

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

SUBMIT IN TRIPLICATE*
(Other instructions on reverse side)

5. Lease Designation and Serial No.
ML-44317

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

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

1a. Type of Work

DRILL

DEEPEN

PLUG BACK

7. Unit Agreement Name
N/A

b. Type of Well

Oil Well

Gas Well

Other

Single Zone

Multiple Zone

8. Farm or Lease Name
Del-Rio/Orion

2. Name of Operator

Del-Rio Resources, Inc.

Telephone #: **(435) 789-8162**

9. Well No.
#32-12A

3. Address of Operator

P.O. Box 459 Vernal, UT 84078

10. Field and Pool, or Wildcat
Flat Rock

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

At surface

1979' FSL 502' FWL NWSW

4378858 N

At proposed prod. zone

610927 E

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

Sec. 32, T14S, R20E, SLB&N

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

See Topo Map "A" (Attached)

12. County or Parrish 13. State
Uintah Utah

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

502'

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.

1300'

19. Proposed depth

11,653'

20. Rotary or cable tools

Rotary

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

7478' 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
11"	8 5/8"	24#	850'	See attached drilling plan
7 7/8"	5 1/2"	17#	11,653'	See attached drilling plan

1. M.I.R.U.
2. Drill to T.D. 11,653'
3. Run 5 1/2" casing if commercial production is indicated.
4. If dry hole, well will be plugged and abandoned as instructed by the State.
5. Well will be drilled with fresh water to 1800', then Chem Gel Mud to T.D. Mud will be in place to run 5 1/2" casing.

I hereby certify that I am responsible by the terms and conditions of the Lease to conduct Lease Operations. Bond Coverage pursuant to 43 CFR 3104 to Lease Activities is being provided by First Security Bank in the form of a Certificate of Deposit. CD #2431434 2985402

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 Lawrence C. Caldwell #

Title President

Date April 24, 2000

(This space for Federal or State office use)

Permit No. 43-047-33558

Approval Date

Approved by [Signature]
Conditions of approval, if any:

Title BRADLEY G. HILL
RECLAMATION SPECIALIST III

Date 6/12/00

Federal Approval of this Action is Necessary

*See Instructions On Reverse Side

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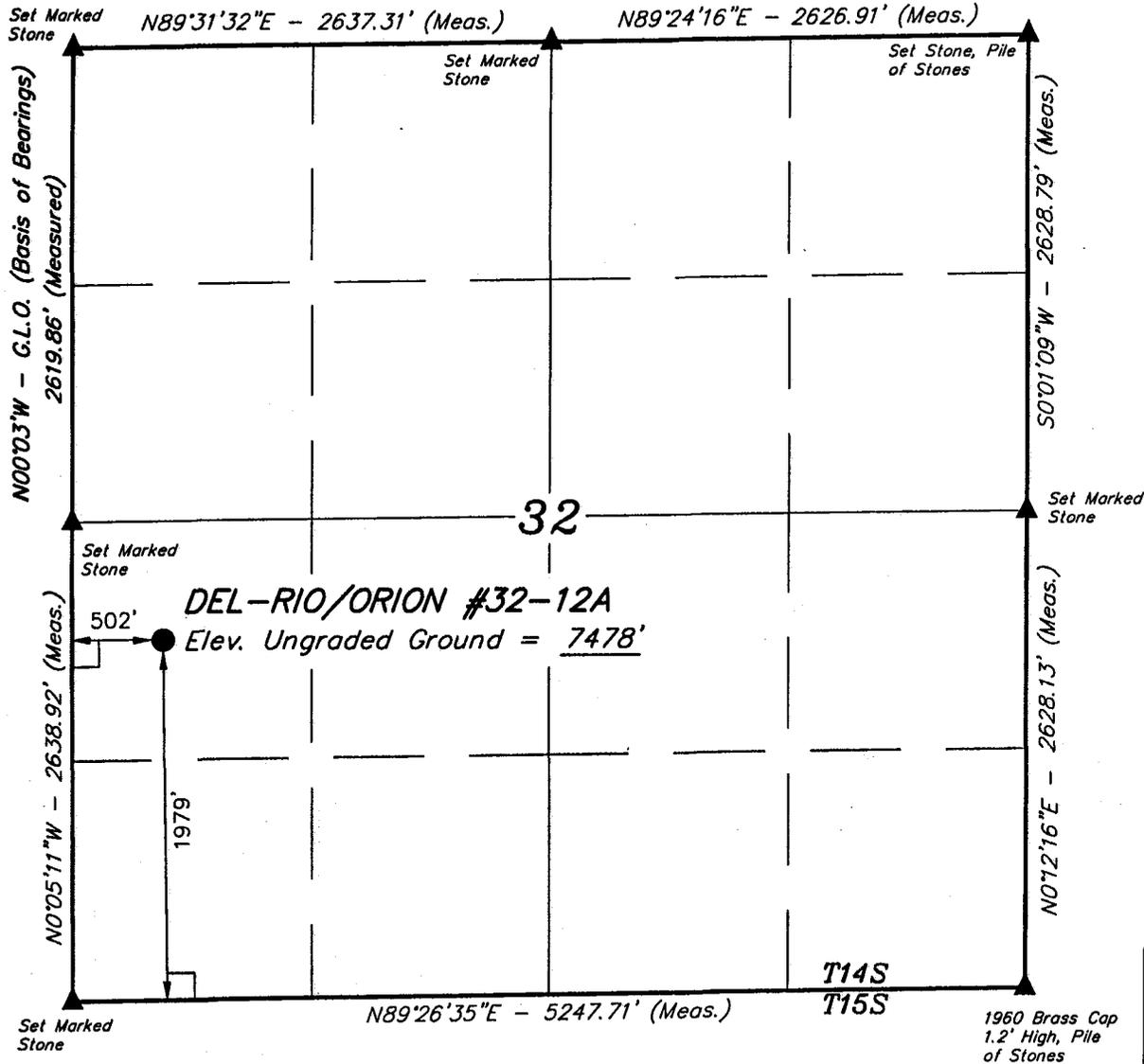
T14S, R20E, S.L.B.&M.

DEL-RIO RESOURCES, INC.

Well location, DEL-RIO/ORION #32-12A, located as shown in the NW 1/4 SW 1/4 of Section 32, T14S, R20E, S.L.B.&M. Uintah County, Utah.

BASIS OF ELEVATION

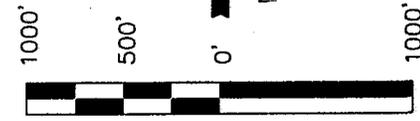
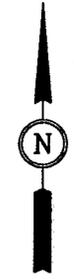
SPOT ELEVATION AT A LANDING STRIP IN THE NW 1/4 OF SECTION 32, T14S, R20E, S.L.B.&M. TAKEN FROM THE FLAT ROCK MESA QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 7512 FEET.



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SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEY 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. RAY
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 10619
 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.

LATITUDE = 39°33'14"
 LONGITUDE = 109°42'32"

SCALE 1" = 1000'	DATE SURVEYED: 9-12-99	DATE DRAWN: 11-23-99
PARTY J.F. T.H. D.COX	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE DEL-RIO RESOURCES, INC.	

**DEL-RIO RESOURCES, INC.
DRILLING PLAN FOR THE
DEL-RIO/ORION #32-12A**

I. DRILLING PLAN:

1. Geological Surface Formation: Green River

2. Estimated Tops:

<u>Name</u>	<u>Top</u>	<u>Prod. Phase Anticipated</u>
Wasatch	2340'	
Mesa Verde	4480	↓
Nelson	5642'	↓
Lower Segó	6220'	↓
Buck Tongue Mancos	6256'	↓
Castle Gate	6385'	↓
Mancos Shale	6560'	Oil/Gas
Dakota	10420'	↓
Cedar Mountain	10622'	↓
Morrison	10889'	↓
Summerville/Curtis	11425'	↓
Entrada	11553'	Gas

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3. CASING PROGRAM:

	<u>Depth</u>	<u>Hole Size</u>	<u>Csg. Size</u>	<u>Type</u>	<u>Weight</u>
Surface	850'	11"	8-5/8"	K-55 (LT&C)	24#/ft (new)
Prod.	11,653'	7-7/8"	5-1/2"	K-55 (LT&C) P-110	17#/ft (new)

4. Operator's Specification for Pressure Control Equipment:

**Per L.C. 5-1-00
RJK*

A. 5,000 psi W.P. Double Gate BOP (Schematic attached).

B. Functional test daily.

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Del-Rio/Orion #32-12A

- 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.

5. Auxiliary Equipment:

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

6. Proposed Circulating Medium:

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

7. Testing, Logging, and Coring Program:

- A. Cores - None.
- B. DST - none anticipated.
- C. Logging - DIFL/SP/GR (TD to surface).
ZDL/CN/CAL w/DFIL (TD to 2000' from surface).
MRIL (TD to 3000' from Surface)

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 Del-Rio/Orion #32-12A

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

8. Cementing Program:

<u>Casing</u>	<u>Volume</u>	<u>Type & Additives</u>
Surface	383 sx	Class "G" w/2% bwoc, +0.25#/sx cello flake, +44.3% fresh water (based on 100% access)
Production		DV Tool @6600'
	<u>Stage 1</u>	
Lead	344 sx*	Premium Lite 2, +0.7% bwoc FL-52, +3%bwow Potassium Chloride, +0.5%bwoc R-3, +5#/sx Kolseal, +0.25#/sx cello flake, +92.9% fresh water.
Tail	272 sx*	(50/50) poz "flyash" Class "G", +3%bwow Potassium Chloride, +0.25#/sx cello flake, +0.9%bwoc FL-25, +30%bwoc silica flour, +3#/sx Kolseal, +2%bwoc Bentonite, +0.75%bwoc EC-1, +63.5% fresh water
	<u>Stage 2</u>	
	877 sx*	(50/50) poz "flyash" Class "G", +3%bwow Potassium Chloride, +0.25#/sx cello flake, +2%bwoc Bentonite, +0.2%bwoc Sodium Metasilicate, +57.7% fresh water

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Cement Characteristics:

Lead:

yield = 1.97 cu.ft. per. sack
weight = 13.0 lb./gal
strength = 1700 psi in 24 hrs @240 degrees

Tail:

yield = 1.65 cu.ft. per. sack
weight = 14.4 lb./gal
strength = 2700 psi in 24 hrs @240 degrees

Stage 2:

yield = 1.28 cu.ft. per. sack
weight = 14.2 lb./gal
strength = 2300 psi in 24 hrs @240 degrees

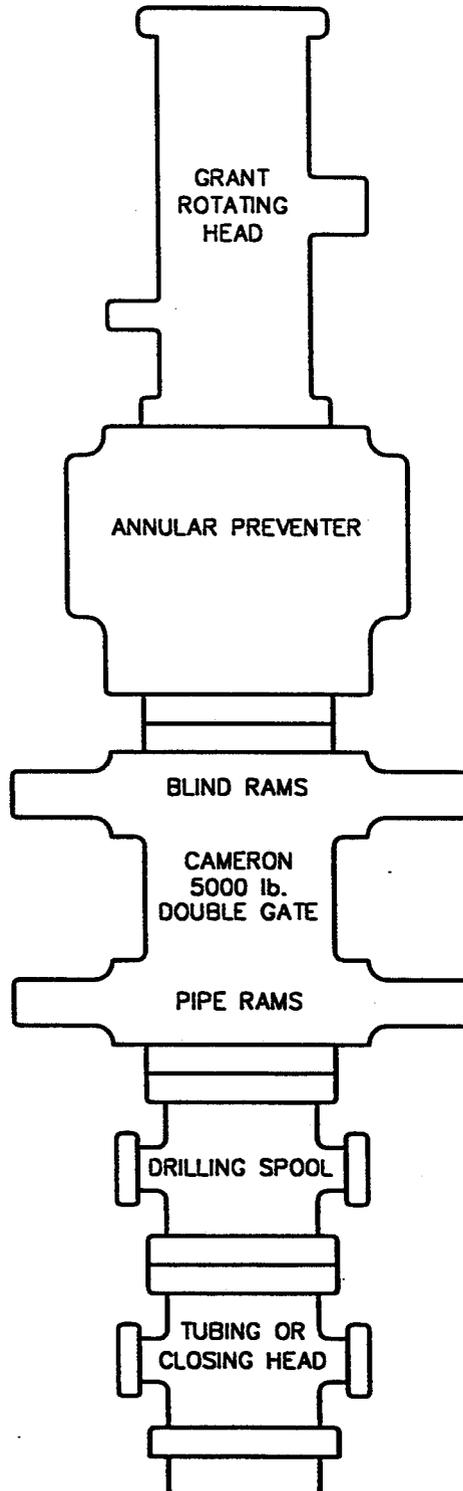
* Final cement volumes to be calculated from caliper log with an attempt to be made to circulate cement to ~~1000'~~^{2000'} from the surface. A bond log will be run across the zone of interest and across zones as required by the authorized officer to insure protection of natural resources.

R. P. L. C. 5-1-00. RJK

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

No abnormal temperatures or pressures are anticipated. No H₂S has been encountered in or known to exist from previous wells drilled to similar depths in the general area. Maximum anticipated bottom hole pressure equals approximately 1,500 psi (calculated at 0.132 psi/ft) and maximum anticipated surface pressure equals approximately 1008 psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/ft).

CLASS III BLOWOUT PREVENTER STACK



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**II. SURFACE USE PLAN
DEL-RIO RESOURCES, INC.
DEL-RIO/ORION #32-12A**

1. Existing Road:

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

2. Planned Access Roads:

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

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

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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 State office at least 48 hours prior to commencement of any work on these locations, roadways, or pipelines.

3. Location of Existing Wells:

See existing Drill Holes on Topo Map "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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Del-Rio/Orion #32-12A

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

5. Location and Type of Water Supply:

Willow Creek at a P.O.D. of the SE 1/4 SE 1/4 of Section 29, T12S, R21E, S.L.B.&M. and transported by truck along the access roads which are shown on the attached topo maps.

49-1647 per op. 6-12-00. Jc

Note: Proper Water permits will be obtained from the Ute Indian Tribe before use.

No water wells are to be drilled.

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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 Ute Tribal Lands and a Right-of-way has been applied for through the B.I.A.

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

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

7. Methods for Handling Waste Disposal:

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

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Del-Rio/Orion #32-12A

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

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

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

8. Ancillary Facilities:

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

9. Well Site Layout:

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

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Del-Rio/Orion #32-12A

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

10. Plans for Restoration:

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

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

If any fossils are discovered during construction, the operator shall cease construction immediately and notify the Authorized Officer so as to determine the significance of the discovery.
- B. A Class III cultural resource inventory shall be completed prior to disturbance by a qualified professional Archaeologist.

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Del-Rio/Orion #32-12A

- 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.

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Del-Rio/Orion #32-12A

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or delays associated with this process, the AO will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise, the operator will be responsible for mitigation costs. The AO will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the AO that the required mitigation has been completed, an operator will then be allowed to resume construction.

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

12. Lessee's or Operator's Representative:

Mr. Lawrence C. Caldwell II
President
Del-Rio Resources, Inc.
P.O. Box 459
Vernal, Utah
Telephone #(801)789-8162
Cell #(801)790-8578

Del-Rio Resources, Inc.
Del-Rio/Orion #32-12A

13. Certification:

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

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

4-24-00
Date

Lawrence C. Caldwell II
Lawrence C. Caldwell II
President

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DEL-RIO RESOURCES, INC.

LOCATION LAYOUT FOR

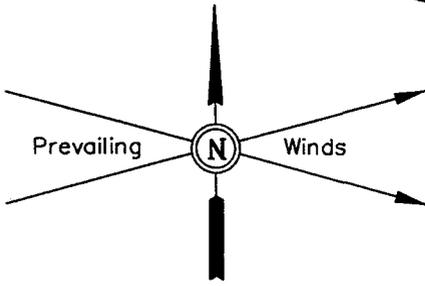
DEL-RIO / ORION #32-12A
SECTION 32, T14S, R20E, S.L.B.&M.

1979' FSL 502' FWL

Approx.
Top of
Cut Slope

CONSTRUCT
DIVERSION
DITCH

Existing
Drainage



SCALE: 1" = 50'
DATE: 11-24-99
DRAWN BY: D.COX

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

C-14.9'
El. 81.5'
(Btm. Pit)

Flare Pit
C-2.4'
El. 79.0'

C-11.3'
El. 77.9'
(Btm. Pit)

C-0.5'
El. 77.1'

C-4.2'
El. 80.8'

C-3.2'
El. 79.8'

C-3.4'
El. 80.0'

C-1.1'
El. 77.7'

F-2.3'
El. 74.3'

F-1.7'
El. 74.9'

F-2.5'
El. 74.1'

F-4.9'
El. 71.7'

Sta. 3+50

Proposed Access
Road

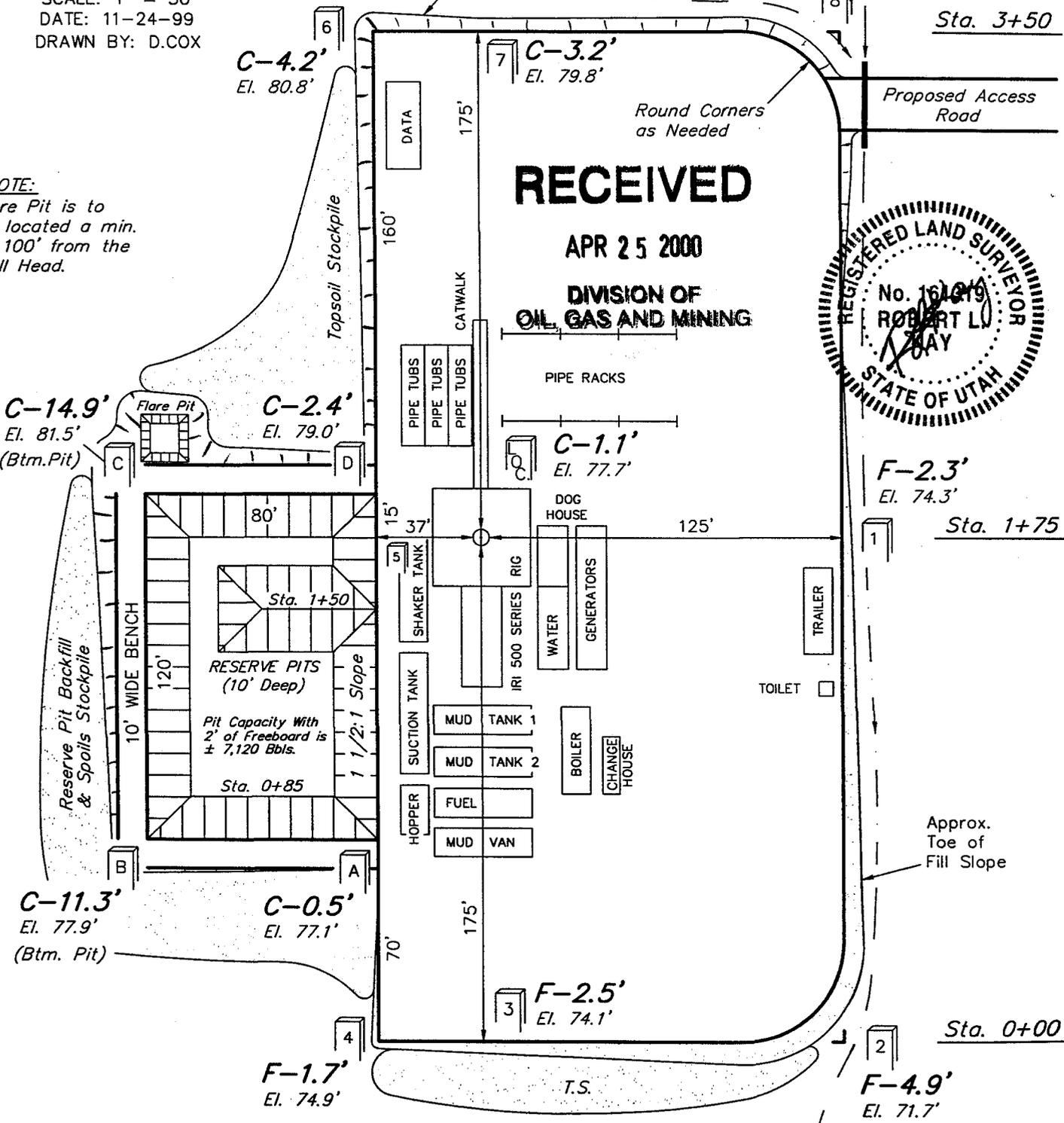
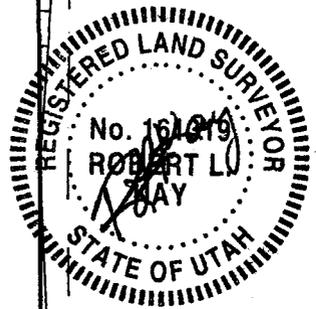
Sta. 1+75

Sta. 0+00

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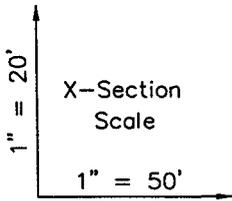
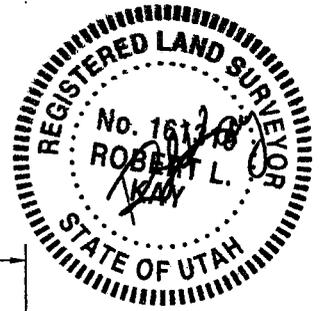
Elev. Ungraded Ground at Location Stake = 7477.7'
Elev. Graded Ground at Location Stake = 7476.6'

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

DEL-RIO RESOURCES, INC.

TYPICAL CROSS SECTIONS FOR

DEL-RIO / ORION #32-12A
SECTION 32, T14S, R20E, S.L.B.&M.
1979' FSL 502' FWL

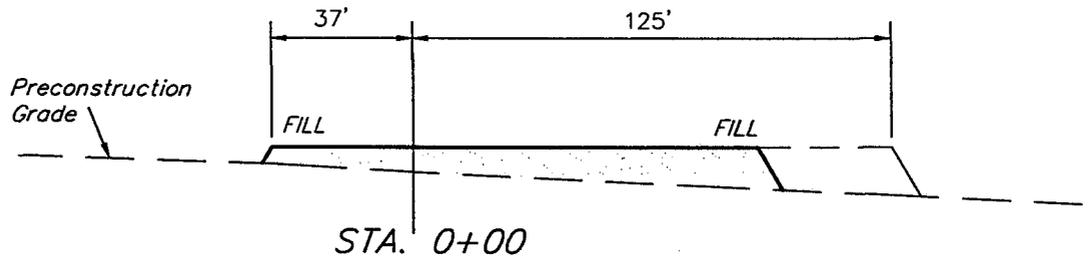
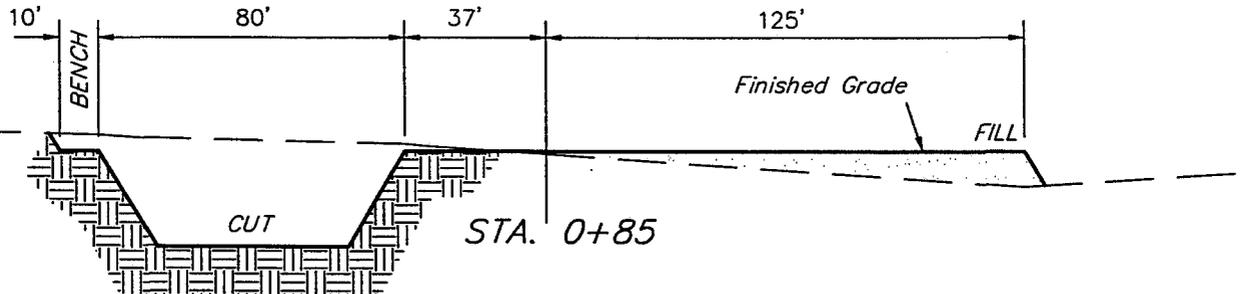
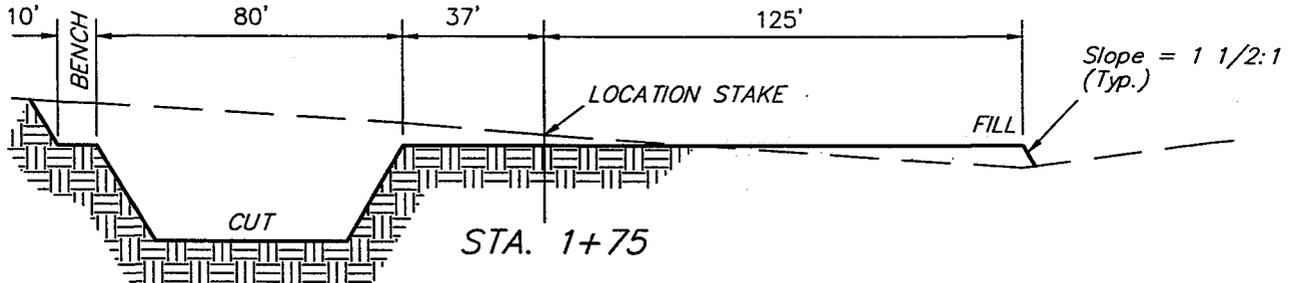
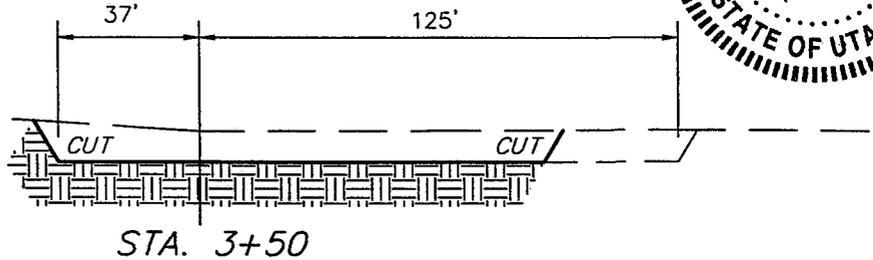


DATE: 11-24-99
DRAWN BY: D.COX

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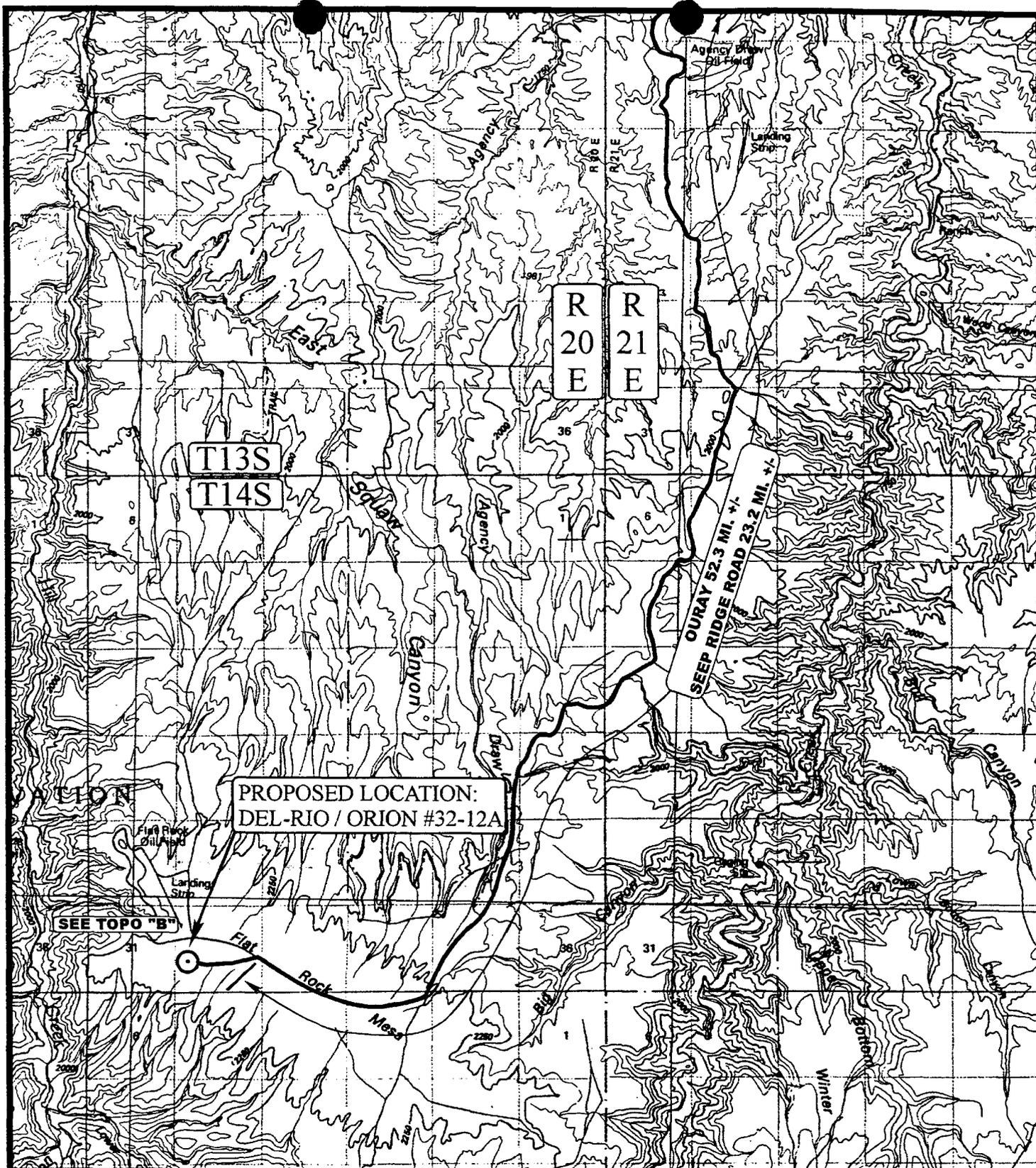


APPROXIMATE YARDAGES

CUT	
(12") Topsoil Stripping	= 2,560 Cu. Yds.
Remaining Location	= 4,320 Cu. Yds.
TOTAL CUT	= 6,880 CU.YDS.
FILL	= 3,120 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	= 3,600 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 3,590 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 10 Cu. Yds.

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



LEGEND:

○ PROPOSED LOCATION



DEL-RIO RESOURCES INC.

DEL-RIO / ORION #32-12A
 SECTION 32, T14S, R20E, S.L.B.&M.
 1979' FSL 502' FWL



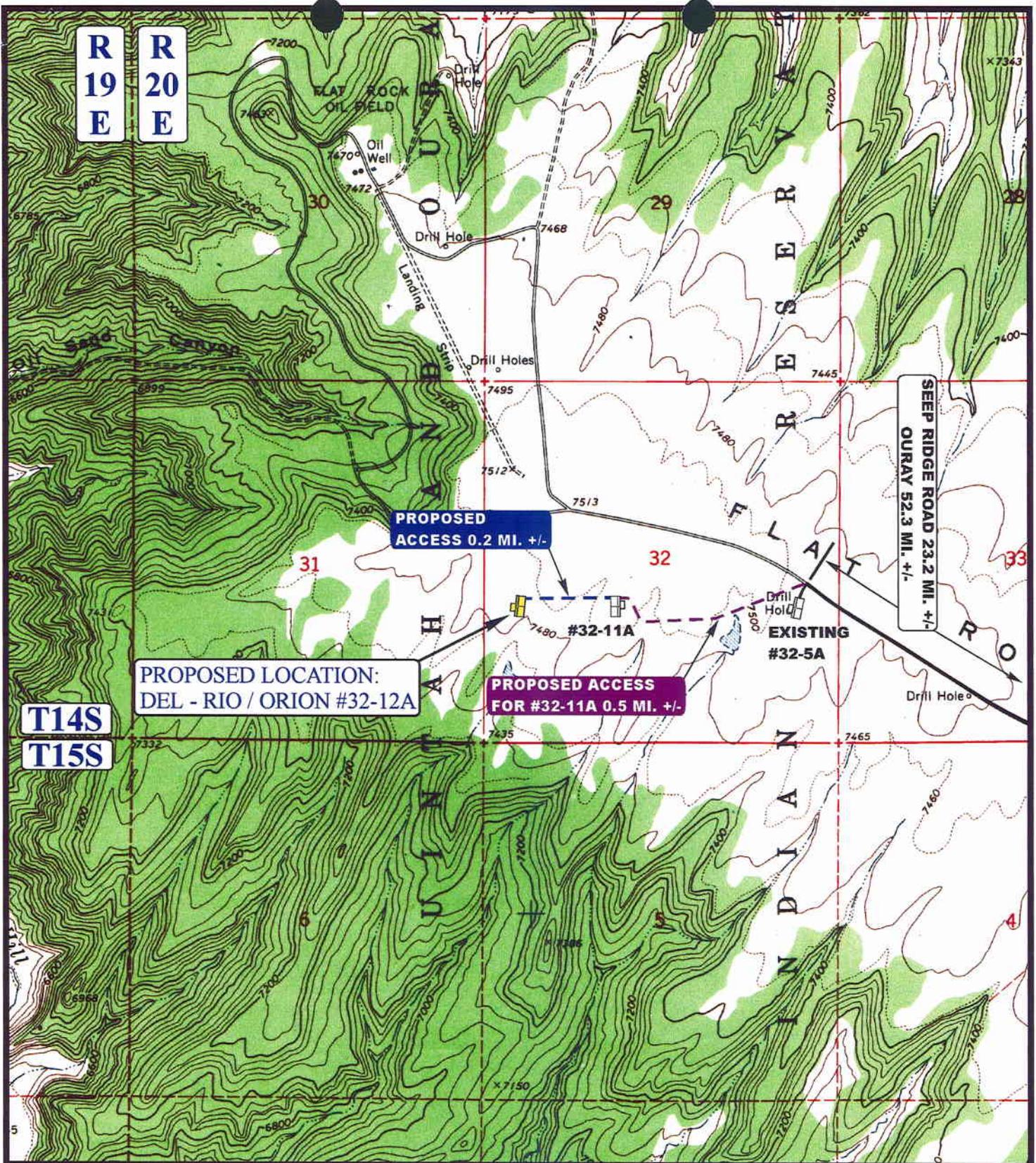
Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP

11	15	99
MONTH	DAY	YEAR



SCALE: 1:100,000 DRAWN BY: J.L.G. REVISED: 00-00-00



R 19 E
R 20 E

T14S
T15S

**PROPOSED LOCATION:
DEL - RIO / ORION #32-12A**

**PROPOSED
ACCESS 0.2 MI. +/-**

**PROPOSED ACCESS
FOR #32-11A 0.5 MI. +/-**

**SEEP RIDGE ROAD 23.2 MI. +/-
OURAY 52.3 MI. +/-**

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD



DEL-RIO RESOURCES INC.

**DEL-RIO / ORION #32-12A
SECTION 32, T14S, R20E, S.L.B.&M.
1979' FSL 502' FWL**



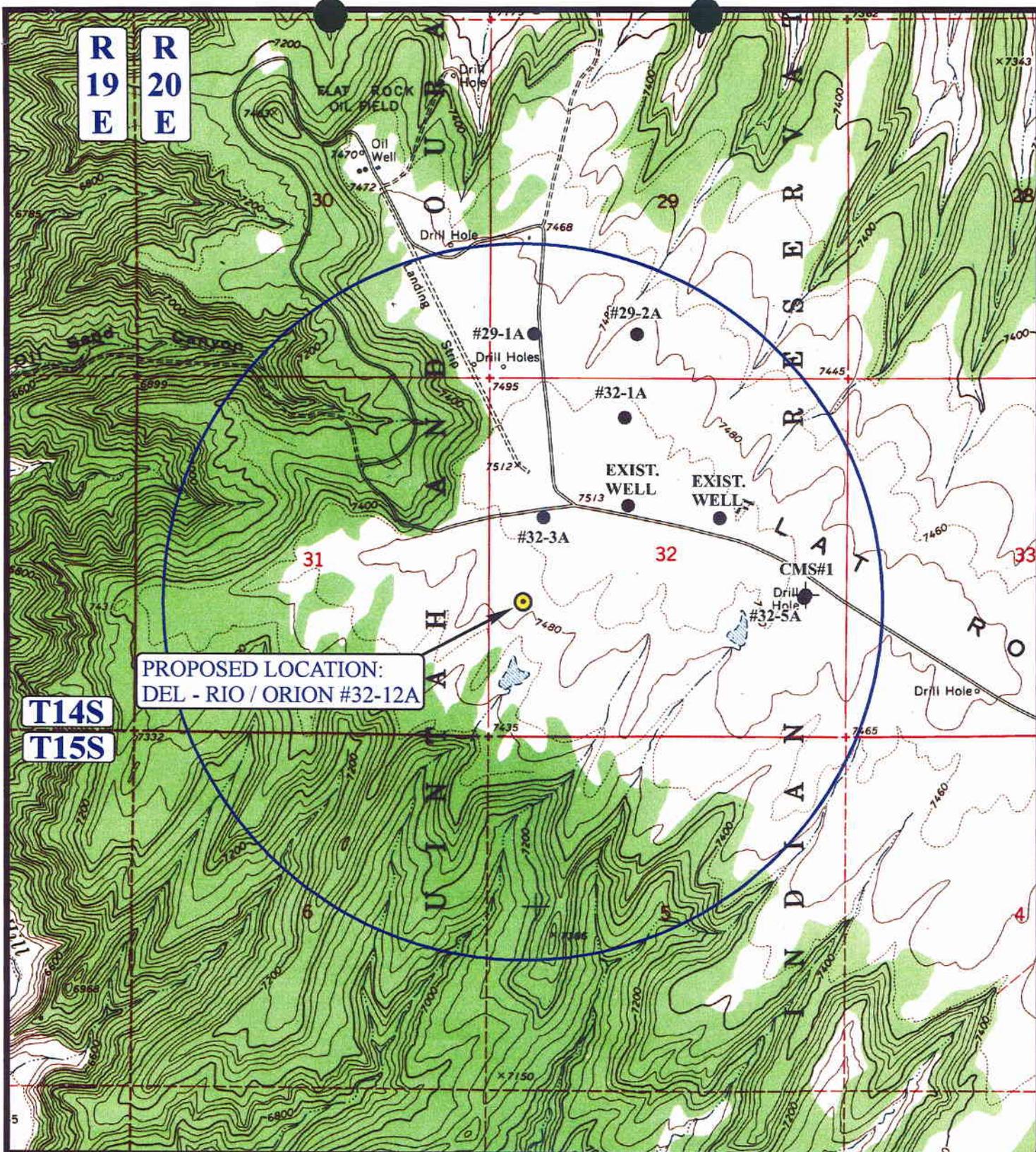
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

11 15 99
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 2-23-00





R 19 E
R 20 E

T14S
T15S

**PROPOSED LOCATION:
DEL - RIO / ORION #32-12A**

LEGEND:

- | | |
|-------------------|-------------------------|
| ⊗ DISPOSAL WELLS | ⊗ WATER WELLS |
| ● PRODUCING WELLS | ⊗ ABANDONED WELLS |
| ⊙ SHUT IN WELLS | ⊙ TEMPORARILY ABANDONED |

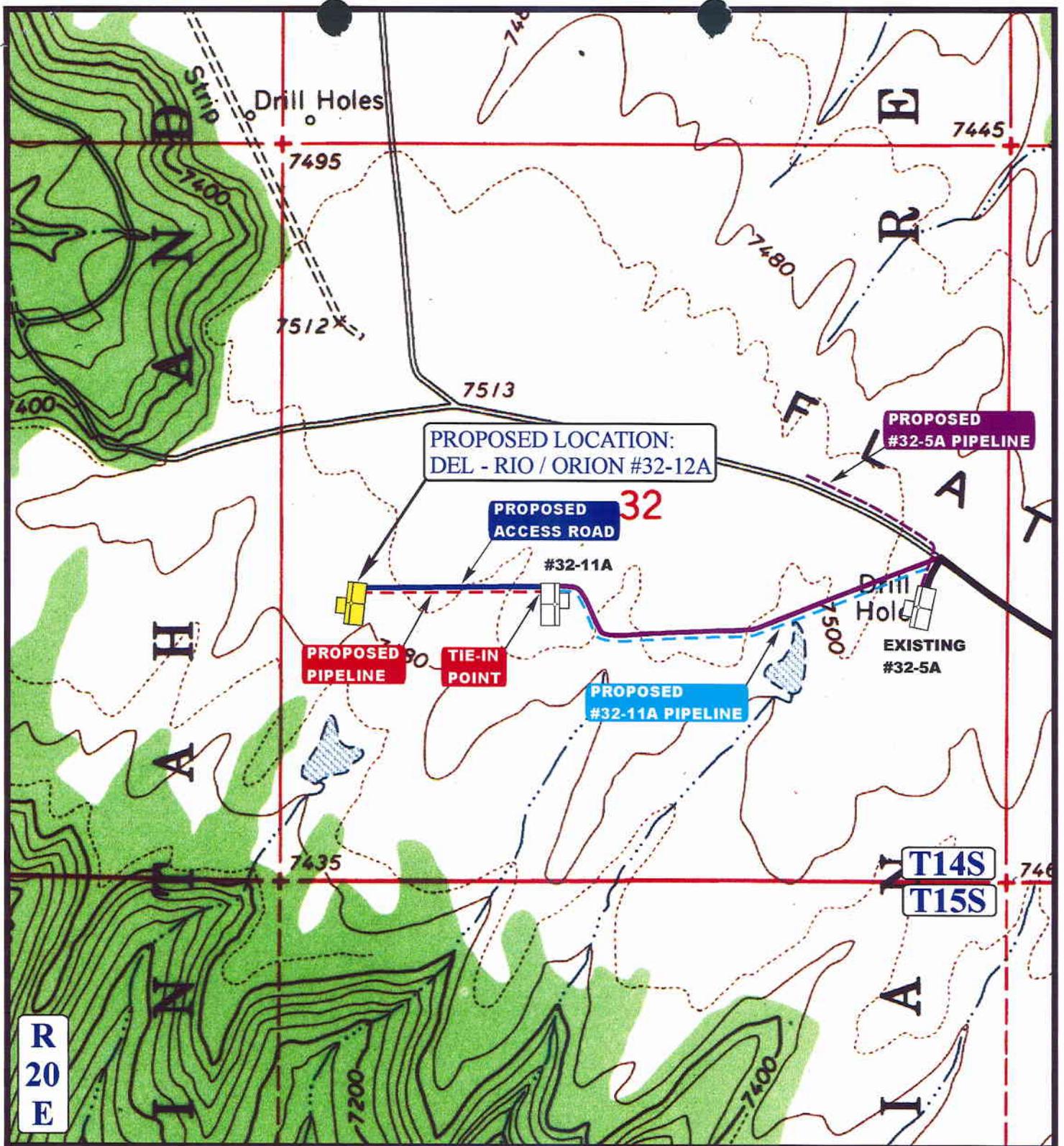


DEL-RIO RESOURCES INC.

DEL-RIO / ORION #32-12A
SECTION 32, T14S, R20E, S.L.B.&M.
1979' FSL 502' FWL

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

TOPOGRAPHIC **11 15 99**
MAP MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 00-00-00 **C**
TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 1166' +/-

LEGEND:

- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED ACCESS



DEL-RIO RESOURCES INC.

**DEL-RIO / ORION #32-12A
SECTION 32, T14S, R20E, S.L.B.&M.
1979' FSL 502' FWL**



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

TOPOGRAPHIC MAP **11 15 99**
MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: J.L.G. REVISED: 2-23-00



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 04/25/2000

API NO. ASSIGNED: 43-047-33558

WELL NAME: DEL-RIO/ORION 32-12A
 OPERATOR: DEL-RIO RESOURCES INC (N0330)
 CONTACT: LARRY CALDWELL

PHONE NUMBER: 435-789-8162

PROPOSED LOCATION:

NWSW 32 140S 200E
 SURFACE: 1979 FSL 0502 FWL
 BOTTOM: 1979 FSL 0502 FWL
 UINTAH
 UNDESIGNATED (2)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	<i>RJK</i>	5-1-00
Geology		
Surface		

LEASE TYPE: 3-*State*
 LEASE NUMBER: ML-44317
 SURFACE OWNER: 2-*Indian*

PROPOSED FORMATION: ENRD

RECEIVED AND/OR REVIEWED:

Plat
 Bond: Fed[] Ind[] Sta[3] Fee[]
 (No. 2985402 8/99) *Per 317LA
 Potash (Y/N)
 Oil Shale (Y/N) *190 - 5 (B)
 Water Permit
 (No. 49-1647) *Per op. 6-12-00.
 RDCC Review (Y/N)
 (Date: _____)
 Fee Surf Agreement (Y/N)

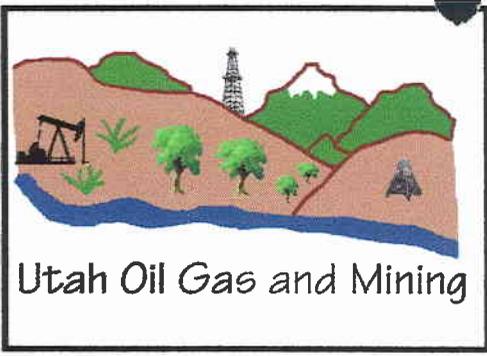
LOCATION AND SITING:

___ R649-2-3. Unit _____
 R649-3-2. General
 Siting: _____
 ___ R649-3-3. Exception
 ___ Drilling Unit
 Board Cause No: _____
 Eff Date: _____
 Siting: _____
 ___ R649-3-11. Directional Drill

COMMENTS: BIA Row # 187 per BIA 6-12-00.

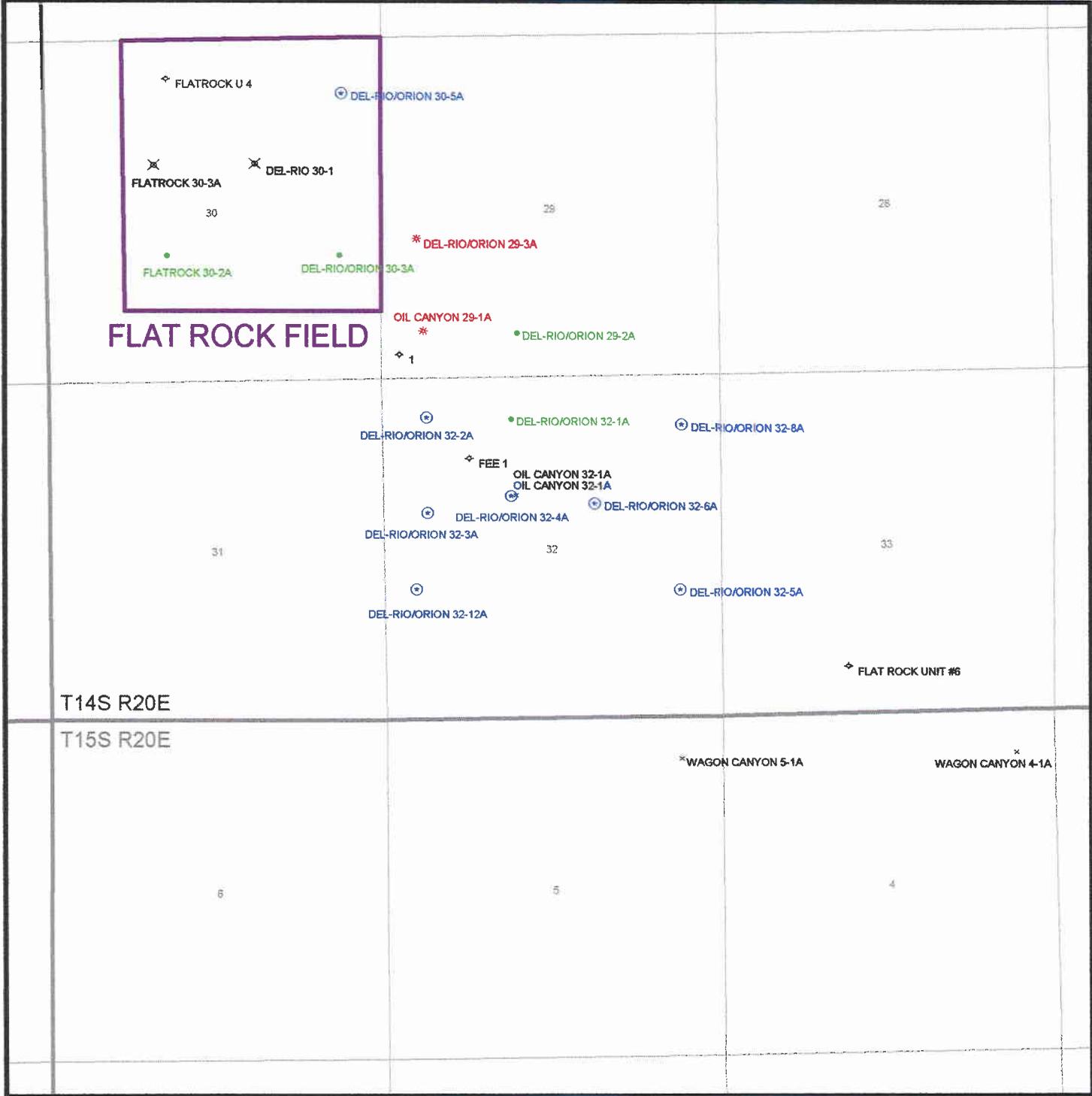
STIPULATIONS: ① STATEMENT OF BASIS

=
/



Serving the Industry, Protecting the Environment

OPERATOR: DEL-RIO RESOURCES (N0330)
 FIELD: UNDESIGNATED (002)
 S EC. 32, T 14 S, R 20 E,
 COUNTY: UINTAH SPACING: STATE 40 ACRES



PREPARED
 DATE: 26-APR-2000

**DIVISION OF OIL, GAS AND MINING
APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS**

Operator Name: DEL-RIO RESOURCES INC.

Well Name & Number: DEL-RIO/ORION 32-12A

API Number: 43-047-33558

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

Geology/Ground Water:

Del-Rio has proposed setting 850 feet of surface casing at this location. The depth to the base of the moderately saline ground water is estimated to be at 3500 feet. A search of Division of Water Rights records indicates that no water wells are located within a 10,000 foot radius of the center of Section 32. The surface formation at this location is the Green River Formation. The Green River Formation is made up of interbedded sandstones, limestones and shales. This is probably a recharge area for Green River Formation aquifers but the proposed surface casing should adequately protect any ground water.

Reviewer: Brad Hill

Date: 6/12/2000

Surface:

Surface rights at the proposed location are owned by the Ute Indian Tribe. Del-Rio has obtained Right-of-Way # 187 (per BIA 6/12/2000).

Reviewer: Brad Hill

Date: 6/12/2000

Conditions of Approval/Application for Permit to Drill:

1. None

UTAH DIVISION OF WATER RIGHTS
WATER RIGHT POINT OF DIVERSION PLOT CREATED MON, JUN 12, 2000, 4:18 PM
PLOT SHOWS LOCATION OF 0 POINTS OF DIVERSION

PLOT OF AN AREA WITH A RADIUS OF 10000 FEET FROM A POINT
FEET, FEET OF THE CT CORNER,
SECTION 32 TOWNSHIP 14S RANGE 20E SL BASE AND MERIDIAN

PLOT SCALE IS APPROXIMATELY 1 INCH = 4000 FEET

N O R T H

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Well name:	5-00 Del Rio FR #32-12A	
Operator:	Del Rio	Project ID:
String type:	Surface	43-047-33558
Location:	Uintah Co.	

Design parameters:

Collapse
Mud weight: 8.400 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 33 psi
Internal gradient: 0.436 psi/ft
Calculated BHP: 404 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor: 1.125

Burst:
Design factor: 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on buoyed weight.
Neutral point: 743 ft

Environment:

H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 87 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 220 ft

Cement top: 0 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 6,300 ft
Next mud weight: 8.500 ppg
Next setting BHP: 2,782 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 6,300 ft
Injection pressure: 6,300 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	850	8.625	24.00	K-55	ST&C	850	850	7.972	40.9
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	371	1370	3.69	404	2950	7.31	18	263	14.75 J

Prepared by: RJK
Utah Dept. of Natural Resources

Phone:
FAX:

Date: May 1, 2000
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Collapse is based on a vertical depth of 850 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes.
Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	5-00 Del Rio FR #32-12A		
Operator:	Del Rio	Project ID:	43-047-33558
String type:	Production		
Location:	Uintah Co.		

Design parameters:

Collapse

Mud weight: 9.000 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.468 psi/ft
 Calculated BHP: 5,448 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor: 1.125

Burst:

Design factor: 1.00

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Tension is based on buoyed weight.
 Neutral point: 10,063 ft

Environment:

H2S considered? No
 Surface temperature: 75 °F
 Bottom hole temperature: 238 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,500 ft

Cement top: 1,587 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	11653	5.5	17.00	P-110	LT&C	11653	11653	4.767	401.6
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	5448	7480	1.37	5448	10640	1.95	171	445	2.60 J

Prepared by: RJK
 Utah Dept. of Natural Resources

Phone:
 FAX:

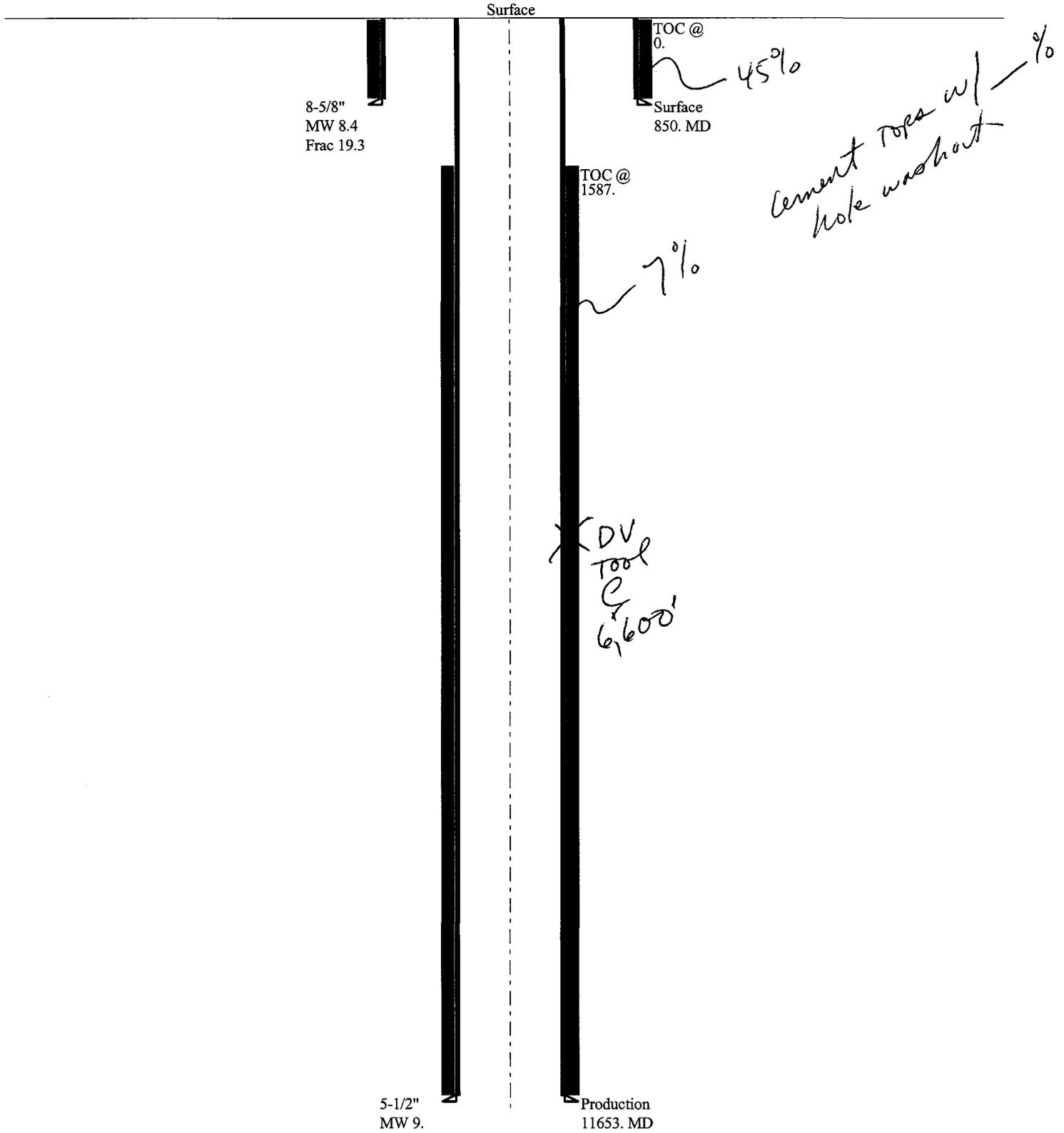
Date: May 1,2000
 Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE.
 Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
 Collapse is based on a vertical depth of 11653 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes.
 Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

5-00 Del Rio FR #32-12A

Casing Schematic



P.O. Box 70, Fort Duchesne, Utah 84026

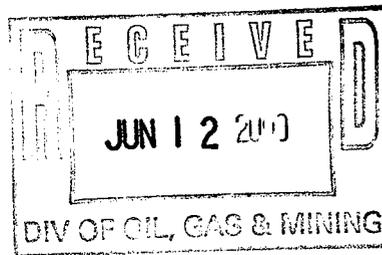
FAX NO. 435/722-9270

UTE INDIAN TRIBE

Energy & Minerals Resource Department



FAX



To: Lisha Cordova	From: Joy Grant
FAX NO: 801/359-3940	Pages: 5(including cover page)
Date: 06/12/00	Phone: 435/722-5141, Ext. 190
Re: Letters of Concurrence	CC: Lamy Caldwell

Urgent For Review Please Comment Please Reply Please Recycle

● **Comments.**

As Per Lamy Caldwell I am faxing letter of concurrence from the Ute Indian Tribe, Re: Drilling of the wells in particular, Del-Rio-Orion #32-8A, and Del-Rio/Orion #32-12A.

Please let me know if I can be of further assistance.



UINTAH & OURAY
AGENCY

APR 12 2000
April 12 2000

UTE INDIAN TRIBE

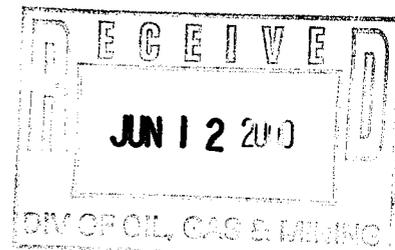
UINTAH AND OURAY AGENCY

P.O. Box 190
Fort Duchesne, Utah 84026
Phone (435) 722-5141
Fax (435) 722-5072

Ms. Thomasina Appah, Assistent Realty Officer
U.S. Department of the Interior
Bureau of Indian Affairs
Utah and Ouray Agency
Fort Duchesne, Utah 84026

RECEIVED

Subject: **Application for Permit to Drill and Corridor Rights-Of-Way**



Dear Ms. Appah,

The following has been addressed to complete the process of Application for Permit to Drill and Corridor Rights-Of-Way on behalf of the Ute Indian Tribe.

1. Affidavit for 5 day Posting.

On October 13, 1999, Del-Rio/Orion Resources submitted request to BIA-Realty Office, for the following:

- Del-Rio/Orion #32-12A, NWSW, Section 32, T14S, R20E, SLBM
- Del-Rio/Orion #32-11A, NESW, Section 32, T14S, R20E, SLBM
- Del-Rio/Orion #32-10A, NWSE, Section 32, T14S, R20E, SLBM

2. Permission to Survey.

Del-Rio/Orion Resources selected Uintah Engineering and Land Surveying, Inc., to stake location. BIA-Realty granted permission to survey on November 13, 1999. This has state minerals and tribal surface interest.

3. Archaeological/Paleontological Reports.

James Truesdale of An Independent Archaeologist performed a cultural and historical evaluation of the aforementioned during June 22, 24, 29 & 30, 1998 and July 6 to 8, 1998. This was done in block surveys of Sections 28, 29, 30, 32. He was accompanied by Alvin Ignacio, Oil & Gas Technician. Reports are provided and recommendation of clearance, provided construction is maintained to staked areas.

4. On-sites.

On February 9, 2000 on-sites were held with the following persons in attendance;
Larry Caldwell, Del-Rio/Orion Resources
Jim Justice, J&L Construction
John Floyd, Uintah Engineering & Land Surveying, Inc.
Governmental Agencies: unavailable, BLM-Vernal District Office; Manual Myore, Bureau of Indian Affairs; Alvin Ignacio, Ute Tribal Energy & Minerals Office.

5. Added Tribal Stipulations.

- 50 foot corridor rights-of-way shall be granted.
- **The Ute Tribe Energy and Minerals Department is to be notified, in writing, 48 hours prior to construction, as a Tribal Technician is to routinely monitor construction.**
- A wildlife and silt containment pond will be built between locations of DRO #32-11A and DRO #32-10A.
- Any deviations of submitted APD's and ROW applications Del-Rio/Orion Resources will notify the Ute Tribe and BIA in writing, and will receive written authorization of such change. Without authorization, Del-Rio/Orion Resources understands that they will be subject to fines and penalties.
- Del-Rio/Orion Resources will implement "Safety and Emergency Plan". Del-Rio/Orion Resources will ensure its compliance.
- Reserve pit fluids to be disposed and hauled to approved disposal pits. To apply to before and after backfilling.

Letter to Ms. Thomasina Appah, BIA-Realty Office
Dated: April 17, 2000
Re: APD & Corridor ROW for 3 Del-Rio/Orion
Page 2

- Culverts and cattle guards to be installed where needed.
- Diversion ditches and berms to be constructed as required.
- **Del-Rio/Orion Resources will assure the Ute Tribe those any/all contractors and any sub-contractors have acquired a 2000 Tribal Business License and have "Access Permits" prior to construction and will have these permits in vehicles at all times.**
- **All Del-Rio/Orion Resources employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's and/or ROW permits/authorizations on their person(s) during all phases of construction.**
- All vehicular traffic, personnel movement, construction/restoration operations should be confined to the areas examine and approved, and to the existing roadways and/or evaluated access routes.
- All personnel should refrain from collecting artifacts, any paleontological fossils, and from disturbing any significant cultural resources in the area.
- The personnel from the Ute Tribe Energy and Minerals Department should be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- All mitigative stipulations contained in the Bureau of Indian Affairs site specific Environmental Analysis (EA), will be strictly adhered.
- Upon completion of Application for Permit to Drill and Rights-Of-Way, Del-Rio/Orion Resources will notify the Ute Tribe Energy and Minerals Department, so that a Tribal Technician can verify Affidavit of Completions.

If you should require additional information please feel free to contact this office.

Sincerely,

ENERGY & MINERALS RESOURCE DEPT.



Ferron Secakuku, EMRD Executive Director



Alvin Ignacio, Oil & Gas Technician

cc: Lawrence Caldwell/Del-Rio/Orion Resources
APD/ROW file
EMRD chrono file



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

Michael O. Leavitt
Governor

Kathleen Clarke
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)

June 12, 2000

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

Re: Del-Rio/Orion 32-12A Well, 1979' FSL, 502' FWL, NW SW, Sec. 32, T. 14 South,
R. 20 East, 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 enclosed Conditions of Approval, approval to drill the referenced well is granted.

This approval will 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 43-047-33558.

Sincerely,

for John R. Baza
Associate Director

er

Enclosures

cc: Uintah County Assessor
SITLA

Operator: Del-Rio Resources, Inc.

Well Name & Number: Del-Rio/Orion 32-12A

API Number: 43-047-33558

Lease: ML-44317

Location: NW SW **Sec.** 32 **T.** 14 South **R.** 20 East

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 of the following actions during drilling of this well:

- . 24 hours prior to cementing or testing casing
- . 24 hours prior to testing blowout prevention equipment
- . 24 hours prior to spudding the well
- . within 24 hours of any emergency changes made to the approved drilling program
- . prior to commencing operations to plug and abandon the well

Division contacts (please leave a voice mail message if the person is not available to take the call):

- . Dan Jarvis at (801)538-5338
- . Robert Krueger at (801)538-5274 (plugging)
- . Carol Daniels at (801)538-5284 (spud)

3. Reporting Requirements

All required reports, forms and submittals will 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 State of Utah Antiquities Act forbids disturbance of archeological, historical, or paleontological remains. Should archeological, historical or paleontological remains be encountered during your operations you are required to immediately suspend all operations and immediately inform the Trust Lands Administration and the Division of State History of the discovery of such remains.

5. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

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

FORM 6

ENTITY ACTION FORM

Operator: Del-Rio Resources, Inc. Operator Account Number: N 0330
 Address: PO Box 459
city Vernal
state UT zip 84078 Phone Number: (435) 789-5240

Well 1

API Number	Well Name	QC	Sec	Twp	Rng	County
4304733558	Del-Rio/Orion 32-12A	NWSW	32	14S	20E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
A	99999	13064	11/11/2000		3/9/2001	
Comments: 3-12-01						

Well 2

API Number	Well Name	QC	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
Comments:						

Well 3

API Number	Well Name	QC	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
Comments:						

ACTION CODES:

- 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)

Larry Jorgensen

Name (Please Print)

Larry Jorgensen

Signature

Production Manager

3/9/2001

Title

Date

DEL-RIO RESOURCES, INC.

FACSIMILE TRANSMITTAL SHEET

TO: Carol Daniels	FROM: Larry Jorgensen
COMPANY: Utah DOGM	DATE: 8/17/01
FAX NUMBER: 801-359-3940	TOTAL NO. OF PAGES INCLUDING COVER: 3
PHONE NUMBER: 801-538-5284	SENDER'S REFERENCE NUMBER:
RE: Completion Report 32-12A	YOUR REFERENCE NUMBER:

- URGENT
 FOR REVIEW
 PLEASE COMMENT
 PLEASE REPLY
 PLEASE RECYCLE

Carol,

Here is the completion report for Del-Rio/Orion 32-12A.

Thanks,

Larry Jorgensen

RECEIVED

PO BOX 459
VERNAL, UT 84078
435-789-5240

AUG 17 2001
DIVISION OF
OIL, GAS AND MINING

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

AMENDED REPORT FORM 8
 (highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL GAS WELL DRY OTHER _____

b. TYPE OF WORK: NEW HORIZ DEEP- RE- DIFF.

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

3. ADDRESS OF OPERATOR: PO Box 459 CITY Vernal STATE UT ZIP 84078 PHONE NUMBER: (435) 789-5240

4. LOCATION OF WELL (FOOTAGES): 502' FWL, 1979' FSL
 AT TOP PRODUCING INTERVAL REPORTED BELOW: 502' FWL, 1979' FSL
 AT TOTAL DEPTH: 502' FWL, 1979' FSL

5. LEASE DESIGNATION AND SERIAL NUMBER: ML-44317

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute Indian Tribe (surface)

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER: Del-Rio/Orion 32-12A

9. API NUMBER: 4304733558

10. FIELD AND POOL, OR WILDCAT: Flat Rock

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSW 32 14S 20E

12. COUNTY: Uintah 13. STATE: UTAH

14. DATE SPUNDED: 11/11/2000 15. DATE T.D. REACHED: 1/15/2001 16. DATE COMPLETED: 3/29/2001 ABANDONED READY TO PRODUCE

17. ELEVATIONS (DF, RKB, RT, GL): GL 7478, DF 7494

18. TOTAL DEPTH: MD 11,093 TVD 11,900 19. PLUG BACK T.D.: MD 11,012 TVD 11,012 20. IF MULTIPLE COMPLETIONS, HOW MANY? *

21. DEPTH BRIDGE MD PLUG SET: TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each): Halliburton GR/DLLT, GR/SDL/DSN, GR/BCS & CBL - 8-10-01

23. WAS WELL CORED? NO YES (Submit analysis)
 WAS DST RUN? NO YES (Submit report)
 DIRECTIONAL SURVEY? NO YES (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
11	8 5/8 J55	24	0	867		G 874	288	0	None
7 7/8	5 1/2 P110	17	0	11,093	6,520	HS 664	717	1500	None

26. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 7/8	10,552	10,558						

26. PRODUCING INTERVALS 27. PERFORATION RECORD

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Cedar Mountain	10,588	10,624	10,588	10,624	10,610 - 10,620	0.43	40	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B)					10,604 - 10,608	0.43	16	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(C)					10,598 - 10,600	0.43	8	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(D)					10,588 - 10,594	0.43	24	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
10588 - 10620	Break down perfs with 1000 gals 7 1/2% HCl acid, 4000 gals Coal Stim & 1000 gals mud acid.
10588 - 10620	Frac stimulation with 103,800 lbs 20/40 sand in 542 bbls load fluid & 130 tons CO2

29. ENCLOSED ATTACHMENTS:

30. WELL STATUS:

10588 - 10620

Frac stimulation with 103,800 lbs 20/40 sand in 542 bbis load fluid & 130 tons CO2

29. ENCLOSED ATTACHMENTS:

ELECTRICAL/MECHANICAL LOGS

GEOLOGIC REPORT

DST REPORT

DIRECTIONAL SURVEY

SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION

CORE ANALYSIS

OTHER: _____

30. WELL STATUS:

Producing

(5/2000)

(CONTINUED ON BACK)

31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

DATE FIRST PRODUCED: 3/29/2001		TEST DATE: 3/12/2001		HOURS TESTED: 24		TEST PRODUCTION RATES: □		OIL - BBL: 0	GAS - MCF: 1,952	WATER - BBL: 0	PROD. METHOD: Flow
CHOKE SIZE: 20/64	TBG. PRESS. 850	CSG. PRESS. 1,200	API GRAVITY	BTU - GAS 1,238	GAS/OIL RATIO	24 HR PRODUCTION RATES: □	OIL - BBL: 0	GAS - MCF: 1,952	WATER - BBL: 0	INTERVAL STATUS: Producing	

INTERVAL B (As shown in Item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: □		OIL - BBL:	GAS - MCF:	WATER - BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: □	OIL - BBL:	GAS - MCF:	WATER - BBL:	INTERVAL STATUS:	

INTERVAL C (As shown in Item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: □		OIL - BBL:	GAS - MCF:	WATER - BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: □	OIL - BBL:	GAS - MCF:	WATER - BBL:	INTERVAL STATUS:	

INTERVAL D (As shown in Item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: □		OIL - BBL:	GAS - MCF:	WATER - BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: □	OIL - BBL:	GAS - MCF:	WATER - BBL:	INTERVAL STATUS:	

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)
Sold

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
Cedar Mountain	10,588	10,624	gas	Wasatch Fm	2,311
				Mesaverde Group	4,402
				Buck Tongue Mancos Sh	6,248
				Castlegate Sandstone	6,279
				Mancos Shale	6,565
				Dakota Fm	10,453
				Morrison Fm	10,867

35. ADDITIONAL REMARKS (Include plugging procedure)

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

NAME (PLEASE PRINT) Larry Jorgensen TITLE Production Manager
SIGNATURE _____ DATE 8/17/2001

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top - Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining Phone: 801-538-5340
1594 West North Temple, Suite 1210
Box 145801 Fax: 801-359-3940
Salt Lake City, Utah 84114-5801

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

COUNTY: Uintah

STATE: UTAH

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

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

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

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

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

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

BY: [Signature]
David Husman, President

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

(This space for State use only)

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OCT 22 2003

DIV. OF OIL, GAS & MINING

Lease ML – 47437

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

Lease ML-44317

OIL AND GAS WELLS

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

OPERATOR CHANGE WORKSHEET

ROUTING
1. GLH
2. CDW
3. FILE

X Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

Merger

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

CA No. **Unit:**

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

16

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

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

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

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

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

DATA ENTRY:

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

STATE WELL(S) BOND VERIFICATION:

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

FEDERAL WELL(S) BOND VERIFICATION:

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

INDIAN WELL(S) BOND VERIFICATION:

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

FEE WELL(S) BOND VERIFICATION:

- (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number n/a

- The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

MILLER, DYER & CO. LLC

475 SEVENTEENTH STREET, SUITE 420

DENVER, COLORADO 80202

TELEPHONE: 303-292-0949

FACSIMILE: 303-292-3901

March 24, 2004

Ms Diana Whitney
Division of Oil, Gas and Mining
P O Box 145801
Salt Lake City, UT 84114-5801

RE: Application to Deepen
#32-8A & #32-12A- Flat Rock Field
API# 43 047 33557 & #43 047 33558
Section 32, T14S R20E
Uintah County, Utah

Dear Ms Whitney:

Pursuant to Rule R649-3.4, Miller, Dyer & Co. LLC, as Operator, submits herewith two (2) separate Form 3, Application for Permit to Drill, Deepen, or Plug Back for your approval.

Miller, Dyer & Co. LLC is seeking the approval by the division to deepen the existing #32-8A well to a depth of 12,500 feet and deepen the existing ~~#32-8A~~ well to a depth of 12,400 feet.
32-12A

Said forms are being submitted in duplicate along with a copy of the Designation of Operator, which was submitted previously to the Division of Oil, Gas and Mining. Shaw Resources Limited, LLC, as record title owner designates Miller, Dyer & Co. LLC as Operator of the well.

If you require any additional information, please do not hesitate to call John Dyer at (303) 292 - 0949, Ext 103 or Chris Potter at (303) 292 0949, Ext 109.

Yours truly,

MILLER, DYER & CO. LLC



Chris A Potter

RECEIVED
MAR 29 2004
DIV. OF OIL, GAS & MINING

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

FORM 3

AMENDED REPORT
(highlight changes)

APPLICATION FOR PERMIT TO DRILL			5. MINERAL LEASE NO: ML-44317	6. SURFACE: Indian
1A. TYPE OF WORK: DRILL <input type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input checked="" type="checkbox"/>			7. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input type="checkbox"/> MULTIPLE ZONE <input checked="" type="checkbox"/>			8. UNIT or CA AGREEMENT NAME: N/A	
2. NAME OF OPERATOR: Miller, Dyer & Co. LLC			9. WELL NAME and NUMBER: Del-Rio/Orion #32-12A	
3. ADDRESS OF OPERATOR: 475 17th St. Suite #420 CITY Denver STATE CO ZIP 80231		PHONE NUMBER: (303) 292-0949	10. FIELD AND POOL, OR WILDCAT: Flat Rock	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 1979 FSL 502 FWL AT PROPOSED PRODUCING ZONE: 1979 FSL 502 FWL			11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSW 32 14S 20E S	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: Ouray is 53 miles north of the location			12. COUNTY: Uintah	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 502'	16. NUMBER OF ACRES IN LEASE: 40	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40		
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 1200'	19. PROPOSED DEPTH: 12,400	20. BOND DESCRIPTION: Letter of Credit		
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7478 GR	22. APPROXIMATE DATE WORK WILL START: 6/1/2004	23. ESTIMATED DURATION: 2 Weeks		

24. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT			SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
11"	8-5/8"	J-55	24#	867	TYPE G	874 SXS	288 BBLS
7-7/8"	5-1/2"	P-110	17#	11,093	PREM LITE II HS	1781 SXS	717 BBLS
4-1/2"	3-1/4"	J-55	10.5#	12,400	50/50 POZMIX	110 SXS	40 BBLS

25. **ATTACHMENTS**

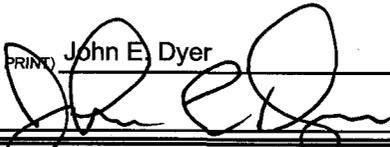
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER	<input checked="" type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

RECEIVED
MAR 29 2004

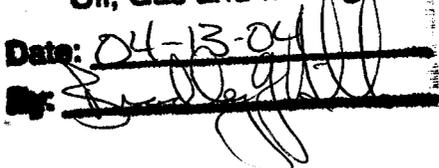
DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) John E. Dyer TITLE Operations Manager

SIGNATURE  DATE 3/24/2004

(This space for State use only)

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 04-13-04
By: 

API NUMBER ASSIGNED: 43-047-3558

APPROVAL:

(11/2001)

COPY SENT TO OPERATOR
Date: 4-15-04
Initials: CHD

(See Instructions on Reverse Side)

**MILLER, DYER & CO. LLC
DRILLING PLAN TO DEEPEN**

**Del-Rio/Orion #32-12A
Section 32 T14S-R20E NWSW**

General Procedure

- a. MIRU, cement squeeze perforated intervals from 10,588'-10,620'
- b. Drill out residual cement, run scraper and circulate hole clean, pressure test 5.5" casing.
- c. MIRU drilling rig. Drill out retainer and float-shoe. Drill from 11,012 to approximate TD of 12,400 with low solids KCl drilling fluid. Keep all fluid in closed steel tank system.
- d. Run 3-1/4" liner from 12,400(TD) to casing hanger at 11,012.
- e. Move rig off location.

1.

<u>Formation Tops:</u>	<u>MD</u>	
<i>Green River</i>	Surface	
<i>Wasatch</i>	2,311'	<i>Existing Well Top</i>
<i>Mesaverde</i>	4,453'	<i>Existing Well Top</i>
<i>Castlegate Sandstone</i>	6,279'	<i>Existing Well Top</i>
<i>Mancos Shale</i>	6,565'	<i>Existing Well Top</i>
<i>Dakota Sandstone</i>	10,359'	<i>Existing Well Top</i>
<i>Cedar Mountain</i>	10,561'	<i>Existing Well Top</i>
<i>Morrison</i>	10,770'	<i>Existing Well Top</i>
<u>Estimated Well Top</u>		
Curtis	11,380'	<i>Estimated Well Top</i>
Entrada Sandstone	11,470'	<i>Estimated Well Top</i>
Carmel	11,600'	<i>Estimated Well Top</i>
Wingate	11,900'	<i>Estimated Well Top</i>
Chinle	12,260'	<i>Estimated Well Top</i>
TD	12,400	<i>Estimated Well Top</i>

2. **Miller, Dyer & CO. LLC's Minimum Specification for Pressure Control Equipment and Testing:**

- a. 5,000 PSI WP Double Gate Blowout Preventer with Annular Preventer (schematic diagram attached)
- b. BOPE will be pressure tested upon installation, whenever a seal subject to test pressure is broken or repairs are made; and at least once a every 30 days. Chart recorders shall be used for all pressure tests. Ram-type

preventers and related pressure control equipment will be pressure tested to the rated working pressure of the stack assembly if a test plug is used. If a test plug is not used, the stack assembly will be tested to the rated working pressure of the stack assembly or to 70% of the minimum internal yield pressure of the casing, whichever is less. Annular-type preventers will be pressure tested to 50% of rated working pressure.

- c. All casing strings will be pressure tested to 0.22 psi/ft or 1,500 psi, whichever is greater, prior to drilling plug after cementing. Test pressure not to exceed 70% of the internal yield pressure for the casing.
- d. Miller Dyer will comply with all requirements for well control specified in BLM Onshore Order #2.

3. Additional Drilling Equipment:

- a. Kelly cock – Yes
- b. Float sub at bit – No
- c. Mud logger & instrumentation – Yes
- d. Full-opening safety valve on rig floor – Yes
- e. Rotating head – No

4. Casing Program:

	Setting Depth	Hole Size	Casing O.D.	Grade	Weight/Ft.
Conductor "Existing"	40'	20"	16"	Contactor	0.250" wall
Surface "Existing"	867'	11"	8-5/8"	J-55	24
Production "Existing"	11,093'	7-7/8"	7"	P-110	17
Liner "New"	12,400'	4-1/2"	3-1/4"	J-55	10.5#

- Subject to review on the basis of actual conditions encountered. New Production Liner will adjusted based on results.

5. Cement Program:

Production Casing: 11,093'-12,400' (MD)

Lead: 110 sx 50:50 Pozmix w/5 pps Silicalite, 0.3% Diacel LWL, 20% SSA-1, 1.5% Zonesealant 2000, 0.2% Vensaset, foamed to 9 ppg w/nitrogen

Cement Characteristics:

yield = 1.47 cu ft per sk
Slurry weight (not foamed) = 14.3 ppg
Slurry weight (foamed) = 9.0 & 11.0 ppg
Compressive strength = 1,125 psi (24 hrs @ 140 degrees F = 1,500 psi)
(7 days @ 140 degrees F)

Actual cement volumes will be based on caliper log calculations and drilling experience.

6. **Testing, Logging, Coring:**
 - a. Drill stem tests – non anticipated
 - b. Electric logs - DIL/SP/GR, FDC/CNL/CAL/PE/GR, BHC sonic/GR all from TD to top of liner. 1300' Total logged interval
 - c. Coring – possible sidewall coring

7. **Drilling Fluids:**
 - a. Well will be drilled with a low solids KCl with polymer sweeps non-dispersed mud. In the event of severe lost circulation, the mud may be aerated. Mud weight 8.7 to 9.5 with fluid viscosity and water loss at 35 and 12cc or less

8. **Abnormal Pressures and Hazards:**
 - a. No abnormal pressures or hydrogen sulfide are anticipated based on drilling to similar depths in the Flat Rock Field, approximately 1.25 miles to the north. The Del-Rio/Orion 29-7A produced a 36-hour shut-in pressure of 3,100 psi and a calculated formation pore pressure of approximately 4,000 psi at 11,700'. Pressure gradient of 0.34 psi/ft.

MILLER, DYER & CO. LLC
Modified
SURFACE USE PLAN
For Drilling on Existing Location

Del-Rio/Orion #32-12A
Section 32 T14S-R20E NWSW

1. **Existing Roads:**
 - a. The Topographic Map shows the vicinity of the well, including a portion of the Agency Draw-Flat Rock Mesa Road. This road is reached from Ouray, Utah, by following the Seep Ridge Road south to Buck Canyon; taking the Buck Canyon road west to the Willow Creek Road; then north on the Willow Creek Road to Santio Crossing, which is at the junction of the Willow Creek Road and the Agency Draw Road. The Agency Draw Road becomes the Flat Rock Mesa Road.

2. **Location of Existing Wells:**
 - a. The nearest producing well is the Del-Rio/Orion 32-3A, located approximately 1200' north of the well location. The Del-Rio/Orion 32-11A, is located approximately 1450' to the east.

3. **Location of Existing and/or Proposed Facilities:**
 - a. There are existing facilities on the well pad. All facilities are contained within the existing location as described on the original APD for the 32-12A. The Topographic Map shows the route for a gas line, to be co-located in the access road right-of-way, and connected to the Miller-Dyer gathering system near the Del-Rio/Orion 32-12A well in the NWSW of section 32, T14S, R20E.

4. **Location and Type of Water Supply:**
 - a. Some produced water from existing wells will be used for drilling. Fresh water will be taken at a point of diversion at Santio Crossing from Willow Creek in the SESE Section 29-T12S-R21E, SLB&M, if available during the drought. This water will be taken under the terms of the Ute Oilfield Water Service's state filing.
 - b. Water will be transported by truck on the Agency Draw and Flat rock Mesa roads.
 - c. A water supply well, to be located in the SESE Section 3-T15S-R20E has recently been approved by the Ute Indian Tribe due to the unreliability of surface water sources during the drought. It is not clear, at present, whether water will be available from this source in time for this well. If it is, it will be used.

5. **Plans for Restoration:**

- a. Drill cuttings will be hauled away to a qualified waste facility.
- b. Drilling fluids will be contained in a closed steel tank system.
- 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.

6. **Surface Ownership:**

- a. Access roads and location are held in trust for the Ute Indian Tribe by the United States. The operator has obtained a right-of-way with the Ute Indian Tribe and submitted payment for damages as specified in its Surface Use Agreement with the Ute Indian Tribe.

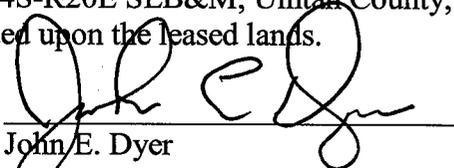
7. **Lessee's or Operator's Representative and Certification:**

- a. John E. Dyer, Manager of Operations
Miller, Dyer & Co. LLC
475 17th Street, Suite 420
Denver, CO 80202
Office: 303 292 0949 Ext 103
FAX: 303 292 3901
Cell: 303 898 4430
Email: john@millerdyer.com

I hereby certify that I have inspected the proposed drill site and access road; that 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 Miller, Dyer & Co. LLC, and its contractors and subcontractors in conformity with the plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

Please be advised that Miller, Dyer & Co. LLC is considered to be the operator of the Del-Rio/Orion #32-12A well; Section 32-T14S-R20E SLB&M; Uintah County, Utah; and is responsible for the operations conducted upon the leased lands.

3/24/04
Date



John E. Dyer
Operations Manager

Del-Rio 32-12A

Lease ML-44317 (Utah)
 API Number 43-047-33558
 Location 202' FWL 1979' FSL (surface, producing interval & TD) NWSW 32, T14S, R20E, SLM, Uintah County, Utah
 Elevations GL 7478', DF 7494'; KB 7495'
 Date spudded surface hole 8/13/00
 Date drilled through surface casing shoe 11/11/00
 Date TD reached 1/15/01
 Date ready for production 3/29/01
 TD MD 11093'; TVD 11093'
 PBTD MD 11012'; TVD 11012'
 Cored? NO; DST? NO; Dir Survey? NO

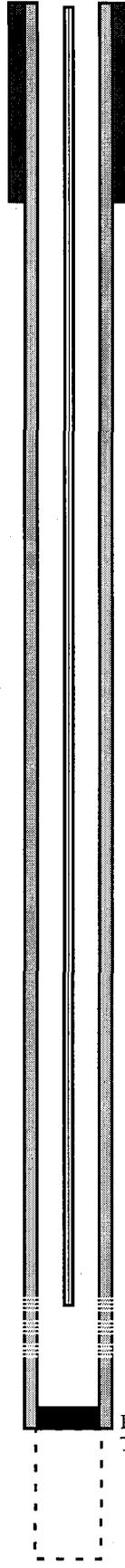
CASING AND LINER RECORD

HOLE SIZE 11"; SIZE/GRADE 8 5/8"/J-55; WEIGHT 24 ppf;
 TOP Surface; BOTTOM 867'; STAGE CEMENTER DEPTH
 None; CEMENT TYPE & NO. OF SACKS G & 874 sx; SLURRY
 VOLUME 288 Bbls; CEMENT TOP Surface CIR;
 AMOUNT PULLED None

HOLE SIZE 7 7/8"; SIZE/GRADE 5 1/2" P-110; WEIGHT 17;
 TOP Surface; BOTTOM 11093'; STAGE CEMENTER DEPTH
 6520'; CEMENT TYPE & NO. OF SACKS Prem Lite II HS,
 50-50 Poz & 1781 sx; SLURRY VOLUME 717 Bbls; CEMENT
 TOP 1500' CAL; AMOUNT PULLED None

TUBING RECORD

SIZE 2 7/8"; DEPTH SET 10609'; PACKER SET None



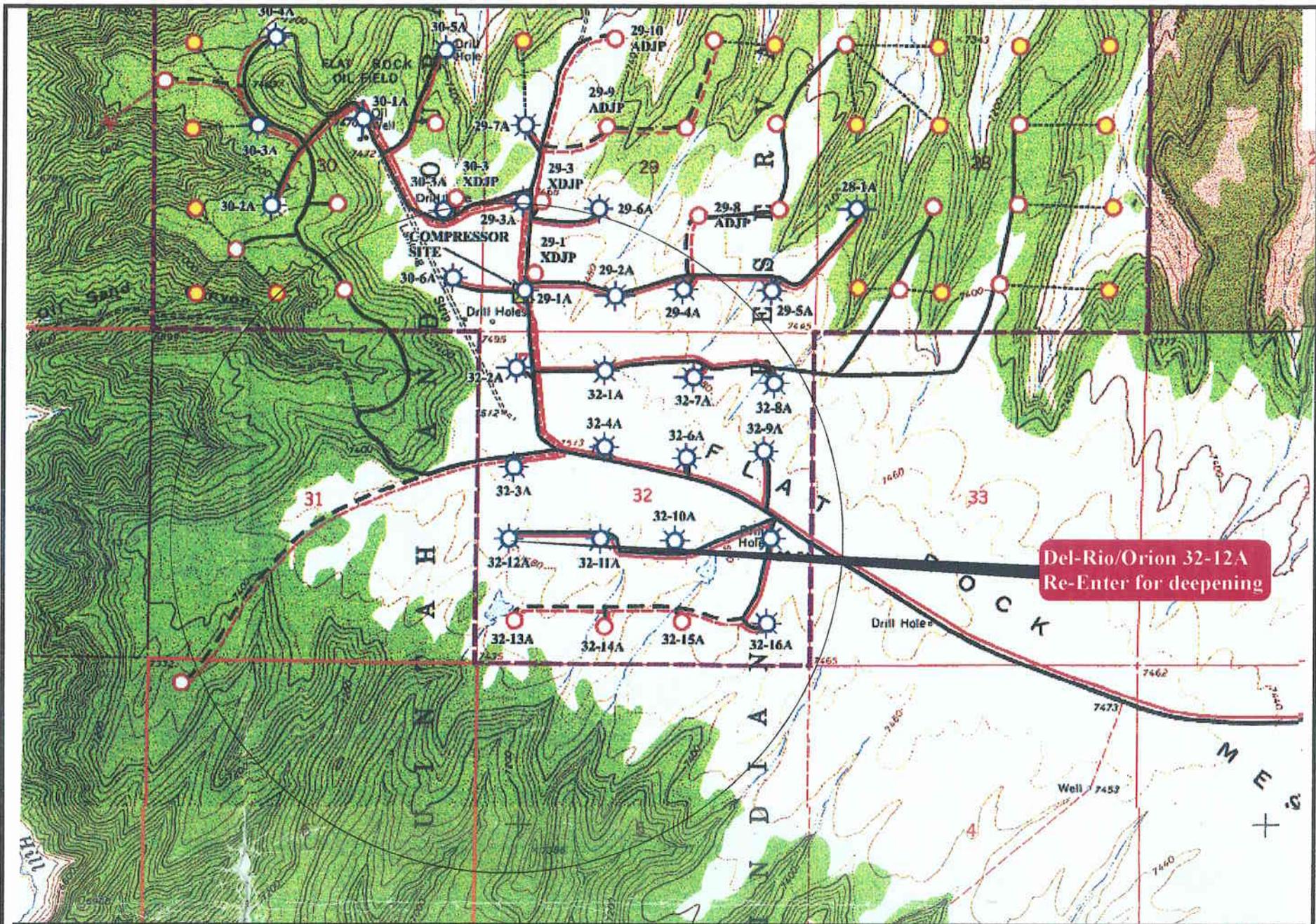
2/20/01 swabbed fluid to 9100' and TOOH; OWP perfed Kcm zones 10610-20', 10604-08', 10598-600' & 10588-94' with 4 spf (88 0.43" holes); TIH with packer on tubing and set @ 10550'; Swabbed to SN without shows and SI overnight
 2/21/01 SITP 40 psi with fluid near 9100'; Made 4 swab runs to SN without shows; HES pumped 318 Bbls gross break down of perf intervals 10588-620' carrying 1000 gals 15% HCl acid, 5 Bbls 1% KCl water spacer, 4000 gals Coal Stim formula, 5 Bbls 1% KCl water spacer and 1000 gals 12-3 mud acid; Treatment was overflushed into perfs with 164 Bbls 1% KCl water; Packer failed as soon as it caught pressure and part of first acid stage went into annulus; Packer was reset and held; No discernible break with average pumping pressure 3896 psi and average rate of 5.0 bpm; ISIP 2488 psi (FG .67 psi/ft), 5 min 1865 psi, 15 min 1119 psi; SI overnight
 2/22/01 no pressure on tubing; Made several swab runs and well kicked off flowing BD fluid and gas; Flow was interrupted at 1000 hrs to release packer and pick up fluid in annulus; Recovered 130 Bbls with gas & left open to pit on 14/64" choke overnight
 2/23/01 well kicked off overnight and was flowing BD fluid with FTP 325 psi; Changed to 20/64" choke at 0800 hrs and continued flow with FTP 220 psi
 2/24/01 continued flow (mostly gas) on 20/64" choke with FTP 230 psi (500 Mcfpd)
 2/25/01 continued gas flow until 1400 hrs when well was SI to conserve gas
 2/26/01 SITP 2000 psi as of 1400 hrs
 2/27/01 blew well down and TOOH in preparation for foam frac scheduled 3/2/01; Well SI and crew put on stand-by
 3/2/01 blew well down and HES pumped Purgel III CO2 Foam frac of perf intervals 10588-620'; 103,800 lbs 20/40 Ac Frac Black proppant entered target zones using 542 Bbls of total load fluid blended with CO2 to yield 70-30 quality foam; 32,000 lbs of proppant were left in the casing upon screen-out due to shortage in 130 tons of CO2 supply delivered to site; Average pump rate 14.0 Bpm, average pressure 4750 psi and ISIP 8200 psi for FG 1.21 psi/ft; Well was left SI overnight

Perfs: 10,588'-10,594'
 10,598'-10,600'
 10,604'-10,608'
 10,610'-10,620'

PBTD 11,012'
 TD 11,093'

Proposed Additional Hole

New TD 12,400'



Del-Rio/Orion 32-12A
Re-Enter for deepening

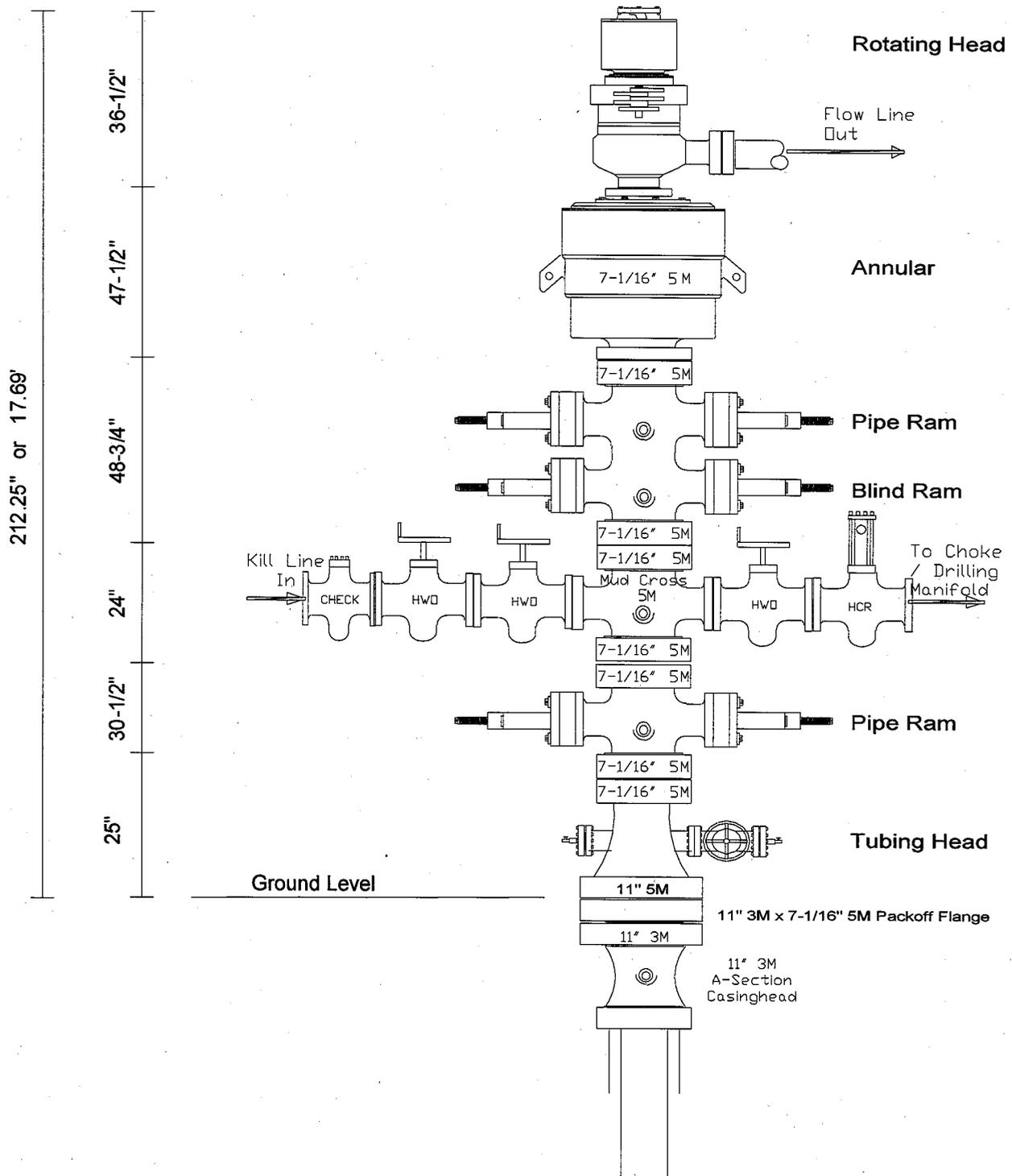


Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



Topographic Map		
03	24	04
One-Mile Radius		

Del-Rio/Orion #32-12A Typical BOP Stack Configuration





State of Utah

**Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Oil, Gas & Mining**

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

June 3, 2005

John Dyer
Miller, Dyer & Co. LLC
475 Seventeenth St Ste 420
Denver, CO 80202

Re: APD Rescinded – Del-Rio/Orion 32-12A Sec. 32, T.14S, R. 20E
Uintah County, Utah API No. 43-047-33558

Dear Mr. Dyer:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on June 12, 2000. On March 29, 2004, you requested that the division deepen the approved APD. To date there has been no sundry notices sent in to extent the deepening of this well. Therefore, approval to deepen the well is hereby rescinded, effective May 27, 2005.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Whitney
Engineering Technician

cc: Well File
SITLA, Ed Bonner

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

ROUTING

1. DJJ
2. CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

6/1/2008

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

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 6/5/2008
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/5/2008
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 7/16/2008
- 4a. Is the new operator registered in the State of Utah: Business Number: 5890476-0143
- 4b. If **NO**, the operator was contacted on: _____
- 5a. (R649-9-2)Waste Management Plan has been received on: REQUESTED 7/16/2008
- 5b. Inspections of LA PA state/fee well sites complete on: done
- 5c. Reports current for Production/Disposition & Sundries on: ok
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM not yet BIA not yet
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: n/a
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: n/a
- Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

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

BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

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

RLB0004585
BIA RLB0011681

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

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

Miller, Dyer & Co., LLC

RECEIVED
JUN 05 2008

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) JEFFREY H. LANG TITLE UP OPERATIONS

SIGNATURE *JHL* DATE 6/3/08

Whiting Oil and Gas Corporation

NAME (PLEASE PRINT) Rick Ross TITLE UP OPERATIONS

SIGNATURE *R Ross* DATE 6/3/08

(This space for State use only)

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

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

Division of Oil, Gas and Mining

Operator Change/Name Change Worksheet-for State use only

Effective Date: 8/1/2015

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

LEASE INTEREST OWNER NOTIFICATION:

1. The **NEW** operator of the Fee (Mineral) wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

From: Whiting Oil Gas Corporation

To: Cobra Oil Gas Corporation

Effective: 8/1/2015

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: See attached exhibit
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 exhibit
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>See attached exhibit</u>		7. UNIT or CA AGREEMENT NAME: See attached exhibit
2. NAME OF OPERATOR: COBRA OIL & GAS CORPORATION <u>N4270</u>		8. WELL NAME and NUMBER: See attached exhibit
3. ADDRESS OF OPERATOR: PO Box 8206 Wichita Falls TX 76307-8206		9. API NUMBER: See attach
PHONE NUMBER: (940) 716-5100		10. FIELD AND POOL, OR WILDCAT: See attached exhibit
4. LOCATION OF WELL FOOTAGES AT SURFACE: See attached exhibit		COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: UTAH

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

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

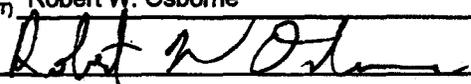
Effective August 1, 2015, Whiting Oil & Gas Corporation resigned as Operator of the wells listed on the attached Exhibit, and Cobra Oil & Gas Corporation has been designated as successor Operator.

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

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


Rick Ross, Senior Vice President - Operations

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

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

(This space for State use only)

APPROVED

(5/2000)

(See Instructions on Reverse Side)

OCT 14 2015

DIV. OIL GAS & MINING
BY: Rachel Medina

Well Exhibit for Utah DOGM

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

Well Exhibit for Utah DOGM

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



RECEIVED

AUG 04 2015

DIV. OF OIL, GAS & MINING

July 16, 2015

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

Re: Change of Operator

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

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

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

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

Best Regards,

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

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



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

July 16, 2015

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1594 West North Temple, Suite 1210
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Regulatory Admin for Cobra:
Barbara Pappas
940-716-5103
Barbara@cobraogc.com

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

Best Regards,

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

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



Rachel Medina <rachelmedina@utah.gov>

Plugged Wells

8 messages

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

Thu, Aug 6, 2015 at 11:05 AM

Hi Barbara,

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

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

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

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

Thanks!

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

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

Thu, Aug 6, 2015 at 2:36 PM

Hi Barbara,

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

Please let me know if you have any questions.

Thanks!

[Quoted text hidden]

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

Thu, Aug 6, 2015 at 3:10 PM

Rachel:

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

Thanks,

Barbara

From: Rachel Medina [mailto:rachelmedina@utah.gov]
Sent: Thursday, August 06, 2015 3:37 PM
To: Barbara Pappas <barbara@cobraogc.com>
Subject: Re: Plugged Wells

[Quoted text hidden]

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

Fri, Aug 14, 2015 at 8:58 AM

Hi Barbara,

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

UTE TRIBAL 32-1A
UTE TRIBAL 32-3A
UTE TRIBAL 32-4A

Thanks!

[Quoted text hidden]

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

Wed, Aug 19, 2015 at 8:40 AM

Rachel,

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

Charlie Gibson

Operations Manager

Cobra Oil & Gas

(940)716-5100 (o)

(940)781-6260 (c)

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

Hi Barbara,

[Quoted text hidden]

[Quoted text hidden]

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

Wed, Aug 19, 2015 at 4:46 PM

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

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

Wed, Aug 19, 2015 at 6:16 PM

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

[Quoted text hidden]

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

web: www.ogm.utah.gov

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

Thu, Aug 20, 2015 at 9:09 AM

Hi Charlie,

The following is our Petroleum Engineer's review;

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

submitted and reviewed for full cost bonding.

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

Thanks!

[Quoted text hidden]



Rachel Medina <rachelmedina@utah.gov>

Utah Change of Operator from Whiting to Cobra

1 message

Charlie Gibson <charlie@cobraogc.com>

Thu, Aug 13, 2015 at 2:17 PM

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

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

Dear Rachel,

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

CHIMNEY ROCK 32-11 32130S 210E4304733445

UTE TRIBAL 32-11A 32140S 200E4304733621

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

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

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

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

Flat Rock 30-3A 4304730729

Ute Tribal 30-1 4304715764

Ute Tribal 30-4A 4304716520

Sincerely,

Charlie Gibson

Operations Manager

Cobra Oil & Gas

(940)716-5100 (o)

(940)781-6260 (c)