

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL, DEEPEN			5. LEASE DESIGNATION AND SERIAL NO. ML-44305	
			6. IF INDIAN, ALLOTTEE OR TRIBE NAME	
1a. TYPE OF WORK DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/>			7. UNIT AGREEMENT NAME	
1b. TYPE OF WELL OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER <input type="checkbox"/>			8. FARM OR LEASE NAME Odekirk Spring	
2. NAME OF OPERATOR Inland Production Company			9. WELL NO. #13-36-8-17	
3. ADDRESS AND TELEPHONE NUMBER: P.O. Box 790233 Vernal, UT 84079 Phone: (801) 789-1866			10. FIELD AND POOL OR WILDCAT Monument Butte	
4. LOCATION OF WELL (FOOTAGE) At Surface SW/SW At proposed Producing Zone 201' 660' FSL & 201' 660' FWL			11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SW/SW Sec. 36, T8S, R17E	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* 15.2 Miles southeast of Myton, UT			12. County Uintah	13. STATE UT
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 660'	16. NO. OF ACRES IN LEASE 640	17. NO. OF ACRES ASSIGNED TO THIS WELL 40		
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT.	19. PROPOSED DEPTH 6500'	20. ROTARY OR CABLE TOOLS Rotary		
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5034.7' GR			22. APPROX. DATE WORK WILL START* 4th Quarter 1998	

23. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12 1/4	8 5/8	24#	300'	120 sx
7 7/8	5 1/2	15.5#	TD	400 sx followed by 330 sx
See Detail Below				

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

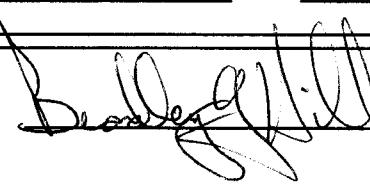
The actual cement volumes will be calculated off of the open hole logs, plus 15% excess:

SURFACE PIPE - Premium Plus Cement, w/ 2% Gel, 2% CaCl₂, 1/4# Flocele/sk
Weight: 14.8 PPG YIELD: 1.37 Cu Ft/sk H2O Req: 6.4 gal/sk

LONG STRING - Lead: Hibond 65 Modified
Weight: 11.0 PPG YIELD: 3.00 Cu Ft/sk H2O Req: 18.08 gal/sk
Tail: Premium Plus Thixotropic
Weight: 14.2 PPG YIELD: 1.59 Cu Ft/sk H2O Req: 7.88 gal/sk

24. Name & Signature:  Title: **Regulatory Compliance Specialist** Date: **2/12/98**

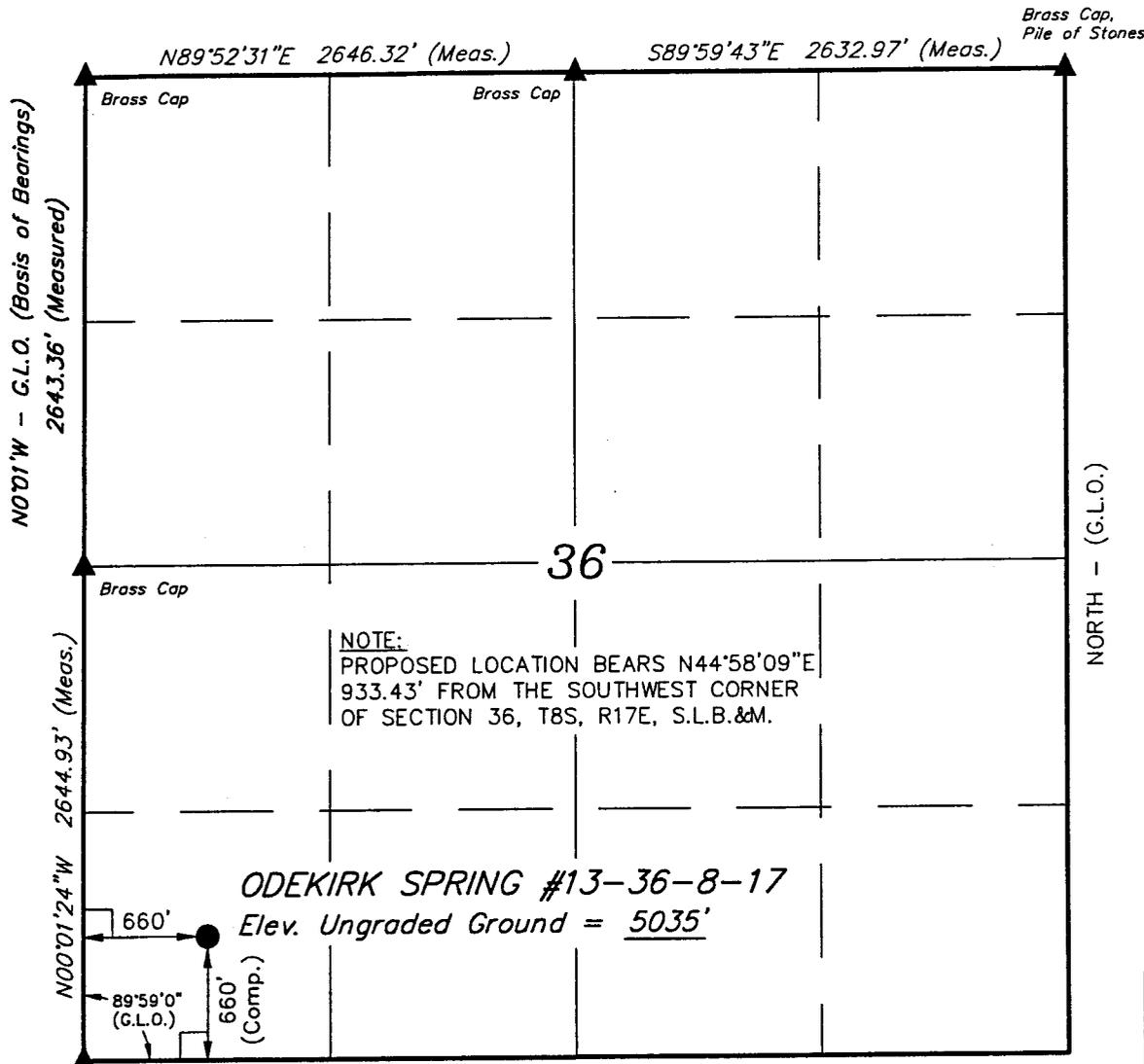
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API Number Assigned: 43-047-33076 APPROVAL:  3/19/98

T8S, R17E, S.L.B.&M.

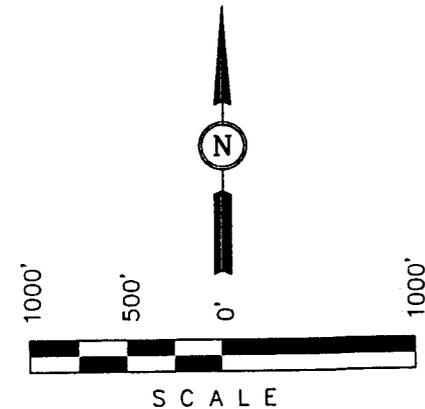
INLAND PRODUCTION CO.

Well location, ODEKIRK SPRING #13-36-8-17, located as shown in the SW 1/4 SW 1/4 of Section 36, T8S, R17E, S.L.B.&M. Uintah County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHWEST CORNER OF SECTION 36, T8S, R17E, S.L.B.&M. TAKEN FROM THE PARIETTE DRAW SW QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5034 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. No. 161319

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: 12-18-97	DATE DRAWN: 2-2-98
PARTY G.S. K.R. J.F. C.B.T.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE INLAND PRODUCTION CO.	

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

5. LEASE DESIGNATION AND SERIAL NO.

ML-44305

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

APPLICATION FOR PERMIT TO DRILL, DEEPEN

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

1b. TYPE OF WELL

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

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
Odekirk Spring

2. NAME OF OPERATOR
Inland Production Company

9. WELL NO.
#13-36-8-17

3. ADDRESS AND TELEPHONE NUMBER:
P.O. Box 790233 Vernal, UT 84079 Phone: (801) 789-1866

10. FIELD AND POOL OR WILDCAT
Monument Butte

4. LOCATION OF WELL (FOOTAGE)
 At Surface **SW/SW**
 At proposed Producing Zone **660' FSL & 660' FWL**

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
SW/SW
Sec. 36, T8S, R17E

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
15.2 Miles southeast of Myton, UT

12. County **Uintah** 13. STATE **UT**

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any)
660'

16. NO. OF ACRES IN LEASE
640

17. NO. OF ACRES ASSIGNED TO THIS WELL
40

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

19. PROPOSED DEPTH
6500'

20. ROTARY OR CABLE TOOLS
Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
5034.7' GR

22. APPROX. DATE WORK WILL START*
4th Quarter 1998

23. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12 1/4	8 5/8	24#	300'	120 sx
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				See Detail Below

DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give date 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.

The actual cement volumes will be calculated off of the open hole logs, plus 15% excess:

SURFACE PIPE - Premium Plus Cement, w/ 2% Gel, 2% CaCl₂, 1/4# Flocele/sk

Weight: 14.8 PPG YIELD: 1.37 Cu Ft/sk H2O Req: 6.4 gal/sk

LONG STRING - Lead: Hibond 65 Modified

Weight: 11.0 PPG YIELD: 3.00 Cu Ft/sk H2O Req: 18.08 gal/sk

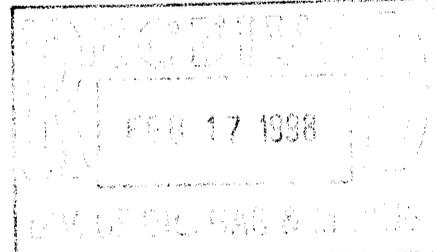
Tail: Premium Plus Thixotropic

Weight: 14.2 PPG YIELD: 1.59 Cu Ft/sk H2O Req: 7.88 gal/sk

24. Name & Signature *Cheryl Cameron* Title: **Regulatory Compliance Specialist** Date: **2/12/98**
Cheryl Cameron

(This space for State use only)

API Number Assigned: 43-047-33076 APPROVAL: _____

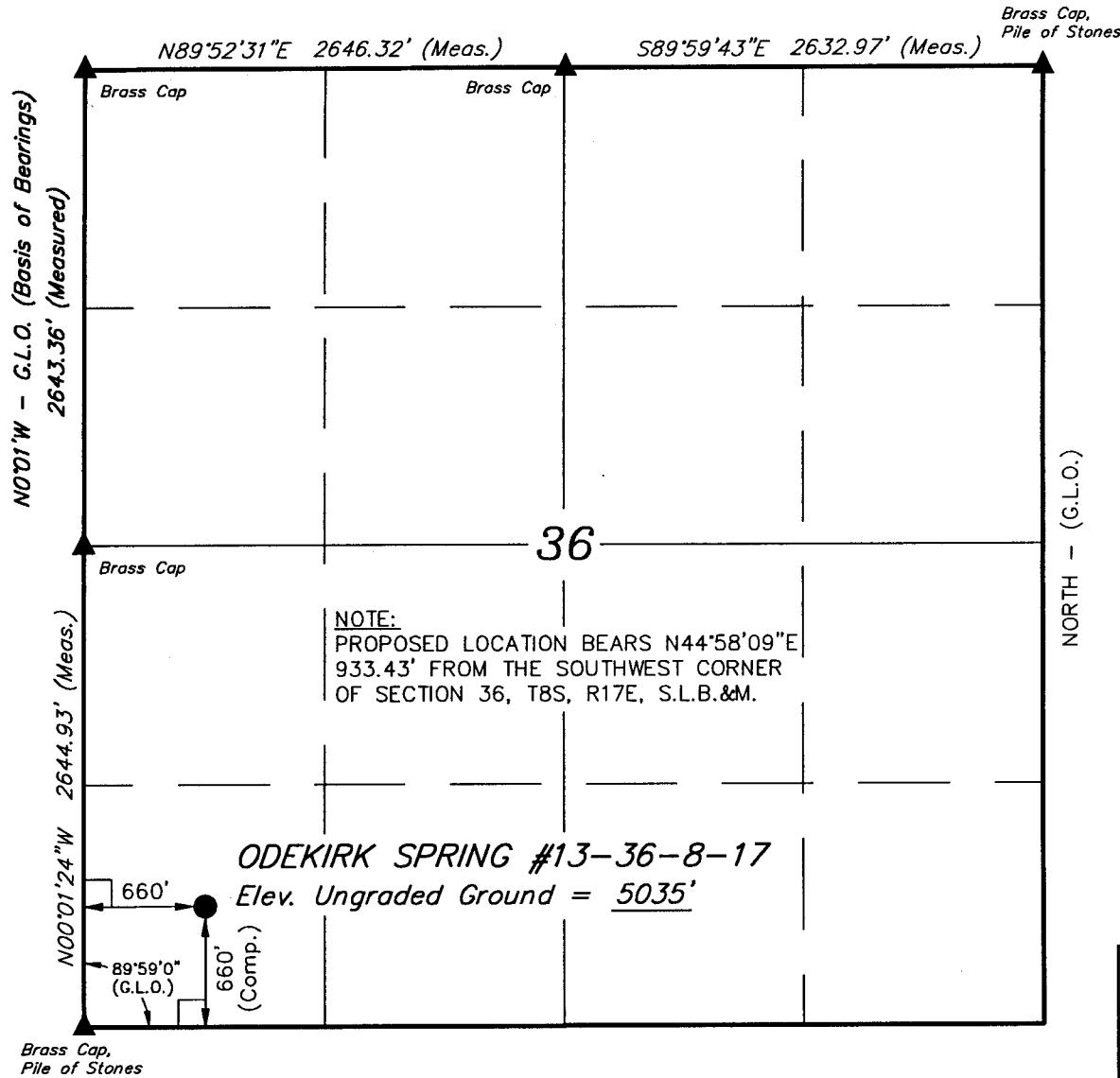


***See Instructions On Reverse Side**

T8S, R17E, S.L.B.&M.

INLAND PRODUCTION CO.

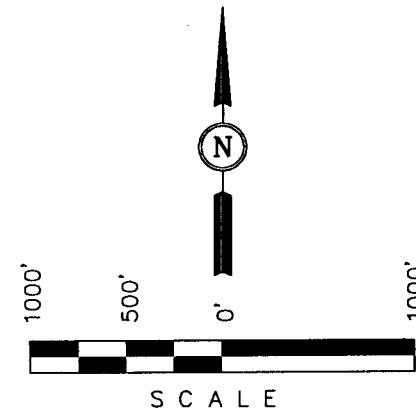
Well location, ODEKIRK SPRING #13-36-8-17, located as shown in the SW 1/4 SW 1/4 of Section 36, T8S, R17E, S.L.B.&M. Uintah County, Utah.



NOTE:
 PROPOSED LOCATION BEARS $N44^{\circ}58'09''E$ 933.43' FROM THE SOUTHWEST CORNER OF SECTION 36, T8S, R17E, S.L.B.&M.

BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHWEST CORNER OF SECTION 36, T8S, R17E, S.L.B.&M. TAKEN FROM THE PARIETTE DRAW SW QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5034 FEET.



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REG. NO. 161319
 ROBERT L. KAY
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

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

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SCALE 1" = 1000'	DATE SURVEYED: 12-18-97	DATE DRAWN: 2-2-98
PARTY G.S. K.R. J.F. C.B.T.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE INLAND PRODUCTION CO.	

**INLAND PRODUCTION COMPANY
ODEKIRK SPRING #13-36-8-17
SW/SW SECTION 36, T8S, R17E
UINTAH COUNTY, UTAH**

TEN POINT WELL PROGRAM

1. GEOLOGIC SURFACE FORMATION:

Uinta formation of Upper Eocene Age

2. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:

Uinta	0' - 1730'
Green River	1730'
Wasatch	6500'

3. ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:

Green River Formation 1730' - 6500' - Oil

4. PROPOSED CASING PROGRAM

8 5/8", J-55, 24# w/ ST&C collars; set at 300' (New)
5 1/2", J-55, 15.5# w/ LT&C collars; set at TD (New)

5. MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:

The operators minimum specifications for pressure control equipment are as follows:

A 8" Series 900 Annular Bag type BOP and a 8" Double Ram Hydraulic unit with a closing unit will be utilized. Function test of BOPS's will be checked daily.

(See Exhibit F)

6. TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:

The well will be drilled with fresh water through the Uinta Formation. From the top of the Green River Formation @ 3050' \pm , to TD, a fresh water/polymer system will be utilized. If necessary to control formation fluids, the system will be weighted with the addition of bentonite gel, and if conditions warrant, barite. Clay inhibition will be achieved with additions of 5 lb. - 8 lb. per barrel of DAP (Di-Ammonium Phosphate, commonly known as fertilizer). This fresh water system will contain Total Dissolved Solids (TDS) of less than 3000 PPM. Neither potassium chloride or chromate's will be utilized in the fluid system. The anticipated mud weight is 8.4 ppg and weighted as necessary for gas control.

AIR DRILLING

In the event that the proposed location be "Air Drilled", Inland requests a variance to regulations requiring a straight run blooie line. Inland proposes that the flowline will contain two (2) 90 degree turns. Inland also requests a variance to regulations requiring an automatic ignitor or continuous pilot light on the blooie line. Inland requests authorization to ignite as needed, and the flowline at 80'.

Inland Production Company requests that the spark arrest, exhaust, or water cooled exhaust be waived under the Special Drilling Operations of Onshore Order #2.

MUD PROGRAM

MUD TYPE

Surface - 320'	Air
320' - 4200'	Air/Mist & Foam
4200' - TD	The well will be drilled with fresh water through the Green River Formation @ 4200' ±, to TD, a fresh water/polymer system will be utilized. If necessary to control formation fluids, the system will be weighted with the addition of bentonite gel, and if conditions warrant, barite. Clay inhibition will be achieved with additions or by adding DAP (Di-Ammonium Phosphate, commonly known as fertilizer.) Typically, this fresh water/polymer system will contain Total Dissolved Solids (TDS) of less than 3000 PPM. Neither potassium chloride or chromates will be utilized in the fluid system. The anticipated mud weight is 8.4 ppg and weighted as necessary for gas control.

7. **AUXILIARY SAFETY EQUIPMENT TO BE USED:**

Auxiliary safety equipment will be a Kelly Cock, bit float, and a TIW valve with drill pipe threads.

8. **TESTING, LOGGING AND CORING PROGRAMS:**

No drill stem testing has been scheduled for this well. It is anticipated at this time that the logging will consist of a Dual Induction Laterolog, Gamma Ray/Caliber from TD to base of surface casing @ 300' ±, and a Compensated Neutron-Formation Density Log. Logs will run from TD to 3500' ±. The cement bond log will be run from PBTD to cement top. An automated mud logging system will be utilized while drilling to monitor and record penetration rate, and relative gas concentration, in the fluid system.

9. **ANTICIPATED ABNORMAL PRESSURE OR TEMPERATURE:**

The anticipated maximum bottom hole pressure is 2000 psi. It is not anticipated that abnormal temperatures will be encountered; nor that any other abnormal hazards such as H2S will be encountered in this area.

10. **ANTICIPATED STARTING DATE AND DURATION OF THE OPERATIONS:**

It is anticipated that the drilling operations will commence the forth quarter of 1998, and take approximately six days to drill.

**INLAND PRODUCTION COMPANY
ODEKIRK SPRING #13-36-8-17
SW/SW SECTION 36, T8S, R17E
UINTAH COUNTY, UTAH**

THIRTEEN POINT WELL PROGRAM

1. EXISTING ROADS

See attached Topographic Map "A"

To reach Inland Production Company well location site Odekirk Spring #13-36-8-17 located in the SW ¼ SW ¼ Section 36, T8S, R17E, S.L.B. & M. Uintah County, Utah:

Proceed westerly out of Myton, Utah along Highway 40 - 1.5 miles ± to the junction of this highway and Utah State Highway 53; proceed southerly along Utah State Highway 53 - 10.6 miles to its junction with an existing dirt road to the northeast; proceed northeasterly along this road - 3.1 miles to the proposed access road to the proposed 15-35 location; proceed southeasterly 0.2 miles to the proposed access road to the proposed 16-35 location; proceed easterly 0.2 miles to the beginning of the proposed access road, to be discussed in Item #2.

The highways mentioned in the foregoing paragraph are bituminous surfaced roads to the point where Highway 216 exists to the South, thereafter the roads are constructed with existing materials and gravel. The highways are maintained by Utah State road crews. All other roads are maintained by County Crews.

The aforementioned dirt oil field service roads and other roads in the vicinity are constructed out of existing native materials that are prevalent to the existing area they are located in and range from clays to a sandy-clay shale material.

The roads required for access during the drilling, completion and production phase will be maintained at the standards required by the State of Utah, or other controlling agencies. This maintenance will consist of some minor grader work for smoothing road surfaces and for snow removal.

2. PLANNED ACCESS ROAD

Approximately 0.2 miles of access road is proposed.
See Topographic Map "B".

The proposed access road will be an 18" crown road (9" either side of the centerline) with drainage ditches along either side of the proposed road whether it is determined necessary in order to handle any run-off from normal meteorological conditions that are prevalent to this area. The maximum grade will be less than 8%.

There will be no culverts required along this access road. There will be barrow ditches and turnouts as needed along this road.

There are no fences encountered along this proposed road. There will be no new gates or cattle guards required.

All construction material for this access road will be borrowed material accumulated during construction of the access road.

3. **LOCATION OF EXISTING WELLS**

See Exhibit "D".

4. **LOCATION OF EXISTING AND/OR PROPOSED FACILITIES**

There are no existing facilities that will be used by this well.

It is anticipated that this well will be a producing oil well.

Upon construction of a tank battery the well pad will be surrounded by a dike of sufficient capacity to contain at minimum the entire contents of the largest tank within the facility battery.

Tank batteries will be built to State specifications.

All permanent (on site for six (6) months or longer) structures, constructed or installed (including pumping units), will be painted Desert Tan. All facilities will be painted within six months of installation.

5. **LOCATION AND TYPE OF WATER SUPPLY**

Inland Production Company has purchased a 3" water connection with Johnson Water District to supply the Monument Butte, Travis, and Gilsonite oil fields. Johnson Water District has given permission to Inland Production Company to use water from this system, for the purpose of drilling and completing the Odekirk Springs #13-36-8-17. A temporary line may be used for water transportation from our existing supply line, from Johnson Water District or trucked from Inland Production Company's water supply line located at the Gilsonite State #7-32 (SW/NE Sec. 32, T8S, R17E), or the Monument Butte Federal #5-35 (SW/NW Sec. 35, T8S, R16E), or the Travis Federal #15-28 (SW/SE Sec. 28, T8S, R16E). See Exhibit "C".

There will be no water well drilled at this site.

6. **SOURCE OF CONSTRUCTION MATERIALS**

See Location Layout Sheet - Exhibit "E".

All construction material for this location shall be borrowed material accumulated during construction of the location site and access road.

A mineral material application is not required for this location.

7. **METHODS FOR HANDLING WASTE DISPOSAL**

See Location Layout Sheet - Exhibit "E".

A small reserve pit (90' X 40' X 8' deep, or less) will be constructed from native soil and clay materials. A water processing unit will be employed to continuously recycle the drilling fluid as it is used, returning the fluid component to the drilling rig's steel tanks. The reserve pit will primarily receive the processed drill cuttings (wet sand, shale & rock) removed from the well bore. Any drilling fluids which do accumulate in the pit as a result of sale-shaker carryover, cleaning of the sand trap, etc., will be promptly reclaimed by the water recycling unit and then returned to the steel rig tanks. All drilling fluids will be fresh water based containing DAP (Di-Ammonium Phosphate, commonly known as fertilizer), typically containing Total Dissolved Solids of less than 3000 PPM. No potassium chloride chromate's, trash, debris, nor any other substance deemed hazardous will be placed in this pit. Therefore, it is proposed that no synthetic liner be utilized in the reserve pit.

All completion fluids, frac gels, etc., will be contained in steel tanks and hauled away to approved commercial disposal, as necessary.

A portable toilet will be provided for human waste.

A trash basket will be provided for garbage (trash) and hauled away to an approved disposal site at the completion of the drilling activities.

Immediately upon first production, all produced water will be confined in storage tanks. Inland requests temporary approval to transfer the produced water to Inland's nearby waterflood, for re-injection into the waterflood reservoirs via existing approved injection wells. Within 90 days of first production, a water analysis will be submitted to the Authorized Officer, along with an application for approval of this, as a permanent disposal method.

8. **ANCILLARY FACILITIES**

There are no ancillary facilities planned for at the present time and none foreseen in the near future.

9. **WELL SITE LAYOUT**

See attached Location Layout Sheet - Exhibit "E".

The reserve pit will be located on the north between stakes 4 & 5.

The stockpiled topsoil (first six (6) inches) will be stored on the east and northeast corner between stakes 5 & 8.

Access to the well pad will be from the west corner, near stake #2.

Fencing Requirements

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

- a) A 39 inch net wire shall be used with at least one strand of barbed wire on top of the net.
- b) The net wire shall be no more than two (2) inches above the ground. The barbed wire shall be three (3) inches above the net wire. Total height of the fence shall be at least forty-two (42) inches.
- c) Corner posts shall be cemented and/or braced in such a manner to keep tight at all times.
- d) Standard steel, wood or pipe posts shall be used between the corner braces. Maximum distance between any two posts shall be no greater than sixteen (16) feet.
- e) All wire shall be stretched, by using a stretching device, before it is attached to the corner posts.

The reserve pit fencing will be on three (3) sides during drilling operations and on the fourth side when the rig moves off location. Pits will be fenced and maintained until cleanup.

10. PLANS FOR RESTORATION OF SURFACE

- a) *Producing Location*

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

The reserve pit and that portion of the location not needed for production facilities/ operations will be re contoured to the approximated natural contours. The reserve pit will be reclaimed within one hundred twenty (120) days from the date of well completion . Before any dirt work takes place, the reserve pit must have all fluids and hydrocarbons removed.

When the drilling and completion phase ends, reclamation of unused disturbed areas on the well pad/access road no longer needed for operations, such as cut slopes, and fill areas will be accomplished by grading, leveling and seeding as recommended by the Authorized Officer. The seed mixture will be per State of Utah, and stated in the conditions of approval.

- b) *Dry Hole Abandoned Location*

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

11. SURFACE OWNERSHIP – State of Utah

12. **OTHER ADDITIONAL INFORMATION**

- a) Inland Production Company 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, Inland is to immediately stop work that might further disturb such materials, and contact the Authorized Officer.
- b) Inland Production will control noxious weeds along rights-of-way for roads, pipelines, well sites, or other applicable facilities. On State administered land it is required that a Pesticide Use Proposal shall be submitted, and given approval, prior to the application of herbicides or other possible hazardous chemicals.
- c) Drilling rigs and/or equipment used during drilling operations on this well site will not be stacked or stored on State Lands after the conclusion of drilling operations or at any other time without State authorization. However, if State authorization is obtained, it is only a temporary measure to allow time to make arrangements for permanent storage on commercial facilities.

The Archaeological Cultural Resource Survey Report will be submitted as soon as it becomes available.

Additional Surface Stipulations

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

Hazardous Material Declaration

Inland Production Company guarantees that during the drilling and completion of the Odekirk Spring #13-36-8-17, we will not use, produce, store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Superfund Amendments and Reauthorization Act (SARA) of 1986. Inland also guarantees that during the drilling and completion of the Odekirk Spring #13-36-8-17 we will use, produce, store, transport or dispose less than the threshold planning quantity (T.P.Q.) of any extremely hazardous substances as defined in 40 CFR 355.

A complete copy of the approved APD, if applicable, shall be on location during the construction of the location and drilling activities.

Inland Production Company or a contractor employed by Inland Production shall contact the State office at (801) 722-3417, 48 hours prior to construction activities.

The State office shall be notified upon site completion prior to moving on the drilling rig.

13. LESSEE'S OR OPERATORS REPRESENTATIVE AND CERTIFICATION

Representative

Name: Cheryl Cameron
Address: P.O. Box 790233 Vernal, UT 84079
Telephone: (801) 789-1866

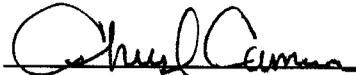
Certification

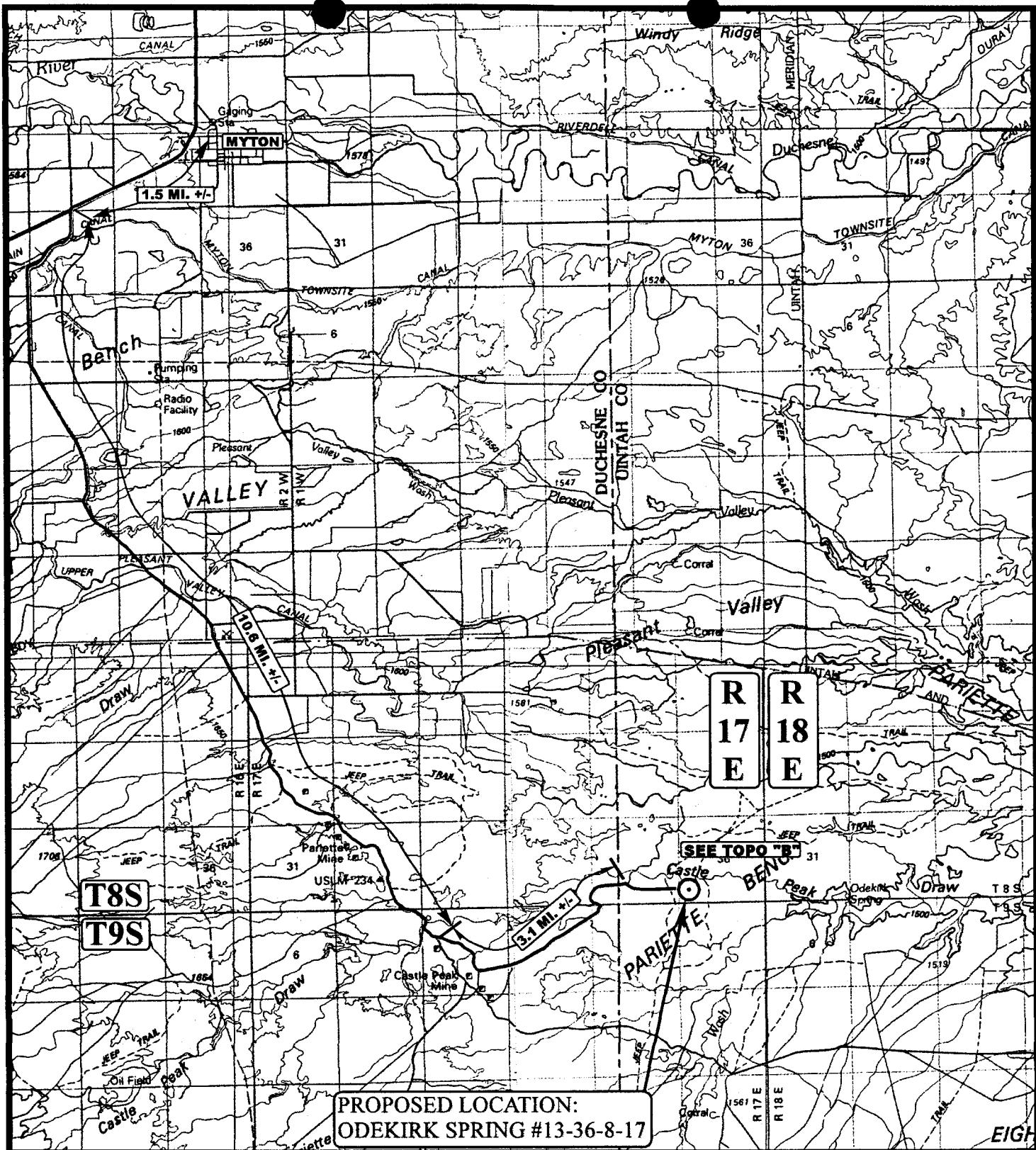
Please be advised that INLAND PRODUCTION COMPANY is considered to be the operator of Well #13-36-8-17 SW/SW Section 36, Township 8S, Range 17E: Lease #ML-44305 Uintah County, Utah: and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. Bond coverage is provided by Hartford Accident #4471291.

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

2/10/98

Date


Cheryl Cameron
Regulatory Compliance Specialist



⊙ PROPOSED LOCATION



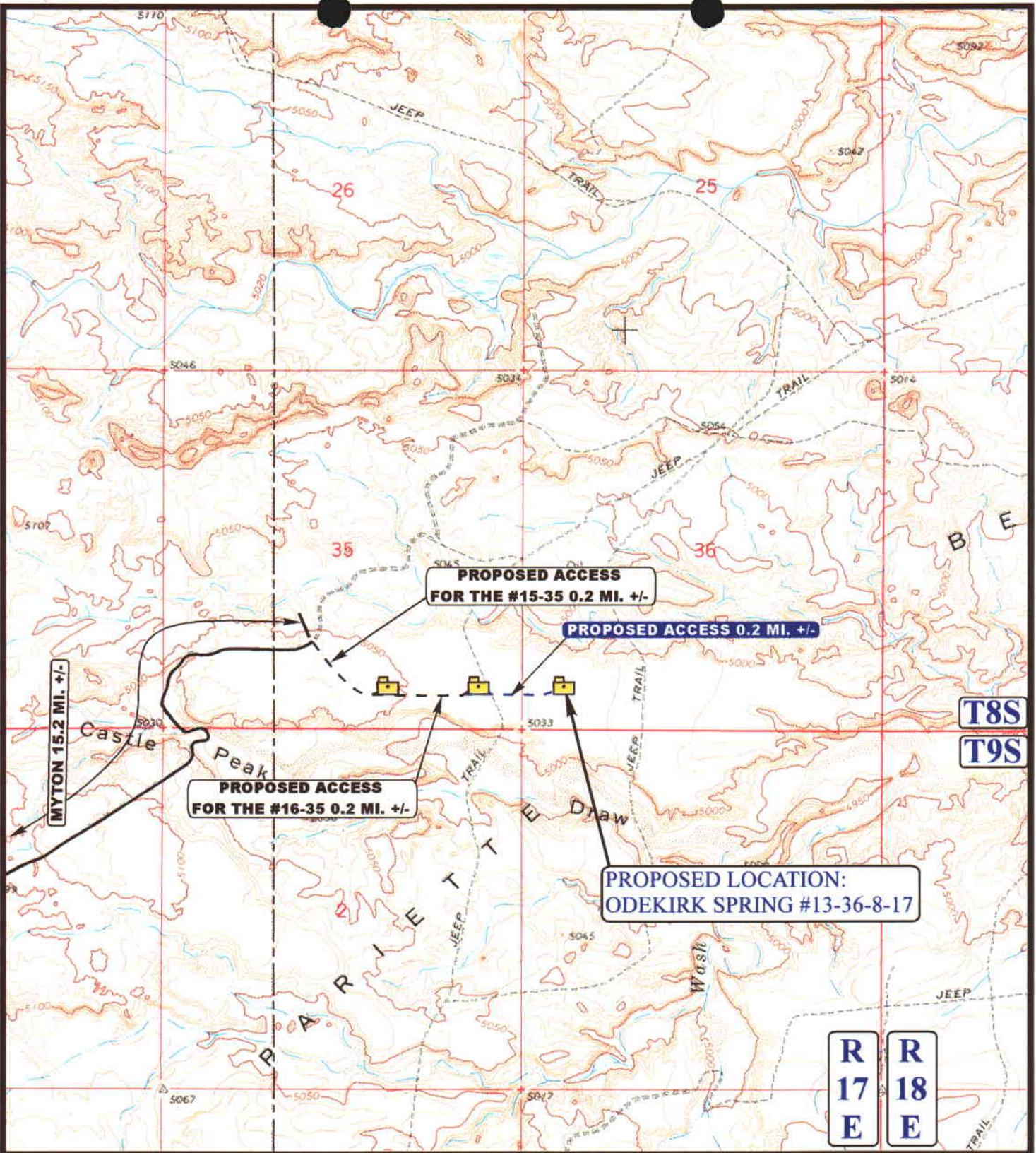
INLAND PRODUCTION CO.
ODEKIRK SPRING #13-36-8-17
SECTION 36, T8S, R17E, S.L.B.&M.
660' FSL 660' FWL



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

TOPOGRAPHIC **1 29 98**
MAP MONTH DAY YEAR
 SCALE: 1:100,000 DRAWN BY: C.G. REVISED: 00-00-00





LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD



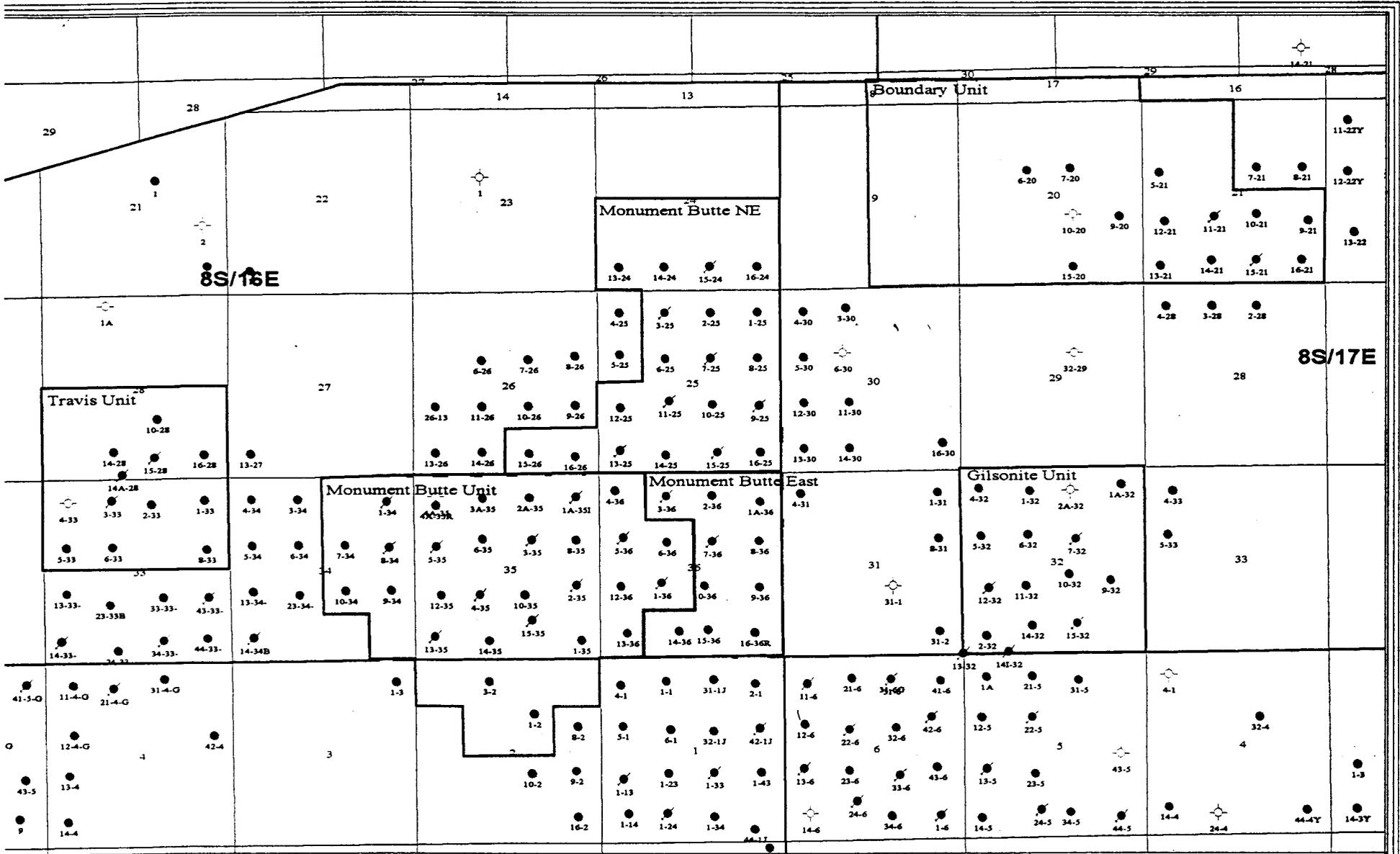
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 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC **1 29 98**
 MAP MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: C.G. REVISED: 00-00-00

B
 TOPO

EXHIBIT "C"



Inland
 475 17th Street Suite 1500
 Denver, Colorado 80202
 Phone (303) 292-0900

Regional Area

DuCheme County, Utah

Date: 4/18/97 J.A.



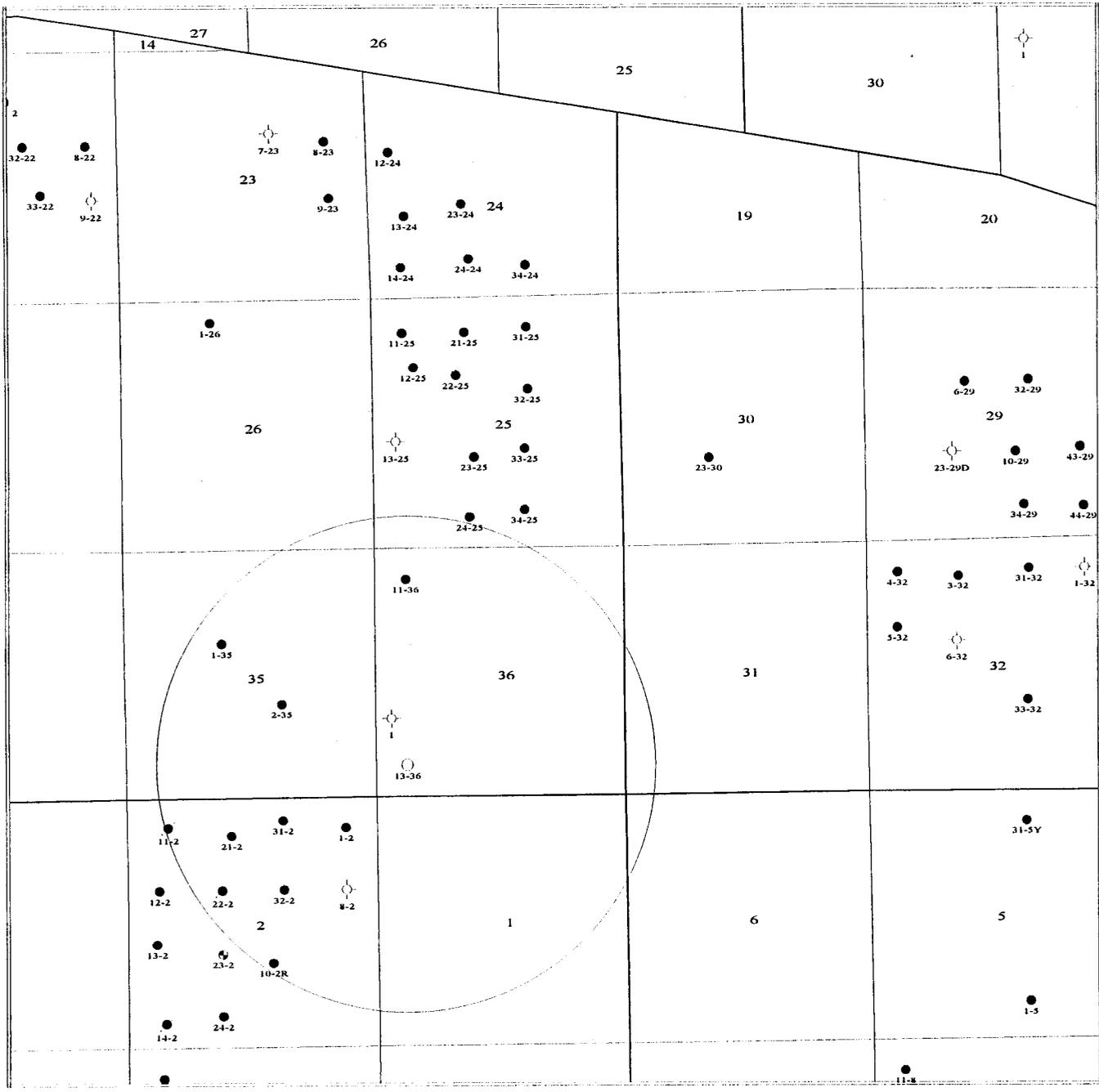


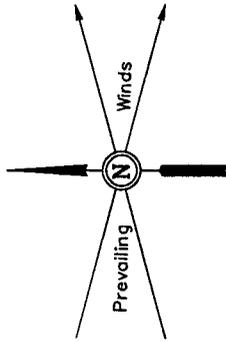
EXHIBIT "D"

INLAND PRODUCTION COMPANY		
ONE MILE RADIUS Odekirk Spring #13-36		
Josh Atkinson	Scale 1:80044.37	2/3/1998

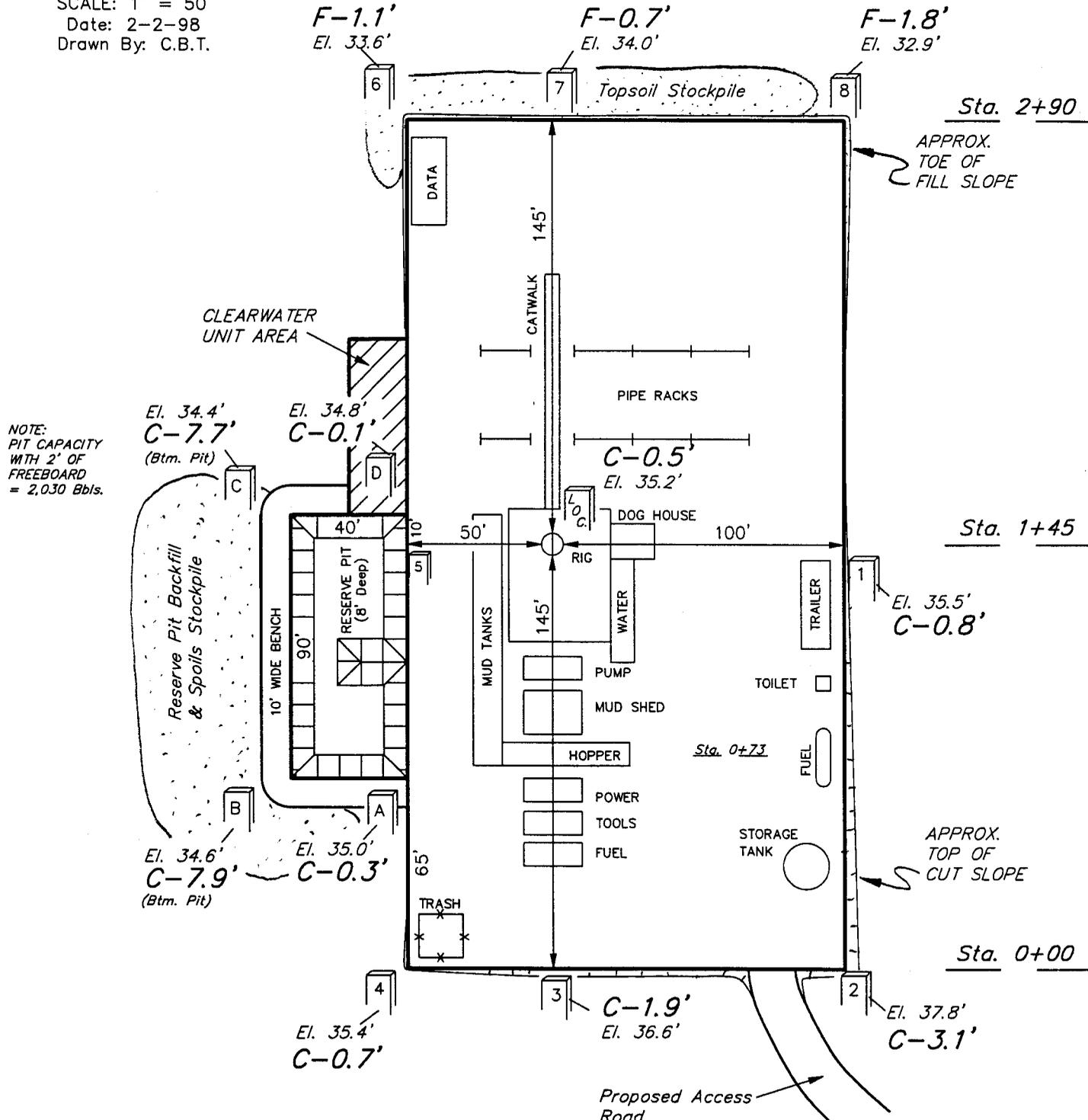
INLAND PRODUCTION CO.

LOCATION LAYOUT FOR

ODEKIRK SPRING #13-36-8-17
SECTION 36, T8S, R17E, S.L.B.&M.
660' FSL 600' FWL



SCALE: 1" = 50'
Date: 2-2-98
Drawn By: C.B.T.



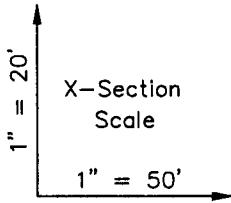
NOTE:
PIT CAPACITY
WITH 2' OF
FREEBOARD
= 2,030 Bbls.

Elev. Ungraded Ground at Location Stake = 5035.2'
Elev. Graded Ground at Location Stake = 5034.7'

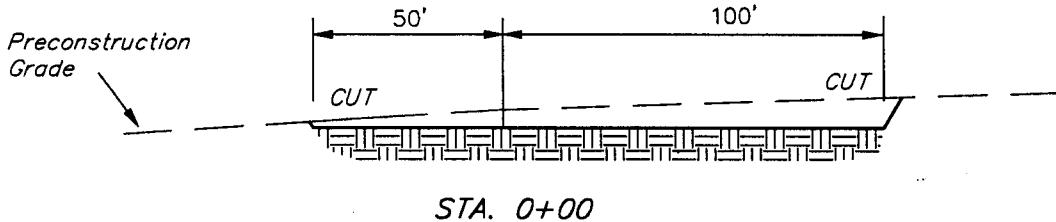
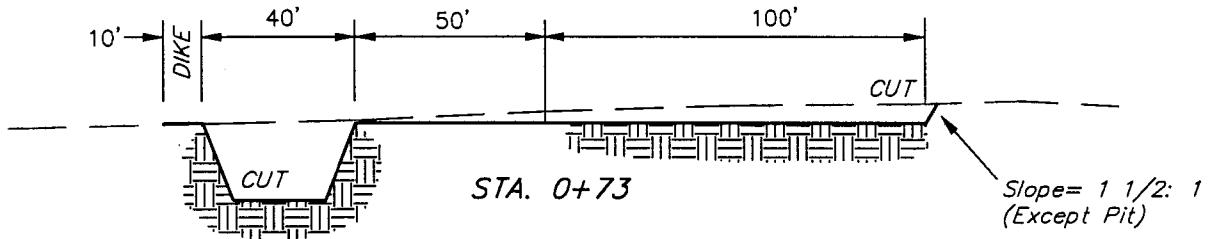
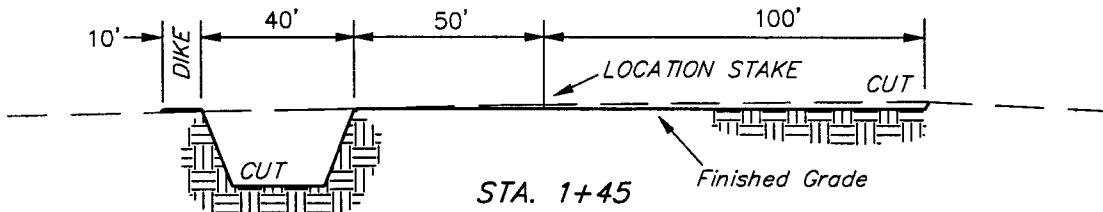
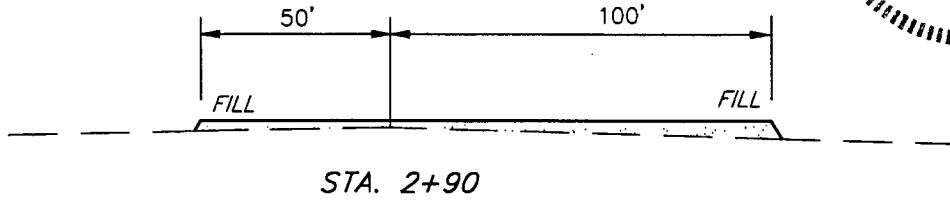
INLAND PRODUCTION CO.

TYPICAL CROSS SECTIONS FOR

**ODEKIRK SPRING #13-36-8-17
SECTION 36, T8S, R17E, S.L.B.&M.
660' FSL 600' FWL**



Date: 2-2-98
Drawn By: C.B.T.



NOTE:

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

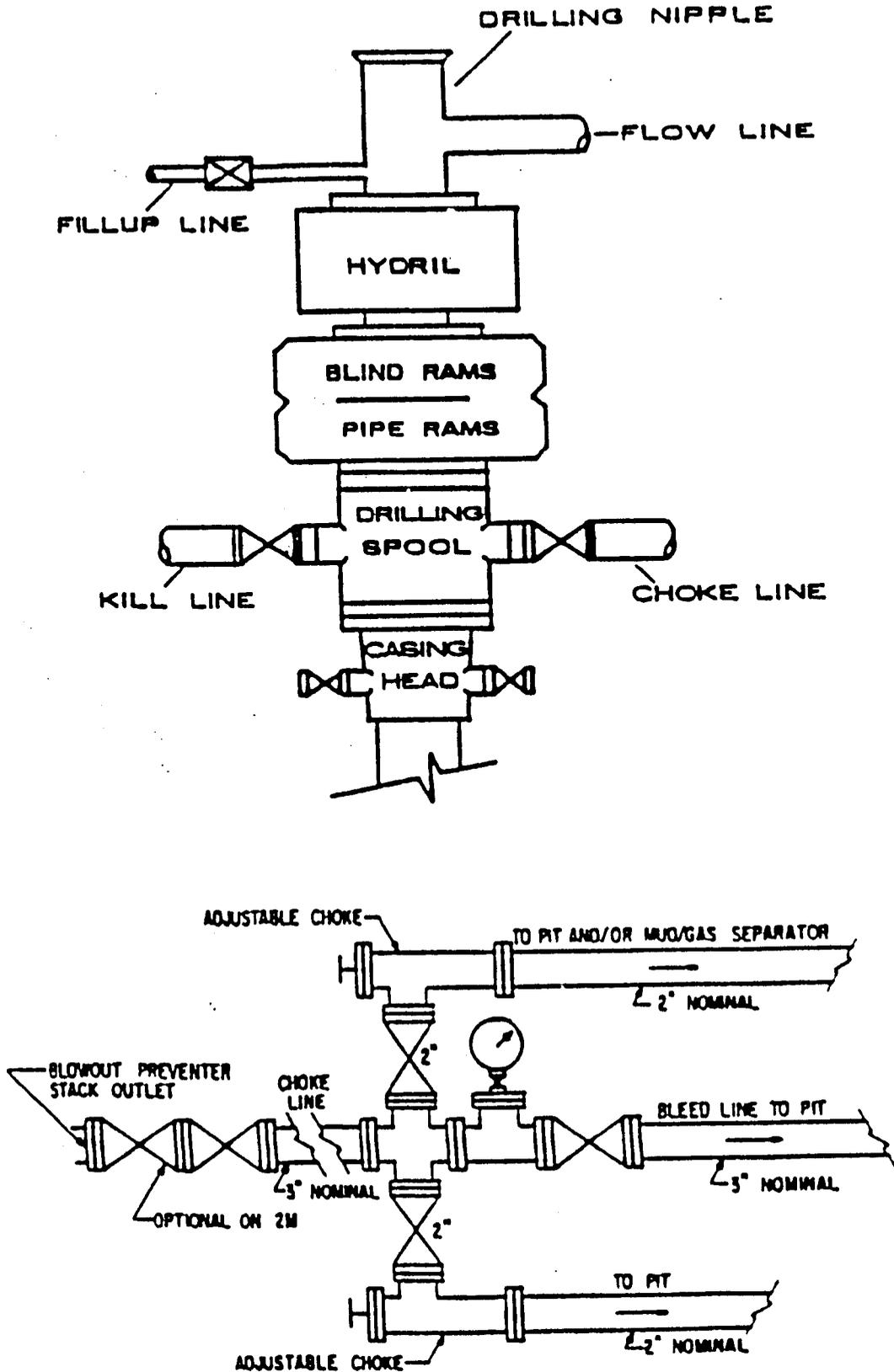
APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 870 Cu. Yds.
Remaining Location	= 1,400 Cu. Yds.
TOTAL CUT	= 2,270 CU.YDS.
FILL	= 690 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	= 1,540 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 1,200 Cu. Yds.
EXCESS MATERIAL After Reserve Pit is Backfilled & Topsoil is Re-distributed	= 340 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

SCHEMATIC DIAGRAM OF 2,000 PSI BOP STACK



WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 02/17/98

API NO. ASSIGNED: 43-047-33076

WELL NAME: ODEKIRK SPRING 13-36-8-17
 OPERATOR: INLAND PRODUCTION COMPANY (N5160)

PROPOSED LOCATION:
 SWSW 36 - T08S - R17E
 SURFACE: 0660-FSL-0660-FWL
 BOTTOM: 0660-FSL-0660-FWL
 UINTAH COUNTY
 EIGHT MILE FLAT NORTH FIELD (590)

INSPECT LOCATION BY: 03/10/98		
TECH REVIEW	Initials	Date
Engineering	SRB	3/20/98
Geology		
Surface		

LEASE TYPE: STA
 LEASE NUMBER: ML - 44305

PROPOSED PRODUCING FORMATION: GRRV

RECEIVED AND/OR REVIEWED:

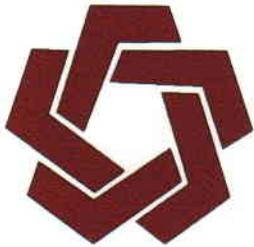
Plat
 Bond: Federal State Fee
 (Number 4471291)
 Potash (Y/N)
 Oil shale (Y/N)
 Water permit
 (Number GILSONITE STATE 7-32)
 RDCC Review (Y/N)
 (Date: _____)

LOCATION AND SITING:

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

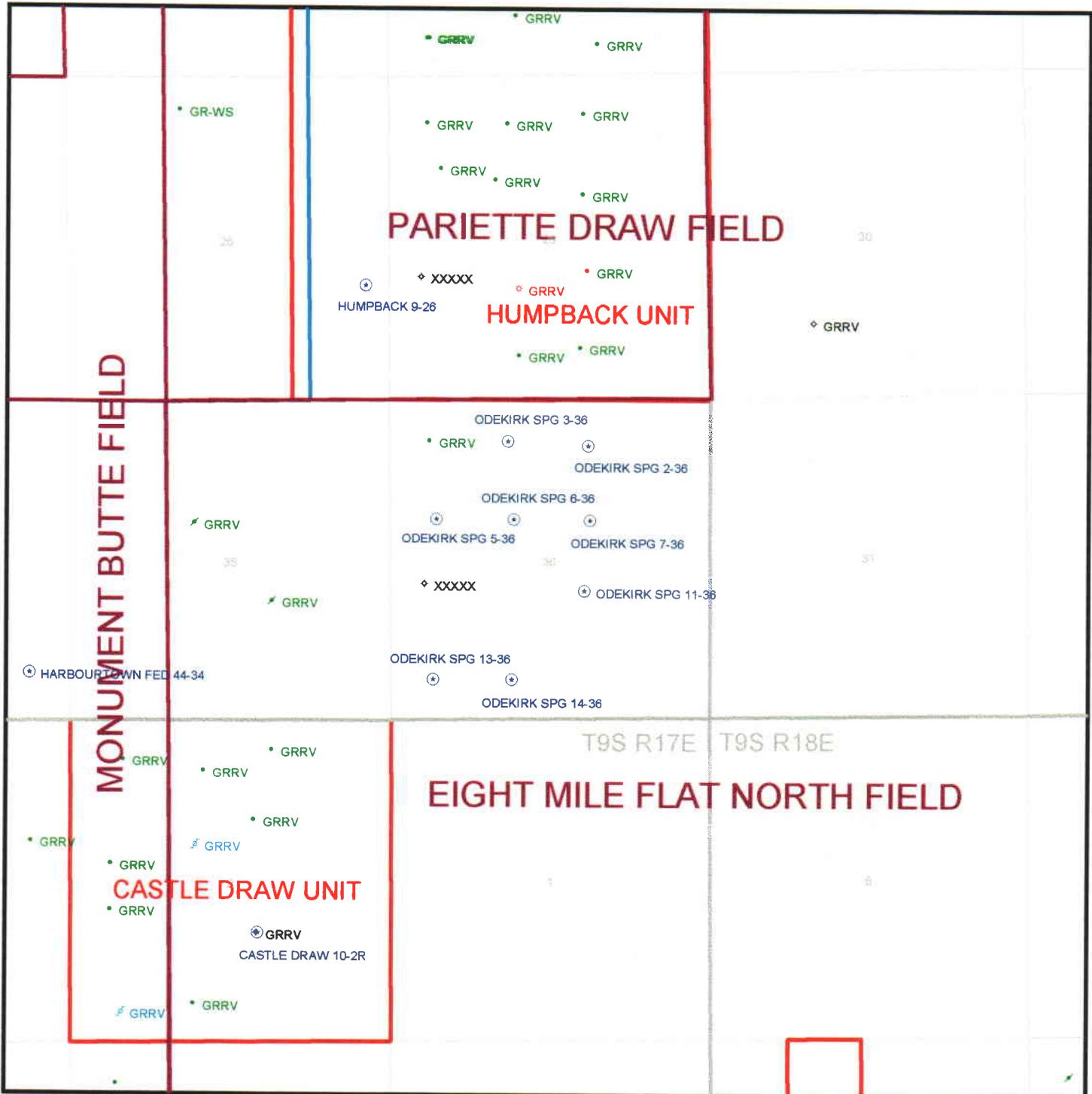
COMMENTS: _____

STIPULATIONS: COMPLIANCE WITH CONDITIONS OUTLINED
ON STATEMENT OF BASIS.



DIVISION OF OIL, GAS & MINING

OPERATOR: INLAND PRODUCTION (N5160)
FIELD: PARIETTE DRAW (698)
SEC. 36 TWP. 8S, RNG. 17E,
COUNTY: UINTAH UAC: R649-3-2 STATE SPACING



DATE PREPARED:
18-FEB-1998

DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS

Operator: INLAND PRODUCTION COMPANY

Well Name & Number: ODEKIRK SPRING 13-36-8-17

API Number: 43-047-33076

Location: 1/4,1/4 SW/SW Sec. 36 T. 8S R. 17E

Geology/Ground Water:

According to technical publication number 92 the base of moderately saline water may be very near the surface in this area. High quality water may be present in sands near the surface or in isolated sands in the Uinta Formation. This water is generally seasonal and the sands are generally discontinuous. The proposed casing and cement program will adequately protect and isolate any water encountered.

Reviewer: D. Jarvis

Date: 3-13-98

Surface:

THE PRE-SITE INVESTIGATION HAS BEEN PERFORMED BY FIELD PERSONNEL ON 3/3/98. JACK LYTLER WITH THE DIVISION OF WILDLIFE RESOURCES AND ED BONNER WITH SCHOOL AND INSTITUTIONAL TRUST LANDS ADMINISTRATION WERE NOTIFIED ON 2/23/98. NEITHER CHOSE TO ATTEND.

Reviewer: DAVID W. HACKFORD

Date: 3/4/98

Conditions of Approval/Application for Permit to Drill:

1. THE RESERVE PIT MUST BE CONSTRUCTED NORTH OF WELL BORE.

CASING AND CEMENTING EVALUATION FOR APD APPROVAL

Well Name(s): Odekirk Spring wells (5)
Operator Name: Inland Production Co.

Proposed TD (feet): 6,500
Mud Type at TD: Fresh water/polymer
Mud Weight at TD (ppg): 8.4
Anticipated BHP (psi): 2000

Calculated BHP (psi)	2839
Calculated Surface Pressure (psi)	1409

Production String Casing Design

Diameter (inches): 5.50
Weight (lb/ft): 15.50
Grade: J-55
Thread Type: LT&C

Collapse Strength (psi): 4040
Internal Yield Strength (psi): 4810
Joint Strength (lb): 217,000

Calculated Collapse SF	1.42	Collapse safety factor should exceed 1.125
Calculated Burst SF	1.69	Burst safety factor should exceed 1.10
Calculated Tension SF	2.13	Tension safety factor should exceed 1.80

Insert and copy block as necessary for intermediate or surface casing strings

Production String Cementing Program

Casing Diameter (inches): 5.50
Hole Diameter (inches): 7.88

First Stage

Cement Type: Hibond 65 Modified
Cement Volume (sx): 120
Cement Yield (cu.ft./sk): 3
Annular Volume (cu.ft./lin.ft.): 0.1733
Excess Percentage: 0.15
Anticipated Coverage Height (ft): 1755

Calculated Coverage Height (ft)	1806	Calculated value should exceed anticipated amount.
---------------------------------	------	--

Second Stage

Cement Type:	Premium Plus Thixotropic
Cement Volume (sx):	560
Cement Yield (cu.ft./sk):	1.59
Annular Volume (cu.ft./lin.ft.):	0.1733
Excess Percentage:	0.15
Anticipated Coverage Height (ft):	4445

Calculated Coverage Height (ft): 4468 Calculated value should exceed anticipated amount.

Surface String Cementing Program

Casing Diameter (inches):	8.63
Hole Diameter (inches):	12.25

First Stage

Cement Type:	Premium Plus
Cement Volume (sx):	190
Cement Yield (cu.ft./sk):	1.37
Annular Volume (cu.ft./lin.ft.):	0.4127
Excess Percentage:	1.00
Anticipated Coverage Height (ft):	300

Calculated Coverage Height (ft): 315 Calculated value should exceed anticipated amount.

Second Stage

Cement Type:	
Cement Volume (sx):	
Cement Yield (cu.ft./sk):	
Annular Volume (cu.ft./lin.ft.):	
Excess Percentage:	
Anticipated Coverage Height (ft):	

Calculated Coverage Height (ft): ERR Calculated value should exceed anticipated amount.

Insert and copy blocks as necessary for additional casing strings or stages

ON-SITE PREDRILL EVALUATION
Division of Oil, Gas and Mining

OPERATOR: INLAND PRODUCTION COMPANY
WELL NAME & NUMBER: ODEKIRK SPRING 13-36-8-17
API NUMBER: 43-047-33076
LEASE: ML-44305 FIELD/UNIT: 8 MILE FLAT NORTH
LOCATION: 1/4, 1/4 SW/SW Sec: 36 TWP: 8S RNG: 17E 660' FSL 660' FWL
LEGAL WELL SITING: 660' F SEC. LINE; 660' F 1/4, 1/4 LINE; _____ F ANOTHER WELL.
GPS COORD (UTM): NO READING
SURFACE OWNER: STATE OF UTAH

PARTICIPANTS

DAVID W. HACKFORD (DOG M)
BRAD MECHAM (INLAND PRODUCTION CO.)

REGIONAL/LOCAL SETTING & TOPOGRAPHY

SITE IS ON A FLAT EXTENDING AT LEAST 600' IN ALL DIRECTIONS.
DRAINAGE IS TO THE EAST. CASTLE PEAK DRAW IS 0.25 MILES TO THE SOUTH.

SURFACE USE PLAN

CURRENT SURFACE USE: LIVESTOCK AND WILDLIFE GRAZING

PROPOSED SURFACE DISTURBANCE: 290 FEET BY 190 FEET FOR LOCATION AND
0.2 MILES FOR NEW ACCESS.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: SEE ATTACHED MAP
FROM THE GIS DATABASE.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: PRODUCTION FACILITIES
WILL BE ON LOCATION.

SOURCE OF CONSTRUCTION MATERIAL: MATERIALS WILL BE BORROWED FROM
LOCATION.

ANCILLARY FACILITIES: NONE WILL BE REQUIRED.

WASTE MANAGEMENT PLAN:

DRILLED CUTTINGS WILL BE SETTLED INTO RESERVE PIT. SEWAGE
FACILITIES, STORAGE AND DISPOSAL WILL BE HANDLED BY COMMERCIAL
CONTRACTOR. TRASH WILL BE CONTAINED IN TRASH BASKETS AND HAULED
TO A LANDFILL. ALL HAZARDOUS WASTES WILL BE DISPOSED OF OFFSITE
AT AN APPROVED FACILITY.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: NONE

FLORA/FAUNA: NATIVE GRASSES, SALT BRUSH, PRICKLY PEAR. (LESS THAN 20% GROUND COVER): PRONGHORN, RODENTS, RABBITS, COYOTES, SONG BIRDS.

SOIL TYPE AND CHARACTERISTICS: LIGHT BROWN, NEARLY WHITE SANDY CLAY.

SURFACE FORMATION & CHARACTERISTICS: UINTAH FORMATION, SOUTH FLANK OF UINTAH MOUNTAINS.

EROSION/SEDIMENTATION/STABILITY: MINOR EROSION, MINOR SEDIMENTATION, NO STABILITY PROBLEMS ANTICIPATED.

PALEONTOLOGICAL POTENTIAL: NONE OBSERVED.

RESERVE PIT

CHARACTERISTICS: 40' BY 90' AND EIGHT FEET DEEP.

LINER REQUIREMENTS (Site Ranking Form attached): NO LINER WILL BE REQUIRED.

SURFACE RESTORATION/RECLAMATION PLAN

AS PER STATE OF UTAH, TRUST LANDS.

SURFACE AGREEMENT: STATE OF UTAH, TRUST LANDS

CULTURAL RESOURCES/ARCHAEOLOGY: AN ARCHAEOLOGICAL INVESTIGATION HAS BEEN CONDUCTED BY AERC. A REPORT OF THIS INVESTIGATION WILL BE PLACED ON FILE.

OTHER OBSERVATIONS/COMMENTS: ONSITE WAS DONE ON A CLEAR, SUNNY DAY.

ATTACHMENTS

PHOTOS OF SITE WILL BE PLACED ON FILE.

DAVID W. HACKFORD
DOGM REPRESENTATIVE

3/3/98 11:30 AM
DATE/TIME

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

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



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 19, 1998

Inland Production Company
P.O. Box 790233
Vernal, Utah 84079

Re: Odekirk Spring 13-36-8-17 Well, 660' FSL, 660' FWL, SW SW,
Sec. 36, T. 8 S., R. 17 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 43-047-33076.

Sincerely,

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

John R. Baza
Associate Director

lwp

Enclosures

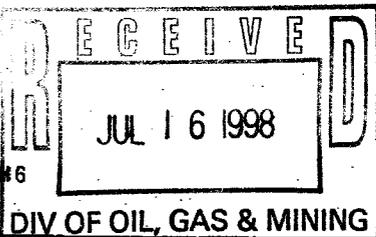
cc: Uintah County Assessor
Bureau of Land Management, Vernal District Office

Operator: Inland Production Company
Well Name & Number: Odekirk Spring 13-36-8-17
API Number: 43-047-33076
Lease: ML-44305
Location: SW SW Sec. 36 T. 8 S. R. 17 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 Dan Jarvis at (801) 538-5338 or John R. Baza at (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.
4. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis dated March 13, 1998 (copy attached).



OPERATOR Inland Production Company
ADDRESS 410 17th St., Suite 700
Denver, Colorado 80202

OPERATOR ACCT. NO. N 5160

ENTITY ACTION FORM - FORM 16

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
B	99999	12391	43-013-32066	TAR SANDS FED. 10-28-8-17	NW/SE	28	08S	17E	Duchesne	6/24/98	

L1 COMMENTS: Spud well w/ zcm drilling @ 10:00 am, 6/24/98
Greater Boundary Unit

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
B	99999	12391	43-013-32067	TAR SANDS FED. 9-28-8-17	NW/SE	28	08S	17E	Duchesne	6/25/98	

WELL 2 COMMENTS: Spud well w/ zcm drilling @ 1:30 pm 6/25/98.
Greater Boundary Unit

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	12420	43-047-33076	ODEKIRK SPRING 13-36-8-17	SW	36	08S	17E	Uintah	7/1/98	

WELL 3 COMMENTS: Spud well w/ union rig #7 @ 2:00 pm, 7/1/98.
Entity added 7-17-98. See

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
B	99999	12391	43-013-32065	TAR SANDS FED. 14-28-8-17	SE/SW	28	08S	17E	Duchesne	6/30/98	

L4 COMMENTS: Spud well w/ zcm drilling @ 11:00 AM, 6/30/98.
Greater Boundary Unit

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	12421	43-047-33075	ODEKIRK SPRING 14-36-8-17	SE/SW	36	08S	17E	Uintah	7/1/98	

L5 COMMENTS: Spud well w/ union #7 @ 11:00 pm, 7/1/98.
Entity added 7-17-98. See

INLAND RESOURCES

ON CODES (See instructions on back of form)

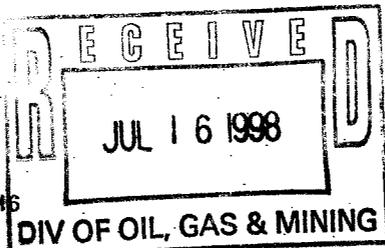
- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (explain in comments section)

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

Shannon Smith
Signature

Engineering Secretary 7/15/98
Title Date

Jul 16 1998 11:24 AM



OPERATOR Inland Production Company
ADDRESS 410 17th St., Suite 700
Denver, Colorado 80202

OPERATOR ACCT. NO. N 5160

ENTITY ACTION FORM - FORM 6

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE	
					QQ	SC	TP	RG	COUNTY			
B	99999	12391	43-013-32069	Tar Sands Fed	7-28-8-17	SW/NE	28	08S	17E	Duchesne	6/22/98	

WELL 1 COMMENTS: Spud well w/ zcm drilling @ 9:00 am, 6/22/98
Greater Boundary Unit

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE	
					QQ	SC	TP	RG	COUNTY			
A	99999	12422	43-047-33078	ODELTER SPRING	7-36-8-17	SW/NE	36	08S	17E	Uintah	6/15/98	

WELL 2 COMMENTS: Spud well w/ Union, Rig #7 @ 11:30 am, 6/15/98.
Entity added 7-17-98. Lic

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE	
					QQ	SC	TP	RG	COUNTY			
B	99999	12391	43-013-32063	TAR SANDS FED	3-29-8-17	NE/NO	29	08S	17E	Duchesne	6/15/98	

WELL 3 COMMENTS: Spud well w/ zcm Drilling @ 11:00 am, 6/15/98
Greater Boundary Unit

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE	
					QQ	SC	TP	RG	COUNTY			
A	99999	12423	43-047-33077	ODELTER SPRING	11-36-8-17	NE/SO	36	08S	17E	Uintah	6/23/98	

WELL 4 COMMENTS: Spud well w/ Union #7 @ 11:00 am, 6/23/98
Entity added 7-17-98. Lic

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE	
					QQ	SC	TP	RG	COUNTY			

WELL 5 COMMENTS:

ACTION CODES (See instructions on back of form)

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

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

Shannon Smith
Signature

Engineering Secretary 7/15/98
Date

Title

Jul 16 1998 11:25AM

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

1. SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NO. ML-44305	
(Do not use this form for proposals to drill or to deepen or plug back to a different reservoir. Use "APPLICATION FOR PERMIT--" for such proposals.)		6. IF INDIAN, ALLOTTEE OR TRIBAL NAME N/A	
OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/> OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/>		7. UNIT AGREEMENT NAME NA	
2. NAME OF OPERATOR INLAND PRODUCTION COMPANY		8. FARM OR LEASE NAME ODEKIRK SPRING	
3. ADDRESS OF OPERATOR 410 17TH STREET, SUITE 700, DENVER, COLORADO 80202 (303) 893-0102		9. WELL NO. 13-36-8-17	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.) At surface SW/SW 660 FSL 660 FWL		10. FIELD AND POOL, OR WILDCAT MONUMENT BUTTE	
		11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA SW/SW Section 36, T08S R17E	
14. API NUMBER 43-047-33076	15. ELEVATIONS (Show whether DF, RT, GR, etc.) 5034.7 GR	12. COUNTY OR PARISH UINTAH	13. STATE UT

16. Check Appropriate Box To Indicate Nature of Notice, Report, or Other Data

NOTICE OF INTENTION TO:		SUBSEQUENT REPORT OF:	
TEST WATER SHUT-OFF <input type="checkbox"/>	PULL OR ALTER CASING <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREAT <input type="checkbox"/>	MULTIPLE COMPLETE <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOT OR ACIDIZE <input type="checkbox"/>	ABANDON* <input type="checkbox"/>	SHOOTING OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	<input type="checkbox"/>	(OTHER) <u>Surface Spud</u>	<input checked="" type="checkbox"/>
(OTHER) _____	<input type="checkbox"/>	(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)	

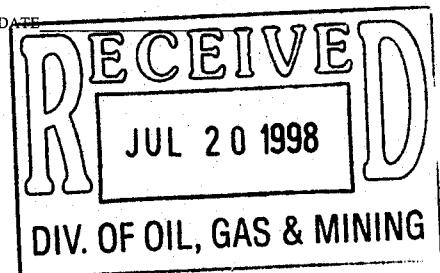
17. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

MIRU. Drl & set conductor. **SPUD WELL @ 2:00 PM, 7/1/98.** Drl & set MH & RH. Drl Kelly dn. NU cellar. RR (compressor). Drl 21' - 319'. C&C. TOH. ND cellar. Run 8-5/8" GS, 7 jt 8-5/8", 24#, J-55, ST & C csg, WHI "W92", 2000 psi WP csg head (291'). Csg set @ 301'. RU BJ. Pmp 20 bbl dye wtr & 20 bbl gel. Cmt w/140 sx Class "G" w/2% CC & 1/4#/sk Cello Flake (15.8 ppg 1.17 cf/sk yield). Had 5 bbl cmt returns. 1/4 hr - WOC.

18. I hereby certify that the foregoing is true and correct
 SIGNED Shannon Smith TITLE Engineering Secretary DATE 7/15/98

(This space for Federal or State office use)
 APPROVED BY _____ TITLE _____ DATE _____
 CONDITIONS OF APPROVAL, IF ANY:

* See Instructions On Reverse Side



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

OPERATOR: INLAND PRODUCTION CO COMPANY REP: MIKE WARD

WELL NAME ODEKIRK SPRINGS #13-36-8-17 API NO 43-047-33076

QTR/QTR: SW/SW SECTION: 36 TWP: 8S RANGE: 17E

CONTRACTOR: UNION DRILLING COMPANY RIG NUMBER: #7

INSPECTOR: DENNIS L INGRAM TIME: 11:30 AM DATE: 7/7/98

SPUD DATE: DRY: 7/1/98 ROTARY: 7/1/98 PROJECTED T.D.: 6000'

OPERATIONS AT TIME OF VISIT: DRILLING AHEAD WITH DAP AT 4007'.

WELL SIGN: NO MUD WEIGHT 8.3+ LBS/GAL BOPE: Y

BLOOIE LINE: Y FLARE PIT: N H2S POTENTIAL: N

ENVIRONMENTAL:

RESERVE PIT: Y FENCED: Y LINED: N PLASTIC: N

RUBBER: _____ BENTONITE: _____ SANITATION: (2)

BOPE TEST RECORDED IN THE RIG DAILY TOUR BOOK: YES

CHART IN DOGHOUSE, TESTED 7/2/98. ACCUMULATOR HAS BEEN REPLACED SINCE LAST HOLE--NO MORE LEAKING VALVE OR UNION. 1450 PSI ON MANIFOLD; 2400 PSI ON ACCUMULATOR.

REMARKS:

(LAST HOLE WAS THE ODEKIRK SPRINGS 11-36, TD ON 7/1/98 AT 6150' & RAN 5 1/2" PRODUCTION CASING). OPERATOR HAS SET 290' OF 8 5/8" J55 SURFACE PIPE AT 300 FEET--CEMENTED SAME WITH 140 SXS. STATE LOCATION, ML-44305. APD AND BOPE TEST CHARTS ARE DISPLAYED IN DOGHOUSE. LOCATION AND RESERVE PIT ARE BUILT AS STIPULATED IN THE STATEMENT OF BASIS FORM, PIT ON NORTH SIDE OF LEASE IN CUT.

3

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
RECORD OF ABANDONMENT OPERATIONS

COMPANY NAME: INLAND PRODUCTION COMPANY
WELL NAME: ODEKIRK SPRING 13-36
QTR/QTR: SW/SW SECTION: 36 TOWNSHIP: 8S RANGE: 17E
COUNTY: UINTAH API NO: 43-047-33076
INSPECTOR: DAVID HACKEORD TIME: VARIOUS DATE: 7/10/98
SURFACE CASING SHOE DEPTH 300' CASING PULLED YES NO

CASING PULLED: SIZE CUT DEPTH FT/CSG RECOVERED
TESTED YES NO TESTED TO: PSI TIME:

CEMENTING COMPANY: BJ
CEMENTING OPERATIONS: P&A WELL:

PLUG 1. SET: FROM 5793' FT. TO 5630' FT. TAGGED YES NO
SLURRY: 50 SACKS CLASS G 1.18 YIELD. 15.6 WEIGHT NEAT

PLUG 2. SET FROM 5514' FT. TO 5388' FT. TAGGED YES NO
SLURRY: 45 SACKS SAME AS ABOVE

PLUG 3. SET FROM 4853' FT. TO 4724' FT. TAGGED YES NO
SLURRY: 45 SACKS SAME AS ABOVE

PLUG 4. SET FROM 4417' FT. TO 4204' FT. TAGGED YES NO
SLURRY: 70 SACKS SAME AS ABOVE

PLUG 5. SET FROM 1595' FT. TO 1466' FT. TAGGED YES NO

SURFACE PLUG: FROM 407' FT. TO SURFACE FT.

ALL ANNULUS CEMENTED TO SURFACE: YES NO
PLUGGING FLUID TYPE: DAP WATER

PERFORATIONS: FROM NA FT. TO FT.
FROM FT. TO FT.

1 CIBP SET: NONE

2 CIBP SET:

ABANDONMENT MARKER: PLATE: PIPE: CORRECT

INFORMATION: YES

COMMENTS: SURFACE PLUG FELL DOWN HOLE. TOP OF CASING WILL BE FILLED WITH A FIVE TO ONE READY MIX SLURRY BEFORE MONUMENT IS WELDED IN PLACE. TOP PLUG TOOK APPROX. 160 SACKS WITH 5 BARRELS EXCESS. CEMENT FELL DOWN HOLE AND 15 ADDITIONAL SACKS WERE PUMPED. CEMENT AGAIN FELL DOWN HOLE. NO PRODUCTION CASING WAS RUN IN THIS WELL.

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

1. SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NO. ML-44305	
(Do not use this form for proposals to drill or to deepen or plug back to a different reservoir. Use "APPLICATION FOR PERMIT-" for such proposals.)		6. IF INDIAN, ALLOTTEE OR TRIBAL NAME N/A	
OIL <input type="checkbox"/> GAS <input type="checkbox"/> WELL <input checked="" type="checkbox"/> WELL <input type="checkbox"/> OTHER <input type="checkbox"/>		7. UNIT AGREEMENT NAME N/A	
2. NAME OF OPERATOR INLAND PRODUCTION COMPANY		8. FARM OR LEASE NAME ODEKIRK SPRING	
3. ADDRESS OF OPERATOR 410 17TH STREET, SUITE 700, DENVER, COLORADO 80202 (303) 893-0102		9. WELL NO. 13-36-8-17	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.) At surface SW/SW 660 FSL 660 FWL		10. FIELD AND POOL, OR WILDCAT MONUMENT BUTTE	
		11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA SW/SW Section 36, T08S R17E	
14. API NUMBER 43-047-33076	15. ELEVATIONS (Show whether DF, RT, GR, etc.) 5034.7 GR	12. COUNTY OR PARISH UINTAH	13. STATE UT

16. Check Appropriate Box To Indicate Nature of Notice, Report, or Other Data

NOTICE OF INTENTION TO:	SUBSEQUENT REPORT OF:
TEST WATER SHUT-OFF <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/>
PULL OR ALTER CASING <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREAT <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>
MULTIPLE COMPLETE <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOT OR ACIDIZE <input type="checkbox"/>	SHOOTING OR ACIDIZING <input type="checkbox"/>
ABANDON* <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	(OTHER) <u>Weekly Status</u> <input checked="" type="checkbox"/>
(OTHER) <input type="checkbox"/>	(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

17. 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.)*

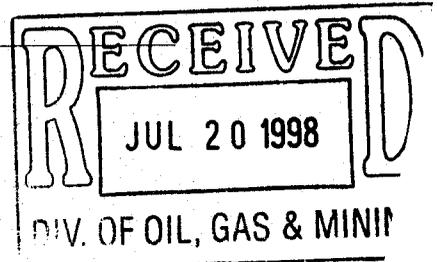
WEEKLY STATUS REPORT FOR WEEK OF 7/2/98 - 7/8/98

WOC. NU BOP's. Test BOP's. TIH w/BHA. Blowdown csg. RR (flowline). Drl plug, cmt & GS. Change head rubber & drivers. Drl 319' - 5247'.

18. I hereby certify that the foregoing is true and correct
SIGNED Shannon Smith TITLE Engineering Secretary DATE 7/15/98

(This space for Federal or State office use)
APPROVED BY _____ TITLE _____ DATE _____
CONDITIONS OF APPROVAL, IF ANY:

* See Instructions On Reverse Side



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

1. SUNDRY NOTICES AND REPORTS ON WELLS (Do not use this form for proposals to drill or to deepen or plug back to a different reservoir. Use "APPLICATION FOR PERMIT--" for such proposals.) OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/>		5. LEASE DESIGNATION AND SERIAL NO. <p style="text-align: center;">ML-44305</p> 6. IF INDIAN, ALLOTTEE OR TRIBAL NAME <p style="text-align: center;">N/A</p> 7. UNIT AGREEMENT NAME <p style="text-align: center;">NA</p>	
2. NAME OF OPERATOR <p style="text-align: center;">INLAND PRODUCTION COMPANY</p>		8. FARM OR LEASE NAME <p style="text-align: center;">ODEKIRK SPRING 13-36-8-17</p>	
3. ADDRESS OF OPERATOR <p style="text-align: center;">410 17TH STREET, SUITE 700, DENVER, COLORADO 80202 (303) 893-0102</p>		9. WELL NO. <p style="text-align: center;">13-36-8-17</p>	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.) At surface <p style="text-align: center;">SW/SW 660 FSL 660 FWL</p>		10. FIELD AND POOL, OR WILDCAT <p style="text-align: center;">MONUMENT BUTTE</p>	
14. API NUMBER <p style="text-align: center;">43-047-33076</p>		11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA <p style="text-align: center;">SW/SW Section 36, T08S R17E</p>	
15. ELEVATIONS (Show whether DF, RT, GR, etc.) <p style="text-align: center;">5034.7 GR</p>		12. COUNTY OR PARISH <p style="text-align: center;">UINTAH</p>	13. STATE <p style="text-align: center;">UT</p>

16. Check Appropriate Box To Indicate Nature of Notice, Report, or Other Data

NOTICE OF INTENTION TO:	SUBSEQUENT REPORT OF:
TEST WATER SHUT-OFF <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/>
PULL OR ALTER CASING <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREAT <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>
MULTIPLE COMPLETE <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOT OR ACIDIZE <input type="checkbox"/>	SHOOTING OR ACIDIZING <input type="checkbox"/>
ABANDON* <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	(OTHER) <u>P&A</u> <input checked="" type="checkbox"/>
(OTHER) <input type="checkbox"/>	

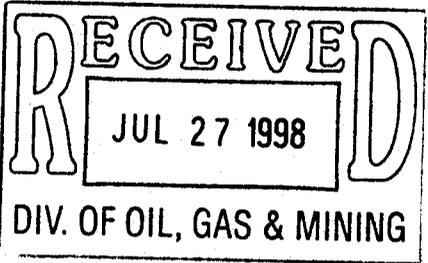
(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

17. 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.)*

WEEKLY STATUS REPORT FOR WEEK OF 7/9/98 - 7/15/98

Drilled 7-7/8" hole from 319' - 6000' w/Union, Rig #7. Plugged on 7/10/98.

Plug #1: 5793-5631' w/50 sx Class "G" Neat 15.6 ppg 1.18 cf/sk yield.
 Plug #2: 5514-5385' w45 sx Class "G" Neat 15.6 ppg 1.18 cf/sk yield.
 Plug #3: 4853-4724' w/45 sx Class "G" Neat 15.6 ppg 1.18 cf/sk yield.
 Plug #4: 4417-4204' w/70 sx Class "G" Neat 15.6 ppg 1.18 cf/sk yield.
 Plug #5: 1595-1466' w/45 sx Class "G" Neat 15.6 ppg 1.18 cf/sk yield.
 Plug #6: 341'- Sfc w/150 sx Class "G" Neat (15.6 ppg 1.18 cf/sk yield.



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

SIGNED Shawna Smith TITLE Engineering Secretary DATE 7/22/98

(This space for Federal or State office use)

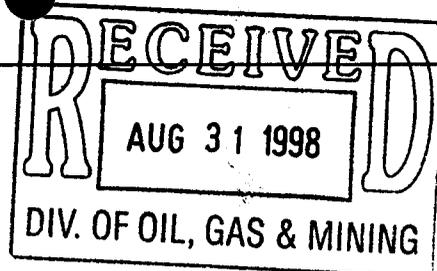
APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

* See Instructions On Reverse Side



August 28, 1998



State of Utah
Division of Oil, Gas & Mining
P.O. Box 145801
1594 West North Temple Suite 1210
Salt Lake City Utah 84114-58

ATTENTION: Vicky Dyson

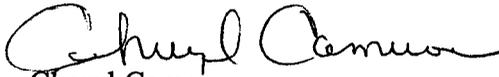
**RE: Odekirk Spring #2-36-8-17
Odekirk Spring 13-36-8-17
S. Wells Draw #5-10-9-16
S. Wells Draw #7-10-9-16
Jonah #8-14-9-16
Monument Federal #14-21-9-18Y**

Dear Ms. Dyson,

Enclosed are the originals and two (2) copies each of the Well Completion or Recompletion Report and Log for the Odekirk Spring locations, and three copies (each), for the Federal locations, referenced above. Included are logs for each specified location (excluding the Monument Federal #14-21-9-18Y workover report).

Please do not hesitate to contact me if you have any questions, or need additional information in the Vernal Branch Office (435) 789-1866.

Sincerely,


Cheryl Cameron
Regulatory Specialist

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

STATE OF UTAH
OIL & GAS CONSERVATION COMMISSION

(See other instructions on reverse side)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

1a. TYPE OF WELL: OIL WELL GAS WELL DRY Other P&A

b. TYPE OF COMPLETION: NEW WELL WORK OVER DEEP-EN PLUG BACK DIFF. RESVR. Other _____

2. NAME OF OPERATOR
Inland Production Company

3. ADDRESS OF OPERATOR

P.O. Box 790233 Vernal, UT 84079 (435) 789-1866

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

At surface SW/SW
At top prod. interval reported below 660' FSL & 660' FWL
At total depth _____

14. PERMIT NO. 43-047-33076 DATE ISSUED 3/19/98

5. LEASE DESIGNATION AND SERIAL NO.
ML44305

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
Odekirk Spring

9. WELL NO.
#13-36-8-17

10. FIELD AND POOL, OR WILDCAT
Monument Butte

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
Sec. 36, T8S, R17E

12. COUNTY OR PARISH
Uintah 13. STATE
UT

15. DATE SPUNDED 7/1/98 16. DATE T.D. REACHED 7/9/98 17. DATE COMPL. (Ready to prod.) N/A 18. ELEVATIONS (DF, RES. RT. GR. ETC.)* 5034 7' CR 19. ELEV. CASINGHEAD

20. TOTAL DEPTH, MD & TVD 6000' 21. PLUG. BACK T.D., MD & TVD N/A 22. IF MULTIPLE COMPL., HOW MANY* _____ 23. INTERVALS DRILLED BY _____ ROTARY TOOLS X CABLE TOOLS _____

24. PRODUCING INTERVAL(S), OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)*
Plugged & Abandoned 25. WAS DIRECTIONAL SURVEY MADE
No

26. TYPE ELECTRIC AND OTHER LOGS RUN
DIGL/SP/GR/CAL - CN/CD/GR Rec'd 8/31/98 27. WAS WELL CORED
No

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT PULLED
<u>8 5/8</u>	<u>24#</u>	<u>301'</u>	<u>12 1/4</u>	<u>140 sx Class G w/ 2% CC</u>	<u>1/4#/sk CF</u>

29. LINER RECORD

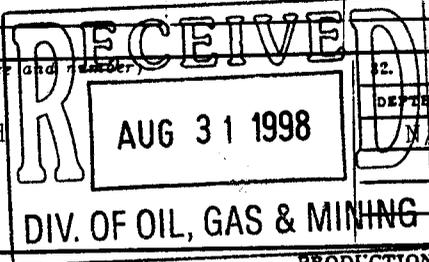
SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
					<u>N/A</u>		

31. PERFORATION RECORD (Interval, size and length)

Plugged & Abandoned

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

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
<u>N/A</u>	



33.* PRODUCTION
DATE FIRST PRODUCTION P & A 7/10/98 PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump) Plugged & Abandoned WELL STATUS (Producing or shut-in) P & A

DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N. FOR TEST PERIOD	OIL—BSL.	GAS—MCF.	WATER—BSL.	GAS-OIL RATIO
FLOW. TUBING PRESS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL—BSL.	GAS—MCF.	WATER—BSL.	OIL GRAVITY-API (CORR.)	

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)
N/A TEST WITNESSED BY _____

35. LIST OF ATTACHMENTS
Logs in Item #26

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records
SIGNED Cheryl Cameron TITLE Regulatory Specialist DATE 7/30/98

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

INSTRUCTIONS

General: This form is designed for submitting a complete and correct well completion report and log on all types of lands and leases to either a Federal agency or a State agency, or both, pursuant to applicable Federal and/or State laws and regulations. Any necessary special instructions concerning the use of this form and the number of copies to be submitted, particularly with regard to local, area, or regional procedures and practices, either are shown below or will be issued by, or may be obtained from, the local Federal and/or State office. See instructions on Items 22 and 24, and 33, below regarding separate reports for separate completions.

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

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

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

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

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

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, CUMULON USED, TIME TOOL OPEN, FLOWING AND SHUT-IN PRESSURES, AND RECOVERIES		38. GEOLOGIC MARKERS	
FORMATION	TOP	DESCRIPTION, CONTENTS, ETC.	NAME
			MEAS. DEPTH
			TRUE VERT. DEPTH
Garden Gulch	3864'	Plugged & Abandoned 7/10/98 All cement plugs Class G Neat 15.6 ppg, 1.18 cf/sk yield. Plug Interval #1 5793'-5631' Sx 50 #2 5514'-5385' 45 #3 4853'-4724' 45 #4 4417'-4204' 70 #5 1595'-1466' 45 #6 341'-Surface 150	
Garden Gulch 2	4156'		
Point 3	4421'		
X Marker	4649'		
Y Marker	4685'		
Douglas Creek	4816'		
BI-Carb	5055'		
B-Lime	5197'		
Castle Peak	5627'		
Basal Carb	NDE		



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 8
999 18TH STREET - SUITE 300
DENVER, CO 80202-2466
Phone 800-227-8917
<http://www.epa.gov/region08>

JUL 24 2003

Ref: 8P-W-GW

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Michael Guinn
Vice President of Operations
Inland Production Company Field Office
Route 3 Box 3630
Myton, UT 84052

Re: Extension of Limited Authorization to Inject for
EPA Permit No. UT20702-04533
Tar Sands Federal #15-29-8-17;
EPA Permit No. UT20798-04545
Beluga #14-7-9-17; and
EPA Permit No. UT20891-04600
Odekirk #3-36-8-17.

Dear Mr. Guinn:

The Region 8 Ground Water Program office of the Environmental Protection Agency (EPA) authorized a one hundred and eighty (180) day limited authorization to inject for the Tar Sands Federal #15-29-8-17 enhanced recovery injection well EPA Permit No. UT20702-04533, the Beluga #14-7-9-17 enhanced recovery injection well EPA Permit No. UT20798-04545, and the Odekirk #3-36-8-17 enhanced recovery injection well EPA Permit No. UT20891-04600. This limited authorization to inject period was authorized to allow for stabilization of the injection zone formation pressure prior to the radioactive tracer survey demonstration of Part II (External) MI.

On July 5, 2003, EPA received from Inland a letter requesting an extension of the 180 day deadline for Part II MI demonstration because operational information indicated to Inland that the injection zone reservoir had not yet reached the point of pressure stabilization that would allow for a valid Part II MI test by radioactive tracer survey.

RECEIVED

JUL 28 2003



Printed on Recycled Paper

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

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

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

ARTICLE 1 – Name

The name of the corporation is Inland Production Company.

ARTICLE 2 – Amended Name

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

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

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

ARTICLE 3 – Effective Date of Filing

This document will become effective upon filing.

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

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

INLAND RESOURCES INC.

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



Office of the Secretary of State

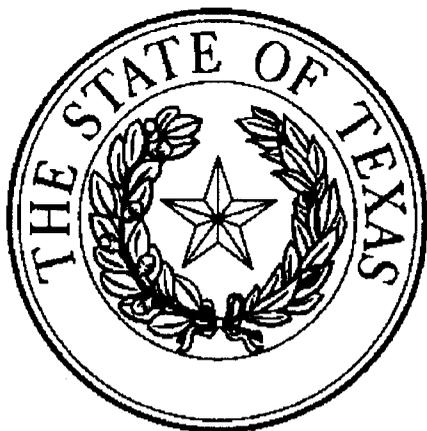
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Newfield Production Company
Filing Number: 41530400

Articles of Amendment

September 02, 2004

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



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

Secretary of State

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

X Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective:		9/1/2004
FROM: (Old Operator): N5160-Inland Production Company Route 3 Box 3630 Myton, UT 84052 Phone: 1-(435) 646-3721	TO: (New Operator): N2695-Newfield Production Company Route 3 Box 3630 Myton, UT 84052 Phone: 1-(435) 646-3721	

CA No.

Unit:

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS	
HANCOCK 14-23-4-1	23	040S	010W	4304733080	12331	Fee	OW	P	
HANCOCK 11-23-4-1	23	040S	010W	4304733081	12355	Fee	OW	P	
HANCOCK 4-26-4-1	26	040S	010W	4304733082	12492	Fee	OW	P	
ODEKIRK SPRINGS 1A-35-8-17	35	080S	170E	4304733549	12909	Federal	OW	P	
ODEKIRK SPRINGS 15-35-8-17	35	080S	170E	4304733550	13094	Federal	OW	P	
ODEKIRK SPRING 13-36-8-17	36	080S	170E	4304733076	12420	State	D	PA	
SUNDANCE FED 14-31-8-18	31	080S	180E	4304734287		Federal	OW	APD	K
FEDERAL 1-31-8-18	31	080S	180E	4304734494	13927	Federal	OW	P	K
FEDERAL 2-31-8-18	31	080S	180E	4304734495	13959	Federal	OW	OPS	K
SUNDANCE 7-32-8-18	32	080S	180E	4304734458	13987	State	OW	P	K
SUNDANCE 8-32-8-18	32	080S	180E	4304734459	14047	State	OW	P	K
SUNDANCE 9-32-8-18	32	080S	180E	4304734460	13988	State	OW	OPS	K
SUNDANCE 11-32-8-18	32	080S	180E	4304734461	13962	State	OW	P	K
SUNDANCE 12-32-8-18	32	080S	180E	4304734462	14031	State	OW	P	K
SUNDANCE 13-32-8-18	32	080S	180E	4304734463	13964	State	OW	P	K
SUNDANCE 14-32-8-18	32	080S	180E	4304734464	14046	State	OW	P	K
SUNDANCE 15-32-8-18	32	080S	180E	4304734465	13978	State	OW	P	K
SUNDANCE 16-32-8-18	32	080S	180E	4304734466	14028	State	OW	OPS	K
FEDERAL 2-6-9-18	06	090S	180E	4304734013		Federal	OW	APD	K
FEDERAL 3-6-9-18	06	090S	180E	4304734425		Federal	OW	APD	K

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

3. The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 2/23/2005

4. Is the new operator registered in the State of Utah: YES Business Number: 755627-0143

5. If **NO**, the operator was contacted on:

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

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

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

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

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: 2/23/2005

DATA ENTRY:

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

FEDERAL WELL(S) BOND VERIFICATION:

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

INDIAN WELL(S) BOND VERIFICATION:

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

FEE & STATE WELL(S) BOND VERIFICATION:

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

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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