

COPY
UNITED STATES

SUBMIT IN TRIPLICATE*
(Other instructions on reverse side)

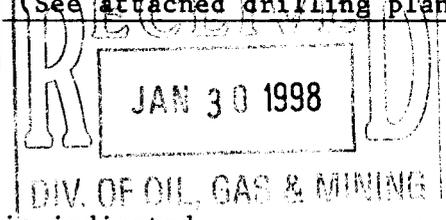
Form approved.
Budget Bureau No. 1004-0136
Expires August 31, 1985

DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/> PLUG BACK <input type="checkbox"/>		5. LEASE DESIGNATION AND SERIAL NO. U-01089
b. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER <input type="checkbox"/> SINGLE ZONE <input type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME N/A
2. NAME OF OPERATOR Chandler & Associates, Inc.		7. UNIT AGREEMENT NAME White River Unit
3. ADDRESS OF OPERATOR 475 Seventeenth Street, Suite 1000, Denver, CO. 80202		8. FARM OR LEASE NAME White River Unit
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*) At surface 1058' FSL 2624' FEL At proposed prod. zone ³²³ 800		9. WELL NO. #15-35-8-22
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* See Topo Map "A" (attached)		10. FIELD AND POOL, OR WILDCAT Natural Buttes
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drig. unit line, if any) 1058'	16. NO. OF ACRES IN LEASE 640	11. SEC., T. R., M., OR BLK. AND SURVEY OR AREA Sec 35, T8S, R22E, S.L.B.&M
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 1900'	19. PROPOSED DEPTH 7750'	12. COUNTY OR PARISH Uintah
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 4887 Gr.	20. ROTARY OR CABLE TOOLS Rotary	13. STATE Utah
23. PROPOSED CASING AND CEMENTING PROGRAM		22. APPROX. DATE WORK WILL START* A.S.A.P.

SIZE OF HOLE	SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12 1/4"	9 5/8"	36#	400'	(See attached drilling plan)
7 7/8"	4 1/2"	10.5#	7750'	(See attached drilling plan)



1. M.I.R.U.
2. Drill to T.D. 7750'
3. Run 4 1/2" casing if commercial production is indicated.
4. If dry hole, well will be plugged and abandoned as instructed by the B.L.M.
5. Well will be drilled with Air/Air Mist to T.D.

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 Chandler & Associates, Inc., B.L.M. Bond #124290364 with CNA.

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 Tracy D. Henline TITLE Agent for Chandler DATE 1-29-98
(This space for Federal or State office use)

PERMIT NO. 43-047-33061 APPROVAL DATE _____
APPROVED BY John R. Bay TITLE Associate Director DATE 3/6/98
CONDITIONS OF APPROVAL, IF ANY: Utah DODM

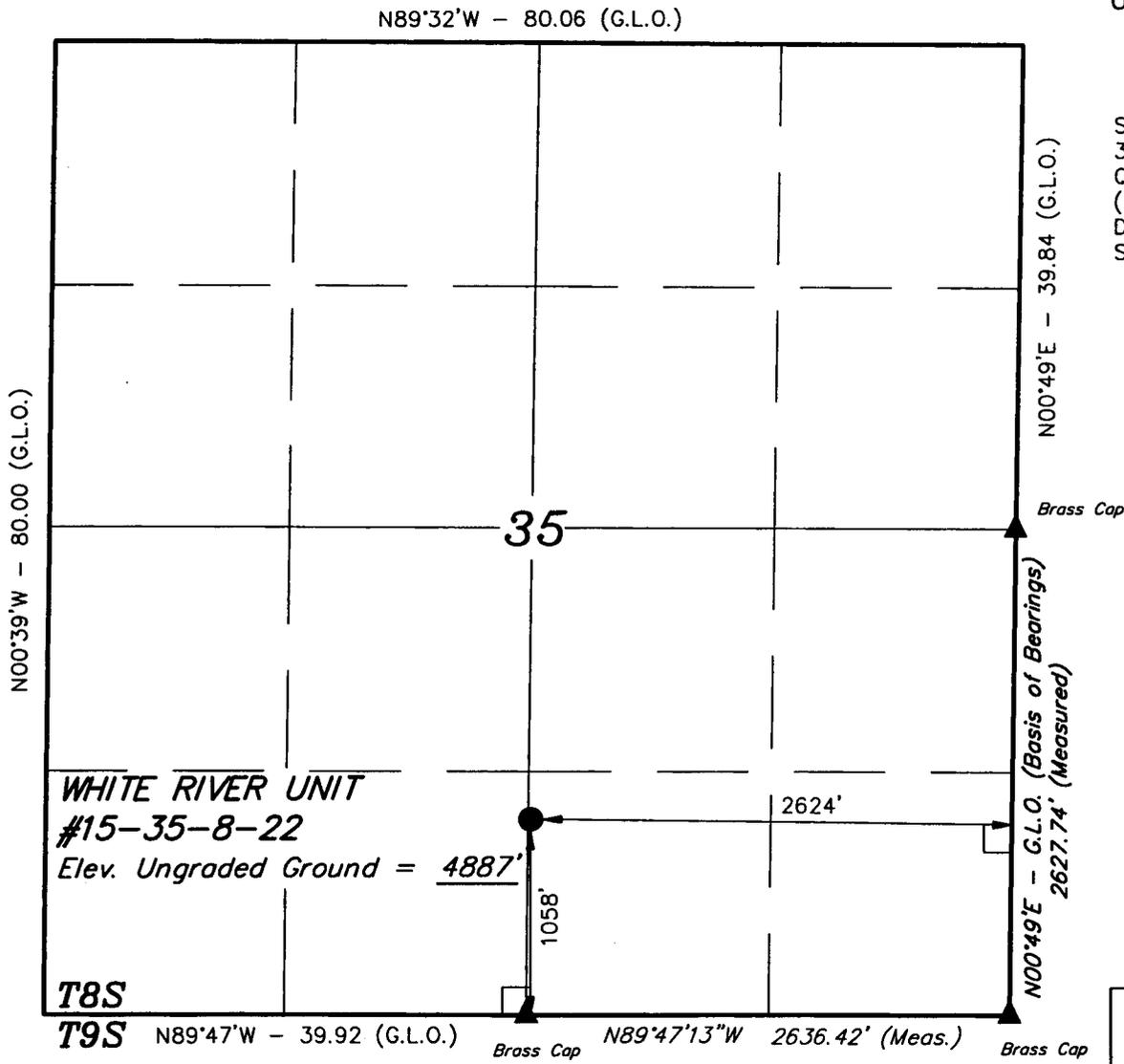
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443 7112.0

*See Instructions On Reverse Side

T8S, R22E, S.L.B.&M.

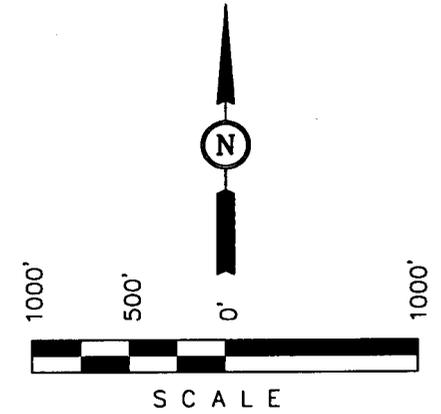
CHANDLER & ASSOCIATES, INC.

Well location, WHITE RIVER UNIT #15-35-8-22, located as shown in the SW 1/4 SE 1/4 of Section 35, T8S, R22E, S.L.B.&M. Uintah County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT THE SOUTHEAST CORNER OF SECTION 35, T8S, R22E, S.L.B.&M. TAKEN FROM THE RED WASH SW, QUADRANGLE, UTAH, UNITAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4829 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. Key
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

LEGEND:

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

SCALE 1" = 1000'	DATE SURVEYED: 12-15-97	DATE DRAWN: 12-23-97
PARTY B.B. D.R. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE CHANDLER & ASSOCIATES, INC.	

**CHANDLER & ASSOCIATES, INC.
DRILLING PLAN FOR THE
WHITE RIVER UNIT #15-35-8-22**

I. DRILLING PLAN:

1. Geological Surface Formation: Uintah
2. Estimated Tops:

<u>Name</u>	<u>Top</u>	<u>Prod. Phase Anticipated</u>
Green River	2008'	Gas/Oil
"Kicker" Zone	3135'	Gas/Oil
"X" Marker	3575'	
Wasatch	5125'	Gas/Oil

3. CASING PROGRAM:

	<u>Depth</u>	<u>Hole Size</u>	<u>Csg. Size</u>	<u>Type</u>	<u>Weight</u>
Surface	400'	12-1/4"	9-5/8"	J-55 (ST&C)	36#/ft (new)
Prod.	7750'	7-7/8"	4-1/2"	K-55 (ST&C)	10.5#/ft (new)

4. Operator's Specification for Pressure Control Equipment:

- A. 2,000 psi W.P. Double Gate BOP or Single 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.

Chandler & Associates, Inc.
White River Unit #15-35-8-22

5. Auxiliary Equipment:

- A. Kelly Cock - yes.
- B. Float at the bit - no.
- C. Monitoring equipment on the mud system - visually.
- D. Full opening safety valve on rig floor - yes.
- E. Rotating head - yes.
- F. The blooie line shall be a least 6" in diameter and extend at least 100' from the wellbore into the reserve/blooie pit.
- G. Blooie line ignition shall be provided by a continuous pilot (ignited when drilling below 500').
- H. Compressor shall be tied directly to the blooie line through a manifold.
- I. A mistor with a continuous stream of water shall be installed near the end of the blooie lines for dust suppression.

6. Proposed Circulating Medium:

<u>Depth</u>	<u>Mud Type</u>	<u>Density (lb./gal)</u>	<u>Viscosity</u>	<u>Water Loss</u>
0'- T.D.	AIR/AIR MIST			

7. Testing, Logging, and Coring Program:

- A. Cores - None anticipated.
- B. DST - none anticipated.
- C. Logging - DIL-GR (TD to base of surface casing).
FDC/CNL/GR/Cal (TD to base of surface casing).

Chandler & Associates, Inc.
White River Unit #15-35-8-22

- D. Formation and Completion Interval: Green River & Wasatch 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 .80 psi/ft.

8. Cementing Program:

<u>Casing</u>	<u>Volume</u>	<u>Type & Additives</u>
Surface	215 sx	Class "G" w/2% CaCl ₂ (based on 100% access)
Production	1150 sx*	450 sx "Lite" followed by 700 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 @135 degrees

* Final cement volumes to be calculated from caliper log with an attempt to be made to circulate cement to 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.

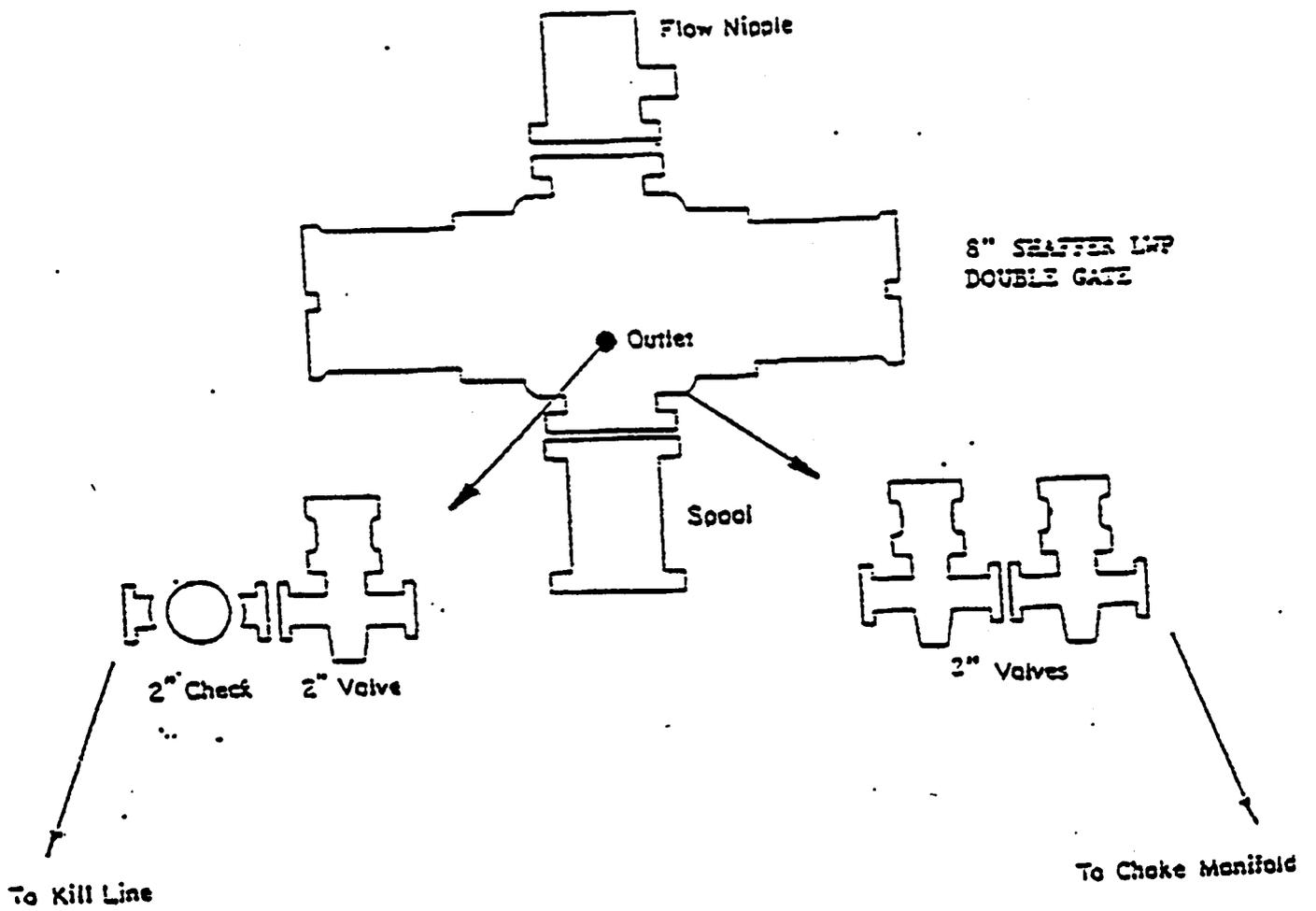
Chandler & Associates, Inc.
White River Unit #15-35-8-22

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 1,600 psi (calculated at 0.206 psi/ft) and maximum anticipated surface pressure equals approximately 105 psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/ft).

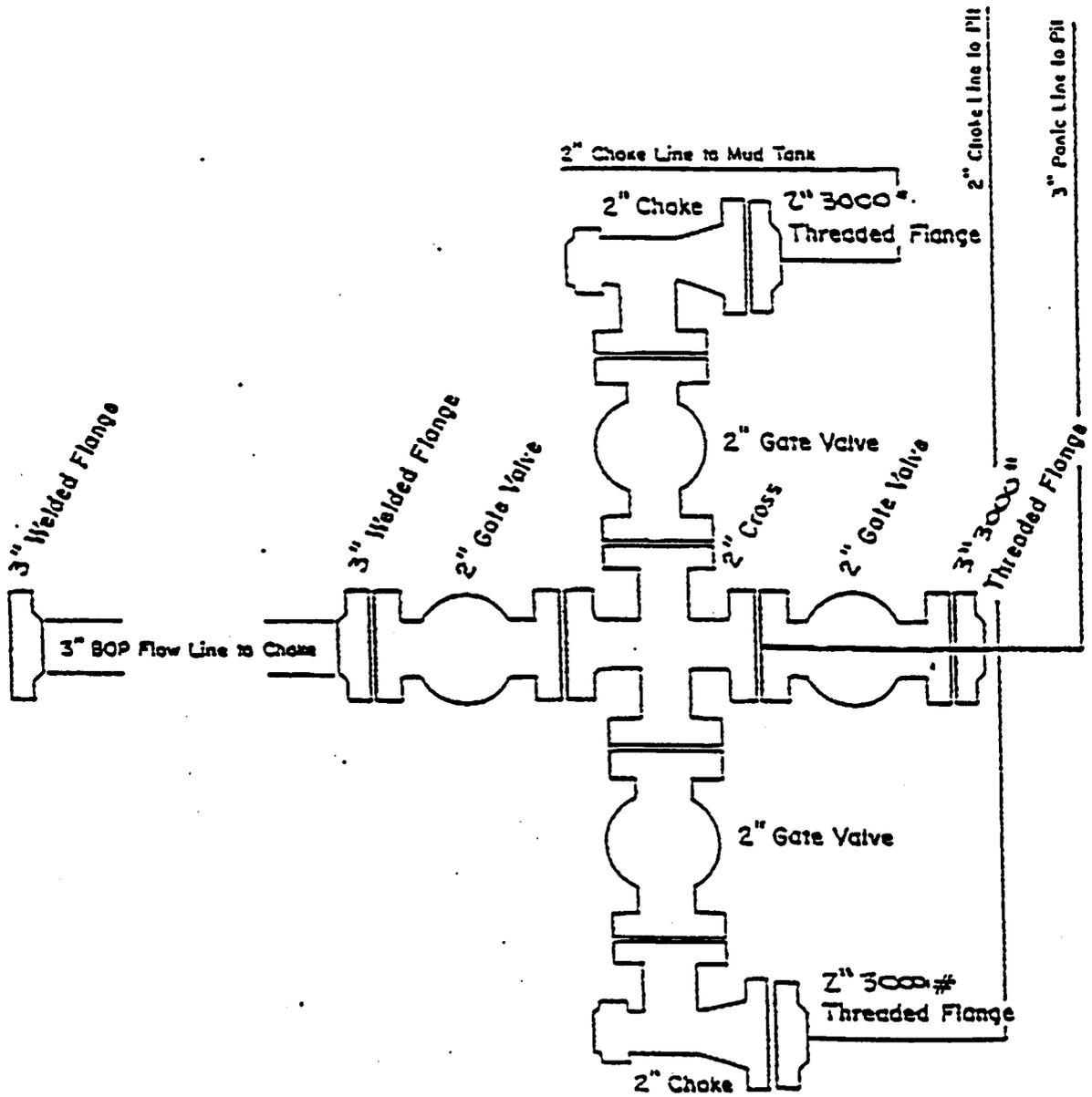
CHANDLER DRILLING

RIG NO.7



CHANDLER DRILLING

RIG NO.7



**II. SURFACE USE PLAN
CHANDLER & ASSOCIATES, INC.
WHITE RIVER UNIT #15-35-8-22**

1. Existing Road:

- A. Topo Map "A" is the vicinity map, showing the access routes from Vernal, 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 8% 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.

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- 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 areas authorized officer at least 48 hours prior to commencement of any work on these locations, roadways, or pipelines.

3. Location of Existing Wells:

See Topo Map "C"

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.

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- 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 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 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 will be obtained from a water well located near Ouray, Utah which is owned by A-1 Tank Rental (Permit #43-8496) and transported by Dalbo Trucking Co. along the access roads which are shown on the attached maps.

Chandler & Associates, Inc.
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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 B.L.M. Lands.

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.

Chandler & Associates, Inc.
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- 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 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 will determine after the location is constructed whether the pit is to be lined, and if so, the type of material to be used.
- D. Topsoil shall be stripped to a depth of 6 inches and stockpiled as shown on the location layout plat. (Windrow along north side of pad).
- E. The back slopes of the locations will be no steeper than vertical or 1/4:1 in rock, and 2:1 elsewhere.

**Chandler & Associates, Inc.
White River Unit #15-35-8-22**

- 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.L.M.
- 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.

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- 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.

**Chandler & Associates, Inc.
White River Unit #15-35-8-22**

- B. A Class III cultural resource inventory has been completed prior to disturbance by a qualified professional Archaeologist.**

- 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.**

Chandler & Associates, Inc.
White River Unit #15-35-8-22

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. Terry J. Cox
Vice President of Operations/Production
Chandler & Associates, Inc.
475 Seventeenth Street
Suite 1000
Denver, Colorado 80202
Telephone #(303)295-0400

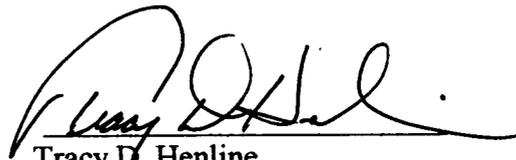
Chandler & Associates, Inc.
White River Unit #15-35-8-22

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 **Chandler & Associates, 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.

1-29-98
Date


Tracy D. Henline
Agent

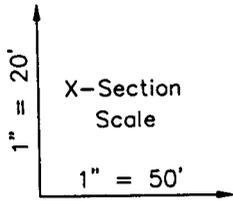
CHANDLER & ASSOCIATES, INC.

TYPICAL CROSS SECTIONS FOR

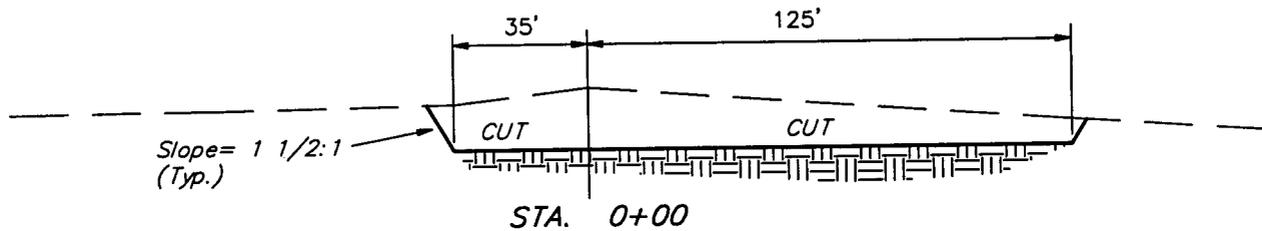
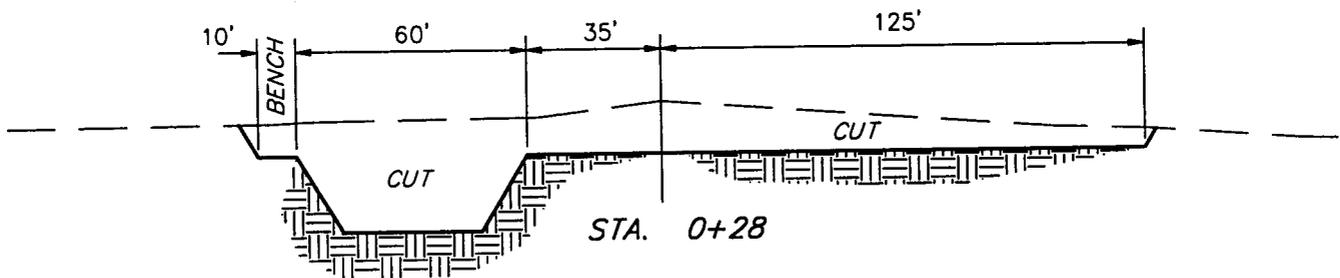
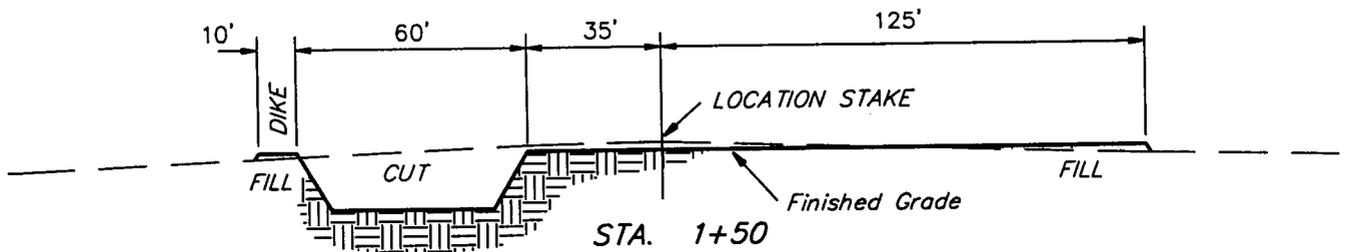
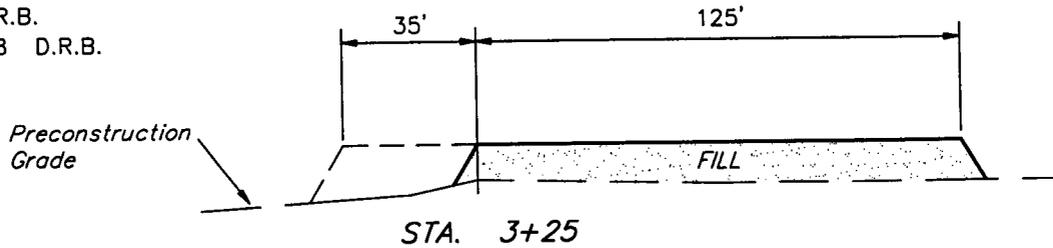
WHITE RIVER UNIT #15-35-8-22

SECTION 35, T8S, R22E, S.L.B.&M.

1058' FSL 2624' FEL



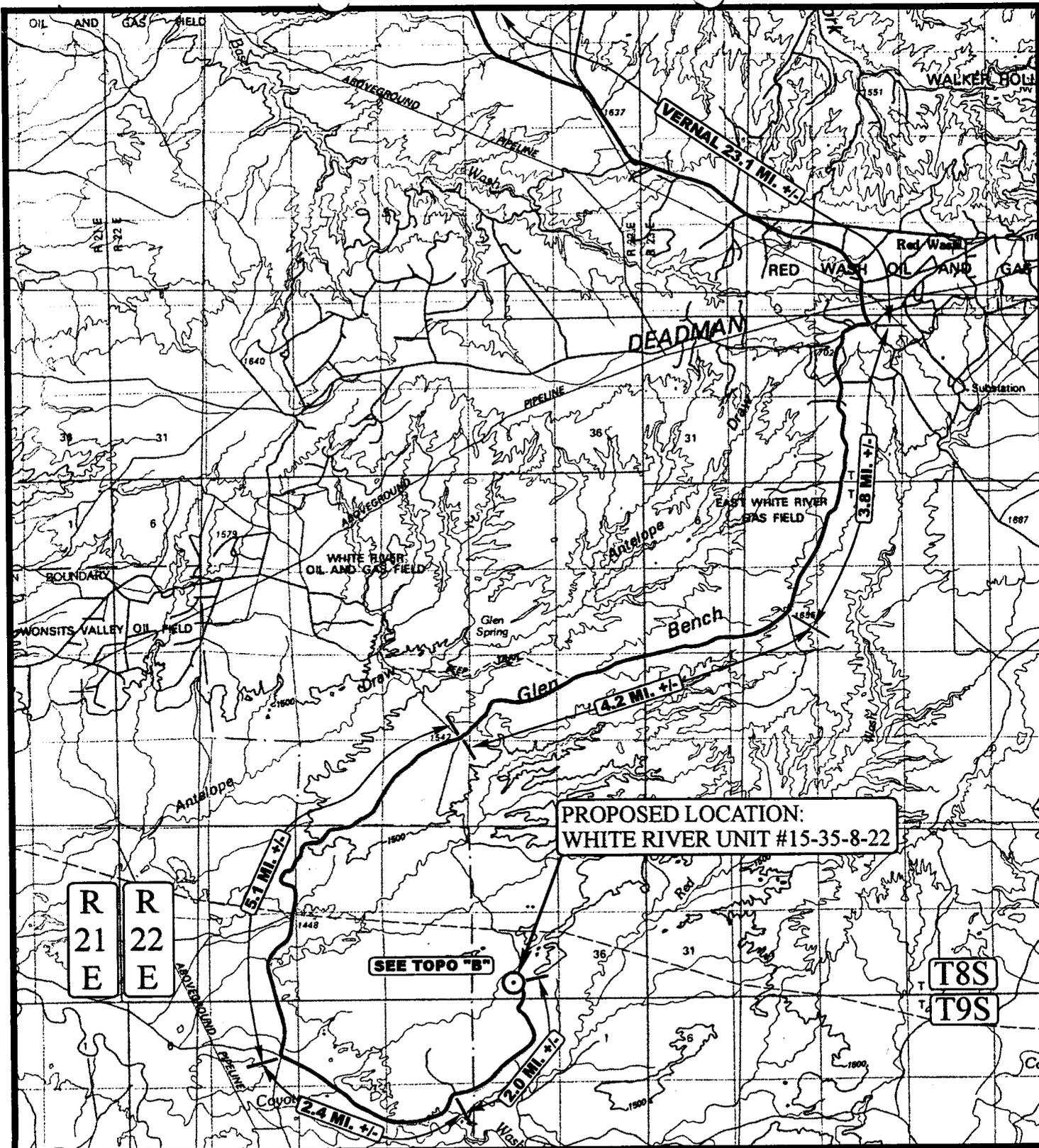
DATE: 12-23-97
Drawn By: D.R.B.
Revised: 01-28-98 D.R.B.



APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	1,120	Cu. Yds.
Remaining Location	=	4,280	Cu. Yds.
TOTAL CUT	=	5,400	CU.YDS.
FILL	=	3,190	CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	=	2,040	Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	2,040	Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	=	0	Cu. Yds.



LEGEND:

⊙ PROPOSED LOCATION



CHANDLER & ASSOCIATES, INC.

WHITE RIVER UNIT #15-35-8-22
SECTION 35, T8S, R22E, S.L.B.&M.
1058' FSL 2624' FEL



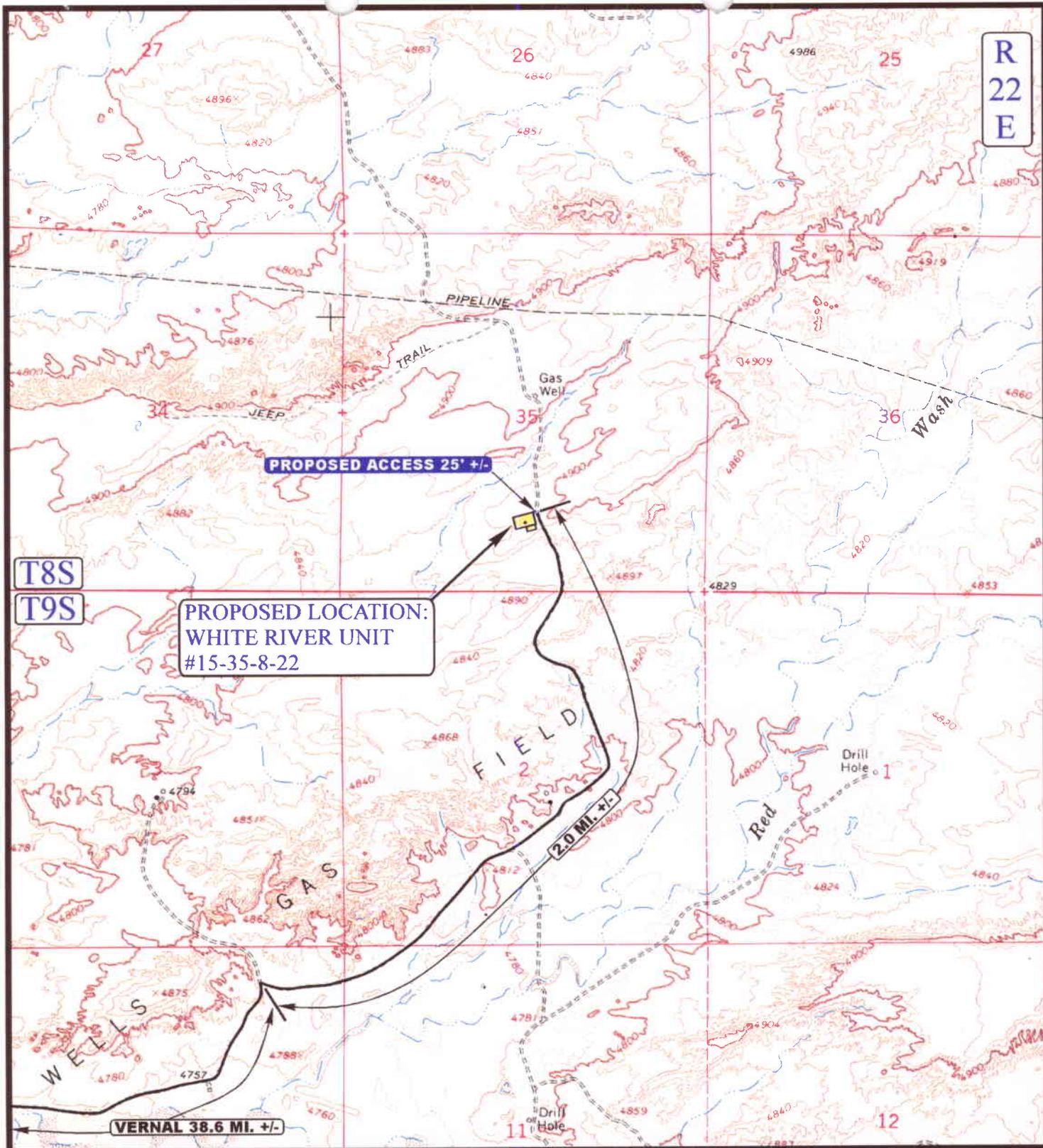
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

12	22	97
MONTH	DAY	YEAR

SCALE: 1 : 100,000 DRAWN BY: C.G. REVISED: 1-28-98





**PROPOSED LOCATION:
WHITE RIVER UNIT
#15-35-8-22**

PROPOSED ACCESS 25' +/-

2.0 MI. +/-

VERNAL 38.6 MI. +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD

CHANDLER & ASSOCIATES, INC.

**WHITE RIVER UNIT #15-35-8-22
SECTION 35, T8S, R22E, S.L.B.&M.
1058' FSL 2624' FEL**



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

12 22 97
MONTH DAY YEAR

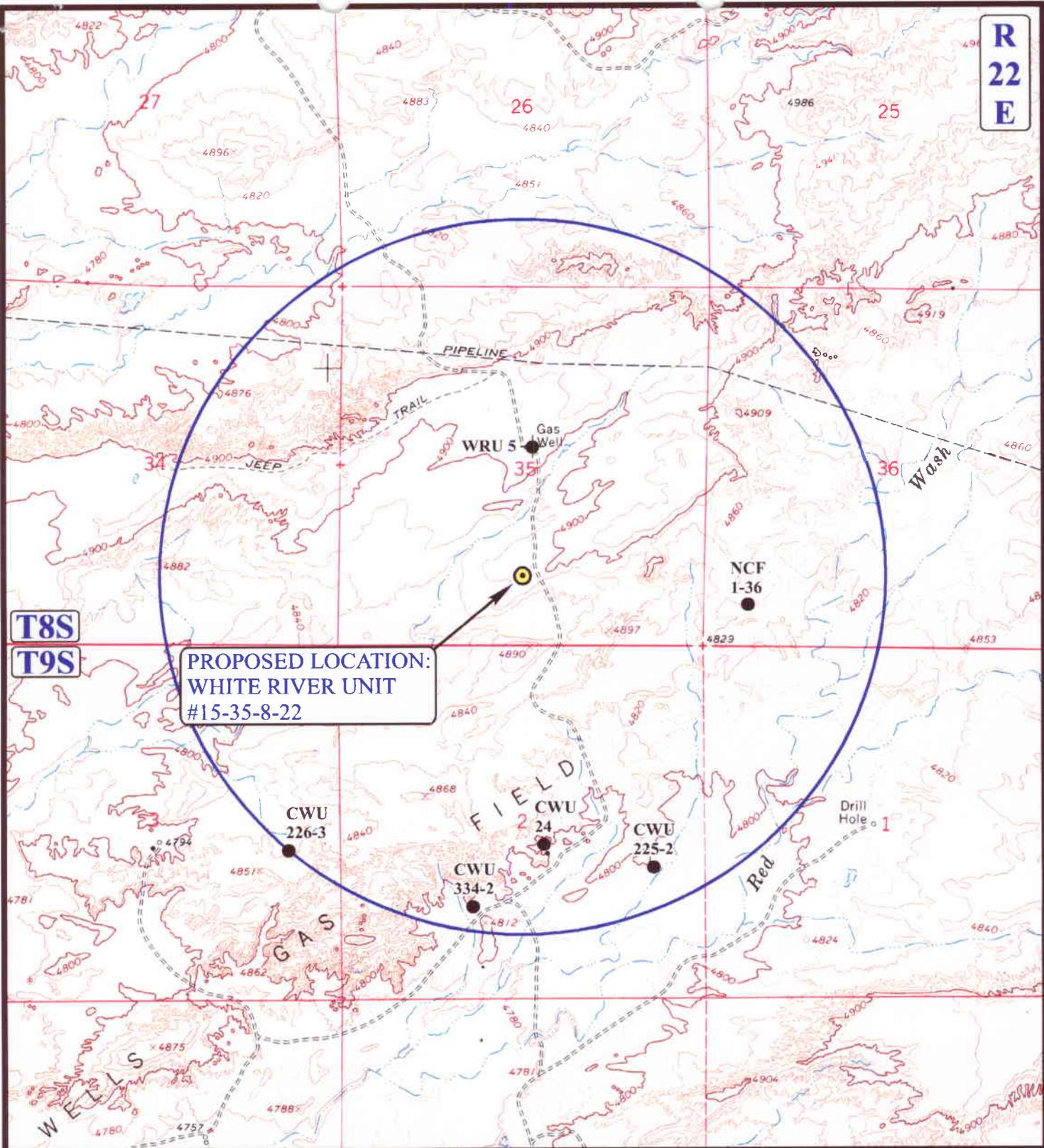
SCALE: 1" = 2000'

DRAWN BY: C.G.

REVISED: 1-27-98



R
22
E



T8S
T9S

PROPOSED LOCATION:
WHITE RIVER UNIT
#15-35-8-22

LEGEND:

- ⊗ DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- ⊗ WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

CHANDLER & ASSOCIATES, INC.

WHITE RIVER UNIT #15-35-8-22
SECTION 35, T8S, R22E, S.L.B.&M.
1058' FSL 2624' FEL

U&L S Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC MAP **12 22 97**
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 00-00-00 **C TOPO**

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 01/30/98

API NO. ASSIGNED: 43-047-33061

WELL NAME: WHITE RIVER UNIT #15-35-8-22
 OPERATOR: CHANDLER & ASSOCIATES (N3320)

PROPOSED LOCATION:
 SWSE 35 - T08S - R22E
 SURFACE: 1058-FSL-2624-FEL
 BOTTOM: 1058-FSL-2624-FEL
 Uintah County
 NATURAL BUTTES FIELD (630)

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

LEASE TYPE: FED
 LEASE NUMBER: U - 01089

PROPOSED PRODUCING FORMATION: WSTC

RECEIVED AND/OR REVIEWED:

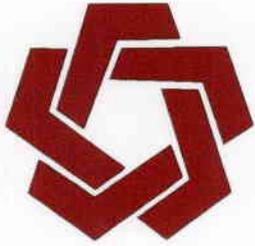
- Plat
- Bond: Federal State Fee
 (Number 124290364)
- Potash (Y/N)
- Oil shale (Y/N)
- Water permit
 (Number 43-9496)
- RDCC Review (Y/N)
 (Date: _____)

LOCATION AND SITING:

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

COMMENTS: _____

STIPULATIONS: _____



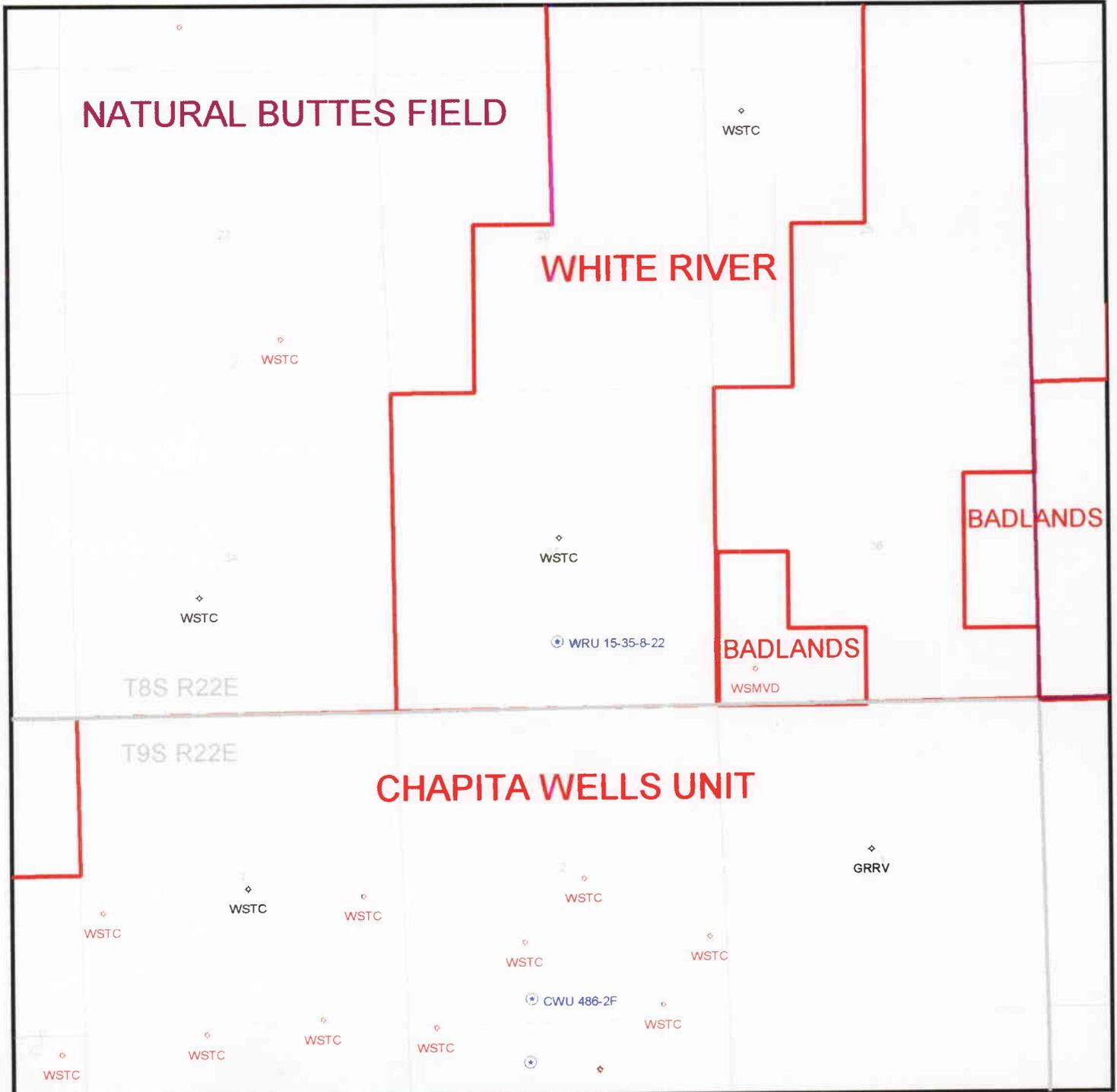
DIVISION OF OIL, GAS & MINING

OPERATOR: CHANDLER & ASSOC. (N3320)

FIELD: NATURAL BUTTES (630)

SEC. 35, TWP. 8S, RNG. 22E,

COUNTY: UINTAH UAC: R649-2-3 WHITE RIVER UNIT



DATE PREPARED:
11-FEB-1998



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

Michael O. Leavitt
Governor
Ted Stewart
Executive Director
Lowell P. Braxton
Division Director

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

March 6, 1998

Chandler & Associates, Inc.
475 Seventeenth Street, Suite 1000
Denver, Colorado 80202

Re: White River Unit 15-35-8-22 Well, 1058' FSL, 2624' FEL,
SW SE, Sec. 35, T. 8 S., R. 22 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 43-047-33061.

Sincerely,

A handwritten signature in black ink, appearing to read "John R. Baza".

John R. Baza
Associate Director

lwp

Enclosures

cc: Uintah County Assessor

Bureau of Land Management, Vernal District Office

Operator: Chandler & Associates, Inc.
Well Name & Number: White River Unit 15-35-8-22
API Number: 43-047-33061
Lease: U-01089
Location: SW SE Sec. 35 T. 8 S. R. 22 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 Jim Thompson at (801)538-5336.

Notify the Division prior to commencing operations to plug and abandon the well. Contact John R. Baza (801)538-5334.

3. Reporting Requirements

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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
 Chandler & Associates, Inc.

3. ADDRESS OF OPERATOR
 475 Seventeenth Street, Suite 1000, Denver, CO. 80202

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
 At surface
 1058' FSL 2624' FEL
 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 drig. unit line, if any)	1058'	16. NO. OF ACRES IN LEASE	640	17. NO. OF ACRES ASSIGNED TO THIS WELL	80
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT.	1900'	19. PROPOSED DEPTH	7750'	20. ROTARY OR CABLE TOOLS	Rotary
21. ELEVATIONS (Show whether DF, RT, GR, etc.)	4887 Gr.	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"	9 5/8"	36#	400'	(See attached drilling plan)
7 7/8"	4 1/2"	10.5#	7750'	(See attached drilling plan)

RECEIVED
 JAN 29 1998

- M.I.R.U.
- Drill to T.D. 7750'
- Run 4 1/2" casing if commercial production is indicated.
- If dry hole, well will be plugged and abandoned as instructed by the B.L.M.
- Well will be drilled with Air/Air Mist to T.D.

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 Chandler & Associates, Inc., B.L.M. Bond #124290364 with CNA.

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 Tracy D. Henline TITLE Agent for Chandler, GAS & MINING 29-98

NOTICE OF APPROVAL

PERMIT NO. _____ APPROVAL DATE _____
Assistant Field Manager
 APPROVED Howard B. Leavings TITLE Mineral Resources DATE MAR 04 1998

CONDITIONS OF APPROVAL, IF ANY:

CONDITIONS OF APPROVAL REFERRED TO OPERATOR'S COPY

*See Instructions On Reverse Side

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Chandler & Associates, Inc.

Well Name & Number: White River Unit 15-35-8-22

API Number: 43-047-33061

Lease Number: U - 01089

Location: SWSE Sec. 35 T. 8S R. 22E

NOTIFICATION REQUIREMENTS

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

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

CONDITIONS OF APPROVAL FOR NOTICE TO DRILL

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

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

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

A. DRILLING PROGRAM

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

Report ALL water shows and water-bearing sands to Tim Ingwell of this office **prior to setting the next casing string or requesting plugging orders**. Faxed copies of State of Utah form OGC-8-X are acceptable. If noticeable water flows are detected, submit samples to this office along with any water analyses conducted.

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

2. Pressure Control Equipment

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc., for a **2M** system and individual components shall be operable as designed. Chart recorders shall be used for all pressure tests.

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

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

3. Casing Program and Auxiliary Equipment

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

As a minimum, the usable water and oil shale resources shall be isolated and/or protected by having a cement top for the production casing at least 200 ft. above the base of the usable water, identified at 1,902 ft. If gilsonite is encountered while drilling, it shall be isolated and/or protected via the cementing program.

4. Mud Program and Circulating Medium

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

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

5. Coring, Logging and Testing Program

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

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

A cement bond log (CBL) will be run from the production casing shoe to the top of the cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.

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

6. Notifications of Operations

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

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

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

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

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

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

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

A schematic facilities diagram as required by 43 CFR 3162.7-5(d) shall be submitted to the appropriate Field Office within 60 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.7-5 (1).

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

7. Other Information

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

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

The oil and gas measurement facilities will be installed on the well location. The oil and gas meters will be calibrated in place prior to any deliveries. Tests for meter accuracy will be conducted on initial meter installations and at least quarterly thereafter. The AO will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports will be submitted to the Vernal District Office. All meter measurement facilities will conform with Onshore Oil & Gas Order No. 4 for liquid hydrocarbons and Onshore Oil & Gas Order No. 5 for natural gas measurement.

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

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

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

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

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

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

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

Ed Forsman (435) 789-7077
Petroleum Engineer

Wayne P. Bankert (435) 789-4170
Petroleum Engineer

Jerry Kenczka (435) 781-1190
Petroleum Engineer

BLM FAX Machine (435) 781-4410

EPA'S LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES

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

Unused fracturing fluids or acids

Gas plant cooling tower cleaning wastes

Painting wastes

Oil and gas service company wastes, such as empty drums, drum rinsate, vacuum truck rinsate, sandblast media, painting wastes, spent solvents, spilled chemicals, and waste acids

Vacuum truck and drum rinsate from trucks and drums, transporting or containing nonexempt waste

Refinery wastes

Liquid and solid wastes generated by crude oil and tank bottom reclaimers

Used equipment lubrication oils

Waste compressor oil, filters, and blowdown

Used hydraulic fluids

Waste solvents

Waste in transportation pipeline-related pits

Caustic or acid cleaners

Boiler cleaning wastes

Boiler refractory bricks

Incinerator ash

Laboratory wastes

Sanitary wastes

Pesticide wastes

Radioactive tracer wastes

Drums, insulation and miscellaneous solids.

SURFACE CONDITIONS OF APPROVAL

-Access roads and surface disturbing activities will conform to standards outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, (1989).

The road shall be constructed/upgraded to meet the standards of the anticipated traffic flow and all-weather road requirements. Construction/upgrading shall include ditching, draining, and crowning (2 to 3%). Graveling or capping the roadbed will be required as necessary to provide a well constructed safe road. Prior to construction/upgrading, the proposed road surface or existing road shall be cleared of any snow cover and allowed to dry completely. Traveling off the 30 foot right-of-way will not be allowed. Should mud holes develop, they shall be filled in to prevent detours . Road drainage crossings shall be of the typical dry creek drainage crossing type. Crossings shall be designed so they will not cause siltation or accumulation of debris in the drainage crossing nor shall the drainage be blocked by the roadbed. Erosion of drainage ditches by runoff water shall be prevented by diverting water off at frequent intervals by means of cutouts. Upgrading shall not be allowed during muddy conditions. When snow is removed from the road during the winter months, the snow should be pushed outside of the burrow ditches and the turn outs should be kept clear so that when the snow melts the water will be channeled away from the road.

Windrow topsoil materials at the South side of the location. Seed windrowed piles with the seed mixture listed below, immediately after windrowing, and work seed into the piles with caterpillar tractor.

Stockpile enough topsoil near the reserve pit so that when the reserve pit is reclaimed, it can be respread over the pit location. Spread the topsoil over the reserve pit with the seed mix listed below, and work seed into the ground with caterpillar tractor. If the reserve pit is in a cut area, then the pit should be filled in and recontoured to blend with the original contours prior to reseeding.

Needle and thread	Stipa comata	3 lbs/acre
Shadscale	Atriplex confertifolia	2 lbs/acre
Fourwing Saltbush	Atriplex canescens	4 lbs/acre
Indian Ricegrass	Oryzopsis hymenoides	3 lbs/acre

All poundages are in pure live seed. This seed mixture should also be used for final abandonment.

All permanent (on location for six months or longer) facilities constructed or installed (including pumping units) will be painted a flat, non-reflective earthtone color to match one of the standard environmental colors, as determined by the Rocky Mountain Five State Interagency Committee.

All pits will be fenced according to the following minimum standards:

39-inch net wire shall be used with at least one strand of barbed wire on top of the net wire (If pipe or some type of reinforcement rod is attached to the top of the entire fence, the barbed wire is not necessary.)

The net wire shall be no more than 2 inches above the ground. The barbed wire shall be 3 inches above the net wire. Total height of the fence shall be at least 42 inches.

Corner posts shall be braced in such a manner as to keep the fence tight at all times. Standard steel, wood, or pipe posts shall be used between the corner braces.

Maximum distance between any two posts shall not exceed 16 feet.

All wire shall be stretched by using a stretching device before it is attached to the corner posts.

The reserve pit will be fenced on three sides during drilling operations and on the fourth side when the rig moves off location. Fences around existing pits will be maintained until the pit reclamation operations occur and the pits are backfilled.

The operator will control noxious weeds along rights-of-way for roads, pipelines, well sites, or other applicable facilities. On BLM land it is required that a Pesticide Use Proposal shall be submitted, and receive approval, prior to the application of herbicides or other pesticides or possible hazardous chemicals.

All lease and/or unit operations will be conducted in a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved plan of operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the operator's field representative to ensure compliance. A complete copy of the approved APD shall be on location during construction of the location and drilling activities.

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: CHANDLER & ASSOCIATES

Well Name: WRU 15-35-8-22

Api No. 43-047-33061 Lease Type: FEDERAL

Secton 35 Township 08S Range 22E County UINTAH

Drilling Contractor _____ RIG # _____

SPUDDED:

Date 11/20/98

Time _____

How DRY SPUD

Drilling will commence _____

Reported by JIM SYMINGTON

Telephone # _____

Date 11/20/98 Signed: JLT

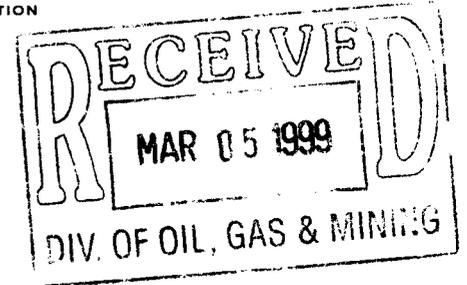
CONFIDENTIAL



CHANDLER & ASSOCIATES, LLC

475 17TH ST. • SUITE 1000 • DENVER, COLORADO 80202 • 303 295-0400 • FAX 303 295-0222

OIL & GAS EXPLORATION AND PRODUCTION



March 2, 1999

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

RE: Well Information Confidentiality

Chandler & Associates, Inc., as operator of the well listed below, respectively requests that all information and logs regarding this well be held confidential.

White River Unit #15-35-8-22
SWSe Section 35, T8S R22E
Uintah County, Utah
API #43 047 33061

Should you have any questions or need any additional information, please feel free to contact me at (303) 295-0400.

Sincerely,

Thomas D. Taylor
Production Geologist

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

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial No.
U-01089

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

7. If Unit or CA, Agreement Designation
White River Unit

8. Well Name and No.
White River Unit 15-35-8-22

9. API Well No.
43-047-33061

10. Field and Pool, or Exploratory Area
Natural Buttes

11. County or Parish, State
Uintah County, Utah

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well
 Gas Well
 Other

2. Name of Operator

Chandler & Associates, LLC

3. Address and Telephone No.

475 17th St., Ste 1000, Denver, CO 80202 Rangely -970-675-8451

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

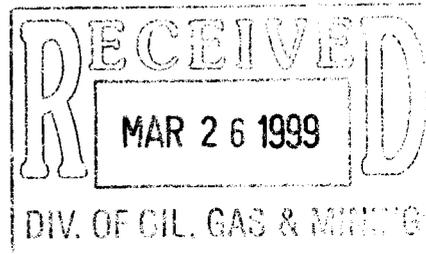
1058' FSI, 2624' FEL, SWSE Sec. 35, T8S, R22E SLB&M

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

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

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

Attached is the site security diagram as required for this location. This diagram will be updated as changes in the facility occur.



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

Signed

Jim Lewington jlp

Title **Operations/Production Supervisor**

Date

03/23/99

(This space for Federal or State office use)

Approved by _____

Title _____

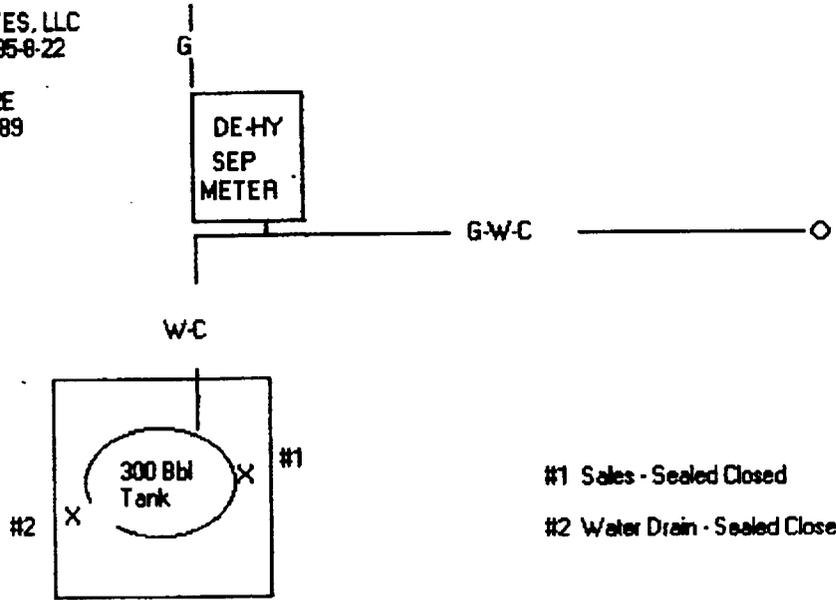
Date _____

Conditions of approval, if any:

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

***See Instructions on Reverse Side**

CHANDLER & ASSOCIATES, LLC
WHITE RIVER UNIT 15-35-8-22
1058' FNL, 2624 FEL
SWSE Sec. 35 T82 R122E
Elev. 4887' Lease#U-01089
API#43-047-33061
Uintah Co. UT



#1 Sales - Sealed Closed
#2 Water Drain - Sealed Closed



JRH 3-99

OPERATOR Chandler & Associates, LLC
 ADDRESS 475 17th Street, Suite 1000
Denver, CO 80202

OPERATOR ACCT. NO. # 3320

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION				COUNTY	SPUD DATE	EFFECTIVE DATE
					QO	SC	TP	RG			
A	99999	12527	43-047-33252	Glen Bench State 2-36-8-21	NWNE	36	8S	21E	Uintah	12-31-98	
WELL 1 COMMENTS: <i>990226 entity added - KDR</i>											
A	99999	12528	43-047-33095	WRU 13-35-8-22	SWSW	35	8S	22E	Uintah	10-27-98	
WELL 2 COMMENTS: <i>990226 entity added; (White Rkr U/WSTC "B") KDR Operator fr NO401 w/ 12.12.98)</i>											
A	99999	12528	43-047-33061	WRU 15-35-8-22	SWSE	35	8S	22E	Uintah	11-20-98	
WELL 3 COMMENTS: <i>990226 entity added; (White Rkr U/WSTC "B") KDR</i>											
WELL 4 COMMENTS:											
WELL 5 COMMENTS:											

Post-It® Fax Note	7671	Date	2-5-99	# of pages	1
To	Crista Rezbeck	From	Jane Pennel		
Co./Dept.	Utah O&G M.	Co.	Chandler & Assoc.		
Phone #		Phone #			
Fax #	801-359-3940	Fax #			

- 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 COMMENTS section to explain why each Action Code was selected.

12/85)

Jane Pennel jpp
 Signature
 Prod. Supervisor 2-5-99
 Title Date
 Phone No. (970) 675-8451

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

Budget Bureau No. 1004-0135

Expires: March 31, 1993

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial No.

U-01089

6. If Indian, Allottee or Tribe Name

N/A

7. If Unit or CA, Agreement Designation

White River Unit

8. Well Name and No.

White River Unit 15-35-8-22

9. API Well No.

43-047-33061

10. Field and Pool, or Exploratory Area

Natural Buttes

11. County or Parish, State

Uintah County, Utah

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well
 Gas Well
 Other

2. Name of Operator

Chandler & Associates, LLC

3. Address and Telephone No.

475 17th St., Ste 1000, Denver, CO 80202 Rangely -970-675-8451

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

1058' FSI, 2624' FEL, SWSE Sec. 35, T8S, R22E SLB&M

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

TYPE OF SUBMISSION

- Notice of Intent
- Subsequent Report
- Final Abandonment Notice

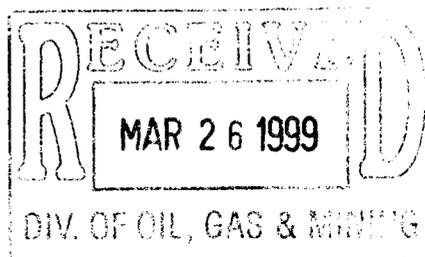
TYPE OF ACTION

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

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

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

Attached is the site security diagram as required for this location. This diagram will be updated as changes in the facility occur.



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

Signed

Jim Swinton jsp

Title **Operations/Production Supervisor**

Date

03/23/99

(This space for Federal or State office use)

Approved by _____

Title _____

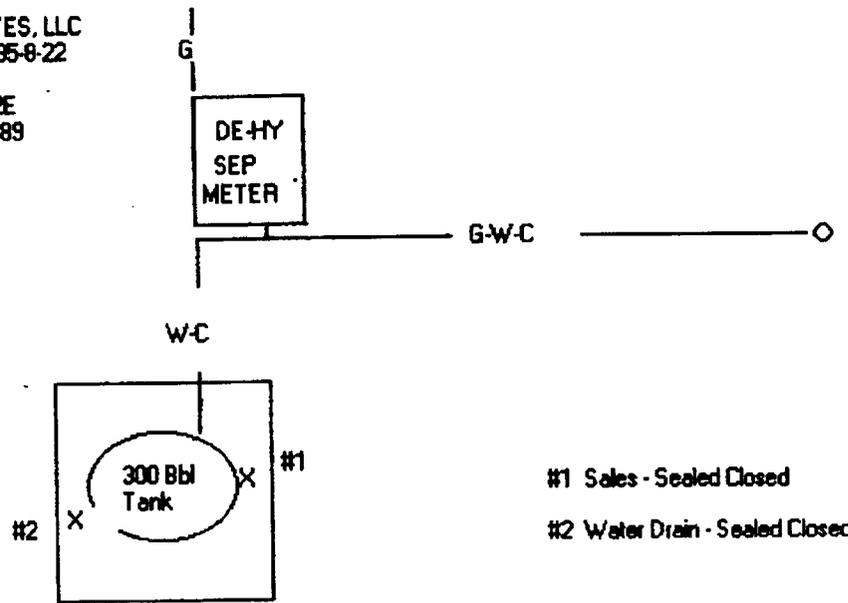
Date _____

Conditions of approval, if any:

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

***See Instructions on Reverse Side**

CHANDLER & ASSOCIATES, LLC
WHITE RIVER UNIT 15-35-8-22
1058' FNL, 2624 FEL
SWSE Sec. 35 T82 R122E
Elev. 4887' Lease#U-01089
API#43-047-33061
Uintah Co. UT



JRH 3-99

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

SUBMIT IN DUPLICATE
RECEIVED
MAR 26 1999

FORM APPROVED
OMB NO. 1004-0137
Expires: February 28, 1995

5. LEASE DESIGNATION AND SERIAL NO.
U-01089

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

7. UNIT AGREEMENT NAME
White River Unit

8. FARM OR LEASE NAME, WELL NO.
White River 15-35-8-22

9. API WELL NO.
43-047-33061

10. FIELD AND POOL OR WILDCAT
Natural Buttes

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
**Sec. 35, T8S, R22E
SLB&M**

12. COUNTY OR PARISH
Utah County

13. STATE
Utah

WELL COMPLETION OR RECOMPLETION REPORT AND LOG*

1a. TYPE OF WORK
OIL WELL GAS WELL DRY Other

1b. TYPE OF WELL
NEW WORK DEEP-EN PLUG BACK DIFF. RESVR Other

CONFIDENTIAL

2. NAME OF OPERATOR
Chandler & Associates, LLC

3. ADDRESS AND TELEPHONE NO.
475 17th Street, Suite 1000, Denver, Colorado 80202 Field Office 870-676-8461

4. LOCATION OF WELL (Report locations clearly and in accordance with any State requirements.)*
At Surface **1058' FSL, 2624' FEL, SWSE**
At top prod. Interval reported below
Same
At total depth
Same

14. PERMIT NO. DATE ISSUED **8-23-00**

CONFIDENTIAL
PERIOD
EXPIRED

15. DATE SPUNDED **11/20/98** 16. DATE T.D. REACHED **12/09/98** 17. DATE COMPL. (Ready to prod.) **01/23/99** 18. ELEVATIONS (OF, RKB, KT, GR, ETC.)* **4887' GL, 4902' KB** 19. ELEV. CASINGHEAD

20. TOTAL DEPTH, MD & TVD **8020'** MD **8020'** TVD 21. PLUG, BACK T.D., MD & TVD **7952'** MD **7952'** TVD 22. IF MULTIPLE COMPL., HOW MANY* 23. INTERVALS DRILLED BY **O-TD** 24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD AND TVD)* **Wasatch - 5190' - 8020'**

25. WAS DIRECTIONAL SURVEY MADE **No**

26. TYPE ELECTRIC AND OTHER LOGS RUN
 CBL/VDL/GR, Spectral Density DSN **12-10-98**

27. WAS WELL CORED **No**

23. CASING RECORD (Report all strings set in well)					
CASING SIZE/GRADE	WEIGHT, LB/FT.	DEPTH SET (MD)	HOLE SIZE	TOP OF CEMENT, CEMENTING RECORD	AMOUNT PULLED
9-5/8" (11 jts.)	36#	467'	13-3/8"	250 sks Class G	None
4-1/2" (189 jts.)	11.6#	8027'	8-3/4"	400 sks HI-Fill & 1525 sks 50/50 Pozmix	None

29. LINER RECORD					30. TUBING RECORD		
SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
					2-3/8"	7597'	

31. PERFORATION RECORD (Interval, size and number)			32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.	
INTERVAL	SIZE	NUMBER	DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
6290' - 6417'		12	6290' - 6417'	500 gals. 7-1/2% HCl, 115,00# 20/40
7024' - 7346'		13	7024' - 7346'	68,000# 20/40
7632' - 7883'		16	7632' - 7883'	500 gals. 7-1/2% HCl, 203,100# 20/40

33.* PRODUCTION							
DATE FIRST PRODUCTION		PRODUCTION METHOD (Flowing, gas lift, pumping--size and type of pump)				WELL STATUS (Producing or shut-in)	
02/05/99		Flowing				Producing	
DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N. FOR TEST PERIOD	OIL--BBL.	GAS--MCF.	WATER--BBL.	GAS-OIL RATIO
02/06/99	24	10/64"	→	2	1150	10	
FLOW. TUBING PRESS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL-BBL.	GAS--MCF.	WATER--BBL.	OIL GRAVITY-API (CORR.)	
1690#	1900#	→	2	1150	10		

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

TEST WITNESSED BY
Jim Simonton

35. LIST OF ATTACHMENTS
Wellbore diagram

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

SIGNED Jim Simonton TITLE **Operations/Production Supervisor** DATE **03/24/99**

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

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

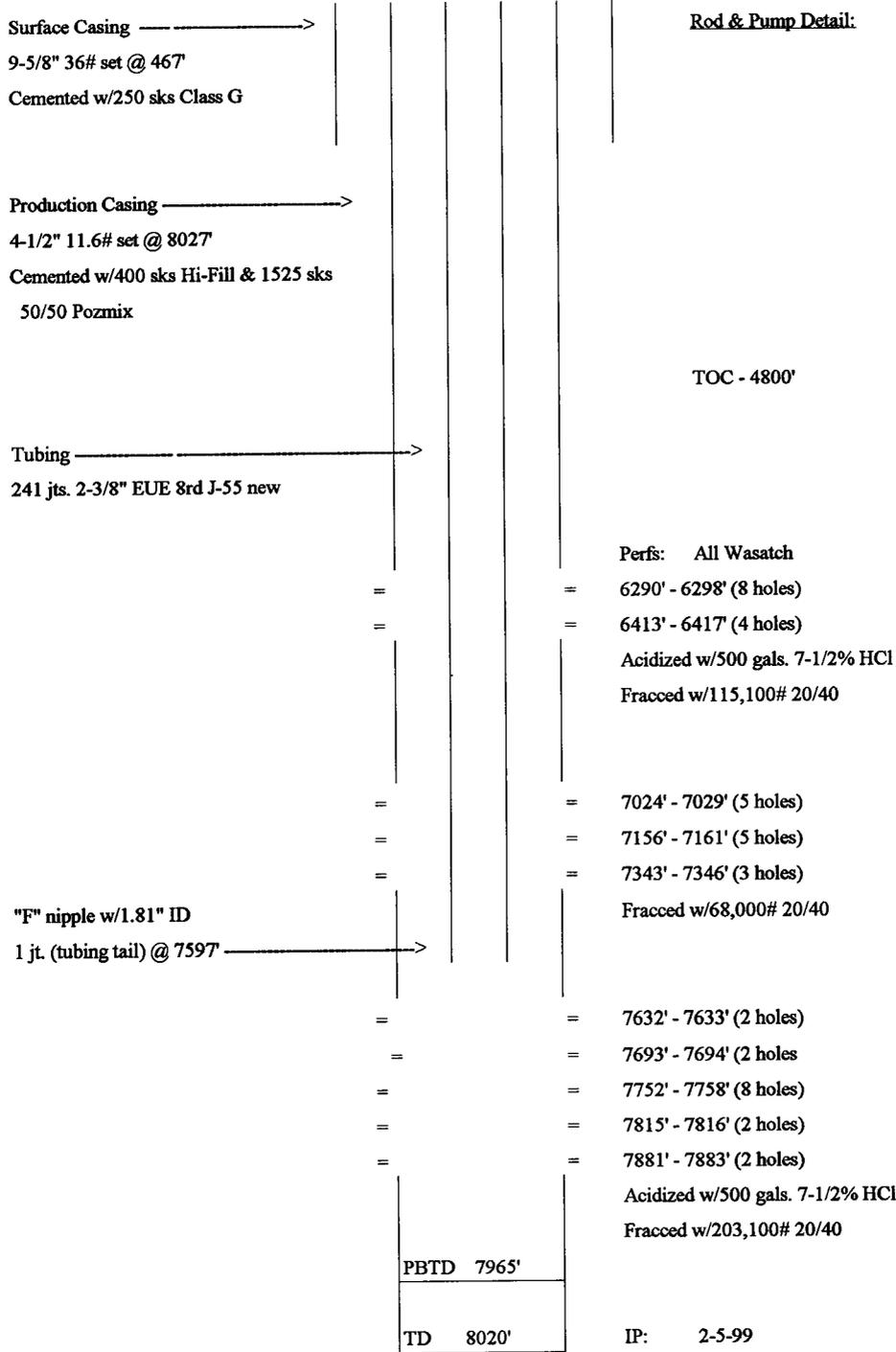
37. SUMMARY OF POROUS ZONES: (Show all important zones of porosity and contents thereof, cored intervals, and all drill-stem, tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries);

FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.	38. GEOLOGIC MARKERS		
				NAME	TOP MEAS. DEPTH	TRUE VERT. DEPTH
Wasatch	6290'	6298'	Sandstone - Gas Bearing	Utah Green River Wasatch	Surface 2240' 5190'	5190'
	6413'	6417'	Sandstone - Gas Bearing			
	7024'	7029'	Sandstone - Gas Bearing			
	7156'	7161'	Sandstone - Gas Bearing			
	7343'	7346'	Sandstone - Gas Bearing			
	7627'	7638'	Sandstone - Gas Bearing			
	7692'	7698'	Sandstone - Gas Bearing			
	7733'	7761'	Sandstone - Gas Bearing			
	7813'	7819'	Sandstone - Gas Bearing			
7878'	7884'	Sandstone - Gas Bearing				

Chandler & Associates, LLC

Well Name: **White River Unit 15-35-8-22**
 Location: SWSE Sec. 35, T8S, R22E
 Field: Natural Buttes
 Spud Date: 11-20-98
 Completed: 1-23-99

Date: 2-5-99
 County: Uintah
 State: Utah
 Elev.-KB: 4902' (15')
 Elec.-GR: 4887'



Rod & Pump Detail:

TOC - 4800'

Perfs: All Wasatch
 6290' - 6298' (8 holes)
 6413' - 6417' (4 holes)
 Acidized w/500 gals. 7-1/2% HCl
 Fraced w/115,100# 20/40

7024' - 7029' (5 holes)
 7156' - 7161' (5 holes)
 7343' - 7346' (3 holes)
 Fraced w/68,000# 20/40

7632' - 7633' (2 holes)
 7693' - 7694' (2 holes)
 7752' - 7758' (8 holes)
 7815' - 7816' (2 holes)
 7881' - 7883' (2 holes)
 Acidized w/500 gals. 7-1/2% HCl
 Fraced w/203,100# 20/40

PBTD	7965'
TD	8020'

IP: 2-5-99

1150 MCFD on 10/64" choke, 10 BWD, 5 bbls condensate

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

SUNDRY NOTICES AND REPORTS ON WELLS

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U-01089

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N/A

7. If Unit or CA, Agreement Designation
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8. Well Name and No.
White River Unit 15-35-8-22

9. API Well No.
43-047-33061

10. Field and Pool, or Exploratory Area
Natural Buttes

11. County or Parish, State
Uintah County, Utah

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well Gas Well Other

CONFIDENTIAL

2. Name of Operator

Chandler & Associates, LLC

3. Address and Telephone No.

475 17th St., Ste 1000, Denver, CO 80202 Rangely, CO - 970-675-8451

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

1058' FSI, 2624' FEL, SWSE Sec. 35, T8S, R22E SLB&M

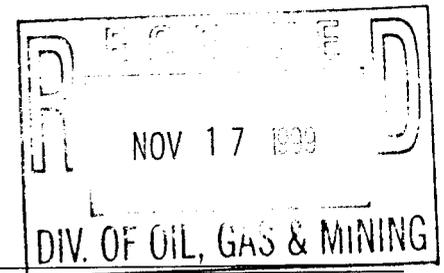
12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

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

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

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

The reserve pit on this well has been backfilled. Also the pit area has been reclaimed and reseeded.



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

Signed *John Simonson jsp* Title **Operations/Production Supervisor** Date **11/12/1999**

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____

Conditions of approval, if any:

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

*See Instructions on Reverse Side

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

<p>SUNDRY NOTICES AND REPORTS ON WELLS</p> <p>Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT – for such proposals</p>		6. Lease Designation and Serial Number
		7. Indian Allottee or Tribe Name
		8. Unit or Communitization Agreement
		9. Well Name and Number
1. Type of Well <input type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other (specify)		10. API Well Number
2. Name of Operator <i>Shenandoah Energy Inc.</i>		11. Field and Pool, or Wildcat
3. Address of Operator <i>475 17th Street, Suite #1000 Denver, Colorado 80202</i>	4. Telephone Number <i>303-295-0400</i>	
5. Location of Well Footage : Please see attached spreadsheet County : QQ, Sec, T., R., M. : State :		

12. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA																											
<p align="center">NOTICE OF INTENT (Submit in Duplicate)</p> <table style="width: 100%;"> <tr> <td><input type="checkbox"/> Abandonment</td> <td><input type="checkbox"/> New Construction</td> </tr> <tr> <td><input type="checkbox"/> Casing Repair</td> <td><input type="checkbox"/> Pull or Alter Casing</td> </tr> <tr> <td><input type="checkbox"/> Change of Plans</td> <td><input type="checkbox"/> Recompletion</td> </tr> <tr> <td><input type="checkbox"/> Conversion to Injection</td> <td><input type="checkbox"/> Shoot or Acidize</td> </tr> <tr> <td><input type="checkbox"/> Fracture Treat</td> <td><input type="checkbox"/> Vent or Flare</td> </tr> <tr> <td><input type="checkbox"/> Multiple Completion</td> <td><input type="checkbox"/> Water Shut-Off</td> </tr> <tr> <td><input type="checkbox"/> Other _____</td> <td></td> </tr> </table> <p>Approximate Date Work Will Start _____</p>	<input type="checkbox"/> Abandonment	<input type="checkbox"/> New Construction	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Pull or Alter Casing	<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Recompletion	<input type="checkbox"/> Conversion to Injection	<input type="checkbox"/> Shoot or Acidize	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Vent or Flare	<input type="checkbox"/> Multiple Completion	<input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> Other _____		<p align="center">SUBSEQUENT REPORT (Submit Original Form Only)</p> <table style="width: 100%;"> <tr> <td><input type="checkbox"/> Abandonment *</td> <td><input type="checkbox"/> New Construction</td> </tr> <tr> <td><input type="checkbox"/> Casing Repair</td> <td><input type="checkbox"/> Pull or Alter Casing</td> </tr> <tr> <td><input type="checkbox"/> Change of Plans</td> <td><input type="checkbox"/> Shoot or Acidize</td> </tr> <tr> <td><input type="checkbox"/> Conversion to Injection</td> <td><input type="checkbox"/> Vent or Flare</td> </tr> <tr> <td><input type="checkbox"/> Fracture Treat</td> <td><input type="checkbox"/> Water Shut-Off</td> </tr> <tr> <td><input checked="" type="checkbox"/> Other <u>Change of Operator</u></td> <td></td> </tr> </table> <p>Date of Work Completion _____</p> <p><small>Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION AND LOG form. * Must be accompanied by a cement verification report.</small></p>	<input type="checkbox"/> Abandonment *	<input type="checkbox"/> New Construction	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Pull or Alter Casing	<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Shoot or Acidize	<input type="checkbox"/> Conversion to Injection	<input type="checkbox"/> Vent or Flare	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Water Shut-Off	<input checked="" type="checkbox"/> Other <u>Change of Operator</u>	
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<input checked="" type="checkbox"/> Other <u>Change of Operator</u>																											

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

Please be advised that effective 1/1/200 Chandler & Associates, Inc has changed its name to Shenandoah Energy Inc. Shenandoah Energy Inc. is responsible under the terms and conditions of the lease for the operation conducted upon the leased lands. Shenandoah Energy Inc. is bonded in the amount of \$80,000.00 to the School and Inst. Trust Lands via a name change rider filed with the State. Continental Casualty Bond # 159261960.

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

Name & Signature Thomas D. Taylor Title Production Geologist Date 05/25/2000

(State Use Only)

RECEIVED

MAY 30 2000

DIVISION OF OIL, GAS AND MINING

SHENANDOAH ENERGY INC.
UTAH OPERATED WELLS

A.P.I. #	ENTITY	WELL NAME	WELL #	LOCATION	FIELD NAME	PROD. ZONE	FORMATION	WELL TYPE	AGREEMENT
43-047-15090-00	04915	WRU	#31-4	SWSE 4, 8S-22E	WHITE RIVER		GREENRIVER	WSW	8910035090
43-047-15081-00	04915	WRU	#16-9	SWSE 9, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-15084-00	04915	WRU	#20-9	NESW 9, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-15087-00	04915	WRU	#25-9	NENE 9, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-31354-00	05170	WRU	#43-16	NENW 16, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	
43-047-31399-00	09915	WRU	#45-16	NENE 16, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	
43-047-32052-00	11468	DESERT SPRINGS FED.	#20-1	NESW 20, 10S-18E	WILDCAT	GRRV	GREEN RIVER	OW	
43-013-32088-00	12497	W. DESERT SPRING	#11-20	NESW 20, 10S-17E	WILDCAT	WSTC	WASATCH	OW	
43-013-32057-00	12497	W. RIVER BEND	#16-17-10-17	SESE 17, 10S-17E	WILDCAT	GRRV	GREEN RIVER	OW	
43-013-31888-00	12497	W. RIVER BEND	#3-12-10-15	NENW 12, 10S-15E	WILDCAT	GRRV	GREEN RIVER	OW	
43-013-32084-00	12497	WILKIN RIDGE	#13-23	SWSW 23, 10S-16E	WILDCAT	WSTC	GREEN RIVER	OW	
43-047-33163-00		DESERT SPRING	#7-30-10-18	SWNE 30, T10S-R18E	APD	WSTC			

RECEIVED

MAY 30 2000

DIVISION OF
OIL, GAS AND MINING

RECEIVED

MAY 30 2000

DIVISION OF
OIL, GAS AND MINING

SHENANDOAH ENERGY INC.
UTAH OPERATED WELLS

A.P.I. #	ENTITY	WELL NAME	WELL #	LOCATION	FIELD NAME	PROD. ZONE	FORMATION	WELL TYPE	AGREEMENT
43-015-30168-00	10684	BUZZARD BENCH FED	#6-3	SENW 3, 19S-7E	BUZZARD BENCH	FRSD	FERRON	GW	8910204190
43-015-30229-00	10670	BUZZARD BENCH FED	#3-24	SESW 3, 19S-7E	BUZZARD BENCH	FRSD	FERRON	GW	8910204190
43-015-30110-00	10685	FERRON FED	#16-20	SESE 20, 17S-8E	BUZZARD BENCH	FRSD	FERRON	OW	
43-015-30257-00	11837	FERRON FEDERAL	#7-12-19-7	SWNE 12, 19S-7E	BUZZARD BENCH	FRSD	UPPER FERRON	GW	
43-015-30000-00		FERRON FEDERAL	#16-9-10-7	SESE 9, 19S-7E	FERRON		FERRON	DRG	
43-015-3025300	11836	FERRON STATE	#4-36	SWNW 36, 18S-7E	BUZZARD BENCH	FRSD	FERRON	GW	
43-015-30222-00	11029	ORANGEVILLE FED	#1-11	NENE 11, 19S-7E	BUZZARD BENCH	FRSD	UPPER FERRON	GW	891020388A
43-015-30221-00	10600	ORANGEVILLE FED	#4-1	NWNW 1, 19S-7E	BUZZARD BENCH	FRSD	UPPER FERRON	GW	
43-015-30102-00	10920	ORANGEVILLE ST	#1-36	SESE 36, 18S-7E	BUZZARD BENCH	FRSD	UPPER FERRON	GW	8910203880
43-015-30179-00	00535	ORANGEVILLE STATE	#10-2	NWSE 2, 19S-7E	BUZZARD BENCH	FRSD	LOWER FERRON	GW	891020388A
43-015-30108-00	10978	ORANGEVILLE UNIT	#16-6	SESE 6, 18S-8E	BUZZARD BENCH	FRSD	FERRON	OW	
43-047-33164-00	12496	DESERT SPRING	#16-19-10-18	SESE 19, 10S-18E	DESERT SPRING	GRRV	GREEN RIVER	OW	
43-047-3316200	12523	DESERT SPRING	#3-29-10-18	NWNE 29, 10S-18E	DESERT SPRING	GRRV	GREEN RIVER	OW	
43-047-32493-00	11630	E COYOTE FEDERAL	#14-4-8-25	SESW 4, 8S-25E	EAST COYOTE FEDERAL	GRRV	GREENRIVER	OW	
43-047-31555-00	09497	ANTELOPE DRAW	#2-17-4C	SESW 17, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-31556-00	09498	ANTELOPE DRAW	#3-17-3C	SESE 17, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-32476-00	11862	GLEN BENCH	#8-19	SENE 19, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-31257-00	11587	GLEN BENCH FED	#44-19	L 20 19, 8S-22W	GLEN BENCH	GRRV	GREEN RIVER	OW	UTU73974X
43-047-31355-00	11588	GLEN BENCH FED	#13-20	NWSW 20, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-31356-00	06135	GLEN BENCH FED	#22-20	SENW 20, 8S-22E	GLEN BENCH		GREEN RIVER	WIW	UTU73974X
43-047-31433-00	06196	GLEN BENCH FED	#31-20	NWNE 20, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-31008-00	06045	GLEN BENCH FED	#31-30	L 6 30, 8S-22E	GLEN BENCH	GRRV	GREEN RIVER	OW	UTU73974X
43-047-31260-00	06050	GLEN BENCH FED	#22-30	SENW 30, 8S-22E	GLEN BENCH	GRRV	GREEN RIVER	OW	UTU73974X
43-047-32549-00	11716	GLEN BENCH STATE	#6-16	SENW 16, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-32582-00	11716	GLEN BENCH STATE	#7-16	SENE 16, 8S-22E	GLEN BENCH		GREENRIVER	WIW	UTU73974X
43-047-32583-00	11732	GLEN BENCH STATE	#12-16	NWSW 16, 8S-22E	GLEN BENCH		GREENRIVER	WIW	UTU73974X
43-047-32756-00	11955	GLEN BENCH UNIT	#15-19-8-22	SWSE 19, 8S-22E	GLEN BENCH		GREEN RIVER	WIW	UTU73974X
43-047-32755-00	12014	GLEN BENCH UNIT	#4-30-8-22	NWNW 30, 8S-22E	GLEN BENCH	GRRV	GREEN RIVER	OW	UTU73974X
43-047-32857-00	12219	GLEN BENCH UNIT	#11-16-8-22	NESW 16, 8S-22E	GLEN BENCH	GRGBS	GREEN RIVER	OW	UTU73974X
43-013-3147700	12248	UTD WALTON	#26-03	NENW 26, 9S-16E	MONUMENT BUTTE	GRRV	GREEN RIVER	OW	
43-047-33252-00	12527	GLEN BENCH STATE	#2-36-8-21	NENW 36, 8S-21E	NATURAL BUTTES	WSTC	WASATCH	GW	
43-047-33037-00	12377	GLEN BENCH STATE	#8A-36-8-21	SWNE 36, 8S-21E	NATURAL BUTTES	WSTC	WASATCH	GW	
43-047-33038-00	12378	GLEN BENCH STATE	#6-36-8-21	SENW 36, 8S-21E	NATURAL BUTTES	WSTC	WASATCH	GW	
43-047-32746-00	11944	SAGE GROUSE FEDERAL	#6-14-8-22	SENW 14, 8S-22E	NATURAL BUTTES	GRRV	GREEN RIVER	GW	
43-047-32724-00	12361	SAGE GROUSE FEDERAL	#8-36-8-21	SENE 36, 8S-21E	NATURAL BUTTES	GRRV	GREEN RIVER	GW	
43-047-3309500	12528	WHITE RIVER UNIT	#13-35-8-22	SWSW 35, 8S-22E	NATURAL BUTTES	WSTC	WASATCH	GW	891003509B
43-047-3306100	12528	WHITE RIVER UNIT	#15-35-8-22	SWSE 35, 8S-22E	NATURAL BUTTES	WSTC	WASATCH	GW	891003509B
43-047-3275400	12003	FLU KNOLLS FED.	#23-3	NESW 3, 10S-18E	UTELAND BUTTE	GRRV	GREEN RIVER	OW	
43-047-15083-00	04915	WHITE RIVER UNIT	#19-9	SWNE 9, 8S-22E	WHITE RIVER		GREENRIVER	WIW	891003509D
43-047-15080-00	04915	WRU	#15-9	NESE 9, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-15085-00	04915	WRU	#24-10	NESW 10, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-15086-00	04915	WRU	#27-10	SWNE 10, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-31561-00	10000	WRU	#47-10	L1 10, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

In Reply Refer To:
3100
U-058 et al
(UT-932)

JUN 5 2000

NOTICE

Shenandoah Operating Company, LLC : Oil and Gas Leases
475 17th Street, Suite 1000 :
Denver, CO 80202 :

Name Change Recognized

Acceptable evidence has been received in this office concerning the change of name of Chandler & Associates, LLC to Shenandoah Operating Company, LLC on Federal oil and gas leases.

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

A rider to statewide Surety Bond No. 124 29 03 64 (BLM Bond No. UT0969) changing the name on the bond from Chandler & Associates, LLC to Shenandoah Energy Inc. has been accepted by this office effective January 26, 2000. However, the rider makes no mention of Shenandoah Operating Company, LLC. A rider to the above bond adding the name of Shenandoah Operating Company, LLC needs to be submitted to this office.

/s/ Robert Lopez

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure
Exhibit of Leases

RECEIVED

JUN 06 2000

DIVISION OF
OIL, GAS AND MINING

cc: Moab Field Office
Vernal Field Office
MMS-Reference Data Branch, MS 3130, Box 5860, Denver, CO 80217
State of Utah, DOGM, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC, UT 84114-5801
Irene Anderson (UT-932)
Teresa Thompson (UT-931)
LaVerne Steah (UT-942)

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JUN 06 2000

DIVISION OF
OIL, GAS AND MINING

**EXHIBIT A
LEASES AFFECTED BY NAME CHANGE**

U-058	UTU-64911	UTU-72468	UTU-74494	UTU-75102
U-059	UTU-64912	UTU-72598	UTU-74493	UTU-75103
U-0629	UTU-65276	UTU-72634	UTU-74496	UTU-75116
U-0803	UTU-65485	UTU-72649	UTU-74830	UTU-75243
U-0971	UTU-65632	UTU-73182	UTU-74831	UTU-75503
U-0971-A	UTU-65771	UTU-73409	UTU-74832	UTU-75678
U-01089	UTU-65777	UTU-73443	UTU-74833	UTU-75684
U-02510-A	UTU-66014	UTU-73456	UTU-74834	UTU-76278
U-029649	UTU-66473	UTU-73482	UTU-74836	UTU-76482
U-9613	UTU-67844	UTU-73502	UTU-74842	UTU-76721
U-9617	UTU-68387	UTU-73680	UTU-74966	UTU-76835
U-9809	UTU-68620	UTU-73681	UTU-74967	UTU-76963
U-18126	UTU-69001	UTU-73684	UTU-74968	UTU-77061
U-18134	UTU-69402	UTU-73686	UTU-74971	UTU-77063
U-18889-A	UTU-65404	UTU-73687	UTU-75071	UTU-77301
U-18897-A	UTU-67532	UTU-73914	UTU-75076	UTU-77503
U-28652	UTU-69403	UTU-73917	UTU-75079	UTU-77508
U-43915	UTU-71407	UTU-74374	UTU-75080	UTU-77514
U-43916	UTU-71416	UTU-74380	UTU-75081	UTU-78021
U-43918	UTU-71432	UTU-74394	UTU-75082	UTU-78028
U-51015	UTU-72002	UTU-74401	UTU-75083	UTU-78029
U-56947	UTU-72066	UTU-74402	UTU-75084	UTU-78215
U-63150	UTU-72109	UTU-74407	UTU-75085	UTU-78216
UTU-64906	UTU-72118	UTU-74408	UTU-75086	
UTU-64907	UTU-72356	UTU-74419	UTU-75087	
UTU-64908	UTU-72467	UTU-74457	UTU-75088	
	U-63021X (White River Unit)		U-63079X (Orangeville Unit)	
	U-63083X (Buzzard Bench Unit)		UTU-73974X (Glen Bench Unit)	

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JUN 06 2000

DIVISION OF
OIL, GAS AND MINING

GB #22-20
GB STATE #7-16
GB STATE #12-16
GBU #15-19-8-22
WRU #19-9

SENE SEC 20, T8S, R22E ✓
SWNE SEC16, T8S, R22E ✓
NWSW SEC 16, T8S, R22E ✓
SWSE SEC 19, T8S, R22E ✓
SWNE SEC 9, T8S, R22E ✓

UT2755-04235
UT2803-04335
UT2765-04248
UT2806-04338
UT2000-02549



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

IN REPLY REFER TO
UT-931

August 24, 2000

Attn: Scott M. Webb
Shenandoah Energy Inc.
465 17th Street, Suite 1000
Denver, Colorado 80202

Re: White River Unit
Uintah County, Utah

Gentlemen:

On August 24, 2000, we received an indenture dated August 18, 2000, whereby Shenandoah Operating Company, L.L.C. resigned as Unit Operator and Shenandoah Energy Inc. was designated as Successor Unit Operator for the White River Unit, Uintah County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective August 24, 2000. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under the White River Unit Agreement.

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

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

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

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

UT931:TAThompson:tt:8/24/00

WHITE RIVER PI OIL			
Participating Area	MMS Number	LR2000 Number	Percent Federal
UNIT	<u>891003509X</u>	<u>UTU63021X</u>	100.00%
GREEN RIVER "B" PA	<u>891003509D</u>	<u>UTU63021D</u>	100.00%
GREEN RIVER PA	<u>891003509A</u>	<u>UTU63021A</u>	100.00%
GREEN RIVER PARACHUTE CREEK PA	<u>8910035090</u>	<u>UTU63021O</u>	100.00%
WASATCH "B" PA	<u>891003509C</u>	<u>UTU63021C</u>	100.00%
WASATCH PA	<u>891003509B</u>	<u>UTU63021B</u>	100.00%

DISCLAIMER for online data: No warranty is made by the BLM for use of the data for purposes not intended by the BLM.

Results of query for MMS Account Number 8910035090

API Number	Operator	Well Name	Well Status	Lease or CA Number	Inspection Item	Township	Range	Section	Quarter/
4304715082	CHANDLER & ASSOCIATES LLC	17-10 WHITE RIVER	ABD	UTU43918	8910035090	8S	22E	10	SWNW
4304715084	CHANDLER & ASSOCIATES LLC	20-9 WHITE RIVER	PGW	UTU74494	8910035090	8S	22E	9	NESW
4304715090	CHANDLER & ASSOCIATES LLC	31-4 WHITE RIVER	WSW	UTU02510A	8910035090	8S	22E	4	SWSE

DISCLAIMER for online data: No warranty is made by the BLM for use of the data for purposes not intended by the BLM.

Results of query for MMS Account Number 891003509D

API Number	Operator	Well Name	Well Status	Lease or CA Number	Inspection Item	Township	Range	Section	Quarter/C
4304715080	CHANDLER & ASSOCIATES LLC	15-9 WHITE RIVER	TA	UTU43915	891003509D	8S	22E	9	NESE
4304715081	CHANDLER & ASSOCIATES LLC	16-9 WHITE RIVER	POW	UTU43915	891003509D	8S	22E	9	SWSE
4304715083	CHANDLER & ASSOCIATES LLC	19-9 WHITE RIVER	WIWSI	UTU0971	891003509D	8S	22E	9	SWNE
4304715085	CHANDLER & ASSOCIATES LLC	24-10 WHITE RIVER	TA	UTU74494	891003509D	8S	22E	10	NESW
4304715086	CHANDLER & ASSOCIATES LLC	27-10 WHITE RIVER	TA	UTU43918	891003509D	8S	22E	10	SWNE
4304715087	CHANDLER & ASSOCIATES LLC	25-9 WHITE RIVER	TA	UTU0971	891003509D	8S	22E	9	NENE
4304731481	CHANDLER & ASSOCIATES LLC	46-9 WHITE RIVER	P+A	UTU43915	891003509D	8S	22E	9	SESE

DISCLAIMER for online data: No warranty is made by the BLM for use of the data for purposes not intended by the BLM.

Results of query for MMS Account Number 891003509B

API Number	Operator	Well Name	Well Status	Lease or CA Number	Inspection Item	Township	Range	Section	
4304715077	CHANDLER & ASSOCIATES LLC	3 ALAMO-WHITE RIVER	P+A	UTU0629	891003509B	8S	22E	25	
4304733061	CHANDLER & ASSOCIATES LLC	15-35-8-22	PGW	UTU01089	891003509B	8S	22E	35	
4304733095	CHANDLER & ASSOCIATES LLC	13-35	PGW	UTU01089	891003509B	8S	22E	35	

DISCLAIMER for online data: No warranty is made by the BLM for use of the data for purposes not intended by the BLM.

ROUTING

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

OPERATOR CHANGE WORKSHEET

Enter date after each listed item is completed

X Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

Merger

The operator of the well(s) listed below has changed, effective: **8-24-2000**

FROM: (Old Operator):
CHANDLER & ASSOCIATES INC
Address: 475 17TH STREET STE 1000
DENVER, CO 80202
Phone: 1-(303)-295-0400
Account No. N3320

TO: (New Operator):
SHENANDOAH ENERGY INC
Address: 475 17TH STREET STE 1000
DENVER, CO 80202
Phone: 1-(303)-295-0400
Account No. N4235

CA No.

Unit: **WHITE RIVER**

WELL(S)

NAME	API NO.	ENTITY NO.	SEC. TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
WHITE RIVER UNIT 16-9	43-047-15083	99996	09-08S-22E	FEDERAL	WI	I
WHITE RIVER UNIT 15-35-8-22	43-047-33061	12528	35-08S-22E	FEDERAL	GW	P
WHITE RIVER UNIT 13-35-8-22	43-047-33095	12528	35-08S-22E	FEDERAL	GW	P

OPERATOR CHANGES DOCUMENTATION

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 05/30/2000
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 05/30/2000
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 11/02/2000
- Is the new operator registered in the State of Utah: YES Business Number: 1467732-0143
- If **NO**, the operator was contacted on: _____
- 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: 06/24/2000
- Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: N/A

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

9. **Underground Injection Control ("UIC") Prog:** 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: 11/07/2000

DATA ENTRY:

- 1. Changes entered in the **Oil and Gas Database** on: 11/06/2000
- 2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 11/06/2000
- 3. Bond information entered in RBDMS on: N/A
- 4. Fee wells attached to bond in RBDMS on: N/A

STATE BOND VERIFICATION:

- 1. State well(s) covered by Bond No.: N/A

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

- 1. (R649-3-1) The **NEW** operator of any fee well(s) listed has furnished a bond: N/A
- 2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A
- 3. (R649-2-10) The **FORMER** operator of the Fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: _____

FILMING:

- 1. All attachments to this form have been **MICROFILMED** on: 3.2.01

FILING:

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

COMMENTS:



May 28, 2003

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

Attention: John Baza/Jim Thompson

Gentlemen:

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

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

Yours truly,

Frank Nielsen
Division Landman

Enclosure

RECEIVED

JUN 02 2003

DIV. OF OIL, GAS & MINING

Well (N4235) to QEP (N2460) WHITE RIVER UI

well_name	Sec	T	R	api	Entity	Lease Type	type	stat	
WHITE RIVER 31-4	04	080S	220E	4304715090	4915	Federal	WS	A	
WRU 15-35-8-22	35	080S	220E	4304733061	12528	Federal	GW	P	
E IRON HORSE 12W-35-8-22	35	080S	220E	4304733393	12528	Federal	GW	P	C
WRU 13W-3-8-22	03	080S	220E	4304733651	13544	Federal	GW	P	
GB 6W-9-8-22	09	080S	220E	4304734010	13545	Federal	GW	P	
E IRON HORSE 4W-35-8-22	35	080S	220E	4304734042	12528	Federal	GW	P	C
E IRON HORSE 3W-35-8-22	35	080S	220E	4304734044	12528	Federal	GW	P	C
GB 4W-9-8-22	09	080S	220E	4304734208	13545	Federal	GW	P	
WRU 13WX-35-8-22	35	080S	220E	4304734210	13456	Federal	GW	P	C
WRU EIH 5W-35-8-22	35	080S	220E	4304734572	12528	Federal	GW	P	C
OU GB 14W-9-8-22	09	080S	220E	4304734649	13714	Federal	GW	P	C
OU GB 15W-9-8-22	09	080S	220E	4304734678	13692	Federal	GW	P	C
WRU EIH 11W-35-8-22	35	080S	220E	4304734708	12528	Federal	GW	P	C
OU GB 12W-4-8-22	04	080S	220E	4304734762	13718	Federal	GW	P	C



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

IN REPLY REFER TO
UT-922

June 9, 2003

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

Re: White River Unit
Uintah County, Utah

Gentlemen:

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

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

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

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

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

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

UT922:TAThompson:tt:6/9/03

JUL 07 2003

3104 (932.34)WF
Nationwide Bond ESB000024

NOTICE

QEP Uinta Basin, Inc.	:	Oil and Gas
1050 17 th Street Suite 500	:	lease
Denver, Colorado 80265	:	

Name Change Recognized

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

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

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

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

S/Wilbert B. Forbes

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

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

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

X Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective:		2/1/2003
FROM: (Old Operator):	TO: (New Operator):	
N4235-Shenandoah Energy Inc 11002 E 17500 S Vernal, UT 84078-8526 Phone: (435) 781-4341	N2460-QEP Uinta Basin Inc 11002 E 17500 S Vernal, UT 84078-8526 Phone: (435) 781-4341	

CA No. Unit: WHITE RIVER UNIT

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS	Confid
WRU 13W-3-8-22	03	080S	220E	4304733651	13544	Federal	GW	P	
WHITE RIVER 31-4	04	080S	220E	4304715090	4915	Federal	WS	A	
OU GB 12W-4-8-22	04	080S	220E	4304734762	13718	Federal	GW	P	C
GB 6W-9-8-22	09	080S	220E	4304734010	13545	Federal	GW	P	
GB 4W-9-8-22	09	080S	220E	4304734208	13545	Federal	GW	P	
OU GB 14W-9-8-22	09	080S	220E	4304734649	13714	Federal	GW	P	C
OU GB 15W-9-8-22	09	080S	220E	4304734678	13692	Federal	GW	P	C
WRU 15-35-8-22	35	080S	220E	4304733061	12528	Federal	GW	P	
E IRON HORSE 12W-35-8-22	35	080S	220E	4304733393	12528	Federal	GW	P	C
E IRON HORSE 4W-35-8-22	35	080S	220E	4304734042	12528	Federal	GW	P	C
E IRON HORSE 3W-35-8-22	35	080S	220E	4304734044	12528	Federal	GW	P	C
WRU 13WX-35-8-22	35	080S	220E	4304734210	13456	Federal	GW	P	C
WRU EIH 5W-35-8-22	35	080S	220E	4304734572	12528	Federal	GW	P	C
WRU EIH 11W-35-8-22	35	080S	220E	4304734708	12528	Federal	GW	P	C

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: 6/2/2003
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/2/2003
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 6/19/2003
- Is the new operator registered in the State of Utah: YES Business Number: 5292864-0151
- If **NO**, the operator was contacted on: _____

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

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 7/21/2003

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

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

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

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 8/28/2003

2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 8/28/2003

3. Bond information entered in RBDMS on: n/a

4. Fee wells attached to bond in RBDMS on: n/a

STATE WELL(S) BOND VERIFICATION:

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

FEDERAL WELL(S) BOND VERIFICATION:

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

INDIAN WELL(S) BOND VERIFICATION:

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

FEE WELL(S) BOND VERIFICATION:

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

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

ROUTING
1. DJJ
2. CDW

Change of Operator (Well Sold)

X - Operator Name Change/Merger

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

1/1/2007

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

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

Phone: 1 (303) 672-6900

Phone: 1 (303) 672-6900

CA No.		Unit:		WHITE RIVER UNIT				
WELL NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SEE ATTACHED LISTS				*				

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 4/19/2007
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 4/16/2007
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 1/31/2005
- Is the new operator registered in the State of Utah: Business Number: 764611-0143
- (R649-9-2)Waste Management Plan has been received on: IN PLACE
- Inspections of LA PA state/fee well sites complete on: n/a
- Reports current for Production/Disposition & Sundries on: n/a
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM 4/23/2007 BIA
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 4/23/2007
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on:
- Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on:

DATA ENTRY:

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

BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS: THIS IS A COMPANY NAME CHANGE.

SOME WELL NAMES HAVE BEEN CHANGED AS REQUESTED

QEP Uinta Basin (N2460) to QUESTAR E and P (N5085)
WHITE RIVER UNIT

4/30/2007 and 5/15/2007

Original Well Name	Well Name & No.	Q/Q	SEC	TWP	RNG	API	Entity	Lease	Well Type	Status
WHITE RIVER 31-4	WR 31-4	SWSE	04	080S	220E	4304715090	4915	Federal	WS	A
WRU 15-35-8-22	WRU EIH 15-35-8-22	SWSE	35	080S	220E	4304733061	12528	Federal	GW	P
E IRON HORSE 12W-35-8-22	WRU EIH 12W-35-8-22	NWSW	35	080S	220E	4304733393	12528	Federal	GW	P
WRU 13W-3-8-22	WR 13W-3-8-22	SWSW	03	080S	220E	4304733651	13544	Federal	GW	P
GB 6W-9-8-22	OU GB 6W-9-8-22	SENW	09	080S	220E	4304734010	13545	Federal	GW	P
E IRON HORSE 4W-35-8-22	WRU EIH 4W-35-8-22	NWNW	35	080S	220E	4304734042	12528	Federal	GW	P
E IRON HORSE 3W-35-8-22		NENW	35	080S	220E	4304734044	12528	Federal	GW	P
GB 4W-9-8-22	WRU GB 4WRG-9-8-22	NWNW	09	080S	220E	4304734208	4915	Federal	GW	DRL
WRU 13WX-35-8-22	WRU EIH 13WX-35-8-22	SWSW	35	080S	220E	4304734210	12528	Federal	GW	P
WRU EIH 5W-35-8-22	WRU EIH 5W-35-8-22	SWNW	35	080S	220E	4304734572	12528	Federal	GW	P
OU GB 14W-9-8-22	OU GB 14W-9-8-22	SESW	09	080S	220E	4304734649	13545	Federal	GW	P
WRU GB 9MU-9-8-22	WRU GB 9MU-9-8-22	NESE	09	080S	220E	4304734650	13545	Federal	GW	P
OU GB 10W-9-8-22	OU GB 10W-9-8-22	NWSE	09	080S	220E	4304734651	13545	Federal	GW	P
OU GB 12W-9-8-22	OU GB 12W-9-8-22	NWSW	09	080S	220E	4304734652	13712	Federal	GW	S
OU GB 15W-9-8-22	OU GB 15W-9-8-22	SWSE	09	080S	220E	4304734678	13545	Federal	GW	P
OU GB 16W-9-8-22	OU GB 16W-9-8-22	SESE	09	080S	220E	4304734679	13545	Federal	GW	P
WRU EIH 6W-35-8-22	WRU EIH 6W-35-8-22	SENW	35	080S	220E	4304734684	12528	Federal	GW	P
GB 11ML-10-8-22	GB 11ML-10-8-22	NESW	10	080S	220E	4304734691	14818	Federal	GW	P
WRU EIH 11W-35-8-22	WRU EIH 11W-35-8-22	NESW	35	080S	220E	4304734708	12528	Federal	GW	P
WRU GB 5M-9-8-22	WRU GB 5M-9-8-22	SWNW	09	080S	220E	4304734753	13545	Federal	GW	P
OU GB 12W-4-8-22	OU GB 12W-4-8-22	NWSW	04	080S	220E	4304734762	13718	Federal	GW	P
OU GB 12M-10-8-22	OU GB 12M-10-8-22	NWSW	10	080S	220E	4304734769	13864	Federal	GW	P
WRU EIH 14W-26-8-22	WRU EIH 14W-26-8-22	SESW	26	080S	220E	4304734835	12528	Federal	GW	S
WRU EIH 11MU-26-8-22	WRU EIH 11MU-26-8-22	NESW	26	080S	220E	4304734836	12528	Federal	GW	P
WRU EIH 10W-35-8-22	WRU EIH 10W-35-8-22	NWSE	35	080S	220E	4304735046	12528	Federal	GW	P
WRU EIH 9MU-26-8-22	WRU EIH 9MU-26-8-22	NESE	26	080S	220E	4304735047	14003	Federal	GW	P
WRU EIH 15MU-26-8-22	WRU EIH 15MU-26-8-22	SWSE	26	080S	220E	4304735048	12528	Federal	GW	P
WRU EIH 1MU-35-8-22	WRU EIH 1MU-35-8-22	NENE	35	080S	220E	4304735049	12528	Federal	GW	P
WRU EIH 9M-35-8-22	WRU EIH 9M-35-8-22	NESE	35	080S	220E	4304735050	12528	Federal	GW	P
WRU EIH 7MU-35-8-22	WRU EIH 7MU-35-8-22	SWNE	35	080S	220E	4304735051	12528	Federal	GW	P
WRU EIH 1MU-26-8-22	WRU EIH 1MU-26-8-22	NENE	26	080S	220E	4304735118	12528	Federal	GW	P
WRU EIH 7MU-26-8-22	WRU EIH 7MU-26-8-22	SENE	26	080S	220E	4304735119	12528	Federal	GW	P
WRU EIH 10MU-26-8-22	WRU EIH 10MU-26-8-22	NWSE	26	080S	220E	4304735120	12528	Federal	GW	P
WRU EIH 15MU-35-8-22	WRU EIH 15MU-35-8-22	SWSE	35	080S	220E	4304735121	12528	Federal	GW	P
WRU EIH 10ML-23-8-22	WRU EIH 10ML-23-8-22	NWSE	23	080S	220E	4304735187	12528	Federal	GW	P
SG 12MU-23-8-22	SG 12MU-23-8-22	NWSW	23	080S	220E	4304735188	12528	Federal	GW	P
WRU EIH 9ML-23-8-22	WRU EIH 9ML-23-8-22	NESE	23	080S	220E	4304735189	12528	Federal	GW	P
WRU EIH 16MU-26-8-22	WRU EIH 16MU-26-8-22	SESE	26	080S	220E	4304735191	12528	Federal	GW	P
WRU EIH 2MU-26-8-22	WRU EIH 2MU-26-8-22	NWNE	26	080S	220E	4304735192	12528	Federal	GW	P
WRU EIH 8MU-26-8-22	WRU EIH 8MU-26-8-22	SENE	26	080S	220E	4304735193	12528	Federal	GW	P
WRU EIH 16MU-35-8-22	WRU EIH 16MU-35-8-22	SESE	35	080S	220E	4304735194	12528	Federal	GW	P

QEP Uinta Basin (N2460) to QUESTAR E and P (N5085)
WHITE RIVER UNIT

4/30/2007 and 5/15/2007

Original Well Name	Well Name & No.	Q/Q	SEC	TWP	RNG	API	Entity	Lease	Well Type	Status
WRU EIH 8MU-35-8-22	WRU EIH 8MU-35-8-22	SENE	35	080S	220E	4304735195	12528	Federal	GW	P
WRU EIH 13MU-25-8-22	WRU EIH 13MU-25-8-22	SWSW	25	080S	220E	4304735329	12528	Federal	GW	P
WRU EIH 15ML-23-8-22	WRU EIH 15ML-23-8-22	SWSE	23	080S	220E	4304735387	12528	Federal	GW	P
WRU EIH 4MU-25-8-22	WRU EIH 4MU-25-8-22	NWNW	25	080S	220E	4304735388	12528	Federal	GW	P
WRU EIH 3MU-25-8-22	EIH 3MU-25-8-22	NENW	25	080S	220E	4304735389	12528	Federal	GW	P
WRU EIH 12ML-24-8-22	WRU EIH 12ML-24-8-22	NWSW	24	080S	220E	4304735425	12528	Federal	GW	P
WRU EIH 14ML-24-8-22	WRU EIH 14ML-24-8-22	SESW	24	080S	220E	4304735426	12528	Federal	GW	P
WRU EIH 6MU-25-8-22	WRU EIH 6MU-25-8-22	SENW	25	080S	220E	4304735431	12528	Federal	GW	P
WRU EIH 5MU-25-8-22	WRU EIH 5MU-25-8-22	SWNW	25	080S	220E	4304735432	12528	Federal	GW	P
WRU EIH 12MU-25-8-22	WRU EIH 12MU-25-8-22	NWSW	25	080S	220E	4304735601	12528	Federal	GW	P
WRU EIH 14MU-35-8-22	WRU EIH 14MU-35-8-22	SESW	35	080S	220E	4304735667	12528	Federal	GW	P
WRU EIH 13ML-24-8-22	WRU EIH 13ML-24-8-22	SESW	24	080S	220E	4304735793	12528	Federal	GW	P
WRU EIH 16ML-23-8-22	WRU EIH 16ML-23-8-22	SWSE	23	080S	220E	4304735804	12528	Federal	GW	P
WRU EIH 11ML-24-8-22	WRU EIH 11ML-24-8-22	NWSW	24	080S	220E	4304735805	12528	Federal	GW	P
WRU EIH 6B-ML-35-8-22	WRU EIH 6B-ML-35-8-22	SWNW	35	080S	220E	4304737299	12528	Federal	GW	P
WRU EIH 6B-ML-35-8-20	WRU EIH 6B-ML-35-8-21	SWNW	35	080S	220E	4304737299	15281 12528	Federal	GW	S
WRU EIH 11BML-35-8-22	WRU EIH 11BML-35-8-22	NESW	35	080S	220E	4304737300	12528	Federal	GW	P
WRU EIH 3D-ML-35-8-22	WRU EIH 3D-ML-35-8-22	SENW	35	080S	220E	4304737465	12528	Federal	GW	P
WRU EIH 7D-ML-35-8-22	WRU EIH 7D-ML-35-8-22	SWNE	35	080S	220E	4304737466	12528	Federal	GW	P
WRU EIH 4AML-25-8-22	WRU EIH 4AD-25-8-22	NWNW	25	080S	220E	4304738636		Federal	GW	APD
WRU EIH 7AML-26-8-22	WRU EIH 7AD-26-8-22	SWNE	26	080S	220E	4304738637		Federal	GW	APD
WRU EIH 8DML-26-8-22	WRU EIH 8DML-26-8-22	SENE	26	080S	220E	4304738638		Federal	GW	APD
WRU EIH 9DML-26-8-22	WRU EIH 9DML-26-8-22	NESE	26	080S	220E	4304738639		Federal	GW	APD
WRU EIH 6DML-35-8-22	WRU EIH 6DD-35-8-22	SENW	35	080S	220E	4304738640		Federal	GW	APD
WRU EIH 7AD-35-8-22	WRU EIH 7AD-35-8-22	SWNE	35	080S	220E	4304738641		Federal	GW	APD
WRU EIH 13AML-35-8-22	WRU EIH 14BD-35-8-22	SWSW	35	080S	220E	4304738642		Federal	GW	APD
WRU EIH 2AML-35-8-22	WRU EIH 2AML-35-8-22	NWNE	35	080S	220E	4304738643		Federal	GW	APD
WRU EIH 3AD-35-8-22	WRU EIH 3AD-35-8-22	NENW	35	080S	220E	4304738644		Federal	GW	APD
WRU EIH 10AML-26-8-22	WRU EIH 10AML-26-8-22	NWSE	26	080S	220E	4304738647		Federal	GW	APD
WRU EIH 14AML-26-8-22	WRU EIH 14AML-26-8-22	SESW	26	080S	220E	4304738648		Federal	GW	APD
WRU EIH 9CML-26-8-22	WRU EIH 9CD-26-8-22	NESE	26	080S	220E	4304738649		Federal	GW	APD
WRU EIH 6BML-25-8-22	WRU EIH 6BML-25-8-22	SENW	25	080S	220E	4304738650		Federal	GW	APD
WRU EIH 15AG-35-8-22	WRU EIH 15AG-35-8-22	SWSE	35	080S	220E	4304738772		Federal	OW	APD
WRU EIH 15AML-35-8-22	WRU EIH 15AD-35-8-22	SWSE	35	080S	220E	4304738773		Federal	GW	APD

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: see attached
2. NAME OF OPERATOR: QUESTAR EXPLORATION AND PRODUCTION COMPANY		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: see attached
3. ADDRESS OF OPERATOR: 1050 17th Street Suite 500 City Denver STATE CO ZIP 80265		7. UNIT or CA AGREEMENT NAME: see attached
4. LOCATION OF WELL FOOTAGES AT SURFACE: attached COUNTY: Uintah QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: STATE: UTAH		8. WELL NAME and NUMBER: see attached
PHONE NUMBER: (303) 308-3068		9. API NUMBER: attached
		10. FIELD AND POOL, OR WILDCAT:

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>1/1/2007</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Operator Name Change</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

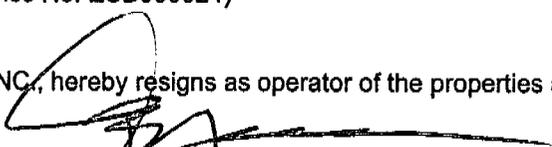
Effective January 1, 2007 operator of record, QEP Uinta Basin, Inc., will hereafter be known as QUESTAR EXPLORATION AND PRODUCTION COMPANY. This name change involves only an internal corporate name change and no third party change of operator is involved. The same employees will continue to be responsible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

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

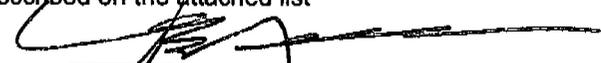
Utah State Bond Number: 965003033

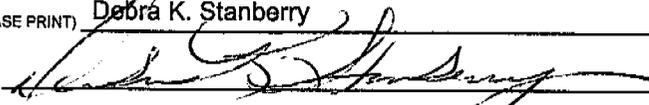
Fee Land Bond Number: 965003033

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


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

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


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

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

(This space for State use only)

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APR 19 2007

DIV. OF OIL, GAS & MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>1/1/2007</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Well Name Changes</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

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

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

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APR 19 2007
DIV. OF OIL, GAS & MINING



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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



IN REPLY REFER TO
3180
UT-922

April 23, 2007

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

Re: White River Unit
Uintah County, Utah

Gentlemen:

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

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

Your nationwide oil and gas bond No. ESB000024 will be used to cover all federal operations within the White River Unit.

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

Sincerely,

/s/ Greg J. Noble

Greg J. Noble
Acting Chief, Branch of Fluid Minerals

Enclosure

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

UT922:TAThompson:tt:4/23/07

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APR 30 2007

DIV. OF OIL, GAS & MINING

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

ROUTING
 CDW

Change of Operator (Well Sold)

X - Operator Name Change

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

6/14/2010

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

CA No. Unit: WHITE RIVER

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 6/28/2010
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/28/2010
3. The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 6/24/2010
- 4a. Is the new operator registered in the State of Utah: Business Number: 764611-0143
- 5a. (R649-9-2) Waste Management Plan has been received on: Requested
- 5b. Inspections of LA PA state/fee well sites complete on: n/a
- 5c. Reports current for Production/Disposition & Sundries on: ok
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM 8/16/2010 BIA not yet
7. **Federal and Indian Units:**
 The BLM or BIA has approved the successor of unit operator for wells listed on: 8/16/2010
8. **Federal and Indian Communization Agreements ("CA"):**
 The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
9. **Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: 6/29/2010

DATA ENTRY:

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

BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

4. (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		5. LEASE DESIGNATION AND SERIAL NUMBER: See attached
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: See attached
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME: See attached
2. NAME OF OPERATOR: Questar Exploration and Production Company <i>N5085</i>		8. WELL NAME and NUMBER: See attached
3. ADDRESS OF OPERATOR: 1050 17th Street, Suite 500 Denver STATE CO ZIP 80265		9. API NUMBER: Attached
4. LOCATION OF WELL FOOTAGES AT SURFACE: See attached		10. FIELD AND POOL, OR WILDCAT: See attached
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		COUNTY: Attached
		STATE: UTAH

11 CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>6/14/2010</u>	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION (START/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"/> TEMPORARILY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUT-OFF <input checked="" type="checkbox"/> OTHER: <u>Operator Name Change</u>
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____			

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

Effective June 14, 2010 Questar Exploration and Production Company changed its name to QEP Energy Company. This name change involves only an internal corporate name change and no third party change of operator is involved. The same employees will continue to be responsible for operations of the properties described on the attached list. All operations will continue to be covered by bond numbers:
 Federal Bond Number: 965002976 (BLM Reference No. ESB000024) *N3700*
 Utah State Bond Number: ~~965003033~~ } *965010695*
 Fee Land Bond Number: ~~965003033~~ } *965010695*
 BIA Bond Number: ~~799446~~ } *965010693*

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

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

(This space for State use only)

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JUN 28 2010

DIV. OF OIL, GAS & MINING

(See Instructions on Reverse Side)

APPROVED 6/13/2009
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

Questar Exploration Production Company (N5085) to QEP Energy Company (N3700)
WHITE RIVER
effective June 14, 2010

well_name	sec	tpw	rng	api	entity	mineral lease	type	stat	C
WR 16-9	09	080S	220E	4304715081	4915	Federal	OW	S	
WRU EIH 15-35-8-22	35	080S	220E	4304733061	12528	Federal	GW	P	
WRU EIH 12W-35-8-22	35	080S	220E	4304733393	12528	Federal	GW	P	
WR 13W-3-8-22	03	080S	220E	4304733651	13544	Federal	GW	P	
OU GB 6W-9-8-22	09	080S	220E	4304734010	13545	Federal	GW	P	
WRU EIH 4W-35-8-22	35	080S	220E	4304734042	12528	Federal	GW	P	
WRU EIH 3W-35-8-22	35	080S	220E	4304734044	12528	Federal	GW	P	
WRU GB 4WRG-9-8-22	09	080S	220E	4304734208	4915	Federal	OW	P	
WRU EIH 13WX-35-8-22	35	080S	220E	4304734210	12528 13456	Federal	GW	P	
WRU EIH 5W-35-8-22	35	080S	220E	4304734572	12528	Federal	GW	P	
OU GB 14W-9-8-22	09	080S	220E	4304734649	13545	Federal	GW	P	
WRU GB 9MU-9-8-22	09	080S	220E	4304734650	13545	Federal	GW	P	
OU GB 10W-9-8-22	09	080S	220E	4304734651	13545	Federal	GW	P	
OU GB 15W-9-8-22	09	080S	220E	4304734678	13545	Federal	GW	P	
OU GB 16W-9-8-22	09	080S	220E	4304734679	13545	Federal	GW	P	
WRU EIH 6W-35-8-22	35	080S	220E	4304734684	12528 16723	Federal	GW	P	
GB 11ML-10-8-22	10	080S	220E	4304734691	14818	Federal	GW	P	
WRU EIH 11W-35-8-22	35	080S	220E	4304734708	12528	Federal	GW	P	
WRU GB 5M-9-8-22	09	080S	220E	4304734753	13545 14447	Federal	GW	S	
OU GB 12W-4-8-22	04	080S	220E	4304734762	13718	Federal	GW	P	
OU GB 12M-10-8-22	10	080S	220E	4304734769	13545	Federal	GW	P	
WRU EIH 14W-26-8-22	26	080S	220E	4304734835	12528	Federal	GW	TA	
WRU EIH 11MU-26-8-22	26	080S	220E	4304734836	12528 13713	Federal	GW	P	
WRU EIH 10W-35-8-22	35	080S	220E	4304735046	12528 15700	Federal	GW	P	
WRU EIH 9MU-26-8-22	26	080S	220E	4304735047	12528 14003	Federal	GW	P	
WRU EIH 15MU-26-8-22	26	080S	220E	4304735048	12528	Federal	GW	P	
WRU EIH 1MU-35-8-22	35	080S	220E	4304735049	12528	Federal	GW	P	
WRU EIH 9M-35-8-22	35	080S	220E	4304735050	12528 14005	Federal	GW	P	
WRU EIH 7MU-35-8-22	35	080S	220E	4304735051	12528 14106	Federal	GW	P	
WRU EIH 1MU-26-8-22	26	080S	220E	4304735118	12528 14349	Federal	GW	P	
WRU EIH 7MU-26-8-22	26	080S	220E	4304735119	12528 14102	Federal	GW	P	
WRU EIH 10MU-26-8-22	26	080S	220E	4304735120	12528 14107	Federal	GW	P	
WRU EIH 15MU-35-8-22	35	080S	220E	4304735121	12528 14197	Federal	GW	P	
WRU EIH 10ML-23-8-22	23	080S	220E	4304735187	12528 14503	Federal	GW	P	
WRU EIH 9ML-23-8-22	23	080S	220E	4304735189	12528 14504	Federal	GW	S	

Bonds: BLM = ESB000024
BIA = 956010693
State = 965010695

Questar Exploration Production Company (N5085) to QEP Energy Company (N3700)
 WHITE RIVER
 effective June 14, 2010

well_name	sec	twp	rng	api	entity	mineral lease	type	stat	C
WRU EIH 16MU-26-8-22	26	080S	220E	4304735191	12528	Federal	GW	P	
					14351				
WRU EIH 2MU-26-8-22	26	080S	220E	4304735192	12528	Federal	GW	P	
					14104				
WRU EIH 8MU-26-8-22	26	080S	220E	4304735193	12528	Federal	GW	P	
					14234				
WRU EIH 16MU-35-8-22	35	080S	220E	4304735194	12528	Federal	GW	P	
					14198				
WRU EIH 8MU-35-8-22	35	080S	220E	4304735195	12528	Federal	GW	P	
					17329				
WRU EIH 13MU-25-8-22	25	080S	220E	4304735329	12528	Federal	GW	P	
					14168				
WRU EIH 15ML-23-8-22	23	080S	220E	4304735387	12528	Federal	GW	S	
					14681				
WRU EIH 4MU-25-8-22	25	080S	220E	4304735388	12528	Federal	GW	P	
					14339				
WRU EIH 3MU-25-8-22	25	080S	220E	4304735389	12528	Federal	GW	P	
					14341				
WRU EIH 12ML-24-8-22	24	080S	220E	4304735425	12528	Federal	GW	P	
					14536				
WRU EIH 14ML-24-8-22	24	080S	220E	4304735426	12528	Federal	GW	P	
					14646				
WRU EIH 6MU-25-8-22	25	080S	220E	4304735431	12528	Federal	GW	P	
					14379				
WRU EIH 5MU-25-8-22	25	080S	220E	4304735432	12528	Federal	GW	P	
					14240				
WRU EIH 12MU-25-8-22	25	080S	220E	4304735601	12528	Federal	GW	P	
					14214				
WRU EIH 14MU-35-8-22	35	080S	220E	4304735667	12528	Federal	GW	P	
					14615				
WRU EIH 13ML-24-8-22	24	080S	220E	4304735793	12528	Federal	GW	S	
					14644				
WRU EIH 16ML-23-8-22	23	080S	220E	4304735804	12528	Federal	GW	P	
					14683				
WRU EIH 11ML-24-8-22	24	080S	220E	4304735805	12528	Federal	GW	P	
					14540				
WRU EIH 6B-ML-35-8-22	35	080S	220E	4304737299	12528	Federal	GW	P	
					15281				
WRU EIH 11BML-35-8-22	35	080S	220E	4304737300	12528	Federal	GW	P	
					15282				
WRU EIH 3D-ML-35-8-22	35	080S	220E	4304737465	12528	Federal	GW	P	
					15552				
WRU EIH 7D-ML-35-8-22	35	080S	220E	4304737466	12528	Federal	GW	P	
					15637				
WRU EIH 4AD-25-8-22	25	080S	220E	4304738636	12528	Federal	GW	P	
					16651				
WRU EIH 7AD-26-8-22	26	080S	220E	4304738637	12528	Federal	GW	P	
					16579				
WRU EIH 6DD-35-8-22	35	080S	220E	4304738640	12528	Federal	GW	P	
					16511				

Bonds: BLM = ESB000024
 BIA = 956010693
 State = 965010695

Questar Exploration Production Company (N5085) to QEP Energy Company (N3700)
WHITE RIVER
 effective June 14, 2010

well_name	sec	twp	rng	api	entity	mineral lease	type	stat	C
WRU EIH 7AD-35-8-22	35	080S	220E	4304738641	16180	Federal	GW	P	
WRU EIH 14BD-35-8-22	35	080S	220E	4304738642	17143	Federal	GW	OPS	C
WRU EIH 9CD-26-8-22	26	080S	220E	4304738649	12528 16446	Federal	GW	P	
GB 1M-4-8-22R (RIGSKID)	04	080S	220E	4304738990	15879	Federal	GW	P	
WRU EIH 6D-5-8-23	05	080S	230E	4304738994	16415	Federal	GW	P	
WRU GB 13G-3-8-22	03	080S	220E	4304739792	4915	Federal	OW	P	
WRU GB 14G-4-8-22	04	080S	220E	4304740097	4915	Federal	OW	P	
GB 3D-4-8-22R(RIGSKID)	04	080S	220E	4304740345	17099	Federal	GW	P	



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office

P.O. Box 45155

Salt Lake City, UT 84145-0155

<http://www.blm.gov/ut/st/en.html>



IN REPLY REFER TO:
3100
(UT-922)

JUL 28 2010

Memorandum

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

From: Chief, Branch of Minerals

Roger L. Bankert

Subject: Name Change Recognized

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

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

cc: MMS
UDOGM

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AUG 16 2010

DIV OF OIL, GAS & MINERALS