

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

SUBMIT IN DUPLICATE*
(Other instructions on reverse side)

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

RECEIVED
MAY 22 1996
DIV. OF OIL, GAS & MINING

5. Lease Designation and Serial No. ML-44317

6. If Indian, Allottee or Tribe Name Ute Indian Tribe

7. Unit Agreement Name N/A

8. Farm or Lease Name Del-Rio/Orion

9. Well No. #32-1A

10. Field and Pool, or Wildcat Flat Rock

11. Sec., T., R., M., or Blk. and Survey or Area Sec. 32; T14S, R20E, S.L.B.&

12. County or Parrish Uintah 13. State Utah

1a. Type of Work **DRILL** **DEEPEN** **PLUG BACK**

b. Type of Well Oil Well Gas Well Other Single Zone Multiple Zone

2. Name of Operator Del-Rio Resources, Inc.

3. Address of Operator P.O. Box 459 Vernal, UT 84078 (801) 789-8162

4. Location of Well (Report location clearly and in accordance with any State requirements.)*
At surface 671' FNL 1980' FWL
At proposed prod. zone

14. Distance in miles and direction from nearest town or post office* See Topo Map "A" (attached)

15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drlg. line, if any) 671'

16. No. of acres in lease 640

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. -

19. Proposed depth 6300'

20. Rotary or cable tools Rotary

21. Elevations (Show whether DF, RT, GR, etc.) 7493'

22. Approx. date work will start* A.S.A.P.

23. PROPOSED CASING AND CEMENTING PROGRAM

Size of Hole	Size of Casing	Weight per Foot	Setting Depth	Quantity of Cement
12 1/4"	8 5/8"	24#	300'	See attached drilling plan
7 7/8"	5 1/2"	15.5#	6300'	See attached drilling plan

CONFIDENTIAL

1. M.I.R.U.
2. Drill to T.D. 6300'
3. Run 5 1/2" casing if commercial production is indicated.
4. If dry hole, well will be plugged and abandoned as instructed by the State.
5. Well will be drilled with fresh water to 1800', then Chem Gel Mud to T.D. Mud will be in place to run 5 1/2" casing.

I hereby certify that I am responsible by the terms and conditions of the Lease to conduct Lease Operations. Bond Coverage pursuant to 43 CFR 3104 for Lease Activities is being provided by First Security Bank in the form of a Certificate of Deposit. CD #2431434

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 Russell C. Caldwell Title President Date 5-21-96

(This space for Federal or State office use)

Permit No. 43-047-32758 Approval Date _____

Approved by [Signature] Title Section Engineer Date 6/4/96

Conditions of approval, if any: _____

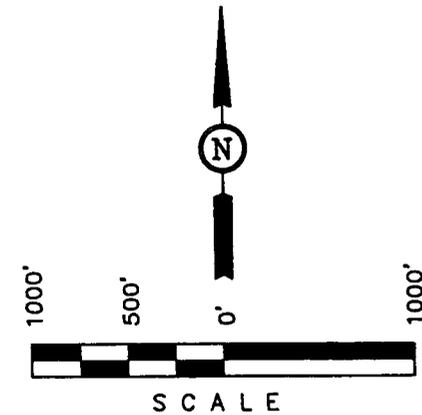
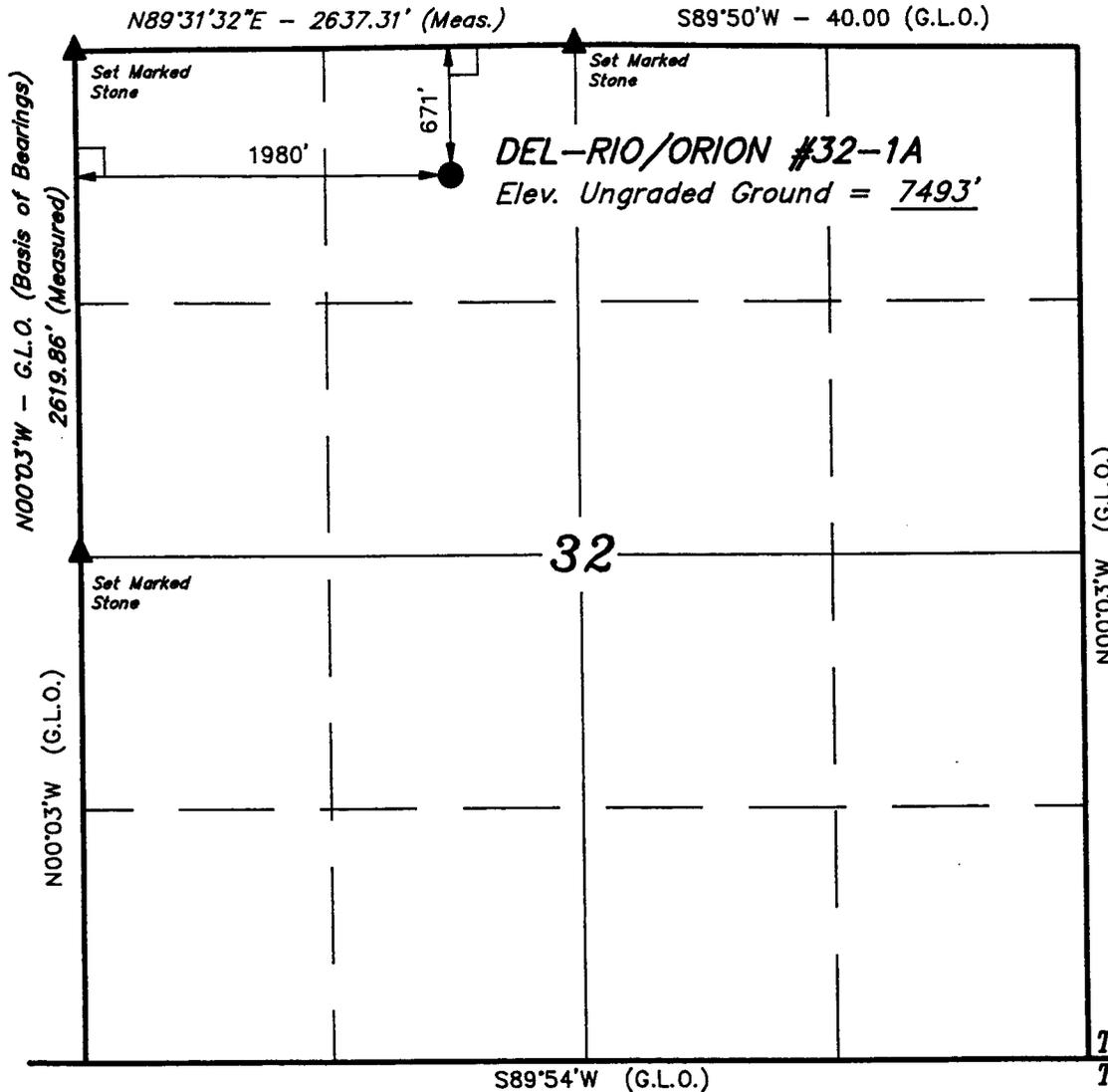
T14S, R20E, S.L.B.&M.

DEL-RIO RESOURCES, INC.

Well location, DEL-RIO/ORION #32-1A, located as shown in the NE 1/4 NW 1/4 of Section 32, T14S, R20E, S.L.B.&M. Uintah County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT A LANDING STRIP IN THE NW 1/4 OF SECTION 32, T14S, R20E, S.L.B.&M. TAKEN FROM THE FLAT ROCK MESA QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 7512 FEET.



CERTIFICATE

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

Robert L. Kay
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 181319
 STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (801) 789-1017

LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

SCALE 1" = 1000'	DATE SURVEYED: 4-16-96	DATE DRAWN: 4-24-96
PARTY L.D.T. M.R. C.B.T.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE DEL-RIO RESOURCES, INC.	

**DEL-RIO RESOURCES, INC.
DRILLING PLAN FOR THE
DEL-RIO/ORION #32-1A**

I. DRILLING PLAN:

1. Geological Surface Formation: Green River

2. Estimated Tops:

<u>Name</u>	<u>Top</u>	<u>Prod. Phase Anticipated</u>
Wasatch	2450'	
Mesa Verde	4462'	Oil/Gas

3. CASING PROGRAM:

	<u>Depth</u>	<u>Hole Size</u>	<u>Csg. Size</u>	<u>Type</u>	<u>Weight</u>
Surface	300'	12-1/4"	8-5/8"	K-55 (LT&C)	24#/ft (new)
Prod.	6300'	7-7/8"	5-1/2"	K-55 (LT&C)	15.5#/ft (new)

4. Operator's Specification for Pressure Control Equipment:

- A. 3,000 psi W.P. Double Gate BOP (Schematic attached).
- B. Functional test daily.
- C. All casing strings shall be pressure-tested (0.2 psi/foot or 1500 psi, whichever is greater) prior to drilling the plug after cementing; test pressure shall not exceed the internal yield pressure of the casing.
- D. All ram-type preventers and related control equipment shall be tested at the rated working pressure of the stack assembly or at 70 percent of the minimum internal yield pressure of the casing, whichever is less. Tests shall be done at the time of installation, prior to drilling out, and weekly. All tests shall be for a period of 15 minutes.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

5. Auxiliary Equipment:

- A. Kelly Cock - yes.
- B. Float at the bit - no.
- C. Monitoring equipment on the mud system - Mud Logger.
- D. Full opening safety valve on rig floor - yes.
- E. Rotating head - no.

6. Proposed Circulating Medium:

<u>Depth</u>	<u>Mud Type</u>	<u>Density (lb./gal)</u>	<u>Viscosity</u>	<u>Water Loss</u>
0'-1800'	Fresh Water	8.4	30	no control
1800'-TD	Chem Gel	9.0	37-38	12 cc or less

7. Testing, Logging, and Coring Program:

- A. Cores - RSC.
- B. DST - none anticipated.
- C. Logging - DIL-GR (TD to surface).
CDL/BCS/GR/Cal (TD to 2300' from surface).

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

- D. Formation and Completion Interval: Final determination of completion will be made by analysis of logs.
Stimulation - Stimulation will be designed for the particular area of interest as encountered.
- E. Frac gradient - approximately .75 psi/ft.

8. Cementing Program:

<u>Casing</u>	<u>Volume</u>	<u>Type & Additives</u>
Surface	160 sx	Class "G" w/2% CaCl ₂ (based on 100% access)
Production	580 sx*	180 sx Class "G" followed by 400 sx 50/50 poz. mix.

Cement Characteristics:

Class "G" - yield = 1.18 cu.ft. per. sack
weight = 15.8 lb./gal
strength = 3200 psi in 72 hrs @125 degrees

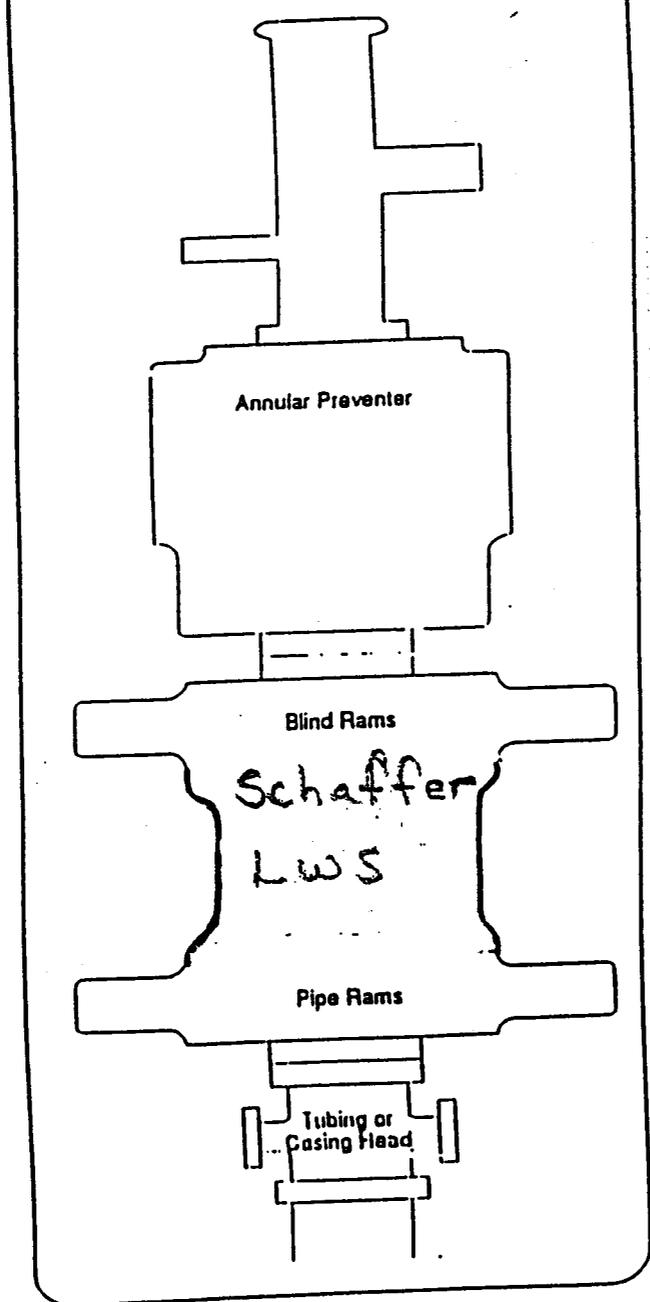
* Final cement volumes to be calculated from caliper log with an attempt to be made to circulate cement to 3000' from the surface. A bond log will be run across the zone of interest and across zones as required by the authorized officer to insure protection of natural resources.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

9. Anticipated Abnormal Pressures and Temperatures, Other Potential Hazards:

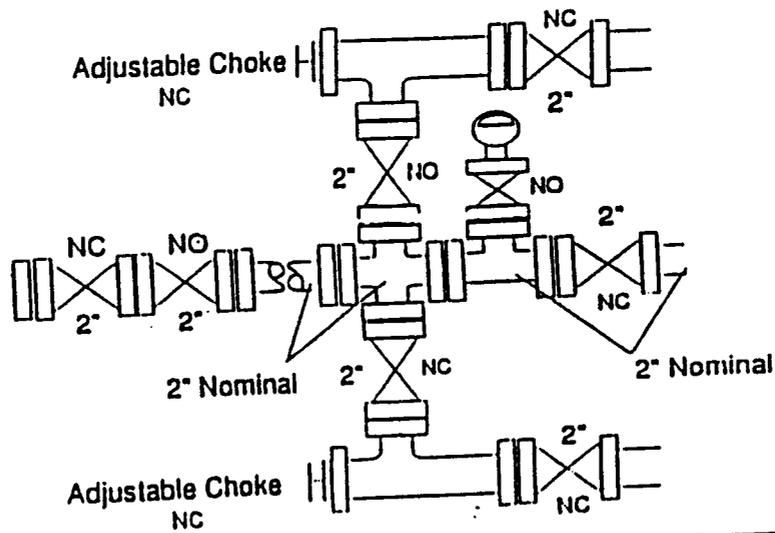
No abnormal temperatures or pressures are anticipated. No H₂S has been encountered in or known to exist from previous wells drilled to similar depths in the general area. Maximum anticipated bottom hole pressure equals approximately 1,500 psi (calculated at 0.238 psi/ft) and maximum anticipated surface pressure equals approximately 115 psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/ft).

Class III Blowout Preventer Stack



3 - Class III Choke Manifold

NC = Normally Closed
NO = Normally Open



**II. SURFACE USE PLAN
DEL-RIO RESOURCES, INC.
DEL-RIO/ORION #32-1A**

1. Existing Road:

- A. Topo Map "A" is the vicinity map, showing the access routes from Ouray, Utah.
- B. Topo Map "B" shows the proposed access road to each individual well. It also shows existing roads in the immediate area.
- C. Occasional maintenance blading and storm repairs will keep roads in good condition.
- D. There shall be no mud blading on the access road. Vehicles may be towed through the mud provided they stay on the roadway.

2. Planned Access Roads:

The proposed access road, will be crowned, ditched, and dipped.

- A. Maximum grade will be 2% or less, unless otherwise stated.
- B. No turnouts will be required.
- C. Road surface material will be that native to the area.
- D. No cattle guard will be required.
- E. The proposed access road was flagged at the time the location was staked.
- F. The area authorized officer will be contacted at least 24 hours prior to commencing construction of the access road and well pad.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

- G. The back slopes of the proposed access roads will be no steeper than vertical or 1/4:1 in rock; and 2:1, elsewhere.

The operator or his contractor will notify the State office at least 48 hours prior to commencement of any work on these locations, roadways, or pipelines.

3. Location of Existing Wells:

See existing Drill Holes on Topo Map "B"

4. Location of Existing and/or Proposed Facilities:

- A. All Petroleum Production Facilities are to be contained within the proposed location sites.
- B. In the event that production of these wells is established, the following will be shown:
1. Proposed location and attendant lines, by flagging, if off well pad.
 2. Dimensions of facilities.
 3. Construction methods and materials.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

- C. The area used to contain the proposed production facilities will be built using native materials. If these materials are not acceptable, then other arrangements will be made to acquire them from private sources. These facilities will be constructed using bulldozers, graders, and workman crews to construct and place the proposed facilities.
- D. All permanent facilities placed on the locations shall be painted a non-reflective color which will blend with the natural environment.
- E. A dike shall be constructed around the tank battery, of sufficient capacity to adequately contain at least 110 percent of the storage capacity of the largest tank within the dike.
- F. All buried pipelines if needed shall be covered to a depth of 3 feet except at road crossings where they shall be covered to a depth of 4 feet.
- G. Construction width of the right-of way/pipeline route if needed shall be restricted to 30 feet of disturbance.
- H. Pipeline location warning signs shall be installed within 90 days upon completion of construction.

5. Location and Type of Water Supply:

Water to be used for the drilling of this well will be obtained from Willow Creek at P.O.D. of the SE 1/4 SE 1/4 of Section 29, T12S, R21E, S.L.B.&M. and transported by truck along the access roads which are shown on the attached topo maps.

No water wells are to be drilled.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

6. Source of Construction Materials:

- A. No construction materials are needed for drilling operations. In the event of production, the small amount of gravel needed for facilities will be hauled in by truck from a local gravel pit over existing access roads from the area. No special access other than for drilling operations and pipeline construction is needed.
- B. All disturbance for this well site is located on Ute Tribal Lands and a Right-of-way has been applied for through the B.I.A.

All Construction material for these location sites and access roads shall be borrow material accumulated during the construction of the location sites and access roads. No additional construction material from other sources is anticipated at this time, but if it is required, the appropriate actions will be taken to acquire it from private sources.

- C. All well pad surface disturbance area is on Ute Tribal Lands.

7. Methods for Handling Waste Disposal:

- A. Drill cuttings will be buried in the reserve pit when covered.
- B. Drilling fluids will be contained in the reserve pit.
- C. Any hydrocarbon liquids produced while production testing will be contained in a test tank. Any unavoidable spills of oil or other adverse substances or materials will be removed immediately during drilling progress or during completion operations.
- D. Portable chemical toilets will be provided and serviced by a local commercial sanitary service.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

- E. Garbage and trash will be collected in a trash cage and its contents hauled to a sanitary landfill.

All wastes caused by the construction activities shall be promptly removed and disposed of in a sanitary landfill or as directed by the authorized officer.

- F. Prior to commencement of drilling, the reserve pit will be lined with a minimum 12 mil. liner with sufficient straw bedding and will be fenced on three sides using 39-inch net wire with at least one (1) strand of barbed wire. All wire is to be stretched before attaching to corner posts. When drilling activities are completed it will be fenced on the fourth side and allowed to dry (if liquids are present). After drying, the fences will be removed and the pit shall be buried. Reclamation will be undertaken no later than the fall of the year after all drilling activity has ceased.

8. Ancillary Facilities:

No air strips, camps, or other living facilities will be built off the location. Housing and office trailers will be on the location as seen on the location layout.

9. Well Site Layout:

- A. See attached cutsheet.
- B. The areas authorized officer will be contacted at least 24 hours prior to commencing construction of the access road and well pad.
- C. The authorized officer has determined that the pit is to be lined, and type of material to be used.
- D. Topsoil shall be stripped to a depth of 12 inches and stockpiled as shown on the location layout plat.
- E. The back slopes of the locations will be no steeper than vertical or 1/4:1 in rock, and 2:1 elsewhere.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

- F. The upper edges of all cut banks on the access roads and well pads will be rounded.

10. Plans for Restoration:

- A. Immediately upon completion, the location and surrounding area will be cleared of all debris, materials, trash and junk not required for production.
- B. Before any dirt work to restore the location takes place, the reserve pit must be completely dry. The reserve pit will be reclaimed within 90 days from the date of well completion.
- C. The area officer shall be notified at least 48 hours prior to commencing reclamation work.
- D. All disturbed areas will be seeded with the a mixture which is found suitable by the B.I.A.
- E. The seed bed will be prepared by disking, following the natural contour. Drill seed on contour at a depth no greater than ½ inch. In areas that cannot be drilled, the seed will be broadcast at double the seeding rate and harrowed into soil. Certified seed is recommended.
- F. Fall seeding will be completed after September, and prior to prolonged ground frost.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

- G. If the well is a producer, access roads will be upgraded and maintained as necessary to prevent soil erosion, and accommodate year round traffic. Areas unnecessary to operations will be reshaped, topsoil distributed, and seed distributed according to the above mixtures. Perennial vegetation must be established. Additional work shall be required in case of seeding failures, etc.
- H. If the well is abandoned or is a dry hole, the access road and location will be restored to approximate the original contours. During reclamation of the site the fill material will be pushed into cuts and up over the backslope. No depressions will be left that would trap water or form ponds. Topsoil will be distributed evenly over the location and seeded according to the above mixture. The access road and the location shall be ripped or disked prior to seeding. Perennial vegetation must be established. Additional work shall be required in case of seeding failures, etc.
- I. Annual or noxious weeds shall be controlled on all disturbed areas. Method of control shall be by an approved mechanical method or an Environmental Protection Agency (EPA) registered herbicide. All herbicide application proposals must be approved. Application of herbicides must be under direct field supervision of an EPA certified pesticide applicator.

11. Other Information:

- A. The area is used by man for the primary purpose of grazing domestic livestock.

All activity shall cease when soils or road surfaces become saturated to a depth of three inches, unless otherwise approved by the Authorized Officer.

If any fossils are discovered during construction, the operator shall cease construction immediately and notify the Authorized Officer so as to determine the significance of the discovery.

- B. A Class III cultural resource inventory shall be completed prior to disturbance by a qualified professional Archaeologist.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

- C. The State considers the development of groundwater resources to be necessary and frequently indispensable to effective land management. Therefore, any groundwater intercepted by the party conducting mineral exploration shall be reported to the authorized officer immediately including approximate quantities and a sample in a sealed quart container. The State shall have the first opportunity to file State water rights for the intercepted groundwater. The undersigned may file for water rights only with a written waiver from the State.
- D. The operator is responsible for informing all persons in the area 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 an 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.

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or 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 the required mitigation has been completed, an operator will then be allowed to resume construction.

- E. Less than 10,000 pounds of any chemical(s) from EPA's Consolidated list of Chemicals Subject to Reporting Under Title III of the Superfund Amendments and Reauthorization Act (SARA) of 1986, and less than threshold planning quantity (TPQ) of any extremely hazardous substances(s), as defined in 40 CFR, would be used, produced, transported, stored, disposed, or associated with the proposed action.

12. Lessee's or Operator's Representative:

Mr. Lawrence C. Caldwell II
President
Del-Rio Resources, Inc.
P.O. Box 459
Vernal, Utah
Telephone #(801)789-8162

Del-Rio Resources, Inc.
Del-Rio/Orion #32-1A

13. Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drillsite(s) and access route(s); 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 **Del-Rio Resources, Inc.**, 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 provision of 18 U.S.C. 1001 for the filing of a false statement.

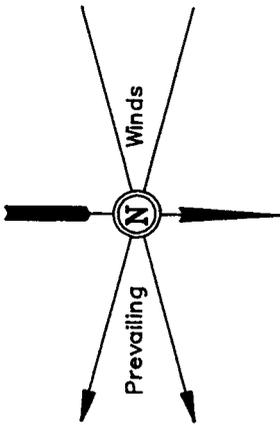
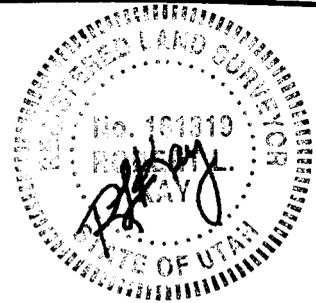
May 21, 1996
Date

Lawrence C. Caldwell II
Lawrence C. Caldwell II
President

DEL-RIO RESOURCES, INC.

LOCATION LAYOUT FOR

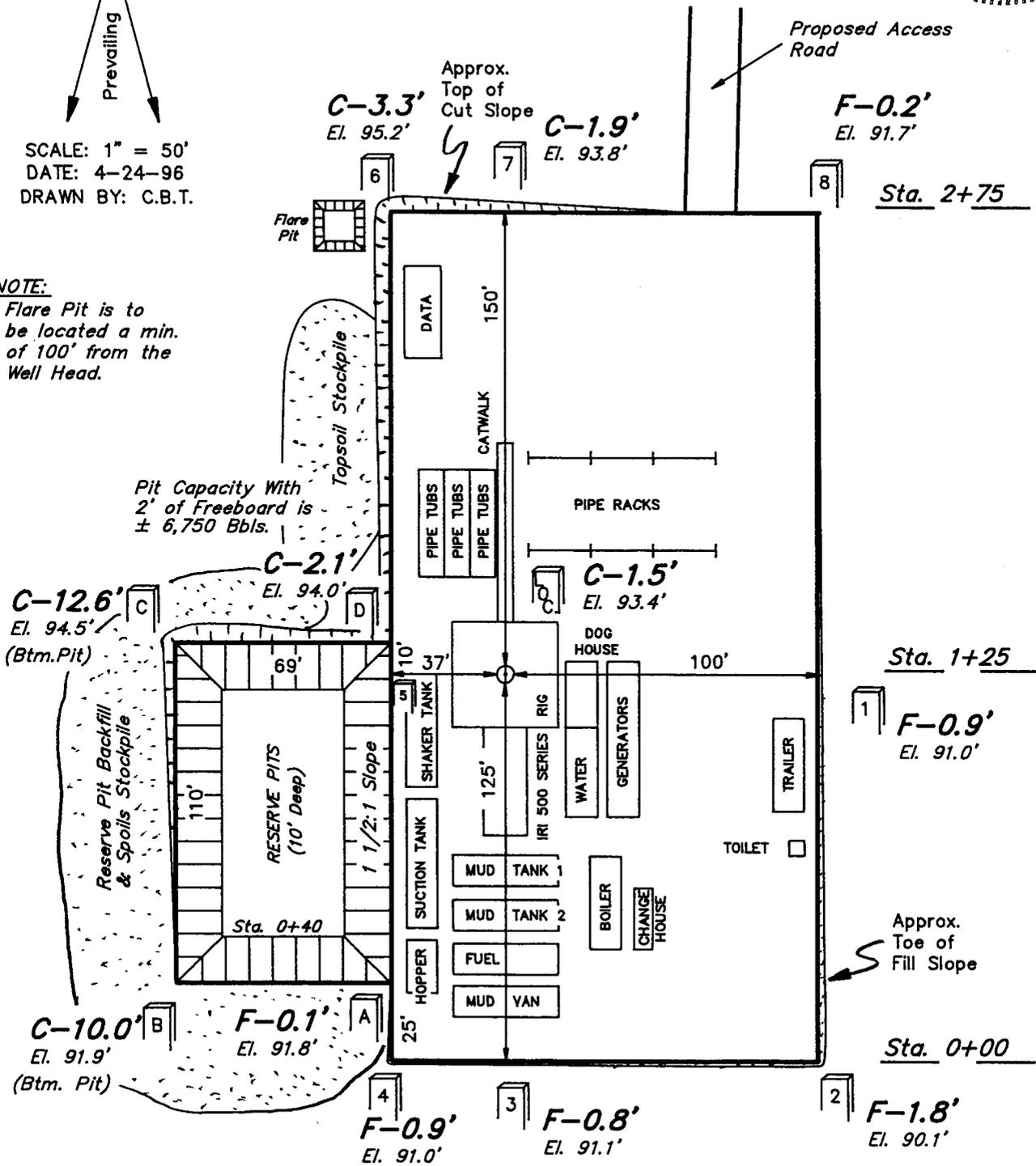
DEL-RIO/ORION #32-1A
SECTION 32, T14S, R20E, S.L.B.&M.
671' FNL 1980' FWL



SCALE: 1" = 50'
DATE: 4-24-96
DRAWN BY: C.B.T.

NOTE:

Flare Pit is to be located a min. of 100' from the Well Head.



Pit Capacity With 2' of Freeboard is ± 6,750 Bbbls.

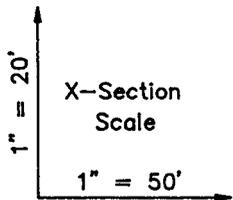
Elev. Ungraded Ground at Location Stake = 7493.4'
Elev. Graded Ground at Location Stake = 7491.9'

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

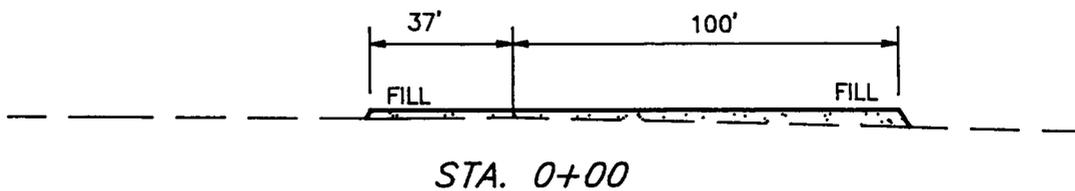
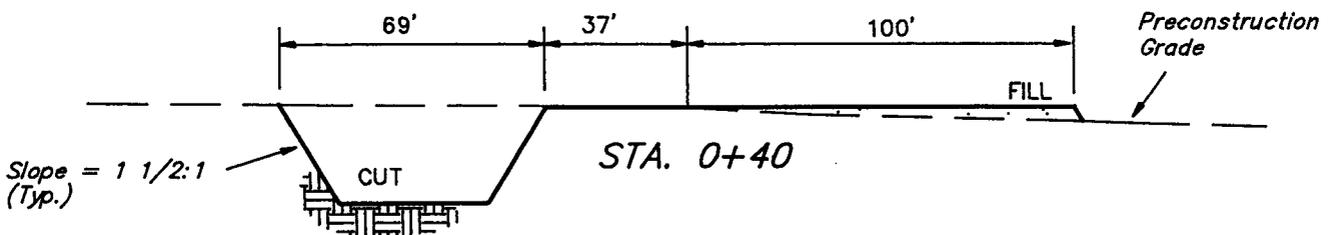
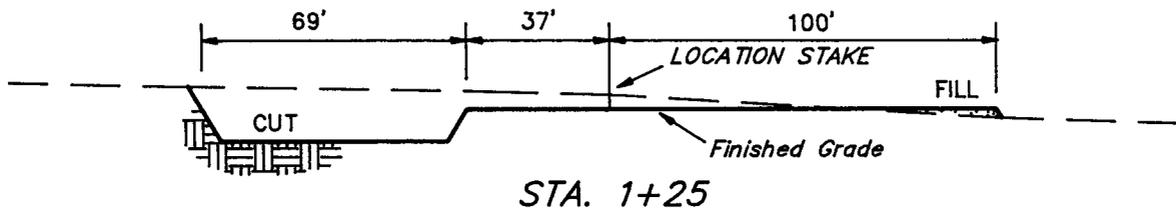
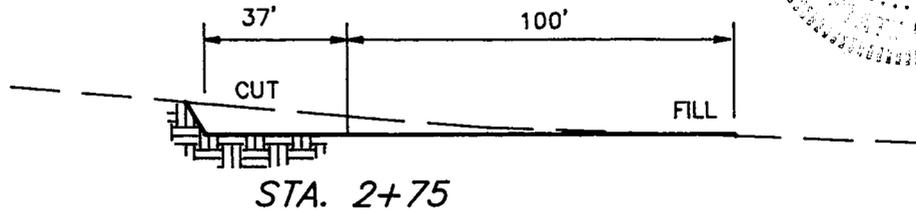
DEL-RIO RESOURCES, INC.

TYPICAL CROSS SECTIONS FOR

**DEL-RIO/ORION #32-1A
SECTION 32, T14S, R20E, S.L.B.&M.
671' FNL 1980' FWL**



DATE: 4-24-96
DRAWN BY: C.B.T.

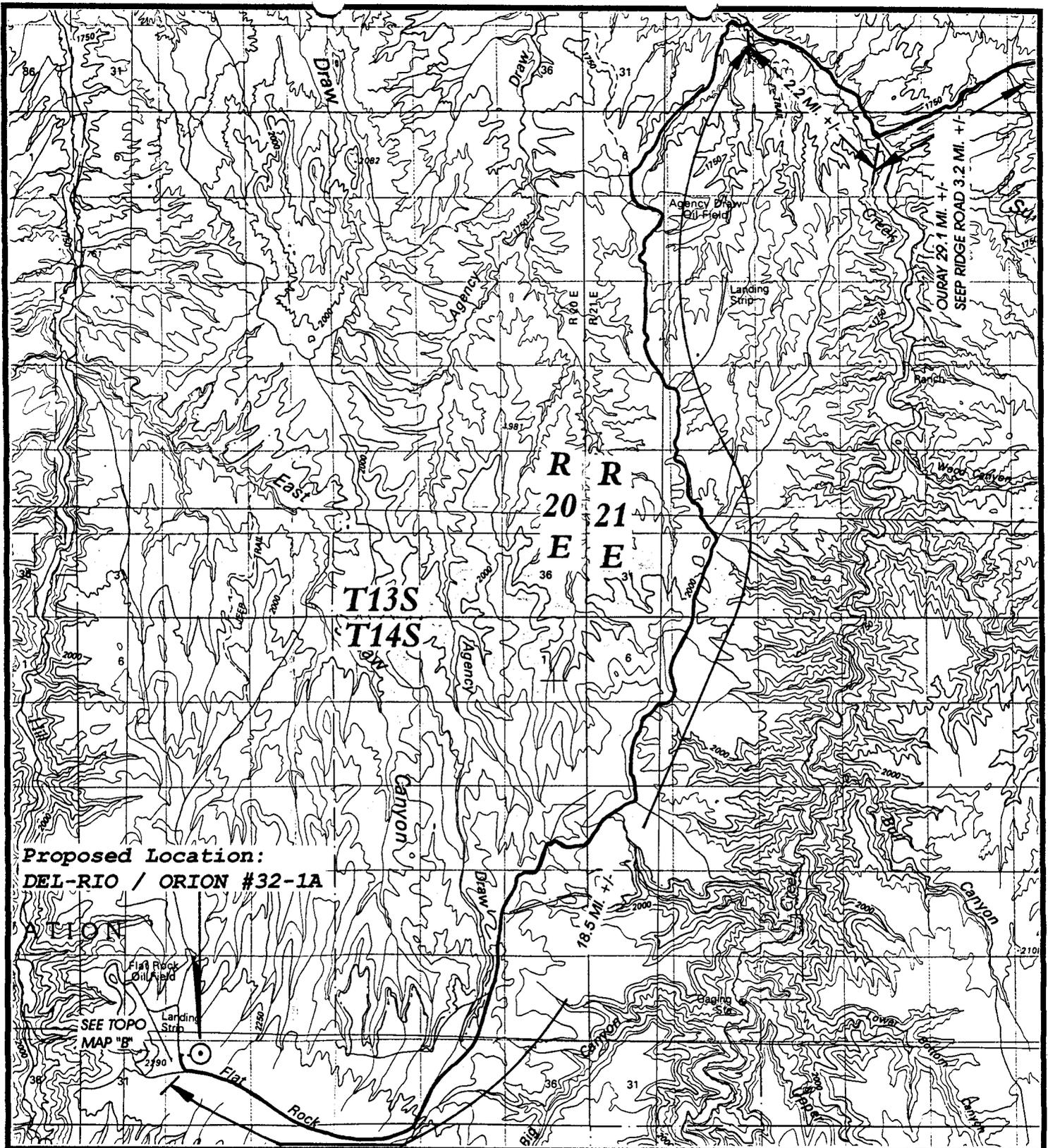


APPROXIMATE YARDAGES

CUT	
(12") Topsoil Stripping	= 1,680 Cu. Yds.
Remaining Location	= 2,290 Cu. Yds.
TOTAL CUT	= 3,970 CU.YDS.
FILL	= 1,250 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	= 2,650 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 2,650 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 0 Cu. Yds.

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



Proposed Location:
DEL-RIO / ORION #32-1A

ACTION

SEE TOPO
 MAP "B"



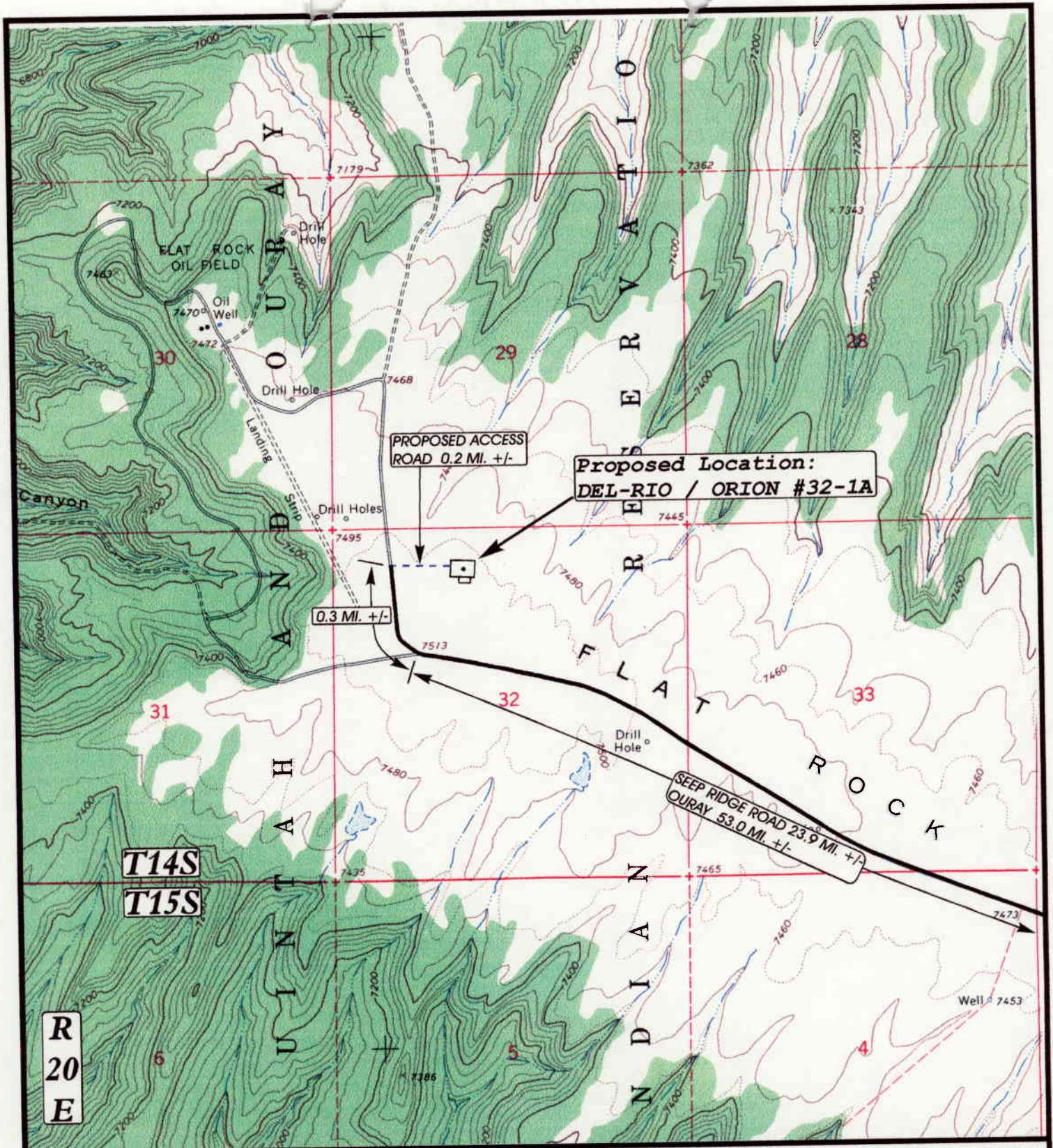
**TOPOGRAPHIC
 MAP "A"**

DATE: 4-24-96
 Drawn by: C.B.T.



DEL-RIO RESOURCES, INC.

DEL-RIO / ORION #32-1A
 SECTION 32, T14S, R20E, S.L.B.&M.
 671' FNL 1980' FWL



**TOPOGRAPHIC
MAP "B"**

DATE: 4-24-96
Drawn by: C.B.T.

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



SCALE: 1" = 2000'

DEL-RIO RESOURCES, INC.

DEL-RIO / ORION #32-1A
 SECTION 32, T14S, R20E, S.L.B.&M.
 671' FNL 1980' FWL

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

SUBMIT IN DUPLICATE*
(Other instructions on reverse side)

5. Lease Designation and Serial No.

ML-44317

6. If Indian, Allottee or Tribe Name

Ute Indian Tribe

7. Unit Agreement Name

N/A

8. Farm or Lease Name

Del-Rio/Orion

9. Well No.

#32-1A

10. Field and Pool, or Wildcat

Flat Rock

11. Sec., T., R., M., or Blk. and Survey or Area

Sec. 32; T14S, R20E, S.L.B.&

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. Type of Work

DRILL

DEEPEN

PLUG BACK

b. Type of Well

Oil Well

Gas Well

Other

Single Zone

Multiple Zone

2. Name of Operator

Del-Rio Resources, Inc.

3. Address of Operator

P.O. Box 459 Vernal, UT 84078

4. Location of Well (Report location clearly and in accordance with any State requirements.)*

At surface 671' FNL 1980' FWL
At proposed prod. zone 603

14. Distance in miles and direction from nearest town or post office*

See Topo Map "A" (attached)

12. County or Parrish 13. State

Uintah

Utah

15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drlg. line, if any)

671'

16. No. of acres in lease

640

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.

-

19. Proposed depth

6300'

20. Rotary or cable tools

Rotary

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

7493'

22. Approx. date work will start*

A.S.A.P.

23.

PROPOSED CASING AND CEMENTING PROGRAM

Size of Hole	Size of Casing	Weight per Foot	Setting Depth	Quantity of Cement
12 1/4"	8 5/8"	24#	300'	See attached drilling plan
7 7/8"	5 1/2"	15.5#	6300'	See attached drilling plan

CONFIDENTIAL

- M.I.R.U.
- Drill to T.D. 6300'
- Run 5 1/2" casing if commercial production is indicated.
- If dry hole, well will be plugged and abandoned as instructed by the State.
- Well will be drilled with fresh water to 1800', then Chem Gel Mud to T.D. Mud will be in place to run 5 1/2" casing.

I hereby certify that I am responsible by the terms and conditions of the Lease to conduct Lease Operations. Bond Coverage pursuant to 43 CFR 3104 for Lease Activities is being provided by First Security Bank in the form of a Certificate of Deposit. CD #2431434

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: *Ronald Caldwell* Title: President Date: 5-21-96

(This space for Federal or State office use)

Permit No. 43-047-32754 Approval Date

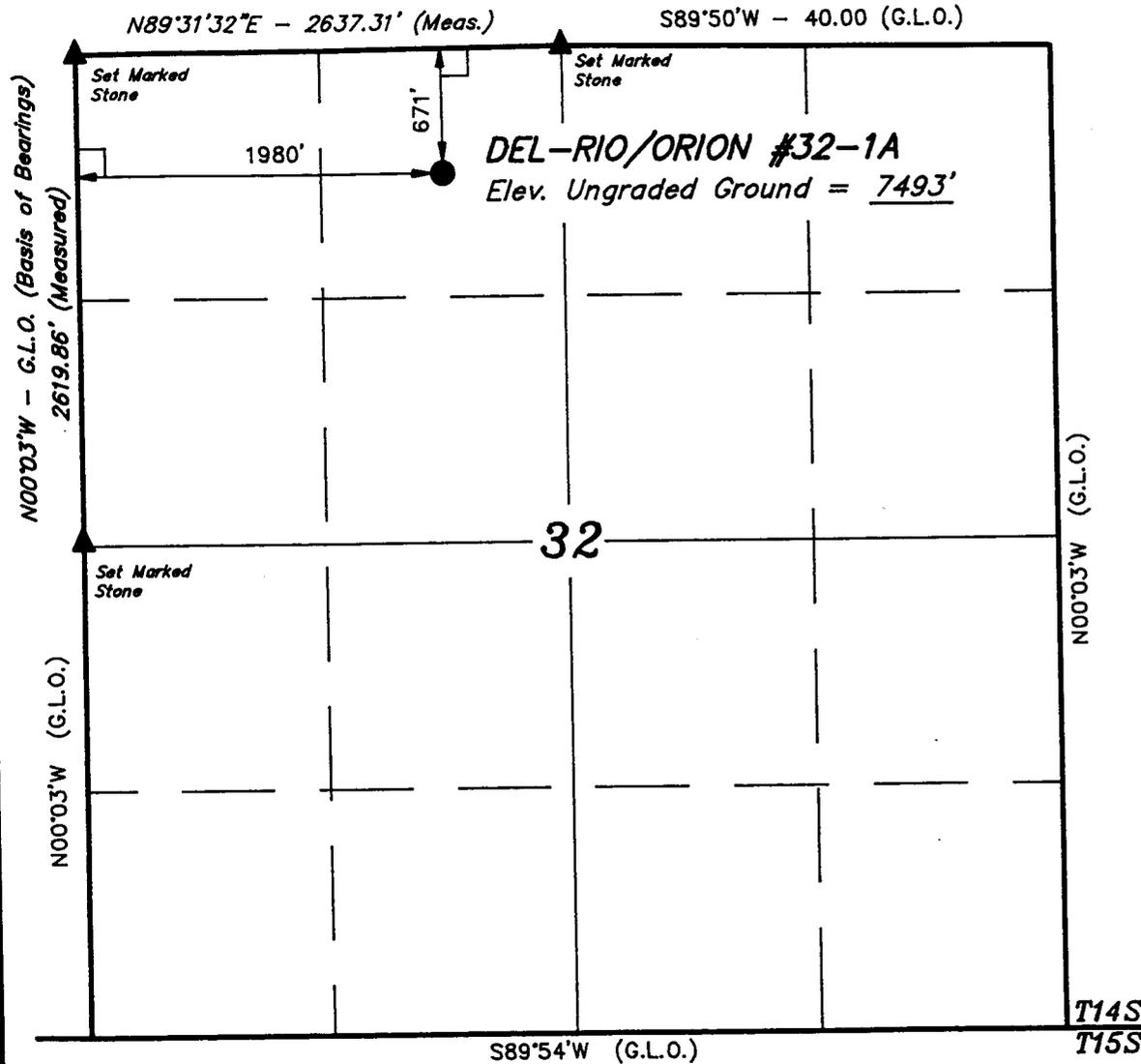
Approved by: *J.M. Matthews* Title: Petroleum Engineer Date: 6/4/96

Conditions of approval, if any:

T14S, R20E, S.L.B.&M.

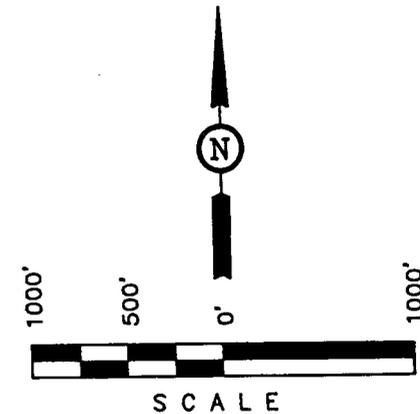
DEL-RIO RESOURCES, INC.

Well location, DEL-RIO/ORION #32-1A, located as shown in the NE 1/4 NW 1/4 of Section 32, T14S, R20E, S.L.B.&M. Uintah County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT A LANDING STRIP IN THE NW 1/4 OF SECTION 32, T14S, R20E, S.L.B.&M. TAKEN FROM THE FLAT ROCK MESA QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 7512 FEET.



CERTIFICATE

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

Robert L. Hay
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

UINTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(801) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 4-16-96	DATE DRAWN: 4-24-96
PARTY L.D.T. M.R. C.B.T.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE DEL-RIO RESOURCES, INC.	



United States Department of the Interior

BUREAU OF INDIAN AFFAIRS

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

IN REPLY REFER TO:

Superintendent, Uintah & Ouray Agency

Concurrence Letter for; DEL-RIO/orion #32-1A _____
BIA ROW#-H62-96-63, NW1/4 of Section 32, T14S R20E. S.L.B &M.
UINTAH COUNTY, UTAH

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

Based on available information received on May 21, 1996, we have cleared the proposed location in the following area of environmental impact.

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

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

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

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

Sincerely

Superintendent

**United States Department of the Interior****BUREAU OF INDIAN AFFAIRS****UINTAH AND OURAY AGENCY
FORT DUCHESNE, UTAH 84026
(801) 722-2406**

IN REPLY REFER TO:

**Real Estate Services
Acq. & Disp.**

JUN 04 1996

**Del-Rio Resources, Inc.
P.O. Box 459
Vernal, Utah 84078**

Dear Sirs:

This is your authority to proceed with the construction of the following rights-of-way. (BIA ROW# H62-96-63)

Del-Rio Resources Wellsite and Access Road ROW for the Orion # 32-1A; access road- 958.15' feet in length, a 30 foot wide right-of-way on 15 feet on each side of the following described centerline; beginning at a point in the NE1/4NW1/4 of Section 32, T. 14S., R. 20 E., S.L.B.&M. containing 0.660 acres more or less, Uintah County. Wellsite- 1.799 acres more or less located in the NE1/4NW1/4, Section 32, T. 14 S., R. 20 E., S.L.B.&M.

Environmental Analysis Report REMARKS:6. Mitigation Stipulations:

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

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

If you have any questions regarding the above right-of-way, you may contact Norman F. Cambridge, Realty Specialist at (801) 722-2406 ext. 49.

Sincerely,


Superintendent

nc/wp/doc/del-rio-orion,/6/4/96.nc



United States Department of the Interior

BUREAU OF INDIAN AFFAIRS

UINTAH AND OURAY AGENCY

FORT DUCHESNE, UTAH 84026

(801) 733-2406

IN REPLY REFER TO:
Exhibit C

PERMIT FOR USE OF WATER

Ute Indian Tribe Water Right # A

Permission is granted to Del-Rio Resources, Inc. hereinafter referred to as Permittee, by the Ute Indian Tribe, hereinafter referred to as Permitter, to use water covered by State Certificates No. _____, and No. _____, now being used and taken from Willow Creek for the purpose of development and production operations located on the following described lands:

Section 32, Township 14 (South)(~~NORTH~~), Range 20 (East)(~~West~~), (U.S.M)(SLB&M)
Well No. 32-1A

Water is to be drawn from the Willow Creek of:
Section 29, Township 12 (South)(~~NORTH~~), Range 21 (East)(~~West~~), (U.S.M)(SLB&M)

The quantity available for the development of the well shall not be greater than 1.3 acre-feet, as determined by the Uintah Irrigation Project Engineer.

2. In consideration of the water claimed by the Ute Indian Tribe, the Permittee will pay the sum of \$2,150.00 by check, payable to the Bureau of Indian Affairs, on behalf of the Ute Indian Tribe.

3. The Permittee Agrees:

a) That the Permitter can make no guarantee as to the amount of or time of year that such water will be available. It is understood that availability is totally dependent on the natural supply of water.

b) That all facilities including, but not limited to, pipe and pumps installed by the availability is totally dependent on the natural supply of water. Permittee must be of such nature and design so as not to in any way interfere with the delivery of irrigation water.

c) That upon completion or apparent abandonment of the oil and/or gas well for which a drilling permit is granted, the Permittee will repair any damages and remove or be responsible for the cost of removal of any facilities installed by the Permittee.

d) **LIABILITY:** That Permittee is liable for all damages which result from his operations, or for injury to the Permitter or its property, including livestock, to lessees, licensees and surface owners. The Permittee agrees to save and hold harmless the Permitter and the United States and their officers, representatives and employees, and the surface owners or their tenants from all suits for injury or claims for damage to persons and property from the Permittee's operations under this Permit.

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 05/22/96

API NO. ASSIGNED: 43-047-32758

WELL NAME: DEL RIO/ORION 32-1A
OPERATOR: DEL RIO RESOURCES INC (N0330)

PROPOSED LOCATION:
NENW 32 - T14S - R20E
SURFACE: 0671-NFL-1980-FWL
BOTTOM: 0671-FNL-1980-FWL
UINTAH COUNTY
UNDESIGNATED FIELD (002)

LEASE TYPE: STA
LEASE NUMBER: ML - 44317

PROPOSED PRODUCING FORMATION: MVRD

INSPECT LOCATION BY: 04/30/96		
TECH REVIEW	Initials	Date
Engineering		
Geology		
Surface		

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Federal State Fee
(Number CD 2431434)
- Potash (Y/N)
- Oil shale (Y/N)
- Water permit
(Number _____)
- RDCC Review (Y/N)
(Date: _____)

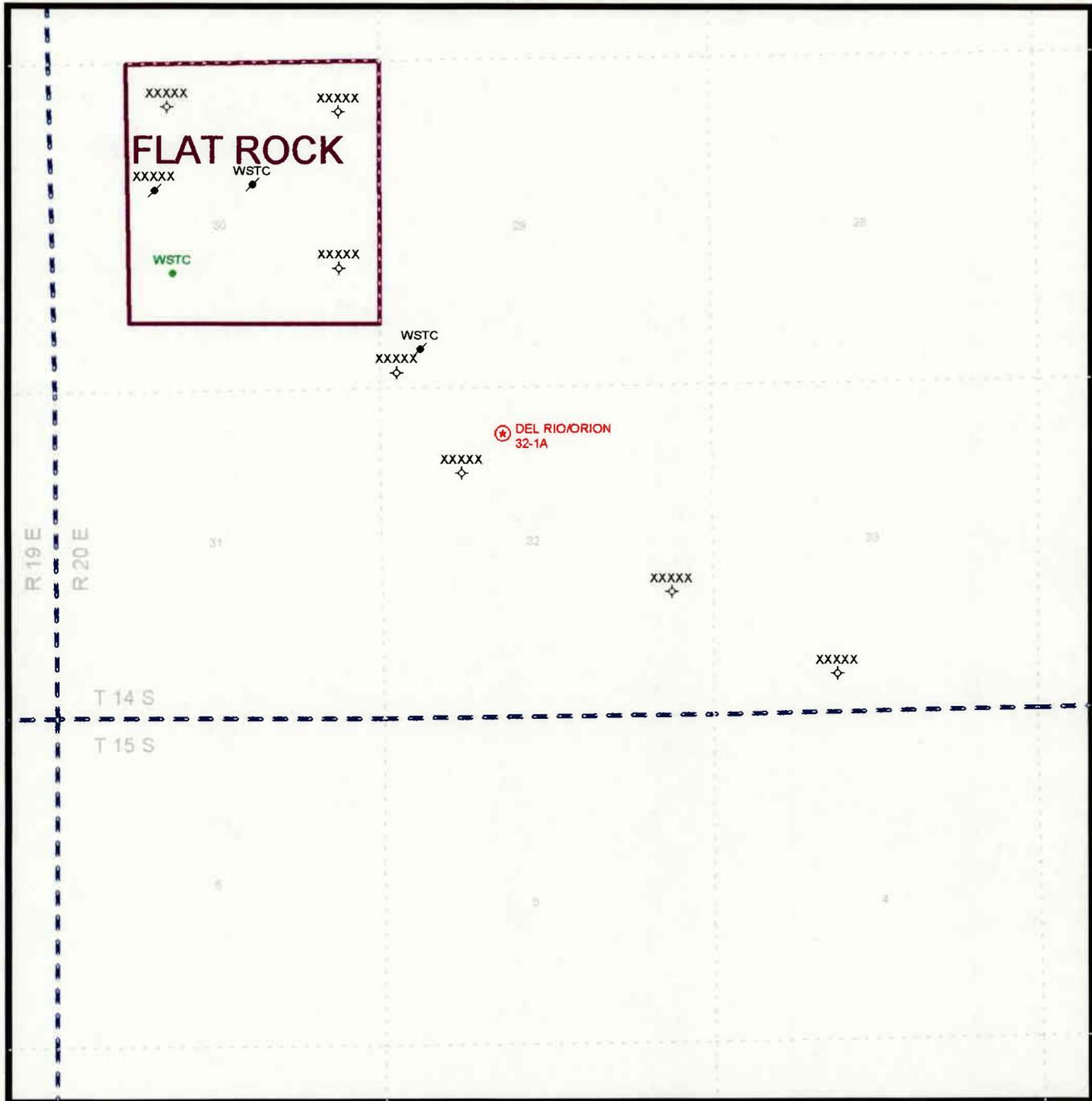
LOCATION AND SITING:

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

COMMENTS: _____

STIPULATIONS: _____

DEL RIO RESOURCES INC.
DEVELOPMENT DRILLING
SEC. 32, T14S, R20E
UINTAH COUNTY , UAC R649-2-3



PREPARED:
DATE: 23-MAY-96

ON-SITE PREDRILL EVALUATION

Division of Oil, Gas and Mining

OPERATOR: Del Rio Resources Inc.

WELL NAME & NUMBER: Del Rio/Orion #32-1A

API NUMBER: 43-047-32758

LEASE: _____ FIELD/UNIT: Flat Rock

LOCATION: 1/4, 1/4 NE/NW Sec: 32 TWP: 14s RNG: 20e 671 FNL 1980 FWL

LEGAL WELL SITING: _____ F SEC. LINE; _____ F 1/4, 1/4 LINE; _____ F ANOTHER WELL.

GPS COORD (UTM): 12611400 E 4379680N

SURFACE OWNER: Ute Indian Tribe

PARTICIPANTS

David Hackford (DOGM), Dale Hanburg (BIA), Alvin Ignacio (Ute Tribe), Larry Caldwell (Del Rio), Lanny Taylor (Uintah Engineering and Land Survey).

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Site is on a flat mesa on the watershed divide between Hill Creek and Willow Creek. The flat slopes gradually to the north, with sharp, deep canyons east and west.

SURFACE USE PLAN

CURRENT SURFACE USE: Live stock and wildlife grazing.

PROPOSED SURFACE DISTURBANCE: Location to be 275' by 206'. Access road to be 22' wide and 0.2 miles long.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: See attached map from the GIS database.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: All production facilities for this well will be added after drilling well and will be on location.

SOURCE OF CONSTRUCTION MATERIAL: All construction materials will be borrowed from this well site during construction and is native.

ANCILLARY FACILITIES: None will be required.

WASTE MANAGEMENT PLAN:

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: None

FLORA/FAUNA: Vegetation cover consists of sagebrush, wildflowers, native grasses. Sign of wild horses, elk, deer, and rabbits present.

SOIL TYPE AND CHARACTERISTICS: Very light red sandy, clay loam.

SURFACE FORMATION & CHARACTERISTICS: Green River formation.

EROSION/SEDIMENTATION/STABILITY: No erosion, minor sedimentation, no stability problems anticipated.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: 110' by 69' and 10' deep.

LINER REQUIREMENTS: (Site Ranking Form attached): The Bureau of Indian Affairs requires a 12 mil liner in all reserve pits on tribal land.

SURFACE RESTORATION/RECLAMATION PLAN

As required by Ute Indian tribe.

SURFACE AGREEMENT: Yes.

CULTURAL RESOURCES/ARCHAEOLOGY: An archaeology inspection has been conducted by Metcalf Archaeology Consultants, Inc.

OTHER OBSERVATIONS/COMMENTS

The Ute Indian Tribe requires that they be notified at (801) 722-5141 48 hours before location construction begins.

ATTACHMENTS

Photos of site will be placed on file.

David W. Hackford
DOGM REPRESENTATIVE

5/6/96 1:00 PM
DATE/TIME

**Evaluation Ranking Criteria and Ranking Score
For Reserve and Onsite Pit Liner Requirements**

<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	_____
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	_____
Distance to Nearest Municipal Well (feet)		
>5280	0	
1320 to 5280	5	
500 to 1320	10	
<500	20	_____
Distance to Other Wells (feet)		
>1320	0	
300 to 1320	10	
<300	20	_____
Native Soil Type		
Low permeability	0	
Mod. permeability	10	
High permeability	20	_____
Fluid Type		
Air/mist	0	
Fresh Water	5	
TDS >5000 and <10000	10	
TDS >10000 or Oil Base Mud Fluid	15	
containing significant levels of hazardous constituents	20	_____
Drill Cuttings		
Normal Rock	0	
Salt or detrimental	10	_____
Annual Precipitation (inches)		
<10	0	
10 to 20	5	
>20	10	_____
Affected Populations		
<10	0	
10 to 30	6	
30 to 50	8	
>50	10	_____
Presence of Nearby Utility Conduits		
Not Present	0	
Unknown	10	
Present	15	_____

Final Score: BIA requires a 12 mil liner.

DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS

Operator: Del-Rio/ Orion

Well Name & Number: 32-1A

API Number: _____

Location: 1/4, 1/4 NE/NW Sec. 32 T. 14S R. 20E

Geology/Ground Water:

There are no high quality aquifers in the area of the proposed well. The base of moderately saline water is at a depth of approximately 3500 feet. The proposed casing and cement program will adequately protect any water encountered.

-

Reviewer: D. Jarvis Date: 06/03/96

Surface:

The pre-site investigation of the surface has been performed by Roosevelt Field personnel. All applicable surface management agencies and landowners were notified and their concerns accommodated where reasonable and possible. Dale Hanberg represented the BIA and Alvin Ignacio represented the Ute Indian Tribe.

Reviewer: David W. Hackford Date: 23-May 1996

Conditions of Approval/Application for Permit to Drill:

1. A 12 mil liner shall be used in the reserve pit
2. The Ute Indian Tribe shall be notified 48 hours prior to starting location construction.



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)

June 4, 1996

Del-Rio Resources, Inc.
P.O. Box 459
Vernal, Utah 84078

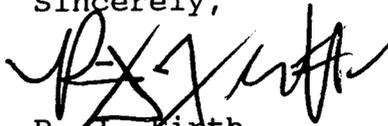
Re: Del Rio/Orion 32-1A Well, 671' FNL, 1980' FWL, NE NW,
Sec. 32, T. 14 S., R. 20 E., Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. 40-6-1 et seq., Utah Administrative Code R649-3-1 et seq., and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-32758.

Sincerely,



R. J. Firth
Associate Director

lwp

Enclosures

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

WAPD



Operator: Del Rio Resources, Inc.
Well Name & Number: Del Rio/Orion 32-1A
API Number: 43-047-32758
Lease: ML-44317
Location: NE NW Sec. 32 T. 14 S. R. 20 E.

Conditions of Approval

1. General

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

2. Notification Requirements

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

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

3. Reporting Requirements

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

**SITE SPECIFIC
ENVIRONMENTAL ANALYSIS**

1.0 PROPOSED ACTION

DelRio Resources Inc., is proposing to drill the Del-Rio/Orion #32-1A, and construct 0.2 mile of access road.

2.0 ALTERNATIVE ACTIONS

- A. ALTERNATIVE CONSIDERED: The proposed action is the preferred alternative.
- B. NO ACTION: Under the no action alternative the proposed action would not be implemented.
- C. OTHER: NA

3.0 PERMITTEE/LOCATION

- A. Permittee- DelRio Resources, Inc.
- B. Date- 5-6-96
- C. Well number- Del-Rio/Orion #32-1A
- D. Right-of-way- Access road 0.2 mile.
- E. Site location NENW, Section 32, T14S, R205E, SLB&M.

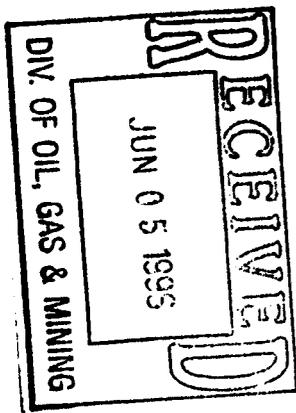
4.0 SITE SPECIFIC SURVEY

A. SITE DESCRIPTION

- 1. Elevation (feet) 7493
- 2. Annual precipitation (inches)-12-14
- 3. Topography- level plateau
- 4. Soil- The soil texture is (0 to 6") loam with moderate permeability.

B. VEGETATION

- 1. Habitat type is upland sage.
- 2. Percent Ground Cover- estimated to be 40%.
- 3. Vegetation consists of approximately 30% grasses, 50% shrubs, 20% forbs. The main variety of needle & thread, poa, Indian ricegrass, bluebunch wheatgrass, and squirrel tail. Forbs are flox, and other annuals. Scrubs consist of sagebrush, & snake weed.
- 4. Observed Threatened & Endangered species: None.
- 5. Potential For Threatened & Endangered species: Slight
- 7. Observed Noxious Weeds: None



8. **AFFECTED ENVIRONMENTAL**

1. There are no surface damages as a result of the initial survey.

4.1 WILDLIFE

A. **POTENTIAL SITE UTILIZATION**

1. Big Game-The area is used throughout the year by mule deer, & elk.

2. Small Game-The area is used by cottontail rabbit.

3. Raptor- Various species of raptors use this area for habitat. Raptors which are observed using the area are Golden eagles, Redtail hawk, Prairie falcon, & Kestrel.

5. Non-Game Wildlife- Animal species which have been observed using this area are black tail jack rabbit, coyote, fox, badger, and various species of reptiles, and song birds.

6. Horses are the most abundant species of animal using this area. Nearly 90% of the vegetation is used by horses.

7. Threatened & Endangered Species: No T&E species are reported using the area of this project.

4.2 PRESENT SITE USE

A. **USAGE**

	<u>acres</u>
Rangeland	2.65
Irrigable land	2.65
Woodland	0
Non-Irrigable land	2.65
Commercial timber	0
Floodplain	0
Wetland	0
Riparian	0
Other:	0

4.3 CULTURAL RESOURCES

A. **CULTURAL SURVEY**

Cultural Resource Surveys were performed by Sally J. Metcalf, Metcalf Archaeological Consultants, Inc. during April 1996.

5.0 ENVIRONMENTAL IMPACTS

A. SURFACE ALTERATIONS

	<u>acres</u>
1. Access road	0.73
2. Well site	1.30
3. Pipeline right-of-way	0.00
4. Total area disturbed	2.03

B. VEGETATION/LANDSCAPE

1. Production loss (AUM's)/year: 0.2
2. Permanent scar on landscape: Yes X No
3. Potential impacts to Threatened & Endangered species:
Yes No X

C. SOIL/RANGE/WATERSHED

There will be an increase in wind and water erosion as a result of removing vegetation and exposing the soil from construction of the wellsite and access road. This will increase water runoff and the soil will remain exposed causing erosion to continue for the life of the well, and until the site is rehabilitated.

The production system will be closed. All produced water and oil field by-products will be contained in closed tanks and they will be disposed of in approved disposal sites.

Within 90 days after the well is completed the reserve pits will be backfilled. Well cuttings, clays, and additives for drilling are not considered hazardous but excess fluids left in the pit after the well is drilled will be hauled to approved disposal pits. The solid contents left in the reserve pits after drilling will be buried on the location. Loading the soil with salt from produced water will only occur when there are accidental spills. Therefore, the impact to the soil resources, or ground water aquifers will be minimal.

The area is presently used as rangeland, but it is not permitted for livestock grazing. At the present time the area is used by the Ute Tribe for wildlife. This project will reduce wildlife and livestock grazing by approximately 0.2 AUM/ year.

The area is not used as irrigated cropland and a water right has not been designated for the area.

D. WILDLIFE/THREATENED & ENDANGERED SPECIES

There will be a reduction of wildlife habitat and grazing for livestock. There will also be an increase in wildlife disturbance and poaching resulting from the additional traffic and people using the area.

There are no known impacts to Threatened or Endangered species but the area is important winter range for big game.

6.0 MITIGATION STIPULATIONS

A. VEGETATION/LANDSCAPE

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

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

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

B. SOILS/RANGE/WATERSHEDS

1. Soil erosion will be mitigated by reseeded all disturbed areas.
2. Approximately 17 rods of fence will be constructed around the reserve pit until it is back filled.
3. Salt and pollution loading of the soil and geological formations will be mitigated by requiring the oil company to:
 - a. Line reserve pits with impervious synthetic liners.
 - b. Have a closed production system. All produced

waters and by products will either be piped to approved injection wells, or hauled to approved disposal sites.

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

C. WILDLIFE/VEGETATION/THREATENED & ENDANGERED SPECIES

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

D. CULTURAL RESOURCES

Cultural resource surveys were performed by Sally J. Metcalf, of Metcalf Archaeological Consultants, Inc. The consultant recommends clearance of the project as it is presently staked.

E. UTE TRIBAL REGULATIONS

(1). Prior to commencing surveys or construction on the U&O Indian Reservation the operator, and any of its sub-contractors, shall acquire access permits and business permits from the Ute Indian Tribe.

(2). Prior to the commencement of construction, the operator shall notify the Ute Tribal Department of Energy and Minerals of the date construction shall begin.

7.0 UNAVOIDABLE ADVERSE IMPACTS

A. SURFACE ALTERATIONS

None of the adverse impacts listed in 5.0 above can be avoided in a practical manner except those which are mitigated in item 6.0 above and those specified by the Utah State Department of Minerals & Mining.

B. RELATIONSHIP BETWEEN SHORT-TERM USE OF THE ENVIRONMENT VS LONG TERM PRODUCTIVITY.

1. Short Term: (Estimated 20 years) A total loss of production on the land and the associated environmental impacts will continue to influence the surrounding area for the productive life of the well.

2. Long Term: Standard policies provide for

rehabilitation of the well sites and access roads. After the land is rehabilitated, it is not expected to return to its original productive capability. Normally, there will be a permanent scar left on the landscape.

C. IRREVERSIBLE AND IRRETRIEVABLE COMMITMENT

Oil and Gas are non-renewable resources, once they have been removed they can never be replaced.

8.0 CUMULATIVE IMPACTS

A. FULL DEVELOPMENT

Each additional well drilled for development increases the soil erosion potential, reduces wildlife habitat and grazing, increases potential soil and geologic pollution resulting from salt loading, reduces the soil's potential to recover, and increases the potential of water pollution from produced waters and hydro-carbons. Therefore, strict conformance with the mitigation measures and recommendations in this document is emphasized to minimize the adverse environmental impacts.

9.0 NEPA COMPLIANCE

A. RESEARCH/DOCUMENTATION

Based on available information, 5-9-96, the proposed location in the following areas of environmental impacts has been cleared:

<u> X </u>	Yes	<u> </u>	No	Listed Threatened & Endangered species
<u> X </u>	Yes	<u> </u>	No	Critical wildlife habitat
<u> X </u>	Yes	<u> </u>	No	Historical and cultural resources

10.0 REMARKS

A. SURFACE PROTECTION/REHABILITATION

All essential surface protection and rehabilitation requirements are specified above.

11.0 RECOMMENDATIONS

A. APPROVAL/DISAPPROVAL

We recommend approval of the proposed action as outlined in item 1.0 above.

5-9-96

Date

Dale J. Hanberg

Representative - BIA Land Operations, Uintah and Ouray Agency

13.0 DECLARATION

A. APPROVAL

It has been determined that the proposed action is not a federal action significantly affecting the quality of the environment as it would require the preparation of an environmental impact statement in accordance with Section 102 (2) (c) of the National Environmental Policy Act of 1969 (42 USC 4331) (2) (C).

5/13/96

Date

[Signature]

Superintendent,
Uintah and Ouray Agency

14.0 CONSULTATION

A. REPRESENTATIVES/ORGANIZATION

Stan Olmstead- BLM
Dale Hanberg- BIA
Scott Brady- Barrett
Mike Brady- Contractor
Lonnie Nephi-UTEM

B:\EABeret.153

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
CEMENTING OPERATIONS

COMPANY NAME: DEL RIO RESOURCES API NO: LARRY CALDWELL II

WELL NAME: DEL RIO/ORION 32-1A

QTR/QTR NE/NW SECTION 32 TOWNSHIP 14S RANGE 20E

CEMENTING COMPANY: BJ SERVICES WELL SIGN: NO

INSPECTOR: DAVID W. HACKFORD DATE: 6/20/96

CEMENTING OPERATIONS: PLUGBACK: _____ SQUEEZE: _____ P&A ZONE: _____

SURFACE CASING: K INTERMEDIATE: _____ PROD CASING: _____

PERFORATIONS: NA SQUEEZE PRESSURE: NA

CASING INFORMATION:

SIZE: 8 5/8 GRADE: J55-24LB. HOLE SIZE: 12 1/4 DEPTH: 302'

SLURRY INFORMATION:

1. CLASS: G
LEAD: 230 BAGS TAIL: NA

2. SLURRY WEIGHT LBS. PER GALLON:
LEAD: 15.6 TAIL: _____

3. WATER (GAL/SK)
LEAD: 4.96 TAIL: _____

PIPE CENTRALIZED: YES-3 CEMENTING STAGES: ONE

LOST RETURNS: NO REGAIN RETURNS: _____ BARRELS LOST: _____

TOP OF CEMENT: SURFACE PERFORATED INTERVAL: NA

PRIMARY CEMENT TO SURFACE: YES

1 INCH INFORMATION: WEIGHT: NA CEMENT TO SURFACE: _____

FEET: _____ SK: _____ CLASS: _____ XSALTS: _____ RETURNS: _____

ADDITIONAL COMMENTS: 294.6' OF CASING RUN IN 302' OF HOLE.
MEASUREMENTS ARE GROUND LEVEL; FOR KB ADD 13'. PLUG BUMPED AT
3:00 PM. PUMPED 100% EXCESS. COLORADO WELL SERVICE RIG 78 WILL
MOVE ON TO DRILL APPROX. JULY 5, 1996.

CONFIDENTIAL

SPUDDING INFORMATION

Name of Company: DEL RIO RESOURCES

Well Name: 32-1A

Api No. 43-047-32758

Section 32 Township 14S Range 20E County UINTAH

Drilling Contractor _____

Rig #: _____

SPUDDED:

Date: 6/19/96

Time: _____

How: DRY SPUD

Drilling will commence: _____

Reported by: D. HACKFORD-DOGM

Telephone #: _____

Date: 6/24/96 Signed: JLT

OPERATOR Del-Rio Resources, Inc.
 ADDRESS PO Box 459
Vernal, UT 84078

OPERATOR ACCT. NO. N0330

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	12064	43-047-32758	Del-Rio/Orion 32-1A	NE NW	32	14 S.	20 E.	Utah	6/19/96	2/26/96

WELL 1 COMMENTS:

New well (gas/oil) being put into production. Entity added 4-24-97. *sec*

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.

Lawrence C. Caldwell II

Signature

President

4/24/97

Title

Date

Alternate - Larry Jorgensen

(801)789-5240

Fax - (801)789-3487

Phone No. (801)789-8162

Celluar - 790-8562

0:3:20 PM 4/24/97 (801)789-3487 HyperDesigns, Inc.

FAX

DATE: Thursday, April 24, 1997
TO: Lisha Cordova, Utah Division of Oil Gas & Mining
FAX: 700 359-3940
FROM: HyperDesigns, Inc.
PAGES: 2

MEMO

Attention: Lisha Cordova
From: Larry Jorgensen, Del-Rio Resources, Inc.

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

WELL COMPLETION OR RECOMPLETION REPORT AND LOG						5. LEASE DESIGNATION AND SERIAL NO. ML-44317			
1a. TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> DRY <input type="checkbox"/> OTHER _____						6. IF INDIAN, ALLOTTEE OR TRIBE NAME Ute Indian Tribe Surface			
b. TYPE OF COMPLETION NEW WELL <input checked="" type="checkbox"/> WORK OVER <input type="checkbox"/> DEEP-EN <input type="checkbox"/> PLUG BACK <input type="checkbox"/> DIFF RESVR. <input type="checkbox"/> OTHER _____						7. UNIT AGREEMENT NAME N/A			
2. NAME OF OPERATOR Del-Rio Resources, Inc.						8. FARM OR LEASE NAME Del-Rio/Orion			
3. ADDRESS OF OPERATOR PO Box 459, Vernal, UT 84078						9. WELL NO. 32-1A			
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements) At surface 671' FNL 1980' FWL At top prod. interval reported below 3776-3788 / 3996-4006 At total depth 6387						10. FIELD AND POOL, OR WILDCAT Flat Rock			
<div style="border: 2px solid black; padding: 5px; display: inline-block; transform: rotate(-2deg); font-size: 2em; font-weight: bold;">RECEIVED</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; transform: rotate(-2deg); font-size: 1.2em; font-weight: bold;">MAY 08 1997</div> <div style="font-size: 3em; font-weight: bold; opacity: 0.5; transform: rotate(-2deg); position: absolute; top: 50%; left: 50%; transform: translate(-50%, -50%); pointer-events: none;">CONFIDENTIAL</div>						11. SEC. T., R., OR BLOCK AND SURVEY OR AREA Sec. 32, T 14S, R 20E, S.L.B.&M.			
						14. APT. NO. 43-047-32758		DATE ISSUED 4 June 1996	
15. DATE SPUDDED 6/19/96		16. DATE T.D. REACHED 8/7/96		17. DATE COMPL. (Ready to prod. or Plug & Abd.) 2/26/96		18. ELEVATIONS (DF, RKB, RT, OR, ETC.) KB 7505, DF 7504, GL 7492		19. ELEV. CASINGHEAD 7492 GL	
20. TOTAL DEPTH, MD & TVD 6387		21. PLUG BACK T.D., MD & TVD 4090		22. IF MULTIPLE COMPL., HOW MANY 2		23. INTERVALS DRILLED BY X		ROTARY TOOLS X	CABLE TOOLS none
24. PRODUCING INTERVAL(S) OF THIS COMPLETION - TOP, BOTTOM, NAME (MD AND TVD) 3776 - 3788 Wasatch formation MD 3996 - 4006 Wasatch formation MD							25. WAS DIRECTIONAL SURVEY MADE Yes		
26. TYPE ELECTRIC AND OTHER LOGS RUN RCT, DIND, SDL/DSN, BCS/FACT				27. WAS WELL CORED YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> (Submit analysis)		27. DRILL STEM TEST YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> (Submit analysis)			
28. CASING RECORD (Report all strings set in well)									
CASING SIZE		WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD		AMOUNT PULLED		
8.625"		24#	306	7.875"	Circ. 46.7 bbls "G" to surface		none		
5.5"		15.5#	6387	7.875"	303.8 bbls class "G" slurry		none		
29. LINER RECORD									
SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT	SCREEN (MD)	30. TUBING RECORD		PACKER SET (MD)		
					SIZE 2.875"		DEPTH SET (MD) 4001.97	PACKER SET (MD) N/A	
31. PERFORATION RECORD (Interval, size and number) 3776 - 3788 - 4 SPF 0.53" OWP (48 shots) 3996 - 4006 - 4 SPF 0.53" OWP (40 shots)				32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.					
DEPTH INTERVAL (MD)		AMOUNT AND KIND OF MATERIAL USED							
3776 - 3788		Viking 1-35 58,700 of 16/30							
3996 - 4006		Viking 1-35 46,000 of 16/30							
33. PRODUCTION									
DATE FIRST PRODUCTION 3/1/97		PRODUCTION METHOD (Flowing, gas lift, pumping size and type of pump) Flowing				WELL STATUS (Producing or shut-in) Producing			
DATE OF TEST 2/24/96	HOURS TESTED 72	CHOKE SIZE 3/4"	PROD'N FOR TEST PERIOD ----->	OIL-BBL. 48	GAS-MCF. 5,700	WATER-BBL. 36	GAS-OIL RATIO 1/118.75		
FLOW. TUBING PRESS. 475	CASING PRESSURE 600	CALCULATED 24 HOUR RATE ----->	OIL-BBL. 16	GAS-MCF. 1,900	WATER-BBL. 12	OIL GRAVITY-API (CORR.) 45.3			
34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.) Vented						TEST WITNESSED BY Lawrence C. Caldwell II			
35. LIST OF ATTACHMENTS none									
36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records									
SIGNED Lawrence C. Caldwell II		TITLE President			DATE 4/26/97				

See Spaces for Additional Data on Reverse Side

Instructions

This form should be completed in compliance with the Utah Oil and Gas Conservation Rules. If not filed prior to this time, all logs, tests and directional surveys as required by Utah Rules should be attached and submitted with this report.

ITEM 18: Indicate which elevation is used as reference for depth measurement given in other spaces on this form and on any attachments.

ITEMS 22 and 24: If this well is completed for separate production from more than one interval zone (multiple completion), so state in item 22, and in item 24 show the producing interval, or intervals, top(s), bottom(s) and names(s) for only the interval reported in item 33. Submit a separate report (page) on this form, adequately identified, for each additional interval to be separately produced, showing the additional data pertinent to such interval.

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

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

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
Tertiary Green River	Surface	2455'	Horse Bench SS, surface Delta Sandstones, Douglas Cr. SS	Tertiary Wasatch	2455'	2455'
Wasatch	2455'	4480'	Sandstones, Clear-white, sub rounded quartz, in part friable and unconsolidated.	Cretaceous Mesaverde	4480'	4480'
Cretaceous Mesaverde	4480'					

FORM 8

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL [X] GAS WELL [X] DRY [] OTHER []
b. TYPE OF COMPLETION: NEW WELL [X] WORK OVER [] DEEP-EN [] PLUG BACK [] DIFF RESVR. [] OTHER []

2. NAME OF OPERATOR
Del-Rio Resources, Inc.

3. ADDRESS OF OPERATOR
PO Box 459, Vernal, UT 84078

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)
At surface
671' FNL 1980' FWL
At top prod. interval reported below
3776-3788 / 3996-4006
At total depth
6387

CONFIDENTIAL

5. LEASE DESIGNATION AND SERIAL NO.
ML-44317

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
Ute Indian Tribe Surface

7. UNIT AGREEMENT NAME
N/A

8. FARM OR LEASE NAME
Del-Rio/Orion

9. WELL NO.
32-1A

10. FIELD AND POOL, OR WILDCAT
Flat Rock

11. SEC. T., R., OR BLOCK AND SURVEY OR AREA
Sec. 32, T 14S, R 20E, S.L.B.&M.

12. COUNTY: Uintah; 13. STATE: Utah; 14. APT. NO.: 43-047-32758; DATE ISSUED: 4 June 1996

15. DATE SPUDDED: 6/19/96; 16. DATE T.D. REACHED: 8/7/96; 17. DATE COMPL.: 2/26/97; 18. ELEVATIONS: KB 7505, DF 7504, GL 7492; 19. ELEV. CASINGHEAD: 7492 GL

20. TOTAL DEPTH, MD & TVD: 6387; 21. PLUG BACK T.D., MD & TVD: 4090; 22. IF MULTIPLE COMPL., HOW MANY: 2; 23. INTERVALS DRILLED BY: X; 24. ROTARY TOOLS: none

24. PRODUCING INTERVAL(S) OF THIS COMPLETION - TOP, BOTTOM, NAME (MD AND TVD)
3776 - 3788 Wasatch formation MD
3996 - 4006 Wasatch formation MD
25. WAS DIRECTIONAL SURVEY MADE: Yes

26. TYPE ELECTRIC AND OTHER LOGS RUN: RCT, DIND, SDL/DSN, BCS/FACT; 27. WAS WELL CORED: YES [] NO [X]; DRILL STEM TEST: YES [] NO [X]

Table with 6 columns: CASING SIZE, WEIGHT, LB./FT., DEPTH SET (MD), HOLE SIZE, CEMENTING RECORD, AMOUNT PULLED. Includes rows for 8.625" and 5.5" casing.

Table with 8 columns: SIZE, TOP (MD), BOTTOM (MD), SACKS CEMENT, SCREEN (MD), SIZE, DEPTH SET (MD), PACKER SET (MD). Includes LINER RECORD and TUBING RECORD.

Table with 2 columns: DEPTH INTERVAL (MD), AMOUNT AND KIND OF MATERIAL USED. Includes rows for 3776-3788 and 3996-4006 intervals.

Table with 8 columns: DATE FIRST PRODUCTION, PRODUCTION METHOD, CHOKER SIZE, PROD'N FOR TEST PERIOD, OIL-BBL, GAS-MCF, WATER-BBL, GAS-OIL RATIO. Includes production data for 3/1/97.

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)
Vented
TEST WITNESSED BY: Lawrence C. Caldwell II

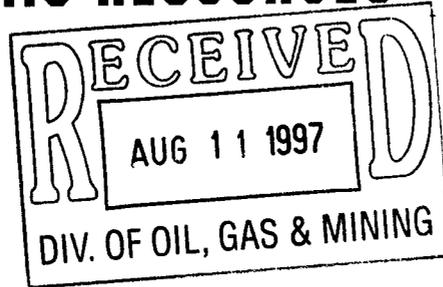
35. LIST OF ATTACHMENTS
none

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records
SIGNED: Lawrence C. Caldwell II; TITLE: President; DATE: 4/26/97

See Spaces for Additional Data on Reverse Side



DEL RIO RESOURCES



Wednesday, August 06, 1997

Dear Vicky Dyson,

Enclosed you will find the logs for well "Del-Rio/Orion #32-1A, API No. 43-047-32758". We ask that these logs be kept confidential for the maximum period allowed. If you have any question or need any further information, please contact me at (801)789-8162 or (801)790-8562.

Thank you,

CONFIDENTIAL


Lawrence C. Caldwell II

From the Teleport of:

HyperDesigns, Inc.

Date: Friday, May 2, 1997

Number of Pages: 2

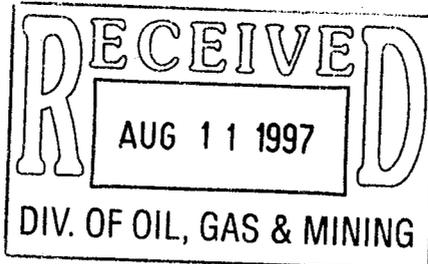
To: Kristen Risbeck, Division of Oil, Gas & Mining

Fax Number: 700 359-3940 .

Memo: Attention: Kristen Risbeck,

Please keep this information confidential. If you find any problems, please let me know and I'll fix it.

Thanks,
Larry Jorgensen



CONFIDENTIAL

BJ SERVICES COMPANY

RESEARCH AND TECHNOLOGY CENTER

CONFIDENTIAL

ORION
FLAT ROCK #32-1A WELL
WASATCH FORMATION
UINTAH COUNTY, UTAH
43 047 32758

32 TIAS T20E
NEW POW

TECHNOLOGY CENTER REPORT NO. 96-08-0698

BJ SERVICES TECHNICAL REPRESENTATIVE

MR. DALE LARSEN

VERNAL, UTAH

NOVEMBER 22, 1996

CONFIDENTIAL



INTRODUCTION:

Seventeen rotary sidewall core samples from the Wasatch Formation in the Orion Flat Rock #32-1A well were submitted to the Geological Services Group in Tomball, Texas for analysis. The well is located in the Flat Rock Field, Uintah County, Utah. The purposes of this study were to:

- Characterize the rock-pore network in selected rotary sidewall core samples.
- Identify rock-pore network related potential well completion problems.
- Recommend a base fracturing fluid system plus appropriate additives for treatment of the Wasatch in the subject well.

Geological Services personnel performed the analysis using stereomicroscopy, Scanning electron microscopy/Energy dispersive spectrometry (SEM/EDS), and X-ray powder diffraction (XRD). Samples were also checked for fluorescence and cut using xylene and a blacklight.

ANALYTICAL TECHNIQUES:

Stereomicroscopy

Stereomicroscopy is a reflected light microscopy technique performed at relatively low magnifications, commonly 20X and 63X. This technique is used to assess rock textural parameters and to subsample large sample sets for other analyses such as scanning electron microscopy, thin section petrology, and X-ray diffraction.

Scanning Electron Microscopy/Energy Dispersive Spectrometry

Scanning electron microscopy/energy dispersive spectrometry (SEM/EDS) uses an electron beam generated in a vacuum chamber to image the sample. Samples are prepared by extracting volatile hydrocarbons and drying at low temperature. The cleaned and dried samples are subsequently sputter coated with a 30 Angstrom thick layer of gold under vacuum.

As the electron beam strikes the sample surface, topography sensitive secondary electrons are generated, collected in a detector, and computer imaged. X-rays are also generated while the sample is being scanned. The energy levels of these X-rays are characteristic of the elements from which they were generated. The X-ray energies are computer imaged into an elemental (EDS) spectrum showing qualitative atomic composition of the sample.

SEM/EDS techniques are used to provide both high and low magnification views of the sample with great depth of field, yielding interpretations of the interrelationships between grains, pore types, cements, and clays. SEM techniques are particularly useful in assessing the occurrence of clays within the pore network.

BULK AND CLAY FOR ROCK REPORTS:**X-ray Powder Diffraction**

X-ray powder diffraction (XRD) is an analytical technique that bombards a finely powdered rock sample with monochromatic $CuK\alpha$ radiation and measures intensity of the scattered beam versus 2θ angle of the instrument. These data are used in the Bragg equation to calculate d-spacings of the material(s) present.

Bulk XRD samples are prepared by mechanically grinding the sample to a fine powder and back-packing the powder into a hollow-cavity sample mount. Clay samples are prepared by separating the clay size-fraction from the bulk sample, and depositing a slurry containing the "clays" on a glass slide. Additional treatments of clay samples by glycolating (to distinguish smectite and expandable mixed layer clays) and heat treating (to separate kaolinite from chlorite) are performed as needed.

XRD is used to provide semi-quantitative data on the relative abundances of bulk and clay minerals present in rock samples analyzed. Such percentages are often critical to stimulation treatment design.

SAMPLES ANALYZED:

Seventeen rotary sidewall core samples were analyzed during the project. Sample depths, brief hand specimen descriptions, and samples selected for SEM/EDS and XRD analyses are given in Table 1, Summary of Submitted Samples, below:

**TABLE 1
SUMMARY OF SUBMITTED SAMPLES**

DEPTH	STEREOMICROSCOPE DESCRIPTION	SEM/EDS/XRD
5328 feet	Dark shale/mudstone	
5394 feet	VFG, calcite cemented, moderately consolidated Sst, S&P	
5400 feet	FG, moderately consolidated Sst, S&P	
5534 feet	VFG, laminated, moderately consolidated Sst, S&P	
5692 feet	VFG, calcite cemented, laminated, moderately consolidated quartzose Sst	
5714 feet	FG, moderately consolidated Sst, S&P, fair visible porosity	X
5724 feet	Slt-VFG sand, calcite cemented, moderately consolidated Sltst/Sst, S&P	
5754 feet	FG, laminated, moderately-well consolidated quartzose Sst	
5814 feet	VFG, laminated, moderately-well consolidated, quartzose Sst	
5840 feet	FG, moderately-well consolidated quartzose Sst	
5964 feet	FG, slightly calcareous, moderately consolidated Sst, S&P	
6036 feet	FG, moderately consolidated, quartzose Sst, fair visible porosity	X
6046 feet	VFG, moderately consolidated, Sst, S&P	
6070 feet	VFG, well consolidated, quartzose Sst	
6170 feet	VFG, well consolidated, quartzose Sst	
6184 feet	FG, moderately consolidated Sst, S&P, fair visible porosity	X
6282 feet	VF-FG, moderately consolidated Sst, S&P	

The above data and interpretations are supplied solely for informational purposes, and BJ Services Company makes no guarantees or warranties, either expressed or implied, with respect to the accuracy of these data and interpretations. All product warranties and guarantees shall be governed by the standard contract terms at the time of the sale.

NOVEMBER 22, 1996

PAGE 3

RESULTS AND INTERPRETATIONS:

Samples were checked for fluorescence and cut using xylene and a blacklight. The results of testing are presented in Table 2, Summary of Fluorescence Testing, below:

**TABLE 2
SUMMARY OF FLUORESCENCE TESTING**

DEPTH	FLUORESCENCE	EARLY CUT	FINAL CUT
5328 feet	N/A	N/A	N/A
5394 feet	-	-	faint yellow
5400 feet	slight yellow	faint yellow	moderate yellow
5534 feet	-	-	faint yellow
5692 feet	slight yellow	faint yellow	faint yellow
5714 feet	N/A	N/A	N/A
5724 feet	-	-	faint yellow
5754 feet	-	-	faint yellow
5814 feet	moderate yellow	faint yellow	moderate yellow
5840 feet	-	-	faint yellow
5964 feet	faint yellow	-	faint yellow
6036 feet	faint yellow	faint yellow	moderate yellow
6046 feet	moderate yellow	-	faint yellow
6070 feet	moderate yellow	-	faint yellow
6170 feet	moderate yellow	faint yellow	moderate yellow
6184 feet	moderate yellow	-	faint yellow
6282 feet	faint yellow	-	faint yellow

Examination of Table 2, above, indicates that all samples analyzed have some degree of oil saturation. The oil is very light and clear and is not visible without a blacklight. The color of the fluorescence is a pale yellow. Extraction of the oil and development of cut in the samples is slow, and is consistent with estimated low matrix permeability in the samples.

ROCK-PORE NETWORK CHARACTERIZATION:

Three samples, designated 5714 feet, 6036 feet, and 6184 feet, were analyzed using SEM/EDS and X-ray powder diffraction techniques. The rock-pore network description follows:

Lithology

As shown in Table 1, above, grain-sizes and rock types sampled range from clay/shale through siltstone and very fine-grained sandstone to fine-grained sandstone. The three samples having the best apparent porosity corresponded to three of the coarsest (fine-grained) samples. Samples described in Table 1, above, as S&P (salt & pepper) are probably classified as lithic arenites, that is sandstones comprised mainly of quartz, with lithic (rock) fragment grains exceeding feldspar grains. Samples described as quartzose sandstones are interpreted to represent quartz arenites.

Framework grains

The dominant framework grain type in these samples is quartz. All samples listed as S&P contain significant percentages of dark rock fragments, visually, from stereomicroscopy. Rock fragments include mica grains visible in some samples. Plagioclase feldspar content is relatively low, ranging from 1-5%, from XRD analysis. Potassium feldspars were not identified from the XRD work. Quartz content ranges from 69-77 percent and includes quartz grains, rock fragments containing quartz, and silica cement.

Cements

All samples are moderately indurated and are cemented by quartz overgrowths and/or carbonate minerals. The samples designated 5394, 5692, 5724 feet are calcite cemented and show low visible pore space under stereomicroscopic examination. Samples cemented mainly by quartz overgrowths may also show low visible pore space. Pore-bridging diagenetic clays may cement framework grains locally.

Clay mineralogy

Total clay percentage in the three samples X-rayed ranges from 17-18%. The dominant clay minerals in these samples are very low expandability mixed-layer illite/smectite (MLIS) and kaolinite. Kaolinite occurs as diagenetic, pore-filling books of pseudo-hexagonal platelets and abundance ranges from 3-9% of bulk. The MLIS occurs as grain-coating (pore-lining) flakes and pore bridging material with fibrous terminations. MLIS is present at the 9-14% of bulk level.

Porosity types

From stereomicroscopy, visible intergranular porosity in most of the samples is low. The three samples with the best apparent intergranular pore space are samples designated 5714, 6036, and 6184 feet. Intergranular porosity in these samples is characterized as fair. Microporosity in the samples is abundant and is commonly associated with the diagenetic clays. A few grain-dissolution pores are also evident in the samples.

SUMMARY OF X-RAY DIFFRACTION RESULTS:

Mineral percentages based on the results of X-ray diffraction are presented in Table 3, Summary of X-ray Diffraction Results, below:

TABLE 3
SUMMARY OF X-RAY DIFFRACTION RESULTS

MINERAL	5714 feet	6036 feet	6184 feet
QUARTZ	77	69	71
PLAGIOCLASE	1	1	5
DOLOMITE	3	6	TR

The above data and interpretations are supplied solely for informational purposes, and BJ Services Company makes no guarantees or warranties, either expressed or implied, with respect to the accuracy of these data and interpretations. All product warranties and guarantees shall be governed by the standard contract terms at the time of the sale.

MINERAL	5714 feet	6036 feet	6184 feet
SIDERITE	-	2	2
MICA	2	3	4
KAOLINITE	5	9	3
MLIS	12	9	14

Overall, these samples are characterized as low- to moderately calcareous and clay-rich samples.

POTENTIAL WELL COMPLETION CONSIDERATIONS:

The major potential well completion consideration evident from analysis of these samples is the apparent low matrix permeability. Assuming that the samples are representative, natural fracturing of the reservoir may be required to improve native reservoir quality sufficiently to yield productive oil wells. Clay/fines stabilization requirements and fluid retention in microporosity/load recovery are also considered to be significant issues with respect to completion of the subject well.

FRACTURING FLUID RECOMMENDATION

The following fracturing fluid recommendation is based on the perceived need to generate a large propped area using a clay/fines stabilizing fluid having low surface tension and de-emulsifying properties to aid in load recovery.

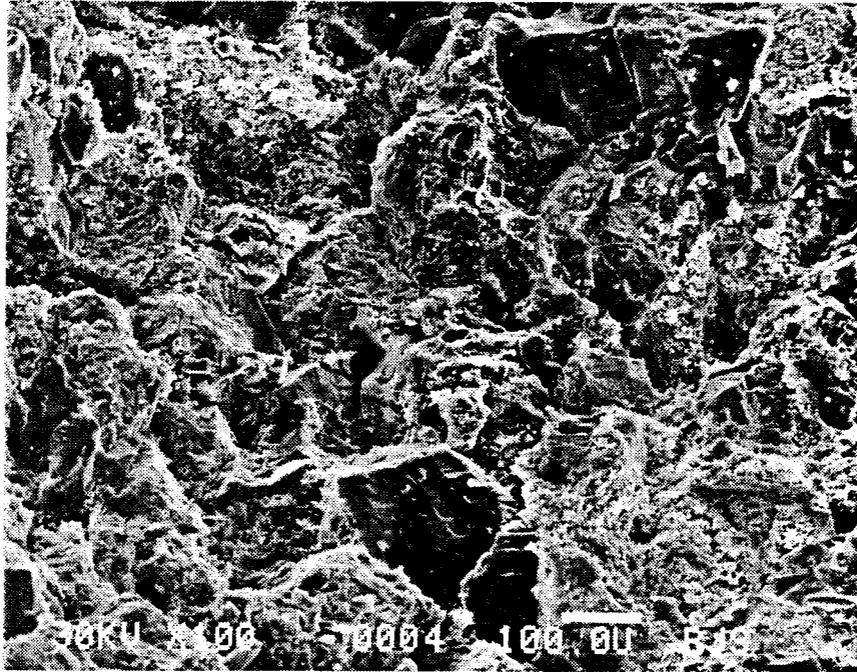
The suggested fluid is a low pH Medallion system using 1 gptg Clay Master 5C and 1-2 gptg Clay Treat 3C for clay treatment and stabilization. Selection of an appropriate surfactant/de-emulsifier should be handled by emulsion break-out testing of reservoir oil and broken frac gel at the district laboratory

Technology Center Report No.: 96-08-0698 Reported by: 
Requested by: Mr. Dale Larsen
Location: Vernal, Utah
Analyzed by: Gerald Braun, Randy LaFollette
Distribution: Dale Larsen, Dave Cramer, Formation File, TTC File

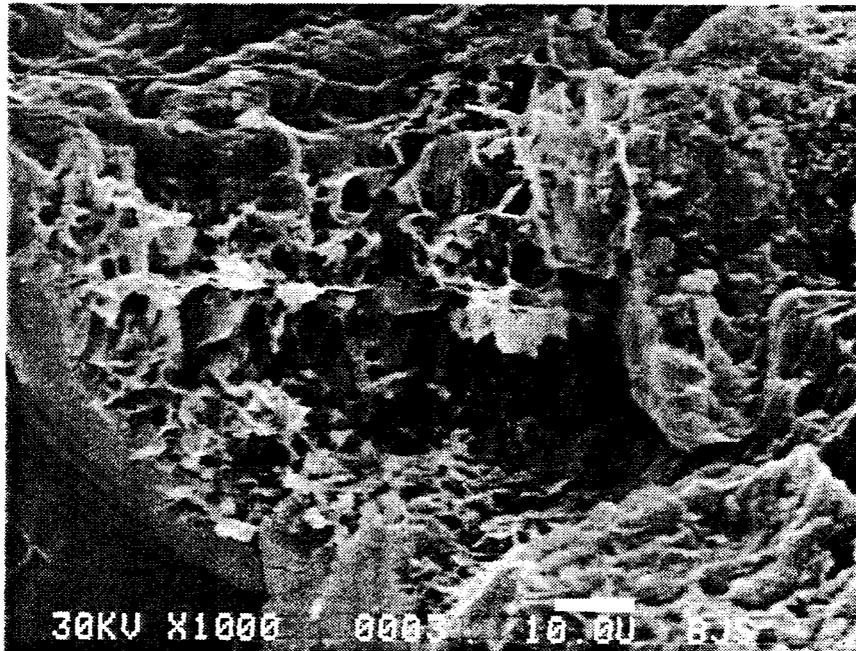
RLF:imm

The above data and interpretations are supplied solely for informational purposes, and BJ Services Company makes no guarantees or warranties, either expressed or implied, with respect to the accuracy of these data and interpretations. All product warranties and guarantees shall be governed by the standard contract terms at the time of the sale.

SEM PHOTOGRAPHS
Sample 5,714 feet

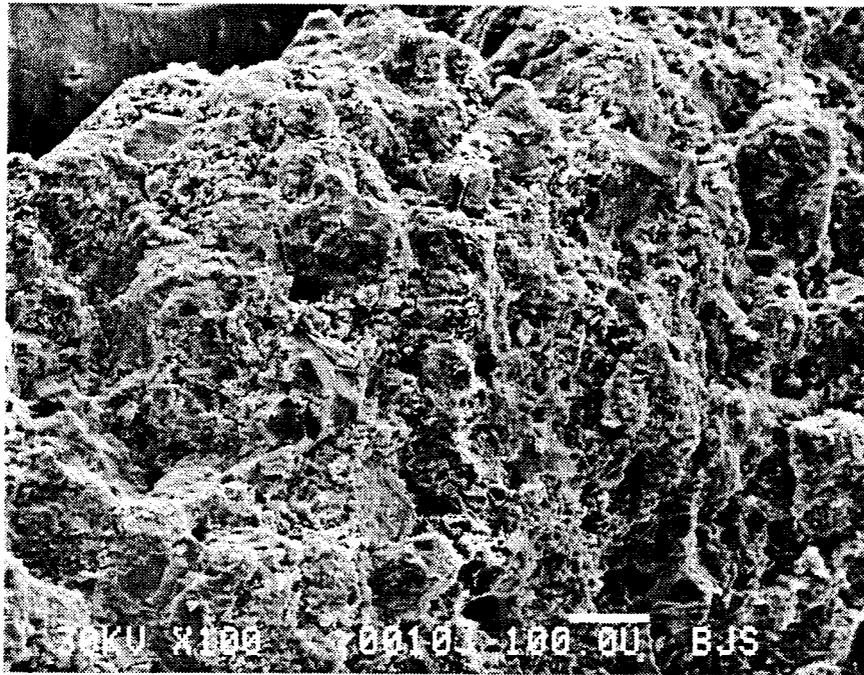


Low magnification view showing fairly poor intergranular porosity and moderately high clay content.

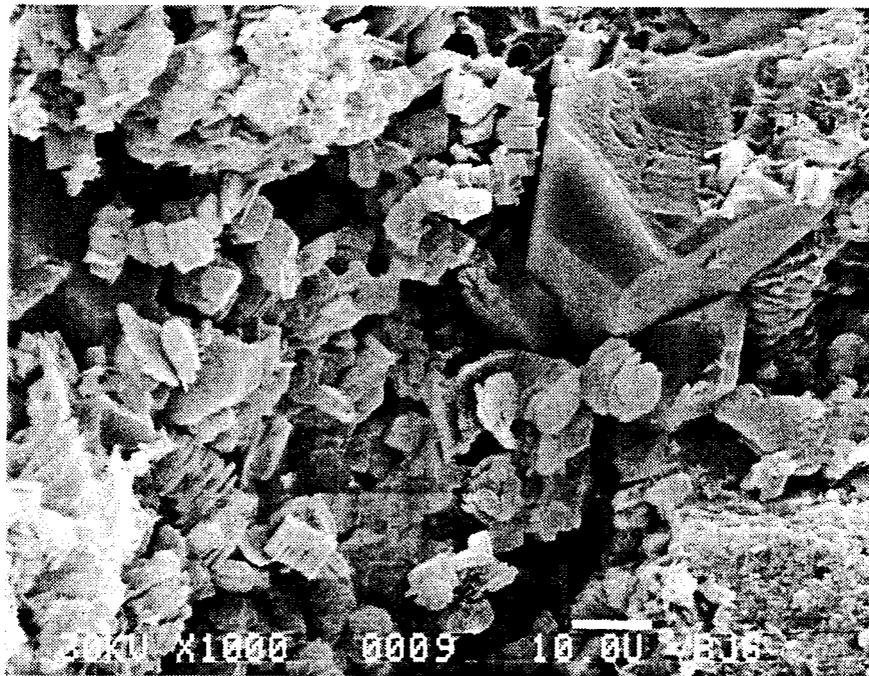


This SEM photo highlights diagenetic illitic clay in the sample.

SEM PHOTOGRAPHS
Sample 6,036 feet

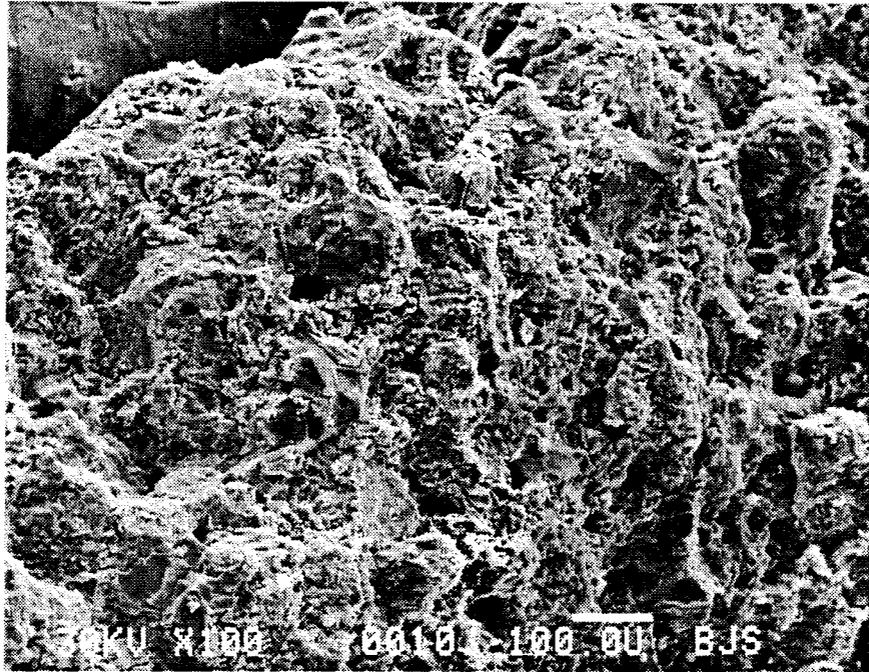


View showing fairly poor intergranular porosity and moderately high clay content.

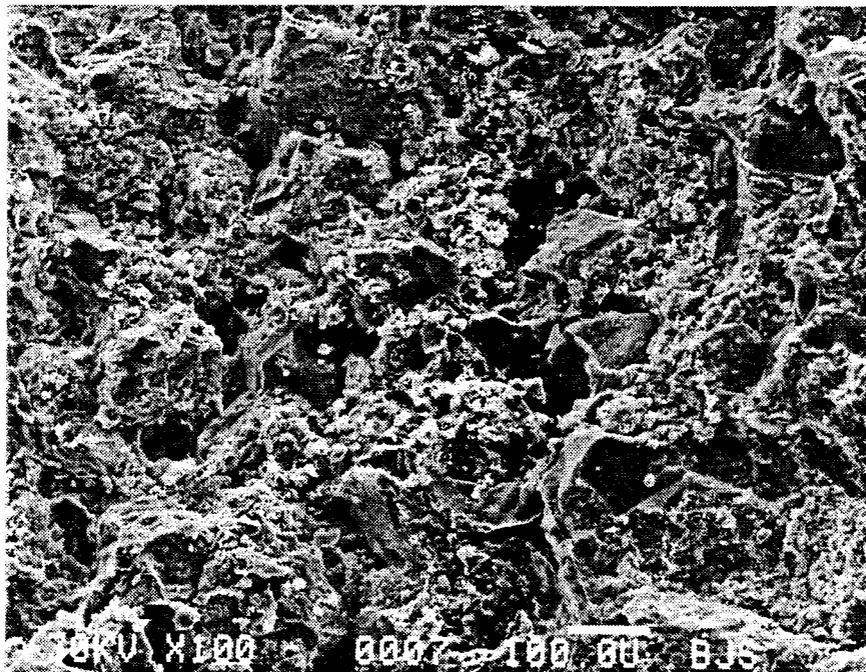


View highlighting diagenetic pore-filling kaolinite clay and quartz overgrowth cement.

SEM PHOTOGRAPHS
6,184 feet



This sample shows fairly poor intergranular pore space.



The image highlights diagenetic pore-filling kaolinite and illitic clay.

The above data and interpretations are supplied solely for informational purposes, and BJ Services Company makes no guarantees or warranties, either expressed or implied, with respect to the accuracy of these data and interpretations. All product warranties and guarantees shall be governed by the standard contract terms at the time of the sale.

OPERATOR CHANGE WORKSHEET

ROUTING
1. GLH
2. CDW
3. FILE

X Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective: 9/8/2003	
FROM: (Old Operator): N0330-Del-Rio Resources, Inc. (thru Shaw Resources LTD, LLC) PO Box 459 Vernal, UT 84078 Phone: 1-(435) 789-5240	TO: (New Operator): N2580-Miller, Dyer & Co., LLC 475 17th St, Suite 420 Denver, CO 80202 Phone: 1-(303) 292-0949

CA No.

Unit:

WELL(S)								
NAME	SEC TWN RNG			API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
DEL-RIO/ORION 32-5A	32	140S	200E	4304710577	12655	State	GW	P
DEL-RIO/ORION 32-1A	32	140S	200E	4304732758	12064	State	OW	P
DEL-RIO/ORION 32-2A	32	140S	200E	4304733333	12658	State	GW	TA
DEL-RIO/ORION 32-3A	32	140S	200E	4304733334	12657	State	GW	P
DEL-RIO/ORION 32-4A	32	140S	200E	4304733335	12656	State	GW	P
DEL-RIO/ORION 32-6A	32	140S	200E	4304733337	12662	State	GW	P
DEL-RIO/ORION 32-8A	32	140S	200E	4304733557	13066	State	GW	P
DEL-RIO/ORION 32-12A	32	140S	200E	4304733558	13064	State	GW	P
DEL-RIO/ORION 32-7A	32	140S	200E	4304733618	13065	State	GW	TA
DEL-RIO/ORION 32-9A	32	140S	200E	4304733619	13067	State	GW	P
DEL-RIO/ORION 32-10A	32	140S	200E	4304733620	13054	State	GW	P
DEL-RIO/ORION 32-11A	32	140S	200E	4304733621	13058	State	GW	TA
DEL-RIO/ORION 32-16A	32	140S	200E	4304734098	13449	State	GW	P
CHIMNEY ROCK 32-11	32	130S	210E	4304733445	12984	State	GW	TA
CHIMNEY ROCK 32-13	32	130S	210E	4304733447	12985	State	GW	P
CHIMNEY ROCK 32-14	32	130S	210E	4304733448	12983	State	GW	P

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: 10/22/2003
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 10/22/2003
3. The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 10/15/2003
4. Is the new operator registered in the State of Utah: YES Business Number: 4778935-0161
5. If **NO**, the operator was contacted on: _____

16

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

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

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

DATA ENTRY:

- Changes entered in the Oil and Gas Database on: 11/26/2003
- Changes have been entered on the Monthly Operator Change Spread Sheet on: 11/26/2003
- Bond information entered in RBDMS on: n/a
- Fee wells attached to bond in RBDMS on: n/a
- Injection Projects to new operator in RBDMS on: n/a
- Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

STATE WELL(S) BOND VERIFICATION:

- State well(s) covered by Bond Number: Cash 10/1/03

FEDERAL WELL(S) BOND VERIFICATION:

- Federal well(s) covered by Bond Number: n/a

INDIAN WELL(S) BOND VERIFICATION:

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

FEE WELL(S) BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

Lease Owner Shaw Resources LTD, LLC designated Miller, Dyer & Co., LLC. Proof of lease was obtained from SITLA and BLM.

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: See attached schedule
2. NAME OF OPERATOR: Del Rio Resources, Inc.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: P O Box 459 CITY Vernal STATE UT ZIP 84078		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		8. WELL NAME and NUMBER: See attached schedule
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		9. API NUMBER: See attach
COUNTY: Uintah		10. FIELD AND POOL, OR WILDCAT: See attached schedule
STATE: UTAH		

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

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

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

Shaw Resources Limited, L.L.C., as record title owner, hereby designates Miller, Dyer & Co.LLC as operator of the above captioned wells effective 9/8/2003. Miller, Dyer & Co. LLC is responsible under the terms and conditions of the lease for operations conducted on the leased lands or portions thereof.

Bond coverage for this well will be provided by a rider filed to BLM Bond No. UTB000058 and SITLA Bond # Cash
Deposit, see attached letter dated 10/1/03

SHAW RESOURCES LIMITED, L.L.C.
By: Energy Management Services, L.L.C., its Manager
By: Energy Management Services, Inc. Its Manager,

BY: [Signature]
David Husman, President

NAME (PLEASE PRINT) <u>Kyle R. Miller</u>	TITLE <u>Member, Miller, Dyer & Co. LLC.</u>
SIGNATURE <u>[Signature]</u>	DATE <u>10/20/03</u>

Lease ML - 47437

Field	Well Name	API #	Well Location
Chimney Rock	Del-Rio/Orion 32-11	4304733445	<u>Township 13 South, Range 21 East, Uintah County, SLM, Utah</u> Section 32: NE ¼ SW ¼
Chimney Rock	Del-Rio/Orion 32-13	4304733447	<u>Township 13 South, Range 21 East, Uintah County, SLM, Utah</u> Section 32: SW ¼ SW ¼
Chimney Rock	Del-Rio/Orion 32-14	4304733448	<u>Township 13 South, Range 21 East, Uintah County, SLM, Utah</u> Section 32: SE ¼ SW ¼

Lease ML-44317

OIL AND GAS WELLS

<u>Field</u>	<u>Well Name</u>	<u>API #</u>	<u>Well Location</u>
Flat Rock	Del-Rio/Orion 32-1A	4304732758	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: NE ¼ NW ¼</u>
Flat Rock	Del-Rio/Orion 32-2A	4304733333	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: NW ¼ NW ¼</u>
Flat Rock	Del-Rio/Orion 32-3A	4304733334	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: SW ¼ NW ¼</u>
Flat Rock	Del-Rio/Orion 32-4A	4304733335	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: SE ¼ NW ¼</u>
Flat Rock	Del-Rio/Orion 32-5A	4304710577	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: NE ¼ SE ¼</u>
Flat Rock	Del-Rio/Orion 32-6A	4304733337	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: SW ¼ NE ¼</u>
Flat Rock	Del-Rio/Orion 32-7A	4304733618	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: NW ¼ NE ¼</u>
Flat Rock	Del-Rio/Orion 32-8A	4304733557	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: NE ¼ NE ¼</u>
Flat Rock	Del-Rio/Orion 32-9A	4304733619	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: SE ¼ NE ¼</u>
Flat Rock	Del-Rio/Orion 32-10A	4304733620	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: NW ¼ SE ¼</u>
Flat Rock	Del-Rio/Orion 32-11A	4304733621	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: NE ¼ SW ¼</u>
Flat Rock	Del-Rio/Orion 32-12A	4304733558	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: NW ¼ SW ¼</u>
Flat Rock	Del-Rio/Orion 32-16A	4304734098	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> <u>Section 32: SE ¼ SE ¼</u>

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
UTU019837 M-4437

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT OR CA AGREEMENT NAME:

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

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:
DEL=RIO/ORION 32-1A

2. NAME OF OPERATOR:
Miller, Dyer & Co. LLC

9. API NUMBER:
4304732758

3. ADDRESS OF OPERATOR:
475 17th Street, Ste 1200 CITY **Denver** STATE **CO** ZIP **80202**

PHONE NUMBER:
(303) 292-0949

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL
FOOTAGES AT SURFACE: **671 FNL 1980' FWL**
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: **NENW 32 14S 20E**

COUNTY: **Uintah**

STATE: **UTAH**

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

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

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

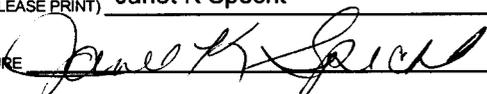
Please see the attached report for the daily recompletion information.

Drill out CIBP and test zone below plug.

Miller, Dyer & Co. LLC requests that all well information remain confidential.

NAME (PLEASE PRINT) Janet K Specht

TITLE Operations Secretary

SIGNATURE 

DATE 10/7/2004

(This space for State use only)

RECEIVED
OCT 14 2004

tubing. Could only go about 10 feet. Paraffin build up.

Rig up to reverse circulate- pump 18 bbls produced water- Clean out paraffin, well started blowing in- gauged PSI at 150 lbs on tubing. Pinch valve back, let well blow. 30 minutes PSI dropped to 50 lbs; 45 minutes dropped PSI dropped to 25 lbs. and held; still blowing. In one hour recovered 8 bbls water. 1 1/2 hours blowing gas but no water returns. PSI staying at 10 lbs.

Hooked sand line up- RIH- made it to 2700 ft.; Pulled out with sand line, well started blowing again @ 50 PSI pressure. Blew for a few seconds then plugged off again with pressure going to 10 lbs PSI. Discussed with Bob, and John Dyer (John on location) about cleaning well bore up with Hot Oiler. Could not get hot oiler until morning. ND swab line- SDFN. Wait on Hot Oil Truck to clean well- Well kept plugging off.

Return travel to Vernal, Utah

September 2, 2004

Travel to location from Vernal, Utah

safety meeting- check pressure- 450 PSI on tubing- 140 PSI on backside- able to blow well down in 20 minutes.

Hook up to reverse circulate with hot oiler- pump 1 BBM down backside at 160 degrees- 8 bbls away started getting returns- pinch ball valve half way closed to control pressure. Pump 40 bbls total , shut down hot oiler; ISIP on tubing 350 psi. Flow for 30 minutes; psi dropped to 80 psi. Pumped with hot oiler another 12 bbls to make sure it was not plugged off. PSI came back to 240. Flow for 30 minutes, pressure stayed at 240 psi.

Released hot oiler at this time.

flow back well into flat tank- 240 PS- with water returns in surges

flow back well into flat tank- 240 PS- with water returns in surges small amounts of sand in returns

flow back well into flat tank- 300 psi- 60 bbls of fluid recovered- (50 bbls pumped this morning plus 10 more)

flow back well into flat tank- 300 psi- will turn well to separator when pumper get here

Well still producing gas- 300 PSI on tubing and choked back by ball valve; waiting on truck repairs for spider bowl and slips to be delivered.

Lay down 4 stands tubing- Remove rig air slips, set 2 7/8 spider bowl and slips on bop's, set tubing in slips. Hook up tubing to flow line to separator. Well choked back and producing 350, 000 cubic feet gas.

Return travel to Vernal, Utah

September 3, 2004

Travel time from Vernal, Utah to Location

Safety Meeting- Wind gushing up to 50 - 55 MPH- Watch conditions for a period; Everything ready to move but can't lay down rig.

Send crew in- SDFD

Travel time to Vernal, Utah

September 12, 2004

Moved off location to meet Frac deadline on 32-4A- Bit and tubing in hole- 6" 3M BOPE on well for control.

September 24, 2004

MIRU completion rig and equipment to trip tubing.

Return travel to Vernal, Utah

September 25, 2004

Travel time from Vernal, Utah to location.

Hold safety meeting- discuss what to do if well comes in, and how we were going to control and situation. 800 psi on casing- 500 psi on tubing
Wait on Hot Oil Truck.

Pump 30 bbls of produced water down backside- Pressure dropped from 800 psi to 250 psi. Hook up pump truck to Tubing- Pump 6 bbls away, tubing pressure went to 1000 psi and then to 1500 psi and held. Could not pump down tubing. Hook up to casing, heat water to 160 degrees, and circulate paraffin out of tubing with 50 bbls of produced water. Backside went on vacuum at this point. Tubing flowing returns, let blow down to 0 psi.

TOOH with tubing, bit sub and 4 3/4" drag bit. Well control good- no pressure build up.

RIH with notched collar, one joint 2 7/8 tubing, seating nipple, and tubing string to 4073'. No fill at 4073 feet, lay down 3 joints tubing, landing notched collar at a depth of 3980.81 feet, one joint tubing, and seating nipple at a depth of 3949 ft.

(NOTE: total depth of tubing on location 4073'. Check for fill with what tubing we had).

ND 6" 3M BOPE - NU well head and production lines.

RU lubricator and prepare to swab well. Make one short run and could not get to seating nipple. Paraffin plugged off tubing at 1400'

September 26, 2004

Travel time from Vernal, Utah to location

Hold safety Meeting discussing today's operations and safe way to do things. Ck pressures 60 psi on tubing 0 psi on casing.

Load 60 bbls produced water and head to 160 degrees with Hot Oil Truck

RU Hot Oil Truck to casing, reverse circulate to clean paraffin out of tubing- Pump 40 bbls get returns- circulate 73 bbls after returns start coming to clean tubing. 100 psi pump pressure until paraffin plug broke loose- then circulate at 50 psi.

Made two swab runs, pulling 1000 ft of water. No problems getting down with swab line, release hot oil truck.

2 swab runs 23 bbls recovered - 0 psi on casing fluid level at 2700'

4 swab runs - 6 total Total 32 bbls recovered - 55 bbls total 0 casing pressure

5 swab runs - 11 total runs 21 bbls recovered - 76 bbls total 0 psi on casing fluid level at 3400 ft let fluid level build up

Let fluid level increase in well bore so more water can be recovered on swab runs.

3 swab runs - 14 total runs 14 bbls recovered - 90 bbls total 50 psi on casing fluid level at 3400 ft Well blowing gas

7 swab runs - 21 total runs 22 bbls recovered - 112 bbls total 110 psi on casing fluid level at 3500 ft blowing gas up tubing, but can't get casing pressure to come up.

Let tubing blow gas to swab tank- 10 psi on tubing, and 110 on casing. No increase in pressure during this period. SIFN
Return travel to Vernal, Utah

September 27, 2004

Travel time from Vernal, Utah to location

Safety Meeting- ck pressures Casing = 720 psi Tubing= 700 psi

Well flowing to swab tank- 11 choke 670 psi casing 600 psi tubing (Start rigging down completion rig)

Well flowing 11 choke 680 psi casing 580 psi tubing

Move completion rig off location to the Flat Rock 32-4A

Well flowing 11 choke 680 psi casing 560 psi tubing

Well flowing 11 choke 650 psi casing 460 psi tubing

Well flowing 11 choke 650 psi casing 460 psi tubing Well acting like it's loading up with water- open choke to 50

for 10 minutes- well unloaded 6 bbls of water to flow tank- Pressures settled in at 380 psi casing 310 tubing only gas coming in at flow tank
put back at 11 choke

Well put to sales line 380 psi on casing - 295 psi on tubing

620 psi on casing 360 psi on tubing

640 psi on casing - 380 on tubing

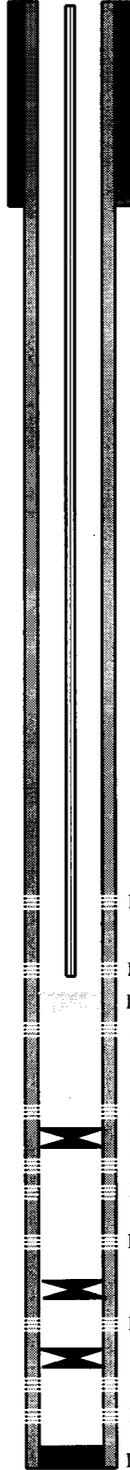
6 bbls recovered today

TLTR= 822 bbls

DEL-RIO/ORION #32-1A

API Number 43-047-32758
 Location 671 FNL 1980' FWL (surface, producing interval & TD) SENW 32, T14S, R20E, SLM, Uintah County, Utah
 Elevations GL 7492', KB 7505'
 Date spudded surface hole 6/19/1996
 Date ready for production 3/1/1997
 TD MD 6387';
 PBTID MD'

CASING AND LINER RECORD
 8-5/8' SET AT 306'
 5-1/2' SET AT 6387'
 TUBING RECORD
 2-7/8' TUBING SET AT 3949'



FRAC DATA:
 3776-3788; 58700 LBS 16/30 FRAC SAND
 3996-4006; 46000 LBS 16/30 FRAC SAND

8/30/2004: Drill out CIBP @ 4090, run BP to 4220'

IP:
 1900 MCFD, 16 BPD CONDENSATE, 12 BBL WATER

Perfs: 3776-3788 (48 SHOTS)

Perfs: 3996-4006 (40 SHOTS)

Drilled out CIBP @ 4090 and pushed to 4220'

Perfs: 4110-4138 (56 Shots)

Perfs: 4529-4548 (57 Shots)

BP @ 4578 (unable to recover)

Perfs: 4633-4652 (76 Shots)

Perfs: 4720-4748 (56 Shots)

Perfs: 5394-5410 (64 Shots)

CIBP @ 5990

Perfs: 6031-6050 (76 Shots)

CIBP @ 6160

Perfs: 6169-6202 (132 Shots)

Perfs: 6276-6306 (120 Shots)

PBTID'

TD 6387'

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-44317
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____	8. WELL NAME and NUMBER: DEL=RIO/ORION 32-1A	
2. NAME OF OPERATOR: Miller, Dyer & Co. LLC		9. API NUMBER: 4304732758
3. ADDRESS OF OPERATOR: 475 17th Street, Ste 1200 CITY Denver STATE CO ZIP 80202	PHONE NUMBER: (303) 292-0949	10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: 671 FNL 1980' FWL		COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 32 14S 20E		STATE: UTAH

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

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

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

Miller, Dyer & Co. LLC hereby designates a change in the well name of the above captioned well effective 9/19/2005 as requested by the Ute Indian Tribe and the Bureau of Indian Affairs.

The Del-Rio/Orion 32-1A will be renamed Ute Tribal 32-1A.

COPY SENT TO OPERATOR

Date: 10-12-05

Initials: CH

Miller, Dyer & Co. LLC requests that all well information remain confidential.

NAME (PLEASE PRINT) <u>Jeffrey H. Lang</u>	TITLE <u>Vice President of Operations</u>
SIGNATURE	DATE <u>9/19/2005</u>

(This space for State use only)

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

DATE: 10/14/05
BY: [Signature]

(See Instructions on Reverse Side)

RECEIVED

SEP 2 / 2005

DIV. OF OIL, GAS & MINING

MILLER
MDYER & CO. LLC

475 Seventeenth Street, Suite 1200
Denver, Colorado 80202
P: 303-292-0949
F: 303-292-3901

September 23, 2005

Utah Division of Oil Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, UT 84114-5801

RE: Form 9 – State of Utah
Sundry Notice and Reports on Wells
Notice of Intent to Change Well Name

Ladies/Gentlemen:

Enclosed for filing are Form 9's in duplicate for wells on Lease Nos. ML-44317, UTU-19837 and UTU-10166.

If you require additional information, please let me know. I can be reached at 303-292-0949, Ext. 109.

Thank you for your assistance in this regard.

Very truly yours,

MILLER, DYER & CO. LLC


Jean Solot

Encl

RECEIVED

SEP 2 / 2005

DIV. OF OIL, GAS & MINING

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

ROUTING

1. DJJ
2. CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

6/1/2008

FROM: (Old Operator): N2580-Miller, Dyer & Co, LLC 475 17th St, Suite 1200 Denver, CO 80202 Phone: 1 (303) 292-0949	TO: (New Operator): N2680-Whiting Oil & Gas Company 1700 Broadway, Suite 2300 Denver, CO 80290 Phone: 1 (303) 837-1661
--	--

CA No.		Unit:						
WELL NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SEE ATTACHED LIST								

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 6/5/2008
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/5/2008
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 7/16/2008
- a. Is the new operator registered in the State of Utah: Business Number: 5890476-0143
- b. If **NO**, the operator was contacted on: _____
- a. (R649-9-2)Waste Management Plan has been received on: REQUESTED 7/16/2008
- b. Inspections of LA PA state/fee well sites complete on: done
- c. Reports current for Production/Disposition & Sundries on: ok
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM not yet BIA not yet
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: n/a
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: n/a
- Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 7/16/2008
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 7/16/2008
- Bond information entered in RBDMS on: 7/16/2008
- Fee/State wells attached to bond in RBDMS on: 7/16/2008
- Injection Projects to new operator in RBDMS on: n/a
- Receipt of Acceptance of Drilling Procedures for APD/New on: 7/16/2008

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: UTB000148
- Indian well(s) covered by Bond Number: RLB0011681
- a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number RLB0004585
- b. The **FORMER** operator has requested a release of liability from their bond on: not yet

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached List
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		8. WELL NAME and NUMBER: See Attached List
2. NAME OF OPERATOR: Whiting Oil And Gas Company <i>N2680</i>		9. API NUMBER:
3. ADDRESS OF OPERATOR: 1700 Broadway, Ste 2300 CITY Denver STATE CO ZIP 80290		PHONE NUMBER: (303) 837-1661
4. LOCATION OF WELL		10. FIELD AND POOL, OR WILDCAT:
FOOTAGES AT SURFACE:		COUNTY:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: UTAH

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

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

Effective 6/1/2008, please change the Operator of record from Miller, Dyer & Co., LLC to Whiting Oil and Gas Corporation. Whiting Oil and Gas Corporation Utah State bond is #~~RLB0004585~~ or Utah BLM Bond #UTB-000148. See attached well list.

RLB0004585
BIA RLB0011681

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

Miller, Dyer & Co., LLC
475 17th Street, Suite 1200 *N2580*
Denver, CO 80202

Miller, Dyer & Co., LLC

RECEIVED
JUN 05 2008

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) <u>JEFFREY H. LANG</u>	TITLE <u>UP OPERATIONS</u>
SIGNATURE <u><i>JHL</i></u>	DATE <u>6/3/08</u>

Whiting Oil and Gas Corporation	
NAME (PLEASE PRINT) <u>Rick Ross</u>	TITLE <u>UP OPERATIONS</u>
SIGNATURE <u><i>R Ross</i></u>	DATE <u>6/3/08</u>

(This space for State use only)

APPROVED 7/16/2008
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

well_name	sec	twp	rng	api	entity	lease	well	stat 2	flag
UTE TRIBAL 32-5A	32	140S	200E	4304710577	12655	State	GW	S	
UTE TRIBAL 30-3A	30	140S	200E	4304710913	12395	Federal	OW	P	
UTE TRIBAL 30-5A	30	140S	200E	4304720502	12654	Federal	GW	S	
UTE TRIBAL 30-2A	30	140S	200E	4304730641	8112	Federal	GW	P	
UTE TRIBAL 29-1A	29	140S	200E	4304730981	8118	Federal	GW	P	
UTE TRIBAL 32-1A	32	140S	200E	4304732758	12064	State	OW	P	
UTE TRIBAL 29-2A	29	140S	200E	4304732945	8118	Federal	OW	P	
UTE TRIBAL 32-2A	32	140S	200E	4304733333	12658	State	GW	P	
UTE TRIBAL 32-3A	32	140S	200E	4304733334	12657	State	GW	S	
UTE TRIBAL 32-4A	32	140S	200E	4304733335	12656	State	GW	P	
UTE TRIBAL 32-6A	32	140S	200E	4304733337	12662	State	GW	P	
CHIMNEY ROCK 32-11	32	130S	210E	4304733445	12984	State	GW	S	
CHIMNEY ROCK 32-13	32	130S	210E	4304733447	12985	State	GW	P	
CHIMNEY ROCK 32-14	32	130S	210E	4304733448	12983	State	GW	P	
UTE TRIBAL 32-8A	32	140S	200E	4304733557	13066	State	GW	P	
UTE TRIBAL 32-12A	32	140S	200E	4304733558	13064	State	GW	P	
UTE TRIBAL 28-1A	28	140S	200E	4304733595	13059	Federal	GW	S	
UTE TRIBAL 30-6A	30	140S	200E	4304733596	13062	Federal	GW	P	
UTE TRIBAL 29-4A	29	140S	200E	4304733616	13060	Federal	GW	P	
UTE TRIBAL 29-5A	29	140S	200E	4304733617	13061	Federal	GW	P	
UTE TRIBAL 32-7A	32	140S	200E	4304733618	13065	State	GW	S	
UTE TRIBAL 32-9A	32	140S	200E	4304733619	13067	State	GW	P	
UTE TRIBAL 32-10A	32	140S	200E	4304733620	13054	State	GW	P	
UTE TRIBAL 32-11A	32	140S	200E	4304733621	13058	State	GW	S	
UTE TRIBAL 32-16A	32	140S	200E	4304734098	13449	State	GW	P	
UTE TRIBAL 29-6A	29	140S	200E	4304734102	13443	Federal	GW	P	
UTE TRIBAL 29-7A	29	140S	200E	4304734103	13444	Federal	GW	P	
UTE TRIBAL 10-2-15-20	02	150S	200E	4304735625	14167	State	GW	P	
FLAT ROCK 13-29-14-20	29	140S	200E	4304736778	15065	Federal	GW	P	
FLAT ROCK 3-29-14-20	29	140S	200E	4304736795	15099	Federal	GW	P	
UTE TRIBAL 6-16-14-20	16	140S	200E	4304738506	16320	State	GW	P	
UTE TRIBAL 15-25-14-19	30	140S	200E	4304739052	16169	Indian	GW	P	C
UTE TRIBAL 1-25-14-19	30	140S	200E	4304739053		Indian	GW	APD	
UTE TRIBAL 1-30-14-20	30	140S	200E	4304739665		Federal	GW	APD	
UTE TRIBAL 9-30-14-20	30	140S	200E	4304739666		Federal	GW	APD	
UTE TRIBAL 7-30-14-20	30	140S	200E	4304739667		Federal	GW	APD	
UTE TRIBAL 7-29-14-20	29	140S	200E	4304739668		Federal	GW	APD	
UTE TRIBAL 9-29-14-20	29	140S	200E	4304739669		Federal	GW	APD	
UTE TRIBAL 12-28-14-20	28	140S	200E	4304739736		Federal	GW	APD	
UTE TRIBAL 1-29-14-20	29	140S	200E	4304739737		Federal	GW	APD	
UTE TRIBAL 15-29-14-20	29	140S	200E	4304739738		Federal	GW	APD	
UTE TRIBAL 3-30-14-20	30	140S	200E	4304739739		Federal	GW	APD	
UTE TRIBAL 11-30-14-20	30	140S	200E	4304739740		Federal	GW	APD	
UTE TRIBAL 3-32-14-20	32	140S	200E	4304739741		State	GW	APD	
UTE TRIBAL 15-30-14-20	30	140S	200E	4304739942		Federal	GW	APD	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-44317
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: UTE TRIBAL 32-1A	
2. NAME OF OPERATOR: WHITING OIL & GAS CORPORATION	9. API NUMBER: 43047327580000	
3. ADDRESS OF OPERATOR: 1700 Broadway, Suite 2300, Denver, CO, 80290 2300	PHONE NUMBER: 303 390-4095 Ext	9. FIELD and POOL or WILDCAT: FLAT ROCK
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0671 FNL 1980 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 32 Township: 14.0S Range: 20.0E Meridian: S	COUNTY: UINTAH	
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 4/1/2011 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input checked="" type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	
	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
MIRU. NUBOPE. POOH w/2 7/8" tbg. RIH, set 5 1/2" CIBP @ 3986'. Shoot add'l Wasatch perms @ 3959-69'. FL @ 2300'. Swab 13 bbls back in 2 runs. FL @ 2800'. Swab another 34 bbls in 9 runs. Final FL 3800', SICP 0#. SI over weekend. SICP=90#. Blew down. Ran swab, FL @ 1800'. Got slightly thick atop formation water. Set CIBP @ 3400', dump bail 8' cmt on top - new PWD, 3392', shoot add'l Wasatch perms @ 3343-53'. FL 2200'. Swab back 8 bbls in 4 runs, no shows. Con't to swab w/no shows, recovering 12 bbls. POOH. Land 2 7/8 tbg in hanger=EOT 3200'. NDBOP, NU tree. RDMO. Well remains shut-in.		
NAME (PLEASE PRINT) Pauleen Tobin	PHONE NUMBER 303 390-4267	TITLE Engineer Tech
SIGNATURE N/A	DATE 4/6/2011	

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



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

April 19, 2012

CERTIFIED MAIL NO.: 7011 0110 0001 3568 1960

Mr. Thomas Smith
Whiting Oil & Gas Corporation
1700 Broadway STE 2300
Denver, CO 80290-2300

43 047 32758
Ute Tribal 32-1A
193 20E 32

Subject: Extended Shut-in and Temporary Abandoned Well Requirements for Fee or State Leases

Dear Mr. Smith:

As of January 2012, Whiting Oil & Gas Corporation has three (3) State Lease Wells (see attachment A) that have been added as being in non-compliance with the requirements for extended shut-in or temporarily abandoned (SI/TA) status.

Wells SI/TA beyond twelve (12) consecutive months requires filing a Sundry Notice (R649-3-36-1). Wells with five (5) years non-activity or non-productivity shall be plugged, unless the Division grants approval for extended shut-in time upon a showing of good cause by the operator (649-3-36-1.3.3). For extended SI/TA consideration the operator shall provide the Utah Division of Oil, Gas & Mining with the following:

1. Reasons for SI/TA of the well (R649-3-36-1.1).
2. The length of time the well is expected to be SI/TA (R649-3-36-1.2), and
3. An explanation and supporting data if necessary, for showing the well has integrity, meaning that the casing, cement, equipment condition, static fluid level, pressure, existence or absence of Underground Sources of Drinking Water and other factors do not make the well a risk to public health and safety or the environment (R649-3-36-1.3).

Please note that the Divisions preferred method for showing well integrity is by MIT.



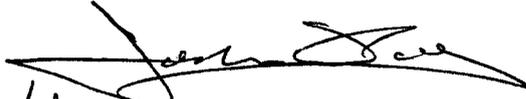
Page 2
Whiting Oil & Gas Corporation
April 19, 2012

Submitting the information suggested below may help show well integrity and may help qualify your well for extended SI/TA. **Note: As of July 1, 2003, wells in violation of the SI/TA rule R649-3-36 may be subject to full cost bonding (R649-3-1-4.2, 4.3).**

1. Wellbore diagram, and
2. Copy of recent casing pressure test, and
3. Current pressures on the wellbore (tubing pressure, casing pressure, and casing/casing annuli pressure) showing wellbore has integrity, and
4. Fluid level in the wellbore, and
5. An explanation of how the submitted information proves integrity.

If the required information is not received within 30 days of the date of this notice, further actions may be initiated. If you have any questions concerning this matter, please contact me at (801) 538-5281.

Sincerely,


for
Dustin K. Doucet
Petroleum Engineer

DKD/JP/js
Enclosure
cc: Compliance File
Well File
LaVonne Garrison, SITLA

N:\O&G Reviewed Docs\ChronFile\PetroleumEngineer\SITA

ATTACHMENT A

	Well Name	API	LEASE	Years Inactive
1	CARBON CANAL 5-12	43-015-30709	ML-49116	3 Years 9 Months
2	UTE TRIBAL 32-1A	43-047-32758	ML-44317	2 Years 2 Months
3	UTE TRIBAL 10-2-15-20	43-047-35625	ML-46842	1 Year 6 Months



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

October 18, 2012

CERTIFIED MAIL NO.: 7010 1670 0001 4810 3539

Mr. Thomas Smith
Whiting Oil & Gas Corporation
1700 Broadway STE 2300
Denver, CO 80290-2300

43 047 32758
Ute Tribal 32-1A
IAS 20E 32

Subject: **Second Notice: Extended Shut-in and Temporary Abandoned Well Requirements for Fee or State Leases**

Dear Mr. Smith:

As of January 2012, Whiting Oil & Gas Corporation (Whiting) has seven (7) State Lease Wells (see attachment A) that are in non-compliance with the requirements for extended shut-in or temporarily abandoned (SI/TA) status. One of the wells (Attachment A) is under outstanding Notice of Violation (NOV.) The Utah Division of Oil, Gas and Mining (Division) wishes to inform Whiting that these wells were previously noticed September 20, 2011. On February 10, 2012, Whiting responded stating that four (4) of the wells (including the NOV) were under plan to plug and abandon. Nothing more was received by the Division concerning these plans. On April 19, 2012, Whiting was notified of three (3) additional wells added as being in non-compliance status. To date, the Division has not received any documentation nor seen any efforts being made to move these wells out of non-compliance status.

Wells SI/TA beyond twelve (12) consecutive months requires filing a Sundry Notice (R649-3-36-1). Wells with five (5) years non-activity or non-productivity shall be plugged, unless the Division grants approval for extended shut-in time upon a showing of good cause by the operator (649-3-36-1.3.3). For extended SI/TA consideration the operator shall provide the Utah Division of Oil, Gas & Mining with the following:

1. Reasons for SI/TA of the well (R649-3-36-1.1).
2. The length of time the well is expected to be SI/TA (R649-3-36-1.2), and
3. An explanation and supporting data if necessary, for showing the well has integrity, meaning that the casing, cement, equipment condition, static fluid level, pressure, existence or absence of Underground Sources of Drinking Water and other factors do not make the well a risk to public health and safety or the environment (R649-3-36-1.3).



Page 2
Whiting Oil & Gas Corporation
October 18, 2012

Please note that the Divisions preferred method for showing well integrity is by MIT.

Submitting the information suggested below may help show well integrity and may help qualify your well for extended SI/TA. **Note: As of July 1, 2003, wells in violation of the SI/TA rule R649-3-36 may be subject to full cost bonding (R649-3-1-4.2, 4.3).**

1. Wellbore diagram, and
2. Copy of recent casing pressure test, and
3. Current pressures on the wellbore (tubing pressure, casing pressure, and casing/casing annuli pressure) showing wellbore has integrity, and
4. Fluid level in the wellbore, and
5. An explanation of how the submitted information proves integrity.

If the required information is not received within 30 days of the date of this notice, further actions may be initiated. If you have any questions concerning this matter, please contact me at (801) 538-5281.

Sincerely,



Dustin K. Doucet
Petroleum Engineer

DKD/JP/js

cc: Compliance File
Well File
LaVonne Garrison, SITLA

N:\O&G Reviewed Docs\ChronFile\PetroleumEngineer\SITA

ATTACHMENT A

	Well Name	API	LEASE	Years Inactive	Plan to PA
2nd Notice					
1	CARBON CANAL 5-12	43-015-30709	ML-49116	3 Years 9 Months	
2	UTE TRIBAL 32-1A	43-047-32758	ML-44317	2 Years 2 Months	
3	UTE TRIBAL 10-2-15-20	43-047-35625	ML-46842	1 Year 6 Months	
4	FLAT ROCK 13-32-14-20	43-047-36992	ML-44317	10 Years 2 Months	X
5	FLAT ROCK 14-32-14-20	43-047-36993	ML-44317	10 Years 2 Months	X
6	FLAT ROCK 15-32-14-20	43-047-36994	ML-44317	10 Years 2 Months	X
OUTSTANDING NOV					
7	CHIMNEY ROCK 32-11	43-047-33445	ML-47437	4 Years 5 Months	X



GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

June 5, 2014

Certified Mail No. 7003 2260 0003 2358 7158

43 047 32758
Ute Tribal 32-1A
AS 2DE 32

Mr. John D'Hooge
Whiting Oil & Gas Corporation
1700 Broadway Suite 2300
Denver, CO 80290

Subject: Extended Shut-in and Temporary Abandon Well Requirements for Fee or State Leases

Dear Mr. John D'Hooge:

As of April 2014, Whiting Oil & Gas Corporation (Whiting) has ten (10) State Lease Wells (see attachment A) that are currently in non-compliance with the requirements for extended shut-in or temporarily abandoned (SI/TA) status. Seven (7) of these wells have previously received notices with nothing being done or shown by Whiting to bring into compliance status.

The Division was preparing to issue Notices of Violation for all wells listed above. However, during the meeting with the Division on June 3, 2014, Whiting verbally noted its plans concerning these wells. Whiting stated that five (5) of the wells will be plugged, one (1) being evaluated for water disposal, one (1) being evaluated for up hole potential, and the remaining three (3) to be returned to production.

Whiting needs to submit individual sundry's for each well, detailing plans and near future timeframe for work to be accomplished. Additionally, the wells that are candidates for plugging need to have a plugging procedure and a scheduled date for PA submitted for approval. All other wells will need to meet the requirements per the rules below.

Wells SI/TA beyond twelve (12) consecutive months requires filing a Sundry Notice (R649-3-36-1). Wells with five (5) years non-activity or non-productivity shall be plugged, unless the Division grants approval for extended shut-in time upon a showing of good cause by the operator (649-3-36-1.3.3). For extended SI/TA consideration the operator shall provide the Utah Division of Oil, Gas & Mining with the following:

1. Reasons for SI/TA of the well (R649-3-36-1.1).
2. The length of time the well is expected to be SI/TA (R649-3-36-1.2), and



Page 2
Pacific Energy & Mining Company
June 4, 2014

3. An explanation and supporting data if necessary, for showing the well has integrity, meaning that the casing, cement, equipment condition, static fluid level, pressure, existence or absence of Underground Sources of Drinking Water and other factors do not make the well a risk to public health and safety or the environment (R649-3-36-1.3).

Please note that the Divisions preferred method for showing well integrity is by MIT.

Submitting the information suggested below may help show well integrity and may help qualify your well for extended SI/TA. **Note: As of July 1, 2003, wells in violation of the SI/TA rule R649-3-36 may be subject to full cost bonding (R649-3-1-4.2, 4.3).**

1. Wellbore diagram, and
2. Copy of recent casing pressure test, and
3. Current pressures on the wellbore (tubing pressure, casing pressure, and casing/casing annuli pressure) showing wellbore has integrity, and
4. Fluid level in the wellbore, and
5. An explanation of how the submitted information proves integrity.

If the required information is not received by July 1, 2014, Notices of Violation will be issued and further actions may be initiated. If you have any questions concerning this matter, please contact me at (801) 538-5281.

Sincerely,



Dustin K. Doucet
Petroleum Engineer

DKD/JP/js

cc: Compliance File
Well File
LaVonne Garrison, SITLA

N:\O&G Reviewed Docs\ChronFile\PetroleumEngineer\SITA

ATTACHMENT A

	Well Name	API	LEASE	Years Inactive	Prior Notices
1	CHIMNEY ROCK 32-11	43-047-33445	ML-47437	6 years 8 months	NOV
2	FLAT ROCK 13-32-14-20	43-047-36992	ML-44317	12 years 6 months	2 ND NOTICE
3	FLAT ROCK 14-32-14-20	43-047-36993	ML-44317	12 years 5 months	2 ND NOTICE
4	FLAT ROCK 15-32-14-20	43-047-36994	ML-44317	12 years 5 months	2 ND NOTICE
5	STATE 16H-32-15-12	43-007-31482	ML-49797	4 years 5 months	1 ST NOTICE
6	CARBON CANAL 5-12	43-015-30709	ML-49116	6 years	2 ND NOTICE
7	UTE TRIBAL 32-1A	43-047-32758	ML-44317	4 years 2 months	2 ND NOTICE
8	UTE TRIBAL 32-3A	43-047-33334	ML-44317	3 years 1 month	
9	UTE TRIBAL 32-4A	43-047-33335	ML-44317	3 years	
10	TULLY 16-9-36D	43-015-50003	ML-52222	1 year 1 month	



Division of Oil, Gas and Mining

Operator Change/Name Change Worksheet-for State use only

Effective Date: 8/1/2015

FORMER OPERATOR:	NEW OPERATOR:
WHITING OIL & GAS CORPORATION N2680 1700 BROADWAY SUITE 2300 DENVER CO 80290	COBRA OIL & GAS CORPORATION N4270 PO BOX 8206 WICHITA FALLS TX 76307-8206
CA Number(s):	Unit Name: None

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 8/4/2015
2. Sundry or legal documentation was received from the **NEW** operator on: 8/4/2015
3. New operator Division of Corporations Business Number: 9442951-0143

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD on: N/A
3. Reports current for Production/Disposition & Sundries: 10/5/2015
4. OPS/SI/TA well(s) reviewed for full cost bonding: 10/2/2015
5. UIC5 on all disposal/injection/storage well(s) approved on: N/A
6. Surface Facility(s) included in operator change: Chimney Rock Compressor
Flat Rock Compressor
7. Inspections of PA state/fee well sites complete on (only upon operators request): 10/15/2015

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: B009425
2. Indian well(s) covered by Bond Number: B009425
3. State/fee well(s) covered by Bond Number(s): B009455
B009568-FCB
B009567-FCB
B009566-FCB

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 10/14/2015
2. Entity Number(s) updated in **OGIS** on: 10/14/2015
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 10/14/2015
6. Surface Facilities update in **RBDMS** on: 10/14/2015

LEASE INTEREST OWNER NOTIFICATION:

1. The **NEW** operator of the Fee (Mineral) 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:

From: Whiting Oil Gas Corporation

To: Cobra Oil Gas Corporation

Effective: 8/1/2015

Well Name	Section	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
UTE TRIBAL 32-5A	32	140S	200E	4304710577	12655	State	Indian	GW	P
UTE TRIBAL 30-3A	30	140S	200E	4304710913	12395	Federal	Indian	OW	P
UTE TRIBAL 29-1A	29	140S	200E	4304730981	8118	Federal	Indian	GW	P
UTE TRIBAL 32-2A	32	140S	200E	4304733333	12658	State	Indian	GW	P
UTE TRIBAL 32-6A	32	140S	200E	4304733337	12662	State	Indian	GW	P
CHIMNEY ROCK 32-13	32	130S	210E	4304733447	12985	State	State	GW	P
CHIMNEY ROCK 32-14	32	130S	210E	4304733448	12983	State	State	GW	P
UTE TRIBAL 32-8A	32	140S	200E	4304733557	13066	State	Indian	GW	P
UTE TRIBAL 32-12A	32	140S	200E	4304733558	13064	State	Indian	GW	P
UTE TRIBAL 30-6A	30	140S	200E	4304733596	13062	Federal	Indian	GW	P
UTE TRIBAL 29-5A	29	140S	200E	4304733617	13061	Federal	Indian	GW	P
UTE TRIBAL 32-7A	32	140S	200E	4304733618	13065	State	Indian	GW	P
UTE TRIBAL 32-9A	32	140S	200E	4304733619	13067	State	Indian	GW	P
UTE TRIBAL 32-10A	32	140S	200E	4304733620	13054	State	Indian	GW	P
UTE TRIBAL 32-16A	32	140S	200E	4304734098	13449	State	Indian	GW	P
UTE TRIBAL 29-6A	29	140S	200E	4304734102	13443	Federal	Indian	GW	P
UTE TRIBAL 29-7A	29	140S	200E	4304734103	13444	Federal	Indian	GW	P
UTE TRIBAL 10-2-15-20	2	150S	200E	4304735625	14167	State	Indian	GW	P
FLAT ROCK 13-29-14-20	29	140S	200E	4304736778	15065	Federal	Indian	GW	P
FLAT ROCK 3-29-14-20	29	140S	200E	4304736795	15099	Federal	Indian	GW	P
UTE TRIBAL 6-16-14-20	16	140S	200E	4304738506	16320	State	Indian	GW	P
UTE TRIBAL 15-25-14-19	30	140S	200E	4304739052	16169	Indian	Indian	GW	P
UTE TRIBAL 1-30-14-20	30	140S	200E	4304739665	16997	Federal	Indian	GW	P
UTE TRIBAL 3-30-14-20	30	140S	200E	4304739739	17526	Federal	Indian	GW	P
UTE TRIBAL 11-30-14-20	30	140S	200E	4304739740	17358	Federal	Indian	GW	P
UTE TRIBAL 5-32-14-20	32	140S	200E	4304739741	17406	State	Indian	GW	P
UTE TRIBAL 15-30-14-20	30	140S	200E	4304739942	17237	Federal	Indian	GW	P
UTE TRIBAL 1-25-14-19	30	140S	200E	4304750654	17454	Indian	Indian	GW	P
UTE TRIBAL 13-25-14-19	26	140S	190E	4304750689	17808	Indian	Indian	GW	P
UTE TRIBAL 5-25-14-19	26	140S	190E	4304750690	17760	Indian	Indian	GW	P
UTE TRIBAL 3-25-14-19	30	140S	200E	4304751030	17759	Indian	Indian	GW	P
CHIMNEY ROCK 32-11	32	130S	210E	4304733445	12984	State	State	GW	PA
UTE TRIBAL 32-11A	32	140S	200E	4304733621	13058	State	Indian	GW	PA
FLAT ROCK 13-32-14-20	32	140S	200E	4304736992	17354	State	Indian	D	PA
FLAT ROCK 14-32-14-20	32	140S	200E	4304736993	17355	State	Indian	D	PA
FLAT ROCK 15-32-14-20	32	140S	200E	4304736994	17356	State	Indian	D	PA
UTE TRIBAL 8-25-14-19	30	140S	200E	4304739053	17353	Indian	Indian	D	PA
UTE TRIBAL 30-5A	30	140S	200E	4304720502	12654	Federal	Indian	GW	S
UTE TRIBAL 30-2A	30	140S	200E	4304730641	8112	Federal	Indian	GW	S
UTE TRIBAL 32-1A	32	140S	200E	4304732758	12064	State	Indian	OW	S
UTE TRIBAL 29-2A	29	140S	200E	4304732945	8118	Federal	Indian	OW	S
UTE TRIBAL 32-3A	32	140S	200E	4304733334	12657	State	Indian	GW	S
UTE TRIBAL 32-4A	32	140S	200E	4304733335	12656	State	Indian	GW	S
UTE TRIBAL 28-1A	28	140S	200E	4304733595	13059	Federal	Indian	GW	S
UTE TRIBAL 29-4A	29	140S	200E	4304733616	13060	Federal	Indian	GW	S

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:
See attached exhibit

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
See attached exhibit

7. UNIT or CA AGREEMENT NAME:
See attached exhibit

8. WELL NAME and NUMBER:
See attached exhibit

9. API NUMBER:
See attach

10. FIELD AND POOL, OR WILDCAT:
See attached exhibit

1. TYPE OF WELL OIL WELL GAS WELL OTHER See attached exhibit

2. NAME OF OPERATOR:
COBRA OIL & GAS CORPORATION N4270

3. ADDRESS OF OPERATOR: PO Box 8206 Wichita Falls TX 76307-8206 PHONE NUMBER: (940) 716-5100

4. LOCATION OF WELL
FOOTAGES AT SURFACE: See attached exhibit COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: <u>8/1/2015</u>	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

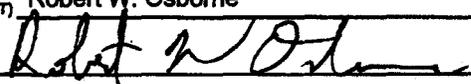
Effective August 1, 2015, Whiting Oil & Gas Corporation resigned as Operator of the wells listed on the attached Exhibit, and Cobra Oil & Gas Corporation has been designated as successor Operator.

Cobra Oil & Gas Corporation
PO Box 8206
Wichita Falls, TX 76307-8206
Phone: (940) 716-5100

Whiting Oil & Gas Corporation N2680
1700 Broadway, Suite 2300
Denver, CO 80290
Phone: (303) 837-1661


Rick Ross, Senior Vice President - Operations

Bonds through U.S. Specialty Insurance Company
Utah State Bond: B009455
BLM Nationwide Bond: B009425

NAME (PLEASE PRINT) Robert W. Osborne TITLE Vice President
SIGNATURE  DATE 7/14/15

(This space for State use only)

APPROVED

(5/2000)

(See Instructions on Reverse Side)

OCT 14 2015

DIV. OIL GAS & MINING
BY: Rachel Medina

Well Exhibit for Utah DOGM

LEASE/UNIT	Lease #	Tribe Name	API #	FIELD	COUNTY	STATE	RESERVOIR	LOCATION: SEC - TWP - RNG
CHIMNEY ROCK 32-11	ML-47437		4304733445	SEEP RIDGE B	UINTAH	UT	DAKOTA	32-T13S-R21E
CHIMNEY ROCK 32-13	ML-47437		4304733447	SEEP RIDGE B	UINTAH	UT	DAKOTA-CEDAR MOUNTAIN	32-T13S-R21E
CHIMNEY ROCK 32-14	ML-47437		4304733448	SEEP RIDGE B	UINTAH	UT	DAKOTA-CEDAR MOUNTAIN	32-T13S-R21E
FLAT ROCK 13-29-14-20	UTU10166		4304736778	FLAT ROCK	UINTAH	UT	ENTRADA	29-T14S-R20E
FLAT ROCK 13-32-14-20	ML-44317		4304736992	FLAT ROCK	UINTAH	UT	WINGT	32-T14S-R20E
FLAT ROCK 14-32-14-20	ML-44317		4304736993	FLAT ROCK	UINTAH	UT	MESA VERDE	32-T14S-R20E
FLAT ROCK 15-32-14-20	ML-44317		4304736994	FLAT ROCK	UINTAH	UT	MESA VERDE	32-T14S-R20E
FLAT ROCK 30-3A	UTU019837		4304730729	FLAT ROCK	UINTAH	UT	N/A	30-T14S-R20E
FLAT ROCK 3-29-14-20	UTU10166		4304736795	FLAT ROCK	UINTAH	UT	ENTRADA	29-T14S-R20E
UTE TRIBAL 10-2-15-20	ML-46842		4304735625	FLAT ROCK	UINTAH	UT	WASATCH	2-T15S-R20E
UTE TRIBAL 11-30-14-20	UTU019837		4304739740	FLAT ROCK	UINTAH	UT	DAKOTA-BUCKHORN	30-T14S-R20E
UTE TRIBAL 1-25-14-19	1420H625581	Ute Tribe	4304750654	FLAT ROCK	UINTAH	UT	ENTRADA	30-T14S-R20E
UTE TRIBAL 1-30-14-20	UTU019837		4304739665	FLAT ROCK	UINTAH	UT	ENTRADA	30-T14S-R20E
UTE TRIBAL 13-25-14-19	1420H625581	Ute Tribe	4304750689	FLAT ROCK	UINTAH	UT	ENTRADA	26-T14S-R19E
UTE TRIBAL 15-25-14-19	1420H625581	Ute Tribe	4304739052	FLAT ROCK	UINTAH	UT	ENTRADA	30-T14S-R20E
UTE TRIBAL 15-30-14-20	UTU019837		4304739942	FLAT ROCK	UINTAH	UT	ENTRADA	30-T14S-R20E
UTE TRIBAL 28-1A	UTU10166		4304733595	FLAT ROCK	UINTAH	UT	DAKOTA	28-T14S-R20E
UTE TRIBAL 29-1A	UTU10166		4304730981	FLAT ROCK	UINTAH	UT	WASATCH	29-T14S-R20E
UTE TRIBAL 29-2A	UTU10166		4304732945	FLAT ROCK	UINTAH	UT	WASATCH	29-T14S-R20E
UTE TRIBAL 29-3A	UTU10166		4304732946	FLAT ROCK	UINTAH	UT	WASATCH	29-T14S-R20E
UTE TRIBAL 29-4A	UTU10166		4304733616	FLAT ROCK	UINTAH	UT	DAKOTA	29-T14S-R20E
UTE TRIBAL 29-5A	UTU10166		4304733617	FLAT ROCK	UINTAH	UT	CEDAR MOUNTAIN	29-T14S-R20E
UTE TRIBAL 29-6A	UTU10166		4304734102	FLAT ROCK	UINTAH	UT	CURTIS-ENTRADA	29-T14S-R20E
UTE TRIBAL 29-7A	UTU10166		4304734103	FLAT ROCK	UINTAH	UT	CURTIS-ENTRADA	29-T14S-R20E
UTE TRIBAL 30-1	UTU019837		4304715764	FLAT ROCK	UINTAH	UT	WASATCH	30-T14S-R20E
UTE TRIBAL 30-2A	UTU019837		4304730641	FLAT ROCK	UINTAH	UT	WASATCH	30-T14S-R20E
UTE TRIBAL 30-3A	UTU019837		4304710913	FLAT ROCK	UINTAH	UT	WASATCH	30-T14S-R20E
UTE TRIBAL 30-4A	UTU019837		4304716520	FLAT ROCK	UINTAH	UT	TW	30-T14S-R20E
UTE TRIBAL 30-5A	UTU019837		4304720502	FLAT ROCK	UINTAH	UT	WASATCH	30-T14S-R20E
UTE TRIBAL 30-6A	UTU019837		4304733596	FLAT ROCK	UINTAH	UT	DAKOTA	30-T14S-R20E
UTE TRIBAL 32-10A	ML-44317		4304753620	FLAT ROCK	UINTAH	UT	WASATCH	32-T14S-R20E
UTE TRIBAL 32-11A	ML-44317		4304733621	FLAT ROCK	UINTAH	UT	WASATCH	32-T14S-R20E
UTE TRIBAL 32-12A	ML-44317		4304733558	FLAT ROCK	UINTAH	UT	CEDAR MOUNTAIN	32-T14S-R20E
UTE TRIBAL 32-16A	ML-44317		4304734098	FLAT ROCK	UINTAH	UT	DAKOTA-CEDAR MOUNTAIN	32-T14S-R20E
UTE TRIBAL 32-1A	ML-44317		4304732758	FLAT ROCK	UINTAH	UT	WASATCH	32-T14S-R20E
UTE TRIBAL 32-2A	ML-44317		4304733333	FLAT ROCK	UINTAH	UT	WASATCH	32-T14S-R20E
UTE TRIBAL 32-3A	ML-44317		4304733334	FLAT ROCK	UINTAH	UT	WASATCH-MESAVERDE	32-T14S-R20E
UTE TRIBAL 32-4A	ML-44317		4304733335	FLAT ROCK	UINTAH	UT	WASATCH	32-T14S-R20E
UTE TRIBAL 3-25-14-19	1420H625581	Ute Tribe	4304751030	FLAT ROCK	UINTAH	UT	ENTRADA	30-T14S-R20E

Well Exhibit for Utah DOGM

LEASE/UNIT	Lease #	Tribe Name	API #	FIELD	COUNTY	STATE	RESERVOIR	LOCATION: SEC - TWP - RNG
UTE TRIBAL 32-5A	ML-44317		4304710577	FLAT ROCK	UINTAH	UT	WASATCH	32-T14S-R20E
UTE TRIBAL 32-6A	ML-44317		4304733337	FLAT ROCK	UINTAH	UT	WASATCH	32-T14S-R20E
UTE TRIBAL 32-7A	ML-44317		4304733618	FLAT ROCK	UINTAH	UT	WASATCH	32-T14S-R20E
UTE TRIBAL 32-8A	ML-44317		4304733557	FLAT ROCK	UINTAH	UT	DAKOTA	32-T14S-R20E
UTE TRIBAL 32-9A	ML-44317		4304733619	FLAT ROCK	UINTAH	UT	DAKOTA-CEDAR MOUNTAIN	32-T14S-R20E
UTE TRIBAL 3-30-14-20	UTU019837		4304739739	FLAT ROCK	UINTAH	UT	ENTRADA	30-T14S-R20E
UTE TRIBAL 5-25-14-19	1420H625581	Ute Tribe	4304750690	FLAT ROCK	UINTAH	UT	ENTRADA	26-T14S-R19E
UTE TRIBAL 5-32-14-20	ML-44317		4304739741	FLAT ROCK	UINTAH	UT	DAKOTA ENTRADA	32-T14S-R20E
UTE TRIBAL 6-16-14-20	ML-47502		4304738506	FLAT ROCK	UINTAH	UT	ENTRADA	16-T14S-R20E
UTE TRIBAL 8-25-14-19	1420H625581	Ute Tribe	4304739053	FLAT ROCK	UINTAH	UT	N/A	30-T14S-R20E



RECEIVED

AUG 04 2015

DIV. OF OIL, GAS & MINING

July 16, 2015

Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Re: Change of Operator

Whiting Oil and Gas Corporation respectfully submits change of operator
sundries for Flat Rock field in Uintah County, UT.

The new operator is
Cobra Oil and Gas Corporation
PO Box 8206
Witchita Falls, TX 76307-8206
Phone: (940) 716-5100

Regulatory Admin for Cobra:
Barbara Pappas
940-716-5103
Barbara@cobraogc.com

Please contact Barbara Pappas or myself if you should have questions or need
additional information.

Best Regards,

Cara Mezydlo,
Engineering Technician III – Central Rockies Asset Group
(303) 876-7091
Cara.mezydlo@whiting.com

*Whiting Petroleum Corporation
and its wholly owned subsidiary
Whiting Oil and Gas Corporation*

1700 Broadway, Suite 2300, Denver, Colorado 80290-2300 Office: 303.837.1661 Fax: 303.861.4023



RECEIVED
AUG 04 2015
DIV. OF OIL, GAS & MINING

July 16, 2015

Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Re: Change of Operator

Whiting Oil and Gas Corporation respectfully submits change of operator
sundries for Flat Rock field in Uintah County, UT.

The new operator is
Cobra Oil and Gas Corporation
PO Box 8206
Witchita Falls, TX 76307-8206
Phone: (940) 716-5100

Regulatory Admin for Cobra:
Barbara Pappas
940-716-5103
Barbara@cobraogc.com

Please contact Barbara Pappas or myself if you should have questions or need
additional information.

Best Regards,

Cara Mezydlo,
Engineering Technician III – Central Rockies Asset Group
(303) 876-7091
Cara.mezydlo@whiting.com

*Whiting Petroleum Corporation
and its wholly owned subsidiary
Whiting Oil and Gas Corporation*



Rachel Medina <rachelmedina@utah.gov>

Plugged Wells

8 messages

Rachel Medina <rachelmedina@utah.gov>
To: Barbara Pappas <barbara@cobraogc.com>

Thu, Aug 6, 2015 at 11:05 AM

Hi Barbara,

The following Whiting wells are listed on the request for the Cobra operator change, but are currently plugged. Our Division does not usually move plugged well unless the new operator has plans to reenter the wells. Will this be the case for Cobra?

CHIMNEY ROCK 32-11	32	130S	210E	4304733445
UTE TRIBAL 32-11A	32	140S	200E	4304733621
FLAT ROCK 13-32-14-20	32	140S	200E	4304736992
FLAT ROCK 14-32-14-20	32	140S	200E	4304736993
FLAT ROCK 15-32-14-20	32	140S	200E	4304736994
UTE TRIBAL 8-25-14-19	30	140S	200E	4304739053

Also, the following wells were listed on the exhibit but are not currently operated by Whiting. They will not move in the operator change.

Flat Rock 30-3A 4304730729
Ute Tribal 30-1 4304715764
Ute Tribal 30-4A 4304716520

Thanks!

—
Rachel Medina
Division of Oil, Gas & Mining
Bonding Technician
801-538-5260

Rachel Medina <rachelmedina@utah.gov>
To: Barbara Pappas <barbara@cobraogc.com>

Thu, Aug 6, 2015 at 2:36 PM

Hi Barbara,

Cobra is also taking over 3 State/Fee wells that have been shut in for over a year. Because of this our Petroleum Engineer is requesting a shut in plan and full cost bonding. For the shut in plan you will need to submit an outline and time frame of the plans for each well. To determine full cost bonding you will need to submit a plugging estimate, our engineer will evaluate the cost and set the bond for each well at the estimate or depth bonding (as outline in the rules), whichever is greater.

Please let me know if you have any questions.

Thanks!

[Quoted text hidden]

Barbara Pappas <barbara@cobraogc.com>
To: Rachel Medina <rachelmedina@utah.gov>

Thu, Aug 6, 2015 at 3:10 PM

Rachel:

I have forwarded to my managers and hopefully will have an answer for you soon.

Thanks,

Barbara

From: Rachel Medina [mailto:rachelmedina@utah.gov]

Sent: Thursday, August 06, 2015 3:37 PM

To: Barbara Pappas <barbara@cobraogc.com>

Subject: Re: Plugged Wells

[Quoted text hidden]

Rachel Medina <rachelmedina@utah.gov>
To: Barbara Pappas <barbara@cobraogc.com>

Fri, Aug 14, 2015 at 8:58 AM

Hi Barbara,

The Division received confirmation that the plugged wells need to be moved to Cobra. At this point we are waiting for shut in plans and plugging estimates on the following wells.

UTE TRIBAL 32-1A

UTE TRIBAL 32-3A

UTE TRIBAL 32-4A

Thanks!

[Quoted text hidden]

Charlie Gibson <charlie@cobraogc.com>
To: "rachelmedina@utah.gov" <rachelmedina@utah.gov>
Cc: Rory Edwards <rory@cobraogc.com>, Bobby Hess <bhess@cobraogc.com>, Kyle Gardner <kgardner@cobraogc.com>, Barbara Pappas <barbara@cobraogc.com>

Wed, Aug 19, 2015 at 8:40 AM

Rachel,

We have studied the wells listed below and our estimate to plug the wells is \$20,000/well. We also believe that the wells still have economic potential and plan on working on the wells by 10-1-2015 to attempt to re-establish production. Let me know if you have any questions.

Charlie Gibson

Operations Manager

Cobra Oil & Gas

(940)716-5100 (o)

(940)781-6260 (c)

From: Rachel Medina [mailto:rachelmedina@utah.gov]
Sent: Friday, August 14, 2015 9:59 AM
To: Barbara Pappas <barbara@cobraogc.com>
Subject: Re: Plugged Wells

Hi Barbara,

[Quoted text hidden]

[Quoted text hidden]

Rachel Medina <rachelmedina@utah.gov>
To: Dustin Doucet <dustindoucet@utah.gov>

Wed, Aug 19, 2015 at 4:46 PM

What are you thoughts on the full cost bonding and the shut in plan?
[Quoted text hidden]

Dustin Doucet <dustindoucet@utah.gov>
To: Rachel Medina <rachelmedina@utah.gov>

Wed, Aug 19, 2015 at 6:16 PM

Without more supporting evidence of their P&A cost estimate, I don't feel comfortable with the estimate provided. It appears several plugs may need to be drilled out to properly isolate formations with open perfs with cement as required by rule. I doubt this was taken into consideration in their estimates. Since they are proposing to work the wells over by October 1, 2015, I would be willing to accept the \$30,000 depth bond per well to get these transferred and let them get the work done with the caveat that we will require more information on P&A costs and would require full cost bonds if found to be more than \$30K per well if the work is not done by October 1, 2015.

[Quoted text hidden]

—
Dustin K. Doucet
Petroleum Engineer
Division of Oil, Gas and Mining
1594 West North Temple, Ste 1210
Salt Lake City, Utah 84116
801.538.5281 (ofc)
801.359.3940 (fax)

web: www.ogm.utah.gov

Rachel Medina <rachelmedina@utah.gov>
To: Charlie Gibson <charlie@cobraogc.com>
Cc: Rory Edwards <rory@cobraogc.com>, Bobby Hess <bhess@cobraogc.com>, Kyle Gardner <kgardner@cobraogc.com>, Barbara Pappas <barbara@cobraogc.com>

Thu, Aug 20, 2015 at 9:09 AM

Hi Charlie,

The following is our Petroleum Engineer's review;

-Ute Tribal 32-1A, Ute Tribal 32-3A and Ute Tribal 32-4A are each required to have a \$30,000.00 individual bond.
-Cobra's plan to put the wells on production by October 1, 2015 is accepted, however a condition has been placed that if the wells are not producing by October 1st the Division **will require** a new P&A estimate be

submitted and reviewed for full cost bonding.

Please submit bonding for each well, if Cobra needs the new bonding forms again please let me know. As soon as the bond is received we can begin to process the operator change.

Thanks!

[Quoted text hidden]



Rachel Medina <rachelmedina@utah.gov>

Utah Change of Operator from Whiting to Cobra

1 message

Charlie Gibson <charlie@cobraogc.com>

Thu, Aug 13, 2015 at 2:17 PM

To: "rachelmedina@utah.gov" <rachelmedina@utah.gov>

Cc: Jeff Dillard <jeff@cobraogc.com>, Bob Osborne <bob@cobraogc.com>, Stephen Howard <Showard@basinoilandgas.com>, Caven Crosnoe <ccrosnoe@scglaw.com>, Rory Edwards <rory@cobraogc.com>, Phil Rugeley <phil@cobraogc.com>, Rick Haskin <rick@cobraogc.com>, Barbara Pappas <barbara@cobraogc.com>

Dear Rachel,

We have been informed by Whiting Oil and Gas Corporation that you have requested an email from Cobra Oil & Gas Corporation acknowledging that we have agreed to assume all plugging, abandoning and reclamation obligations for the wells described below. In accordance with the terms and conditions of the Purchase and Sale Agreement (Agreement) between Whiting Oil and Gas Corporation (Seller) and Cobra Oil & Gas Corporation, et al (Buyer), please be advised the Buyer assumed the obligation to plug and abandon all wells located on the Lands and reclaim all well sites located on the Lands regardless of when the obligations arose. Accordingly Cobra Oil and Gas Corporation, as Operator, assumes those obligations and liabilities associated with the wells described below:

CHIMNEY ROCK 32-11 32130S 210E4304733445

UTE TRIBAL 32-11A 32140S 200E4304733621

FLAT ROCK 13-32-14-20 32140S 200E4304736992

FLAT ROCK 14-32-14-20 32140S 200E4304736993

FLAT ROCK 15- 32140S 200E4304736994
32-14-20

UTE TRIBAL 8- 30140S 200E4304739053
25-14-19

Flat Rock 30-3A 4304730729

Ute Tribal 30-1 4304715764

Ute Tribal 30-4A 4304716520

Sincerely,

Charlie Gibson

Operations Manager

Cobra Oil & Gas

(940)716-5100 (o)

(940)781-6260 (c)

UTAH DEPARTMENT OF NATURAL RESOURCES
Division of Oil, Gas & Mining
Oil and Gas Program
1594 West North Temple, Suite 1210, Box 145801
Salt Lake City, UT 84114-5801
(801) 538-5340 Phone
(801) 359-3940 Fax

This notice shall remain in effect until it is modified, terminated, or vacated by a written notice of an authorized representative of the director of the Division of Oil, Gas and Mining. Failure to comply with this notice will result in the Division pursuing further actions against said operator. Further actions may include initiation of agency actions to order full cost bonding and plugging and abandonment of wells and requests for bond forfeiture and civil penalties.

Compliance Deadline: May 27, 2016

Date of Service Mailing: April 21, 2016 Certified Mail No.: 7015 0640 0003 5275 9895



Division Representative Signature

Operator Representative (if presented in person)

cc: Compliance File
Well Files
LaVonne Garrison, SITLA

4/2016



GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

August 9, 2016

Certified Mail No. 7015 0640 0003 5276 0242

DIVISION ORDER

Mr. Charlie Gibson
Cobra Oil & Gas Corporation
PO Box 8206
Wichita Falls, TX 76307-8206

32 1AS 2DE

Subject: Division Order to Plug and Abandon the Ute Tribal 32-1A, Ute Tribal 32-3A, Ute Tribal 32-4A wells operated by Cobra Oil & Gas Corporation

Dear Mr. Gibson,

The Division of Oil, Gas and Mining (Division) issued Cobra Oil & Gas Corporation (Cobra) a Notice of Violation for the three wells listed below (Subject Wells) on April 20, 2016. A response was required by May 27, 2016. Cobra has not responded to the NOV. The wells are in violation of Utah Administrative Code Rule R649-3-36 regarding Shut-in and Temporarily Abandoned (SI/TA) Wells. The Subject Wells reference information are:

<u>Well Name</u>	<u>API</u>	<u>Completed</u>	<u>Last Production</u>
UTE TRIBAL 32-1A	43-047-32758	2/26/1997	2009
UTE TRIBAL 32-3A	43-047-33334	11/22/2000	2010
UTE TRIBAL 32-4A	43-047-33335	1/12/2001	2011

Cobra became the operator of the Subject Wells August 1, 2015. A plan of action to move these wells out of non-compliance status was required as a condition of Cobra taking over operatorship. On August 13, 2015 Cobra acknowledged this responsibility in an e-mail to the Division stating that Cobra "agreed to assume all plugging, abandoning and reclamation obligations for the [Subject] Wells." To date, the Division has not received any plugging proposals for the Subject Wells, nor seen any indication Cobra has performed any work to put the Wells on production or bring them out of a non-compliance status.

The Subject Wells have been in shut-in status for over 5 years and are subject to the requirements under Rule R649-3-36.3.



Therefore, the Division is ordering Cobra to plug and abandon the Subject Wells. Cobra shall submit Notice of Intent to Plug and Abandon the Subject Wells within 30 days of this Order. Under Rule 649-3-36, the Subject Wells shall be plugged in accordance with Rule R649-3-24.

Cobra has the right to appeal this Division Order by filing a request for review with the Board of Oil, Gas and Mining (the Board) according to procedures set forth in Rule R649-10-6. A request for review must be filed with the secretary of the Board, Julie Ann Carter (801) 538-5277, within 30 days of issuance of this Order.

In the event Cobra does not plug and abandon the Subject Wells as required by this Order, the Division will file a Notice of Agency Action to initiate a formal hearing before the Board, as described in Utah Administrative Code Title R641, requesting a Board Order to plug and restore the wells sites. Should this matter be brought before the Board, the Division will also seek bond forfeiture (R649-3-36 and R649-3-1.16), liability for plugging costs in excess of bond forfeiture amounts (R649-3-1.16.5) and civil penalties of up to \$10,000 per day for each day of violation (Utah Code § 40-6-11).

Questions regarding this order may be directed to Joshua Payne, Compliance Manager at (801) 538-5314 or John Rogers, Associate Director at (801) 538-5349.

Sincerely,

A handwritten signature in black ink, appearing to read 'Joshua Payne', with a large, sweeping flourish underneath.

Joshua Payne
Compliance Manager

cc: John Rogers, Oil and Gas Associate Director
Steve Alder, AG's office
Melissa Reynolds
LaVonne Garrison, SITLA
Dustin Doucet
Compliance File
Well Files

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: ML-44317
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: UTE TRIBAL 32-1A
2. NAME OF OPERATOR: COBRA OIL & GAS CORP	9. API NUMBER: 43047327580000
3. ADDRESS OF OPERATOR: PO BOX 8206 , Wichita Falls, TX, 76307	PHONE NUMBER: 940 716-5100 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0671 FNL 1980 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 32 Township: 14.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: FLAT ROCK
	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: 10/1/2016	<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 checked="" 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 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: <input style="width: 100px;" type="text"/>

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

Cobra Oil & Gas Corporation hereby gives notice of intent to plug and abandon the Ute Tribal 32-1A well. Operations will begin October 1, 2016 and completed by October 31, 2016. Procedure as follows: 1. MIRU plugging company. 2. POH with 2-7/8" tubing string. 3. RIH with gauge ring to 3361'. 4. RIH with 2-7/8" tubing & set a balanced plug from 3290'-3090' & tag same. 5. RIH w/2-7/8" tubing and set a balanced plug from 2500'-2300' and tag same. 6. RIH & perforate the 5-1/2" casing at 980'. RIH with tubing and set a balanced plug from 980'-780' and tag. Make sure the 5-1/2" - 8-5/8" annulus is open and cement circulated to 780'. 7. RIH & perforate the 5-1/2" casing at 300'. Pump a cement plug to fill the 5-1/2" and 5-1/2"-8-5/8" annulus 300' to surface. 8. Cut the casing strings 3' below the surface and weld on a steel cap and marker. 9. Remediate the surface to Tribal/BIA standards.

Approved by the Utah Division of Oil, Gas and Mining

Date: October 03, 2016

By: *Debra K. Quist*

Please Review Attached Conditions of Approval

NAME (PLEASE PRINT) Barbara Pappas	PHONE NUMBER 940 716-5100	TITLE DRLG & REG ADMIN
SIGNATURE N/A	DATE 8/17/2016	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Sundry Conditions of Approval Well Number 43047327580000

- 1. Notify the Division at least 24 hours prior to conducting abandonment operations. Please call Dan Jarvis at 801-538-5338.**
- 2. Add Plug #1: Drill out CIBP @ 3400' and push down to the CIBP set @ 3987'. A 300' plug (± 35 sx) shall be balanced from $\pm 3987'$ to 3687'. This will isolate the base of moderately saline groundwater and Mesaverde formation.**
- 3. Note Plug #3: If circulation through perfs is not established @ 980', then the plug shall be balanced 50' below the perf (1030' to 830').**
- 4. All balanced plugs shall be tagged to ensure that they are at the depth specified.**
- 5. All annuli shall be cemented from a minimum depth of 100' to the surface.**
- 6. Surface reclamation shall be done in accordance with R649-3-34 – Well Site Restoration.**
- 7. All requirements in the Oil and Gas Conservation General Rule R649-3-24 shall apply.**
- 8. If there are any changes to the procedure or the wellbore configuration, notify Dustin Doucet at 801-538-5281 (ofc) or 801-733-0983 (home) prior to continuing with the procedure.**
- 9. All other requirements for notice and reporting in the Oil and Gas Conservation General Rules shall apply.**

Wellbore Diagram

API Well No: 43-047-32758-00-00 Permit No: Well Name/No: UTE TRIBAL 32-1A
 Company Name: COBRA OIL & GAS CORP
 Location: Sec: 32 T: 14S R: 20E Spot: NENW
 Coordinates: X: 611316 Y: 4379867
 Field Name: FLAT ROCK
 County Name: Uintah

String Information

String	Bottom (ft sub)	Diameter (inches)	Weight (lb/ft)	Length (ft)	Capacity (C.F.G.)
HOL1	306	12.25			
SURF	306	8.625	24	306	
HOL2	6387	7.875			
PROD	6387	5.5	15.5	6387	7.483
CIBP	6161	4.95			
CIBP	5991	4.95			
CIBP	3401	4.95			
RBP	4579	4			
CIBP	4556	4			
CIBP	4532	4			
CIBP	3987	4			

7 7/8" x 5 1/2" (108) → 4.094
 8 5/8" x 5 1/2" → 5.192

Cement Information

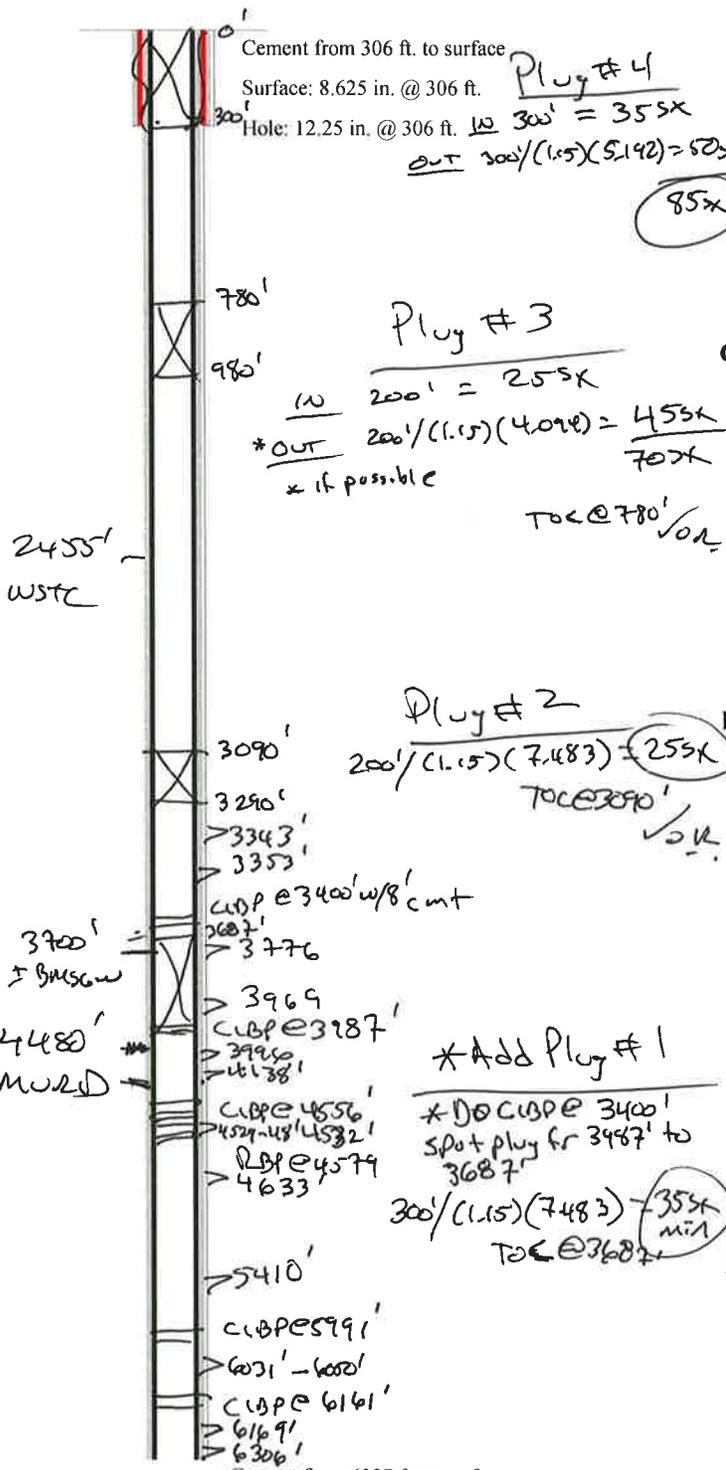
String	BOC (ft sub)	TOC (ft sub)	Class	Sacks
PROD	6387	0 (CALC)	UK	1446
SURF	306	0	G	

Perforation Information

Top (ft sub)	Bottom (ft sub)	Shts/Ft	No Shts	Dt Squeeze
6276	6306			
6169	6202			
6031	6050			
5394	5410			
4720	4748			
4633	4652			
4529	4548			
4110	4138			
3996	4006			
3959	3969			
3776	3788			
3343	3353			

Formation Information

Formation	Depth
WSTC	2455
MVRD	4480
Bmscw	3700

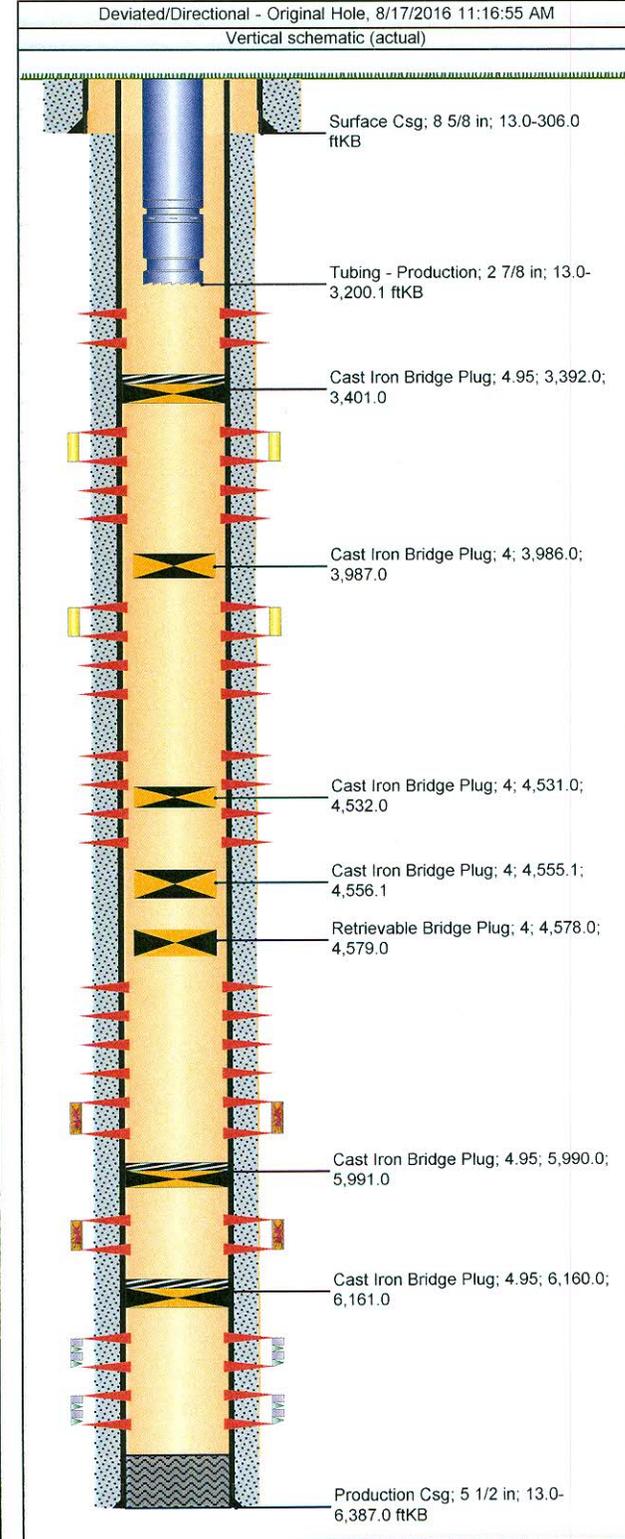




Downhole Well Profile #2
Well Name: UTE TRIBAL 32-1A
Prospect: Flat Rock 2015

API/UWI 4304732758	Surface Legal Location NENW SEC 32 T14S R20E	Field Name Flat Rock	State/Province UT	Well Type OIL/GAS
Original KB Elevation (ft) 7,505.00	Ground Elevation (ft) 7,492.00	PBTD (All) (ftKB)	Total Depth All (TVD) (ftKB)	

Wellhead and Christmas Tree Systems					
Type	Make	Service	Working Pressure (psi)	Max Pres (psi)	Size (in)



Casing Strings						
Csg Des	OD (in)	Wt/Len (lb/ft)	Grade	Top (ftKB)	Set Depth (ftKB)	
Surface Csg	8 5/8	24.00	J-55	13.0	306.0	
Production Csg	5 1/2	15.50	J-55	13.0	6,387.0	

Perforations			
Date	Top (ftKB)	Btm (ftKB)	Linked Zone
3/30/2011	3,343.0	3,353.0	Wasatch, Original Hole
10/21/1996	3,776.0	3,788.0	Wasatch, Original Hole
3/2/2011	3,959.0	3,969.0	Wasatch, Original Hole
10/10/1996	3,996.0	4,006.0	Wasatch, Original Hole
10/7/1996	4,110.0	4,138.0	Wasatch, Original Hole
10/4/1996	4,529.0	4,548.0	Mesaverde, Original Hole
10/2/1996	4,633.0	4,652.0	Mesaverde, Original Hole
10/1/1996	4,720.0	4,748.0	Mesaverde, Original Hole
9/24/1996	5,394.0	5,410.0	Mesaverde, Original Hole
9/12/1996	6,031.0	6,050.0	Mesaverde, Original Hole
8/28/1996	6,169.0	6,202.0	Mesaverde, Original Hole
8/23/1996	6,276.0	6,306.0	Mesaverde, Original Hole

Tubing Strings								
Tubing Description	Run Date	String Length (ft)			Set Depth (ftKB)			
Tubing - Production	4/1/2011	3,187.12			3,200.1			
Item Des	Jts	Make	Model	OD (in)	Wt (lb/ft)	Grade	Len (ft)	
Tubing	99		T&C Non-Upset	2 7/8	8.60	C-75	3,153.73	
Seating Nipple	1			2 7/8			1.10	
Tubing	1		T&C Non-Upset	2 7/8	8.60	C-75	31.99	
Notched Collar	1			2 7/8			0.30	

Rod Strings								
Rod Description	Run Date	String Length (ft)			Set Depth (ftKB)			
Item Des	Jts	Make	Model	OD (in)	Wt (lb/ft)	Grade	Len (ft)	

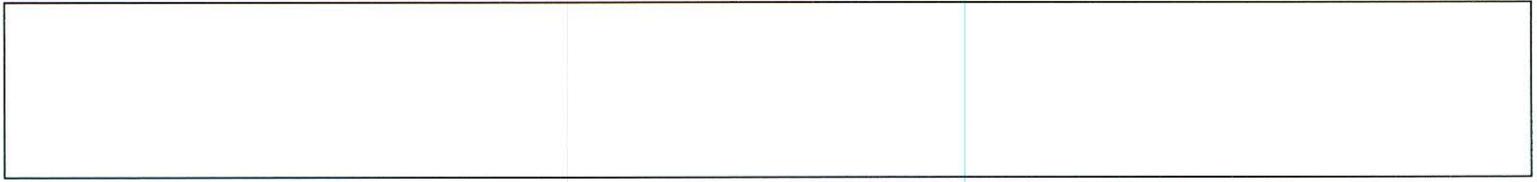
Other Strings								
String Description	Run Date	String Length (ft)			Set Depth (ftKB)			
Item Des	Jts	Make	Model	OD (in)	Wt (lb/ft)	Grade	Len (ft)	

Other In Hole			
Description	Run Date	Top Depth (ftKB)	Bottom Depth (ftKB)
Cast Iron Bridge Plug	9/10/1996	6,160.0	6,161.0
Cast Iron Bridge Plug	9/24/1996	5,990.0	5,991.0
Cast Iron Bridge Plug	10/8/1996	4,090.0	4,091.0
Retrievable Bridge Plug	10/30/1996	4,578.0	4,579.0



Downhole Well Profile #2
Well Name: UTE TRIBAL 32-1A
Prospect: Flat Rock 2015

API/UWI 4304732758	Surface Legal Location NENW SEC 32 T14S R20E	Field Name Flat Rock	State/Province UT	Well Type OIL/GAS
Original KB Elevation (ft) 7,505.00	Ground Elevation (ft) 7,492.00	PBTD (All) (ftKB)	Total Depth All (TVD) (ftKB)	



Deviated/Directional - Original Hole, 8/17/2016 11:16:55 AM		Other In Hole				
Vertical schematic (actual)		Description	Run Date	Top Depth (ftKB)	Bottom Depth (ftKB)	
		Cast Iron Bridge Plug	8/31/2004	4,220.0	4,221.0	
		Cast Iron Bridge Plug	1/25/2005	4,555.1	4,556.1	
		Cast Iron Bridge Plug	1/26/2005	4,531.0	4,532.0	
		Cast Iron Bridge Plug	3/2/2011	3,986.0	3,987.0	
		Cast Iron Bridge Plug	3/30/2011	3,392.0	3,401.0	

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: ML-44317
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: COBRA OIL & GAS CORP	7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: PO BOX 8206 , Wichita Falls, TX, 76307	8. WELL NAME and NUMBER: UTE TRIBAL 32-1A
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0671 FNL 1980 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 32 Township: 14.0S Range: 20.0E Meridian: S	9. API NUMBER: 43047327580000
5. ADDRESS OF OPERATOR: PO BOX 8206 , Wichita Falls, TX, 76307	9. FIELD and POOL or WILDCAT: FLAT ROCK
6. PHONE NUMBER: 940 716-5100 Ext	COUNTY: UINTAH
7. STATE: UTAH	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 10/12/2016	<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 checked="" 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 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: <input style="width: 100px;" type="text"/>

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

Cobra Oil & Gas Corporation started plugging operations of the Ute Tribal 32-1A well on October 4, 2016, and completed plugging operations on October 12, 2016. Confirmed GPS coordinates: N 39.561222 & W 109.704333. Please find attached a wellbore schematic - As Plugged, daily operations reports, and photograph of plate with well legals.

**Accepted by the
 Utah Division of
 Oil, Gas and Mining
 FOR RECORD ONLY
 December 02, 2016**

NAME (PLEASE PRINT) Barbara Pappas	PHONE NUMBER 940 716-5100	TITLE DRLG & REG ADMIN
SIGNATURE N/A	DATE 12/1/2016	

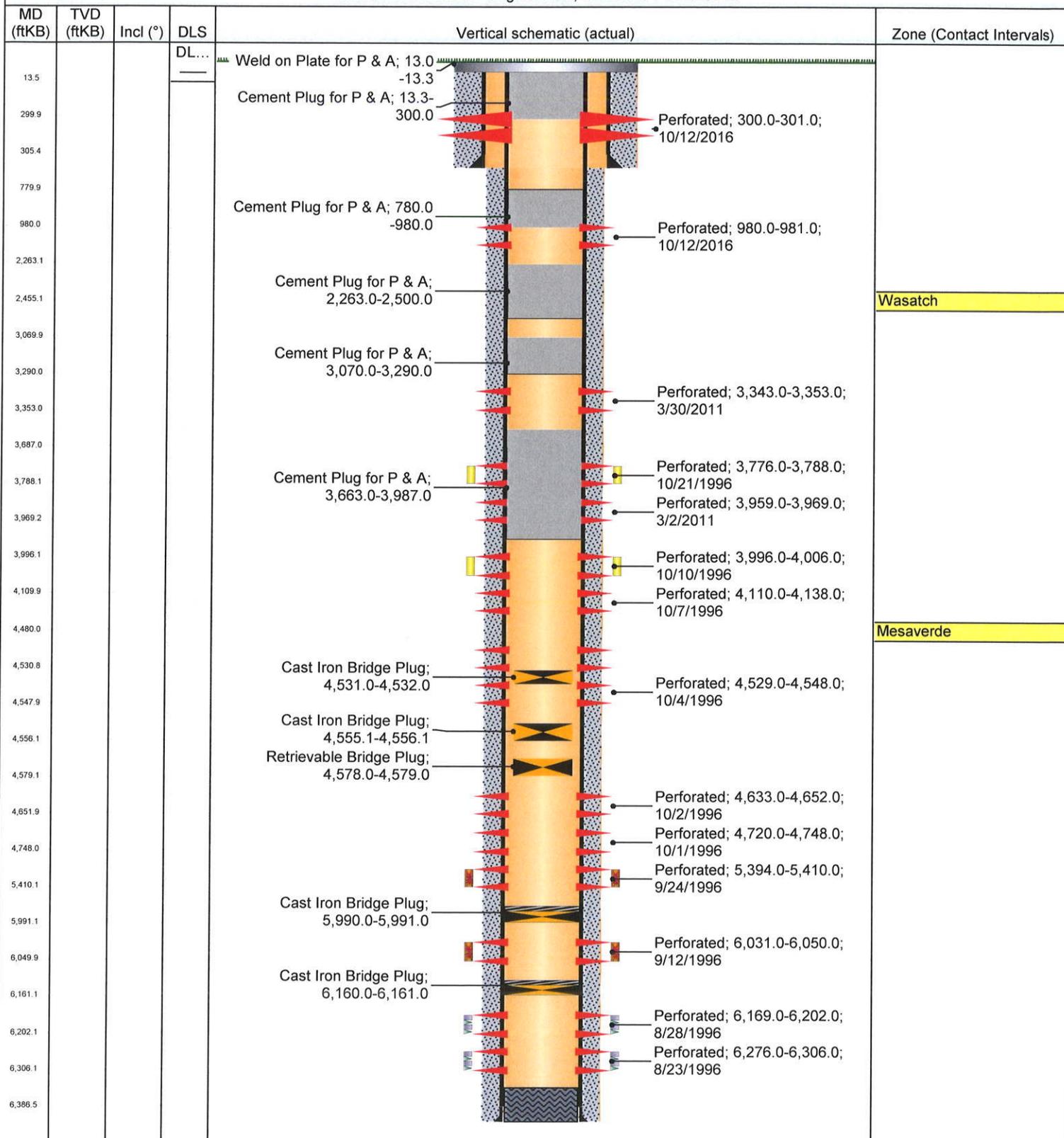


Schematic - Current
Well Name: UTE TRIBAL 32-1A
Prospect: Flat Rock 2015

API/UWI 4304732758	Surface Legal Location NENW SEC 32 T14S R20E	Field Name Flat Rock	State/Province UT	Well Type OIL/GAS
Original KB Elevation (ft) 7,505.00	Ground Elevation (ft) 7,492.00	PBSD (All) (ftKB)		Total Depth All (TVD) (ftKB)

Most Recent Job				
Job Category Abandon	Primary Job Type Abandon Well	Secondary Job Type Abandon Zone	Start Date 10/7/2016	End Date 10/12/2016

TD: 6,387.0 Deviated/Directional - Original Hole, 12/1/2016 11:21:20 AM





Ticket Entry

Edit

TICKET: 3100-65767 RIG: 3100 DATE: 2016-10-12
 CUSTOMER: COBRA OIL&GAS COR LOCATION: UTE TRIBAL 32-1A

Ticket Summary

Safety Meeting
Topics:

Daily Operations			
From	To	Operation	Hours
01:00	02:00	MIRU, LAY DOWN PRODUCTION STRING. PU WORK STRING DRILL OUT PLUG AT 3400' PUSH TO 3987' SPOT 35 SKS BALANCE PLUG 3687-3987' TAGGED AT 3663'. SPOT BALANCE PLUG AT 3090-3290' TAGGED AT 3070'. PUMPED BALANCE PLUG AT 2300-2500' TAGGED AT 2263'	
03:00	04:00	PERF HOLE AT 980' SPOT 200' PLUG 780-980'. PERF 300' CIRC CEMENT DOWN 5.5 UP 8 5/8 TO SURF. CUT OFF WELL HEAD CAP OFF WELL WITH 20SKS CEMENT WELD ON MARKER BACK FILL CLEAN LOCATION MOL.	

Total Hours

Daily Costs

Crew	Name	Hours	Rate	Est. Total
Operator	DONALD			
Relief Operator	COLTON			
Derrick Hand	DON H			
Floor Hand	BUDDY			
Extra Floor Hand				
Extra Labor				
Crew Travel				
Pickup Truck	KEVIN / DENNIS			
Power Swivel				
Pump Usage				
Supervision / Tool Pusher	KEVIN COOK			
Safety Bonus				
Winch Truck				
Wet Pay				
4 DAY BID		1	\$34000.00	\$34000.00

INVOICE

INVOICE DATE	INVOICE #
10/17/2016	3100-65767

PLEASE REMIT PAYMENT TO: PEAK WELL SERVICE, LLC - PO BOX 643 ROOSEVELT, UTAH 84066
 PHONE 435-722-1282 - FAX 435-722-1283



BILL TO
 COBRA OIL & GAS CORPORATION
 P.O. BOX 8206
 WICHITA FALLS, TEXAS
 76307-8206

Ordered By	DUE DATE	TERMS
CHARLIE GIBSON	10/17/2016	
Well Name	PROJECT	RIG #
Ute T. 32-1A		3100
		P.O. NO.

Item	Service Date	Service Ticket #	Description	Quantity	Rate	Amount
P&A SERVICES	10/12/2016	3100-65767	P&A SERVICES MIRU LD PROD STRING. PU WORK STRING DRILL OUT PLUG @3400' PUSH TO 3987' COULD NOT TEST PERFS WERE OPEN ABOVE US.SPOT 35 SKS 15.6# G (1.05 yeild) BALANCE PLUG 3687-3987' TAGGED AT 3663'. SPOT BALANCE PLUG 15.6# G (1.05 yeild) AT 3090-3290' TAGGED AT 3070. PUMPED BALANCE PLUG 15.6# G (1.05 yeild) AT 2300-2500' TAGGED AT 2263' PERF HOLE AT 980' (2 foot gun, 4 shots) SPOT 200' 15.6# G (1.05 yeild) PLUG 780-980' PERF 300' CIRC 15.6# G CEMENT (1.05 yeild) DOWN 5.5 UP 8 5/8 TO SURF. CUT OFF WELL HEAD CAP OFF WELL WITH 20 SKS CEMENT (1.05 yeild) WELD ON MARKER BACK FILL CLEAN LOCATION MOVE OFF. EXTRA CEMENT PER SACK FLOW BACK TANK EXTRA PERF RUN POWER SWIVEL AND BIT TUBING RECOVERY Out-of-state sale, exempt from sales tax	1	34,000.00	34,000.00
CEMENT	10/12/2016	3100-65767		117	25.00	2,925.00
SUPPLIES AND ...	10/12/2016	3100-65767		4	40.00	160.00
SUPPLIES AND ...	10/12/2016	3100-65767		1	1,000.00	1,000.00
POWER SWIVEL	10/12/2016	3100-65767		1	1,600.00	1,600.00
TUBING	10/12/2016	3100-65767		100	-16.00	-1,600.00
					0.00%	0.00
Total						\$38,085.00

Daily Costs				
Crew	Name	Hours	Rate	Est. Total
Total Rig Hours	Operating			
	Stand By			
Basic Rig Charges Subtotal				\$34000.00
Additional Costs				
Description	Size	Number	Amount	Total
EXTRA CEMENT		117	\$25.00	\$2925.00 ✓
FLOW BACK TANK		4	\$40.00	\$160.00 ✓
EXTRA PERF RUN		1	\$1000.00	\$1000.00 ✓
PIPE RECOVERED	2 7/8	100	\$16.00	\$1600.00 ✓
POWER SWIVEL AND BIT		1	\$1600.00	\$1600.00 ✓
Additional Costs Subtotal				\$7285.00
Subtotal				\$34000.00
Total				\$41285.00

CREDIT

Customer Signoff

AFE#:

ACCT/RES CAT/CODE:

38,085.00

Company Rep Name:

EDWARD WINTERS

Company Rep Signature:



Date:

2016-10-13

Tool Pusher:



WT 32-1A (top Plate)





UT 32-1A (TOC)