**ENSERCH
EXPLORATION** INC

4849 Greenville Ave., Suite 1200
Dallas, Texas 75206-4186
214/369-7893

January 11, 1996

Bureau of Land Management
Utah State Office
324 South State
Salt Lake City, UT 84111

Attention: Mr. Chris Merritt

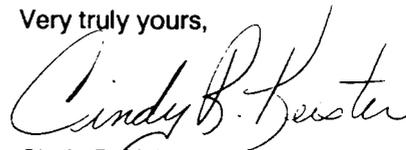
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If you have any questions or need further information, please contact the undersigned at (214) 987-6363.

Very truly yours,



Cindy R. Keister
Regulatory Compliance Specialist

CRK/ck

Attachments

cc: Vernal BLM Office w/attachments

UTAH WELLS
ENSERCH EXPLORATION, INC.

1/11/96

UNIT	WELL		LSE NO.	API NO.	QTR	SEC.	TWN	RANGE	COUNTY
**	Federal	21- 9H	U-50750	✓ 43-013-31458	NE NW	9	9S	17E	Duchesne
**	Federal	22- 9H	U-50750	✓ 43-013-31049	SE NW	9	9S	17E	Duchesne
**	Federal	23- 9H	U-50750	✓ 43-013-31206	NE SW	9	9S	17E	Duchesne
**	Federal	24- 9H	U-50750	✓ 43-013-30682	SE SW	9	9S	17E	Duchesne
**	Federal	33- 9H	U-61052	✓ 43-013-31108	NW SE	9	9S	17E	Duchesne
	Federal	19- 1	U-13905	✓ 43-013-30563	NW NW	19	9S	17E	Duchesne
	Govt. Fowler	20- 1	U-13905	✓ 43-013-30563	NW NW	20	9S	17E	Duchesne
	Federal	41- 30H	U-11385	✓ 43-013-30601	NE NE	30	9S	17E	Duchesne
	Federal	21- 15H	U-11385	✓ 43-013-30614	NE NW	15	9S	17E	Duchesne
***	Federal	3- 24B	UTU-68625	✓ 43-047-32671	NE NW	24	9S	19E	Uintah
***	Federal	5- 24B	UTU-68625	✓ 43-047-32447	SW NW	24	9S	19E	Uintah
***	Federal	11- 24B	UTU-68625	✓ 43-047-32223	NE SW	24	9S	19E	Uintah
***	Federal	13- 24B	UTU-68625	✓ 43-047-32418	SW SW	24	9S	19E	Uintah
***	Federal	15- 24B	UTU-68625	✓ 43-047-32420	SW SE	24	9S	19E	Uintah
***	Federal	3- 25B	UTU-	✓ 43-047-32417		25	9S	19E	Uintah
***	Federal	7- 25B	UTU-	✓ 43-047-30106		25	9S	19E	Uintah
✓ ***	Federal	1- 26B	UTU-68625	✓ 43-047-32248	NE NE	26	9S	19E	Uintah
***	Federal	13- 26B	UTU-68625	✓ 43-047-32237	SW SW	26	9S	19E	Uintah
✗	Federal	41- 29I	U-19267	✓ 43-047-32495	NE NE	29	9S	18E	Uintah
	Federal	33- 18J	U-16544	✓ 43-047-31200	NW SE	18	9S	19E	Uintah
	Federal	24- 34D	U-58546	✓ 43-047-31637	SE SW	34	8S	18E	Uintah
	State	2- 32B	ML-45172	✓ 43-047-32221	NW NE	32	9S	18E	Uintah
	State	5- 36B	ML-45173	✓ 43-047-32224	SW NW	36	9S	19E	Uintah
	State	9- 36A	ML-45171	✓ 43-047-32225	NE SE	36	9S	19E	Uintah
	State	9- 36B	ML-45173	✓ 43-047-32249	NE SE	36	9S	19E	Uintah
	State	31- 32D	ML-22058	✓ 43-047-32479	NW NE	32	8S	18E	Uintah
	State	1-16	ML-46194	✓ 43-013-15582	SWSW	16	9S	17E	Duchesne

30587

610

32500
S6W

- * Wells Draw Unit BLM Unit No. UTU72613A
- ** Pleasant Valley Unit BLM Unit No. UTU74477X
- *** West Willow Creek Unit BLM Unit No. UTU73218X

**United States Department of the Interior
BUREAU OF LAND MANAGEMENT**

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

FEB 12 1996

IN REPLY REFER TO:
3100
U-01470A et al
UT-923

FEB 09 1996

NOTICE

Enserch Exploration, Inc. : Oil and Gas
4849 Greenville Ave., Suite 1200 : U-01470A et al
Dallas, Texas 75206-4186 :

Merger Recognized

Acceptable evidence has been filed in this office concerning the merger of DALEN Resources Oil & Gas Co. into Enserch Exploration, Inc. with Enserch Exploration, Inc. being the surviving entity.

For our purposes, the merger is recognized effective December 31, 1995 (Secretary of State's approval date).

The oil and gas lease files identified on the enclosed exhibit have been noted as to the merger. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of the change by a copy of this notice. If additional documentation for changes of operator are required by our Field offices, you will be contacted by them.

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

By recognition of the merger, the principal/obligor is automatically changed by operation of law from DALEN Resources Oil & Gas Co. to Enserch Exploration, Inc. on Bond No. U1870111 (BLM Bond No. WY2554). This is a nationwide bond held in the Wyoming State Office. Enserch Exploration, Inc. has a nationwide bond, No. 203826 (BLM Bond No. MT0680) on file in the Montana State Office. Only one of the bonds is required to cover liabilities for lease obligations. However, both bonds will remain in effect until the principal/obligor advises the appropriate BLM State Office which bond it wishes to maintain and which bond it wishes to have the period of liability terminated. A rider, assuming any and all liabilities of the bond you wish to terminate must be submitted for approval to the appropriate BLM State Office. If you have any questions concerning the bonding, please contact Irene Anderson at (801) 539-4108.

/s/ ROBERT LOPEZ

Chief, Branch of Mineral
Leasing Adjudication

Enclosure

1. Exhibit (1p)

bc: State of Utah, Division of Oil, Gas & Mining, Attn: Lisha Cordova,
3 Triad Center, Suite 350, Salt Lake City, Utah 84180-1204
MMS-Data Management Division, MS 3113, P.O. Box 5860, Denver, CO 80217
Moab District Office
Vernal District Office
Teresa Thompson (UT-920)
Irene Anderson (UT-923)

Exhibit of Leases

U-01470A	U-0143521A	U-52765	UTU-68328
U-01790	U-0147541	U-55626	UTU-68330
U-02896A	U-0147541A	U-58546	UTU-68338
U-03505	U-2838	U-61052	UTU-68346
U-03576	U-7206	U-61189	UTU-68347
U-013429A	U-10291	U-62657	UTU-68348
U-013765	U-10760	UTU-65218	UTU-68388
U-013766	U-11385	UTU-65472	UTU-68402
U-013767	U-13905	UTU-65615	UTU-68544
U-013769	U-14236	UTU-65949	UTU-68548
U-013769A	U-15392	UTU-66004	UTU-68619
U-013769B	U-16535	UTU-66027	UTU-68624
U-013769C	U-16539	UTU-66033	UTU-68625
U-013792	U-16544	UTU-66184	UTU-68626
U-013793	U-17036	UTU-66185	UTU-68627
U-013793A	U-17424	UTU-66193	UTU-68631
U-013794	U-19267	UTU-66484	UTU-69024
U-013818A	U-30096	UTU-66743	UTU-69166
U-013820	U-39221	UTU-67168	UTU-69482
U-013821A	U-39713	UTU-67841	UTU-72104
U-017713	U-39714	UTU-67857	UTU-73087
U-035316	U-40026	UTU-67996	UTU-73089
U-037164	U-47171	UTU-67997	UTU-73433
U-0141644	U-49092	UTU-68108	UTU-73512
U-0143519	U-50750	UTU-68109	UTU-74805
U-0143520A	U-51081	UTU-68316	UTU-74806
U-034217A	U-07978	UTU-72108	UTU-74872

Wells Draw Unit (UTU-72613A)
West Willow Creek Unit (UTU-73218X)
Pleasant Valley Unit (UTU-74477X)

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

5. Lease Designation and Serial No.
U-19267

6. If Indian, Allottee or Tribe Name
N/A

7. If Unit or CA, Agreement Designation
N/A

8. Well Name and No.
#41-29-I

9. API Well No.
43-047-324925

10. Field and Pool, or Exploratory Area
Pleasant Valley

11. County or Parish, State
Uintah, Utah

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well Gas Well Other

2. Name of Operator

ENSERCH EXPLORATION, INC.

3. Address and Telephone No.

85 SOUTH 200 EAST, VERNAL, UT 84078 801-789-4573

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

671' FNL and 729' FEL
NE/NE SEC. 29, T9S, R18E

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

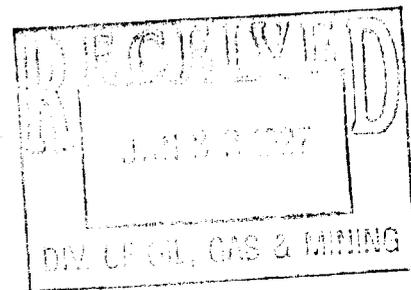
TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back
	<input type="checkbox"/> Casing Repair
	<input type="checkbox"/> Altering Casing
	<input checked="" type="checkbox"/> Other <u>Site Security Diagram</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.)*

PURSUANT TO ONSHORE OIL & GAS ORDER NO. 3, ATTACHED IS A "FACILITY AND SITE SECURITY DIAGRAM" FOR THE SUBJECT WELL.

Copies: 3 - BLM - Vernal, UT
1 - Div. Oil, Gas & Mining - SLC, UT
1 - Midland, TX
1 - Bridgeport, TX



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

Signed

[Signature]

Title Senior Production Supervisor

Date 1/21/97

(This space for Federal or State office use)

Approved by _____

Title _____

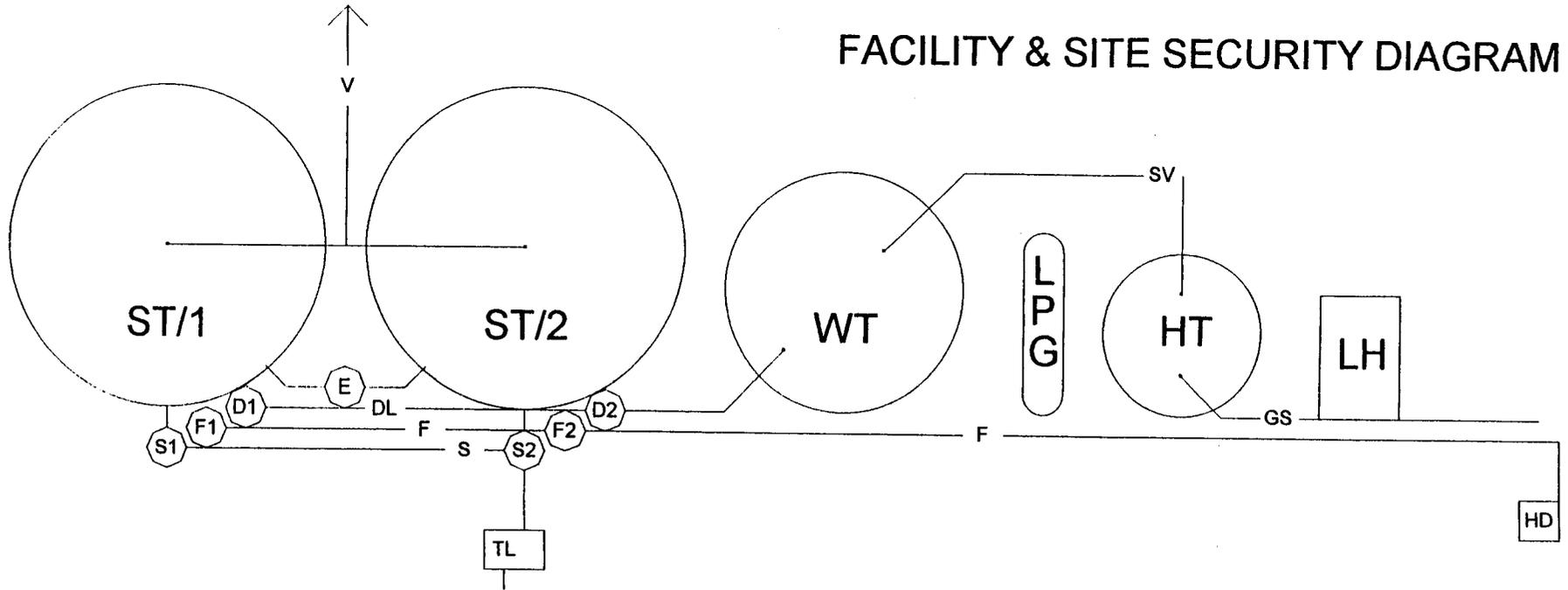
Date _____

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

FACILITY & SITE SECURITY DIAGRAM



N →

ENSERCH EXPLORATION INC.
LEASE # UT19267
FEDERAL 41-29 I
NE/NE SEC. 29, T9S, R18E
UINTAH COUNTY, UTAH

This well is subject to the Site Security Plan for the northeast Utah operations. The plan is located at Enserch Exploration Inc., 85 So. 200 East, Vernal, Utah 84078

ENSERCH EXPLORATION, INC.

**ATTACHMENT TO FACILITY & SITE SECURITY
DIAGRAM**

GENERAL SEALING OF VALVES

*** NOTE : SALES ARE MADE BY TANK GAUGING.**

PRODUCTION PHASE : DRAIN LINE VALVES (D1 & D2), SALES LINE VALVES (S1 & S2) AND OPPOSITE FILL LINE VALVES (F1 OR F2) ARE SEALED IN THE CLOSED POSITION.

SALES PHASE : THE TANK (ST/1 OR ST/2) FROM WHICH OIL SALES ARE BEING MADE WILL BE TOTALLY ISOLATED BY SEALING CLOSED THE DRAIN VALVES, FILL LINE VALVE & OVERFLOW VALVE (E1) DURING SALES.

BS&W DRAINING PHASE : THE TANK TO BE DRAINED WILL BE ISOLATED BY SEALING CLOSED THE SALES LINE VALVE & DRAIN VALVE ON THE OPPOSITE STORAGE TANK.

EXAMPLE : ONGOING ACTIVITY. PRODUCTION GOING INTO ST/1 & OIL SALES BEING MADE FROM ST/2.

SEALING OF VALVES :

ST/1 VALVES S1 & D1 ARE SEALED CLOSED.

ST/2 VALVES D2, F2 & E1 ARE SEALED CLOSED.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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Use "APPLICATION FOR PERMIT -" for such proposals

5. Lease Designation and Serial No.
U-19267

6. If Indian, Allottee or Tribe Name
N/A

7. If Unit or CA, Agreement Designation
N/A

8. Well Name and No.
FEDERAL 41-29-1

9. API Well No.
43-047-324925

10. Field and Pool, or Exploratory Area
PLEASANT VALLEY

11. County or Parish, State

UINTAH, UTAH

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well Gas Well Other

2. Name of Operator
ENSERCH EXPLORATION, INC.

3. Address and Telephone No.
85 SOUTH 200 EAST, VERNAL, UT 84078 801-789-4573

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
671' FNL & 729' FEL, NE/NE SEC. 29, T9S, R18E

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

TYPE OF SUBMISSION

Notice of Intent
 Subsequent Report
 Final Abandonment Notice

TYPE OF ACTION

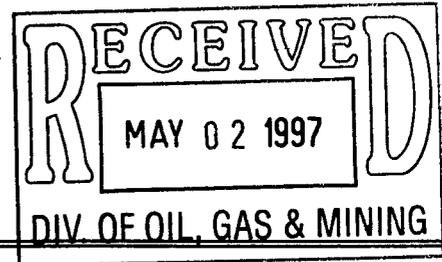
Abandonment
 Recompletion
 Plugging Back
 Casing Repair
 Altering Casing
 Other _____
 Change of Plans
 New Construction
 Non-Routine Fracturing
 Water Shut-Off
 Conversion to Injection
 Dispose Water

(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.)*

OPERATOR PROPOSES TO DISPOSE OF PRODUCED WATER INTO AN ABOVE GROUND TANK. THE TANK WILL BE STEEL WITH A CAPACITY OF APPROXIMATELY 100 BBLS. WATER FROM THE TANK WILL BE TAKEN BY TRUCK AND INJECTED IN THE PLEASANT VALLEY INJECTION FACILITY AT THE PVU #42-8-H WELL.

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



COPIES: BLM/VERNAL; DIV. OG&M; MIDLAND; BRIDGEPORT

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

Signed *Randy D. Miller* Title SR. PROD. SUPERVISOR Date 04/29/97

(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.

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

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

JOHN W PEARCE
 ENSERCH EXPLORATION INC
 6688 N CENTRAL EXP #1000
 DALLAS TX 75206-3922

UTAH ACCOUNT NUMBER: N4940

REPORT PERIOD (MONTH/YEAR): 8 / 97

AMENDED REPORT (Highlight Changes)

Well Name API Number Entity Location	Producing Zone	Well Status	Days Oper	Production Volumes		
				OIL(BBL)	GAS(MCF)	WATER(BBL)
FEDERAL 13-33-B 4301331277 11092 08S 16E 33	GRRV			U-49092	Wells Draw Unit	
FEDERAL 22-5-G 4301331273 11103 09S 16E 5	GRRV			U-30096	"	
FEDERAL 13-34-B 4301331271 11104 08S 16E 34	GRRV			U-47171	"	
WATER 14-32 4304732500 11645 08S 18E 32	GRRV			ML-22058	\$25,000 (Reg. add'l bonding per Trust)	
✓ FEDERAL 41-29 4304732495 11646 09S 18E 29	GRRV			U-19267		
FEDERAL 21-9H 4301331458 11676 09S 17E 9	GRRV			U-50750	Pleasant Valley Unit	
FEDERAL 14-9H 4301331459 11677 09S 17E 9	GRRV			U-50750	"	
FEDERAL 21-8H 4301331460 11687 09S 17E 8	GRRV			U-10760	"	
✓ FEDERAL 13-15H 4301331698 12100 09S 17E 15	GRRV			U-74805		
✓ FEDERAL 14-15H 4301331695 12101 09S 17E 15	GRRV			U-74805		
✓ FEDERAL 31R-9H (RE-ENTRY) 4301331107 12102 09S 17E 9	GRRV			U-50750		
TOTALS						

REMARKS: _____

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

Date: _____

Signature: _____

Telephone Number: _____

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. -

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
 Inland Production Company

3. Address and Telephone No.
 475 17th Street, Suite 1500, Denver, Colorado 80202 (303) 292-0900

4. Location of Well (Footage, Sec., T.,R.,M., or Survey Description)
 671' FNL & 729' FEL NE/4 NE/4 Sec. 29, T9S-R18E

5. Lease Designation and Serial No.
 U-19267

6. If Indian, Allottee or Tribe Name
 NA

7. If Unit or CA, Agreement Designation
 NA

8. Well Name and No.
 Federal 41-29

9. API Well No.
 43-047-32495

10. Field and Pool, or Exploratory Area
 Monument Butte

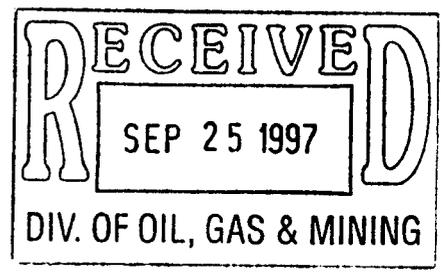
11. County or Parish, State
 Uintah County, Utah

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

TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> Notice of Intent <input type="checkbox"/> Subsequent Report <input type="checkbox"/> Final Abandonment	<input type="checkbox"/> Abandonment <input type="checkbox"/> Recompletion <input type="checkbox"/> Plugging Back <input type="checkbox"/> Casing Repair <input type="checkbox"/> Altering Casing <input checked="" type="checkbox"/> Other <u>Change of Operator</u> <input type="checkbox"/> Change of Plans <input type="checkbox"/> New Construction <input type="checkbox"/> Non-Routine Fracturing <input type="checkbox"/> Water Shut-Off <input type="checkbox"/> Conversion to Injection <input type="checkbox"/> Dispose Water <small>(Note: Report results of multiple completion on Well)</small>

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.)*

Inland Production Company assumes operations of the above mentioned well effective August 16, 1997. Inland Production Company operates under BLM Bond No. UT0056.



14. I hereby certify that the foregoing is true and correct
 Signed [Signature] Title Attorney-In-Fact Date 08/14/1997

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____
 Conditions of approval, if any:

CC: UTAH DOGM

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir. -

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

5. Lease Designation and Serial No.
U-19267

6. If Indian, Allottee or Tribe Name
NA

7. If Unit or CA, Agreement Designation
NA

8. Well Name and No.
Federal 41-29

9. API Well No.
43-047-32495

10. Field and Pool, or Exploratory Area
Monument Butte

11. County or Parish, State
Utah County, Utah

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
ENSERCH EXPLORATION INC.

3. Address and Telephone No.
4849 Greenville Avenue, Suite 1200, Dallas, Texas 75206-4186 (214) 369-7893

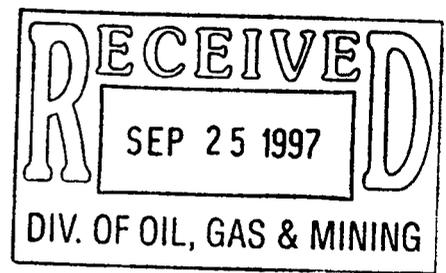
4. Location of Well (Footage, Sec., T.,R.,M., or Survey Description)
671' FNL & 729' FEL NE/4 NE/4 Sec. 29, T9S-R18E

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"/> Subsequent Report <input type="checkbox"/> Final Abandonment	<input type="checkbox"/> Abandonment <input type="checkbox"/> Recompletion <input type="checkbox"/> Plugging Back <input type="checkbox"/> Casing Repair <input type="checkbox"/> Altering Casing <input checked="" type="checkbox"/> Other <u>Change of Operator</u> <input type="checkbox"/> Change of Plans <input type="checkbox"/> New Construction <input type="checkbox"/> Non-Routine Fracturing <input type="checkbox"/> Water Shut-Off <input type="checkbox"/> Conversion to Injection <input type="checkbox"/> Dispose Water <small>(Note: Report results of multiple completion on Well)</small>

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.)*

Enserch Exploration Inc. has sold its interest in the Federal #41-29 to Inland Production Company and relinquishes operations effective August 16, 1997. Inland Production Company operates under BLM Bond No. UT0056.



14. I hereby certify that the foregoing is true and correct
 Signed [Signature] Title Sr. Production Analyst Date 08/14/1997
 (This space for Federal or State office use)

Approved by _____ Title _____ Date _____
 Conditions of approval, if any:

CC: UTAH DOGM



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

Phone: (801) 781-4400
Fax: (801) 781-4410

IN REPLY REFER TO:

3162.3
UT08438

October 23, 1997

Inland Production Company
475 17th Street, Suite 1500
Denver, CO 80202

Re: Well No. Federal 41-29
NENE, Sec. 29, T9S, R18E
Lease U-19267
Uintah County, Utah

Dear Sir:

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

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

Sincerely,

Howard B. Cleavinger II
Assistant Field Manager,
Minerals Resources

cc: Division of Oil, Gas & Mining
Enserch Exploration Inc.
Key Production Company Inc
Inland - Vernal

OPERATOR CHANGE WORKSHEET

1-LEC	6-LEC
2-GHT	7-KAS
3-DEPT	8-SI
4-VLD	9-FILE
5-IRB	

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

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

The operator of the well(s) listed below has changed, effective: 8-16-97

TO: (new operator)	<u>INLAND PRODUCTION COMPANY</u>	FROM: (old operator)	<u>ENSERCH EXPLORATION INC</u>
(address)	<u>PO BOX 1446</u>	(address)	<u>6688 N CENTRAL EXP #1000</u>
	<u>ROOSEVELT UT 84066</u>		<u>DALLAS TX 75206-3922</u>
	Phone: <u>(801) 722-5103</u>		Phone: <u>(214) 369-7893</u>
	Account no. <u>N5160</u>		Account no. <u>N4940</u>

WELL(S) attach additional page if needed:

Name: **SEE ATTACHED**	API: <u>43-047-32495</u>	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____

OPERATOR CHANGE DOCUMENTATION

1. (r649-8-10) Sundry or other legal documentation has been received from the FORMER operator (attach to this form). *(Rec'd 9-25-97)*
2. (r649-8-10) Sundry or other legal documentation has been received from the NEW operator (Attach to this form). *(Rec'd 9-25-97)*
3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is the company registered with the state? (yes/no) _____ If yes, show company file number: _____
4. FOR INDIAN AND FEDERAL WELLS ONLY. The BLM has been contacted regarding this change. Make note of BLM status in comments section of this form. BLM approval of Federal and Indian well operator changes should ordinarily take place prior to the division's approval, and before the completion of steps 5 through 9 below.
5. Changes have been entered in the Oil and Gas Information System (3270) for each well listed above. *(10-27-97 / Fed. Lease Wells)*
6. Cardex file has been updated for each well listed above. *(10-27-97)*
7. Well file labels have been updated for each well listed above. *(10-27-97)*
8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to Trust Lands, Sovereign Lands, UGS, Tax Commission, etc. *(10-27-97)*
9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

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

BOND VERIFICATION - (FEE WELLS ONLY)

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

LEASE INTEREST OWNER NOTIFICATION OF RESPONSIBILITY

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

FILMING

1. All attachments to this form have been microfilmed. Today's date: NOV. 13 1997.

FILING

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

COMMENTS

971027 Blm/Vernal Aprv. 'Fed. Lease' wells 10-23-97.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial No.

U-19267

6. If Indian, Allottee or Tribe Name

NA

7. If Unit or CA, Agreement Designation

NA

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well Gas Well Other

8. Well Name and No.

FEDERAL 41-29

2. Name of Operator

INLAND PRODUCTION COMPANY

9. API Well No.

43-047-32495

3. Address and Telephone No.

475 17TH STREET, SUITE 1500, DENVER, COLORADO 80202 (303) 292-0900

10. Field and Pool, or Exploratory Area

8 MILE FLAT NORTH

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

0671 FNL 0729 FEL NE/NE Section 29, T09S R18E

11. County or Parish, State

UINTAH COUNTY, UTAH

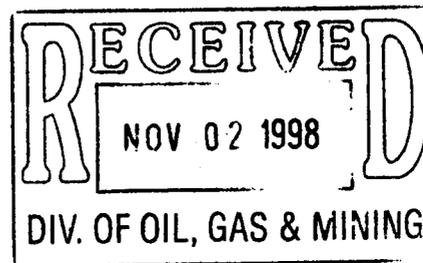
12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION
<input type="checkbox"/> Notice of Intent <input checked="" type="checkbox"/> Subsequent Report <input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Abandonment <input type="checkbox"/> Recompletion <input type="checkbox"/> Plugging Back <input type="checkbox"/> Casing Repair <input type="checkbox"/> Altering Casing <input checked="" type="checkbox"/> Other <u>Site Security</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.)*

Attached please find the site security diagram for the above referenced well.



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

Signed

Rebbie E. Knight

Title

Manager, Regulatory Compliance

Date

10/30/98

(This space for Federal or State office use)

Approved by _____

Title _____

Date _____

Conditions of approval, if any:

CC: UTAH DOGM

Inland Production Company Site Facility Diagram

Pleasant Valley 41-29I

NE/NE Sec. 29, T9S, 18E

Uintah County

Sept. 17, 1998

Site Security Plan is held at the Roosevelt Office,
Roosevelt Utah

Production Phase:

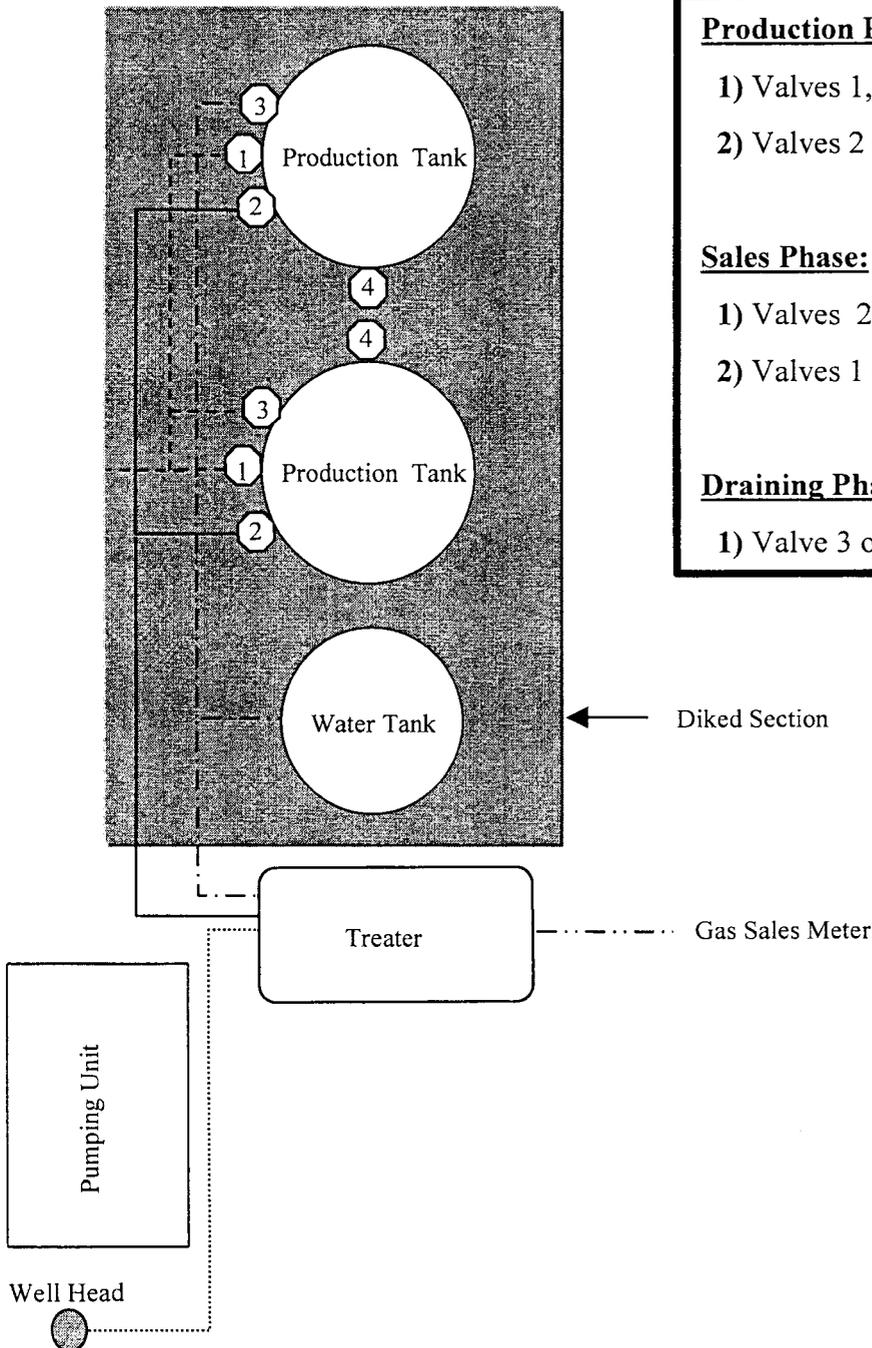
- 1) Valves 1, and 3 sealed closed
- 2) Valves 2 and 4 sealed open

Sales Phase:

- 1) Valves 2, 3, and 4 sealed closed
- 2) Valves 1 open

Draining Phase:

- 1) Valve 3 open



Legend

Emulsion Line
Load Line	-----
Water Line	- . - . - .
Oil Line	—————
Gas Sales	- - - - -



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Newfield Production Company
Filing Number: 41530400

Articles of Amendment

September 02, 2004

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 10, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INLAND PRODUCTION COMPANY

FILED
In the Office of the
Secretary of State of Texas
SEP 02 2004
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "TBCA"), the undersigned corporation adopts the following articles of amendment to the articles of incorporation:

ARTICLE 1 – Name

The name of the corporation is Inland Production Company.

ARTICLE 2 – Amended Name

The following amendment to the Articles of Incorporation was approved by the Board of Directors and adopted by the shareholders of the corporation on August 27, 2004.

The amendment alters or changes Article One of the Articles of Incorporation to change the name of the corporation so that, as amended, Article One shall read in its entirety as follows:

“ARTICLE ONE – The name of the corporation is Newfield Production Company.”

ARTICLE 3 – Effective Date of Filing

This document will become effective upon filing.

The holder of all of the shares outstanding and entitled to vote on said amendment has signed a consent in writing pursuant to Article 9.10 of the TBCA, adopting said amendment, and any written notice required has been given.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Amendment as of the 1st day of September, 2004.

INLAND RESOURCES INC.

By: Susan G. Riggs
Susan G. Riggs, Treasurer



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>

IN REPLY REFER TO:
3106
(UT-924)

September 16, 2004

Memorandum

To: Vernal Field Office

From: Acting Chief, Branch of Fluid Minerals

Subject: Merger Approval

Attached is an approved copy of the name change recognized by the Utah State Office. We have updated our records to reflect the merger from Inland Production Company into Newfield Production Company on September 2, 2004.

Michael Coulthard
Acting Chief, Branch of
Fluid Minerals

Enclosure

1. State of Texas Certificate of Registration

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

UTSL-	15855	61052	73088	76561	
071572A	16535	62848	73089	76787	
065914	16539	63073B	73520A	76808	
	16544	63073D	74108	76813	
	17036	63073E	74805	76954	63073X
	17424	63073O	74806	76956	63098A
	18048	64917	74807	77233	68528A
UTU-	18399	64379	74808	77234	72086A
	19267	64380	74389	77235	72613A
02458	26026A	64381	74390	77337	73520X
03563	30096	64805	74391	77338	74477X
03563A	30103	64806	74392	77339	75023X
04493	31260	64917	74393	77357	76189X
05843	33992	65207	74398	77359	76331X
07978	34173	65210	74399	77365	76788X
09803	34346	65635	74400	77369	77098X
017439B	36442	65967	74404	77370	77107X
017985	36846	65969	74405	77546	77236X
017991	38411	65970	74406	77553	77376X
017992	38428	66184	74411	77554	78560X
018073	38429	66185	74805	78022	79485X
019222	38431	66191	74806	79013	79641X
020252	39713	67168	74826	79014	80207X
020252A	39714	67170	74827	79015	81307X
020254	40026	67208	74835	79016	
020255	40652	67549	74868	79017	
020309D	40894	67586	74869	79831	
022684A	41377	67845	74870	79832	
027345	44210	68105	74872	79833	
034217A	44426	68548	74970	79831	
035521	44430	68618	75036	79834	
035521A	45431	69060	75037	80450	
038797	47171	69061	75038	80915	
058149	49092	69744	75039	81000	
063597A	49430	70821	75075		
075174	49950	72103	75078		
096547	50376	72104	75089		
096550	50385	72105	75090		
	50376	72106	75234		
	50750	72107	75238		
10760	51081	72108	76239		
11385	52013	73086	76240		
13905	52018	73087	76241		
15392	58546	73807	76560		

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

X Operator Name Change

Merger

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

9/1/2004

FROM: (Old Operator): N5160-Inland Production Company Route 3 Box 3630 Myton, UT 84052 Phone: 1-(435) 646-3721	TO: (New Operator): N2695-Newfield Production Company Route 3 Box 3630 Myton, UT 84052 Phone: 1-(435) 646-3721
---	--

CA No.

Unit:

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS	
REX LAMB 34-1	34	040S	010E	4304731528	9690	Fee	OW	P	
REX LAMB 34-2	34	040S	010E	4304731692	9691	Fee	OW	P	
MONUMENT FED 13-25	25	080S	170E	4304732527	11835	Federal	NA	PA	K
FEDERAL #23-26	26	080S	180E	4304732080	11265	Federal	OW	P	
PARIETTE FED 10-29	29	080S	180E	4304731464	1428	Federal	OW	P	
W PARIETTE FED 6-29	29	080S	180E	4304731550	10975	Federal	OW	P	
FEDERAL 44-29	29	080S	180E	4304732079	11267	Federal	OW	S	
STATE 31-32	32	080S	180E	4304732500	11645	State	OW	S	
FEDERAL 12-34	34	080S	180E	4304732077	11276	Federal	OW	S	
GULF STATE 36-12	36	080S	180E	4304731864	11002	State	OW	S	
GULF STATE 36-22	36	080S	180E	4304731892	11095	State	OW	P	
UTD STATE 36-K	36	080S	180E	4304732580	11752	State	OW	S	
UTD STATE 36-M	36	080S	180E	4304732581	11749	State	OW	S	
WILDROSE FEDERAL 31-1	31	080S	190E	4304731415	9535	Federal	OW	TA	
FEDERAL 44-14Y	14	090S	170E	4304732438	11506	Federal	OW	P	
21BALCRON FED 31-5Y	05	090S	180E	4304732503	11680	Federal	OW	S	
FEDERAL 15-8-9-18	08	090S	180E	4304731547	10275	Federal	OW	S	
BALCRON FED 41-19Y	19	090S	180E	4304732504	11651	Federal	OW	P	
UTD CHASEL 24-14	24	090S	180E	4304732566	11798	Federal	OW	S	
FEDERAL 41-29	29	090S	180E	4304732495	11646	Federal	OW	S	

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 9/15/2004
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 9/15/2004

3. The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 2/23/2005
4. Is the new operator registered in the State of Utah: YES Business Number: 755627-0143
5. If **NO**, the operator was contacted on:

6a. (R649-9-2)Waste Management Plan has been received on: IN PLACE
6b. Inspections of LA PA state/fee well sites complete on: waived

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM BIA

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

9. **Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: na/

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: 2/23/2005

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 2/28/2005
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 2/28/2005
3. Bond information entered in RBDMS on: 2/28/2005
4. Fee/State wells attached to bond in RBDMS on: 2/28/2005
5. Injection Projects to new operator in RBDMS on: 2/28/2005
6. Receipt of Acceptance of Drilling Procedures for APD/New on: waived

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UT 0056

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: 61BSBDH2912

FEE & STATE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 61BSBDH2919

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

***Bond rider changed operator name from Inland Production Company to Newfield Production Company - received 2/23/05**

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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

5. Lease Serial No.
UTU-19267

6. If Indian, Allottee or Tribe Name.

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

8. Well Name and No.
FEDERAL 41-29

9. API Well No.
4304732495

10. Field and Pool, or Exploratory Area
MONUMENT BUTTE

11. County or Parish, State
UINTAH, UT

SUBMIT IN TRIPLICATE - Other Instructions on reverse side

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
NEWFIELD PRODUCTION COMPANY

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

3b. Phone (include are code)
435.646.3721

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
671 FNL 729 FEL
NENE Section 29 T9S R18E

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

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

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

Newfield requests a change of status to TA this well. Newfield plans to Re-Complete this well in the near future in the following intervals.
Acidize well and place back on production.

Accepted by the
Utah Division of
Oil, Gas and Mining
For Record Only

I hereby certify that the foregoing is true and correct (Printed/ Typed) Kathy Chapman	Title Office Manager
Signature 	Date 01/30/2008

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

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

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

(Instructions on reverse)

RECEIVED
FEB 06 2008
DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-19267
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME: GMBU (GRRV)
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: FEDERAL 41-29
2. NAME OF OPERATOR: NEWFIELD PRODUCTION COMPANY	9. API NUMBER: 43047324950000
3. ADDRESS OF OPERATOR: 1001 17th Street, Suite 2000 , Denver, CO, 80202	PHONE NUMBER: 303 382-4443 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0671 FNL 0729 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 29 Township: 09.0S Range: 18.0E Meridian: S	9. FIELD and POOL or WILDCAT: 8 MILE FLAT NORTH
	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 Approximate date work will start: 12/28/2009	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input checked="" type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: _____

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

Newfield Production company would like to request approval to fix a hole in the tubing of the subject well and place well back on production. Please contact Paul Weddle at 303-383-4117 with any questions.

Accepted by the Utah Division of Oil, Gas and Mining

Date: December 28, 2009

By: *David K. Duff*

NAME (PLEASE PRINT) Sam Styles	PHONE NUMBER 303 893-0102	TITLE Engineering Tech
SIGNATURE N/A	DATE 12/22/2009	