

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

SUBMIT IN TRIPLICATE*
(Other instructions on
reverse side)

FORM APPROVED
OBM NO. 1004-0138
Expires: February 28, 1995

APPLICATION FOR PERMIT TO DRILL OR DEEPEN			5. LEASE DESIGNATION AND SERIAL NO. <p align="center">UTU-28652</p>	
1a. TYPE OF WORK DRILL <input type="checkbox"/> DEEPEN <input checked="" type="checkbox"/>			6. IF INDIAN, ALLOTTEE OR TRIBE NAME <p align="center">N/A</p>	
b. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER <input type="checkbox"/> SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>			7. UNIT AGREEMENT NAME <p align="center">GLEN BENCH</p>	
2. NAME OF OPERATOR Shenandoah Energy Inc.			8. FARM OR LEASE NAME, WELL NO. <p align="center">GB 3W-22-8-22</p>	
3. ADDRESS AND TELEPHONE NO. Phone: 435-781-4341 11002 East 17500 South Fax: 435-781-4329 Vernal, Utah 84078			9. API WELL NO.	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.) At surface 1957' FWL, 631' FNL, NENW At proposed prod. Zone Same			10. FIELD AND POOL, OR WILDCAT <p align="center">GLEN BENCH <i>Natural Buttes</i></p>	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* 12 miles West of Redwash Utah			11. SEC., T., R., M., OR BLK AND SURVEY OR AREA <p align="center">Sec. 22, T8S, R22E, SLB&M</p>	
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drtg. Unit line if any) <p align="center">631' ±</p>		16. NO. OF ACRES IN LEASE <p align="center">1920</p>	17. NO. OF ACRES ASSIGNED TO THIS WELL <p align="center">40</p>	
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT. <p align="center">1350' ±</p>		19. PROPOSED DEPTH <p align="center">7900'</p>	20. ROTARY OR CABLE TOOLS <p align="center">Rotary</p>	
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5034.4' GR			22. APPROX. DATE WORK WILL START* <p align="center">A.S.A.P</p>	

23. PROPOSED CASING AND CEMENTING PROGRAM
REFER TO S.O.P.
Shenandoah Energy Inc. proposes to drill a well to 7900' to test the Wasatch. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements.

Operation will be according to the Standard Operating Procedures for the Wonsits Valley Federal Unit. *is Area leases for waste wells.*
See Onshore Order No. 1 attached.

Please be advised that Shenandoah Energy Inc. is considered to be the operator of the above mentioned well. Shenandoah Energy Inc. agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No. 0969. The principal is Shenandoah Energy Inc. via surety as consent as provided for in 43 CFR 3104.2.

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

SIGNED John Busch John Busch TITLE Red Wash Operations Representative DATE 8/15/00

PERMIT NO. 43-047-33652 APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon. CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY Bradley G. Hill TITLE **BRADLEY G. HILL** DATE 8/30/00
RECLAMATION SPECIALIST III

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

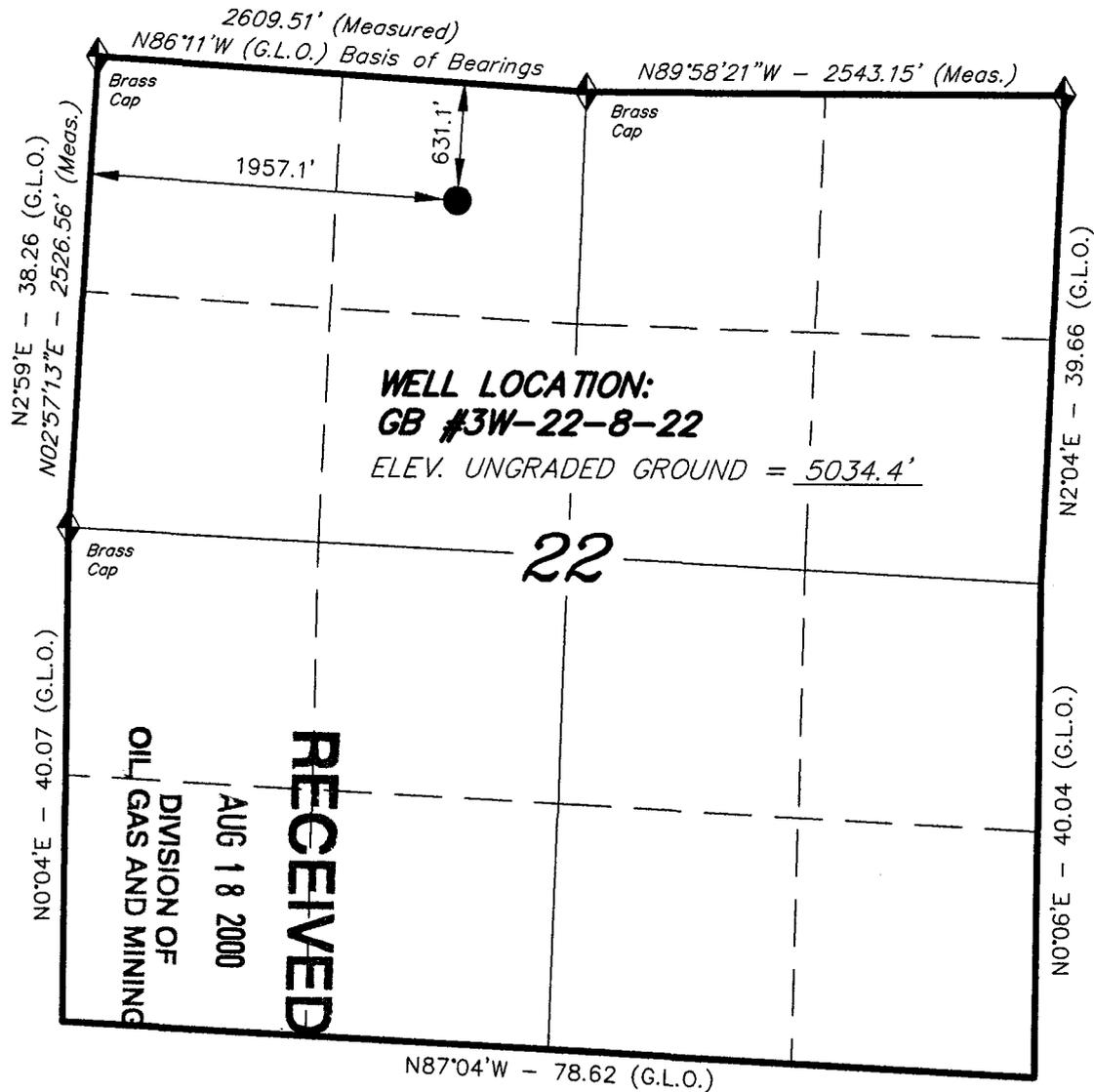
**Federal Approval of this
Action is Necessary**

RECEIVED
AUG 18 2000
DIVISION OF OIL, GAS AND MINING

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

SHENANDOAH ENERGY, INC.

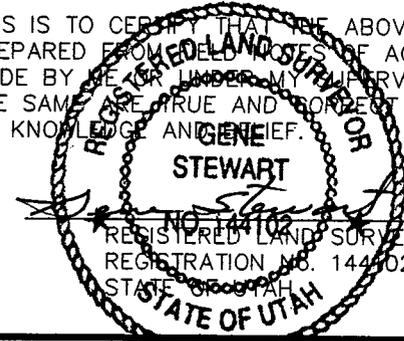
WELL LOCATION, GLEN BENCH
 #3W-22-8-22, LOCATED AS SHOWN IN THE
 NE 1/4 NW 1/4 OF SECTION 22, T8S,
 R22E, S.L.B.&M. UINTAH COUNTY, UTAH.



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 OIL GAS AND MINING



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



TRI STATE LAND SURVEYING & CONSULTING

38 WEST 100 NORTH - VERNAL, UTAH 84078
 (435) 781-2501

SCALE:	1" = 1000'	SURVEYED BY:	L.D.T.
DATE:	8-12-00	WEATHER:	HOT
DRAWN BY:	J.R.S.	FILE #	

GB #3W-22-8-22

LATITUDE = 40° 06' 50.43"

LONGITUDE = 109° 25' 41.77"

◆ = SECTION CORNERS LOCATED

BASIS OF ELEV; U.S.G.S. 7-1/2 min QUAD (RED WASH SW)

DRILLING PROGRAM

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

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

1. Formation Tops

The estimated tops of important geologic markers are as follows:

<u>Formation</u>	<u>Depth</u>	<u>Prod. Phase Anticipated</u>
Uinta	Surface	
Green River	2790'	
Mahogany Ledge	3440'	
Mesa	5850'	
TD (Wasatch)	7900'	Gas

2. Anticipated Depths of Oil Gas Water and Other Mineral Bearing Zones

The estimated depths at which the top and bottom of the anticipated water, oil, gas. Or other mineral bearing formations are expected to be encountered are as follows:

<u>Substance</u>	<u>Formation</u>	<u>Depth</u>
Oil/Gas	Wasatch	7900'

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

All water shows and water-bearing sands will be reported to the BLM in Vernal, Utah. Copies of State of Utah form OGC-8-X are acceptable. If no flows are detected, samples will be submitted to the BLM along with any water analyses conducted.

3. Anticipated Bottom Hole Pressures

Maximum anticipated bottom hole pressure equals approximately 3160.0 psi.

4. Surface Ownership

The well pad and access road are located on lands owned by the Federal Government.

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DIVISION OF
OIL, GAS AND MINING

Shenandoah Energy Inc.
GB #3W-22-8-22

MULTI-POINT SURFACE USE & OPERATIONS PLAN

SHENANDOAH ENERGY INC.
GLEN BENCH #3W-22-8-22
NENW, SEC. 22, T8S, R22E, SLB&M
UINTAH COUNTY, UTAH

See attached maps

Topo map A- Access routes

Topo map B- Proposed Access road

Topo map C- Location of wells within a one mile radius

Topo map D- Proposed pipeline

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DIVISION OF
OIL, GAS AND MINING

Lessee's or Operator's Representative:

John Busch
Red Wash Operations Rep.
Shenandoah Energy Inc.
11002 East 17500 South
Vernal, Utah 84078
(435) 781-4341

Certification:

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil & Gas Orders, the approved plan of operations, and any applicable Notice to Lessees.

Shenandoah Energy Inc. will be fully responsible for the actions of their subcontractors.

A complete copy of the approved Application for Permit to Drill will be furnished to the field representative(s) to ensure compliance and shall be on location during all construction and drilling operations.

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which currently 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 Shenandoah Energy Inc. its' contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

John Busch

John Busch
Red Wash Operations Representative

August 15, 2000

Date

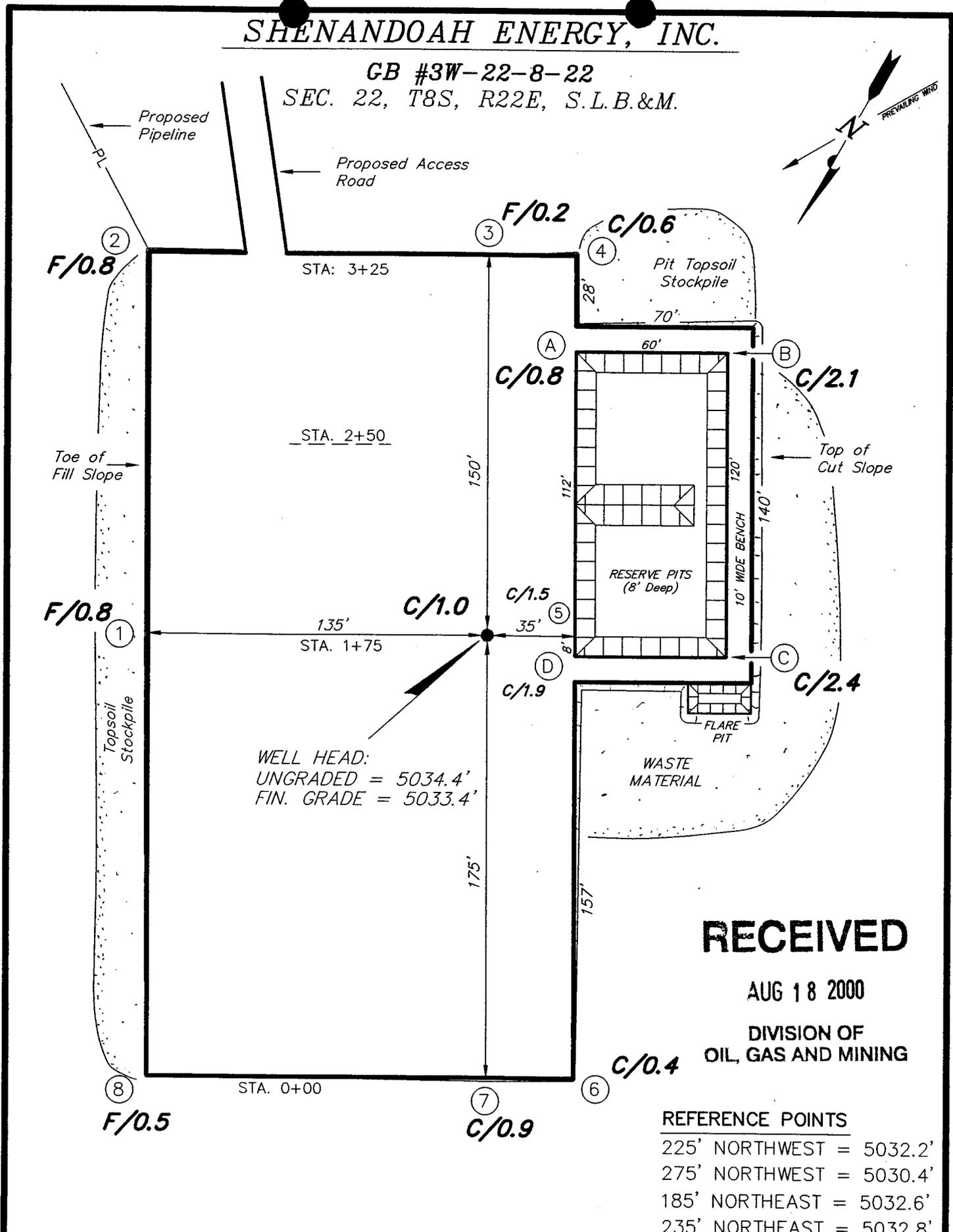
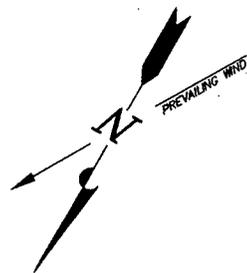
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OIL, GAS AND MINING

SHENANDOAH ENERGY, INC.

GB #3W-22-8-22
SEC. 22, T8S, R22E, S.L.B.&M.



WELL HEAD:
UNGRADED = 5034.4'
FIN. GRADE = 5033.4'

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REFERENCE POINTS

- 225' NORTHWEST = 5032.2'
- 275' NORTHWEST = 5030.4'
- 185' NORTHEAST = 5032.6'
- 235' NORTHEAST = 5032.8'

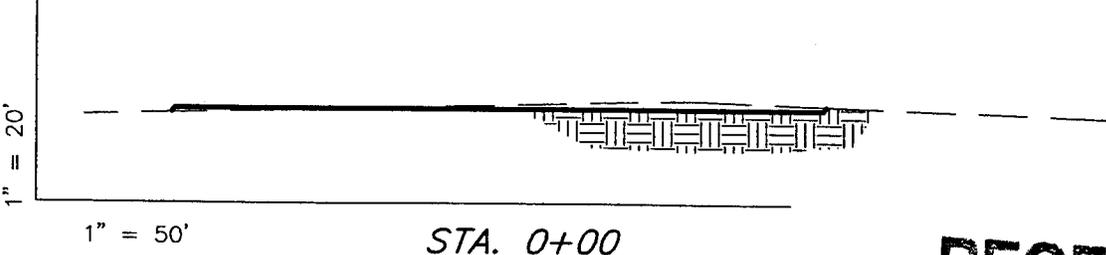
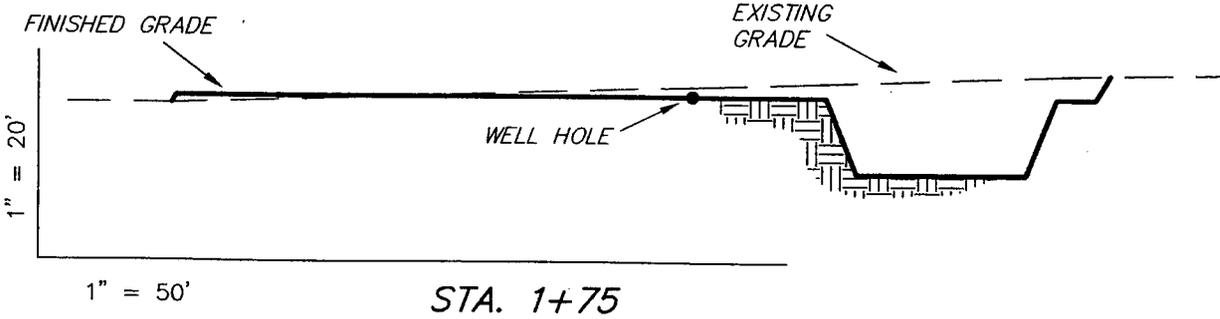
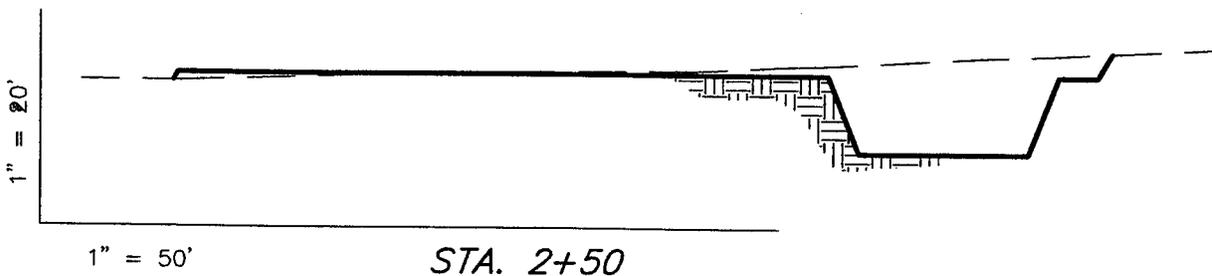
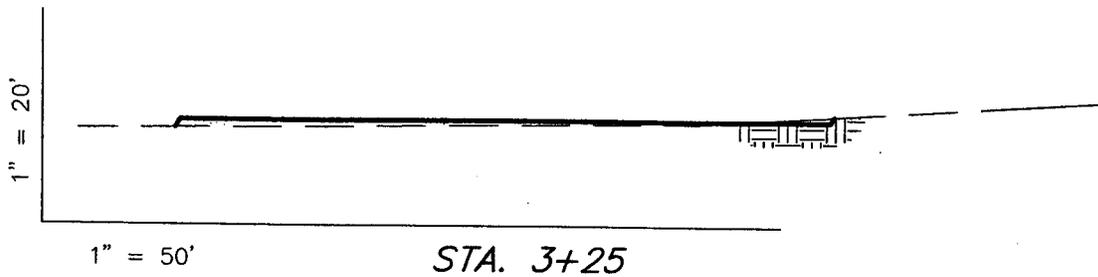
SURVEYED BY: L.D.T.	SCALE: 1" = 50'
DRAWN BY: J.R.S.	DATE: 8-12-00

Tri State (435) 781-2501
Land Surveying, Inc.
38 WEST 100 NORTH VERNAL, UTAH 84078

SHENANDOAH ENERGY, INC.

CROSS SECTIONS

GB #3W-22-8-22



APPROXIMATE YARDAGES

- CUT = 820 Cu. Yds.
- FILL = 820 Cu. Yds.
- PIT = 1,630 Cu. Yds.
- 6" TOPSOIL = 1,200 Cu. Yds.

RECEIVED

AUG 18 2000

DIVISION OF OIL, GAS AND MINING

SURVEYED BY: L.D.T.

SCALE: 1" = 50'

DRAWN BY: J.R.S.

DATE: 8-12-00

Tri State Land Surveying, Inc.

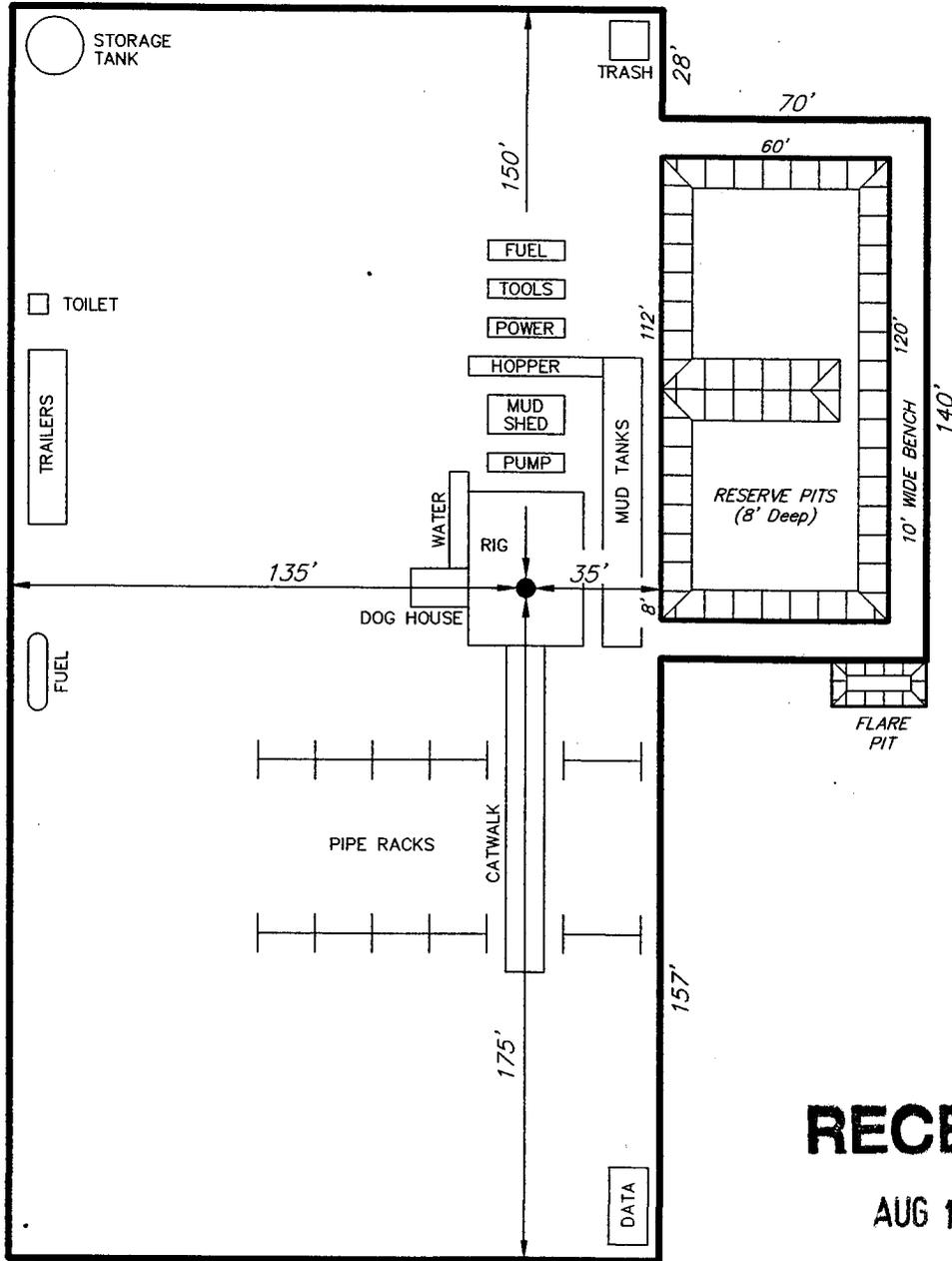
(435) 781-2501

38 WEST 100 NORTH VERNAL, UTAH 84078

SHENANDOAH ENERGY, INC.

TYPICAL RIG LAYOUT

GB #3W-22-8-22

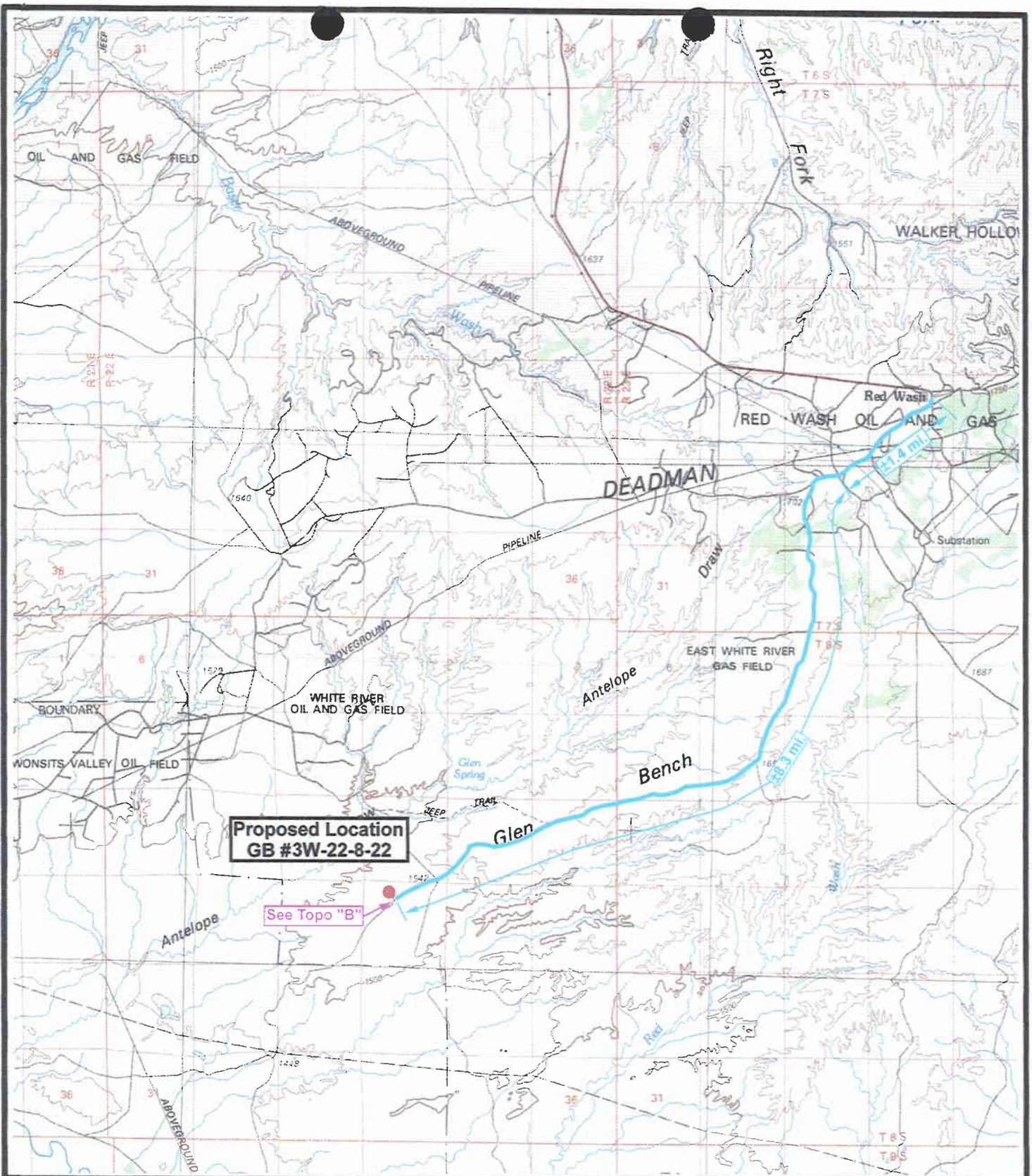


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AUG 18 2000

DIVISION OF
OIL, GAS AND MINING

Tri State
Land Surveying, Inc.
(435) 781-2501
38 WEST 100 NORTH, VERNAL, UTAH 84078



**Proposed Location
GB #3W-22-8-22**

See Topo "B"

SHENANDOAH ENERGY INC.

**GLEN BENCH #3W-22-8-22
SEC. 22, T8S, R22E, S.L.B.&M.**

TOPOGRAPHIC MAP "A"



Drawn By: SS

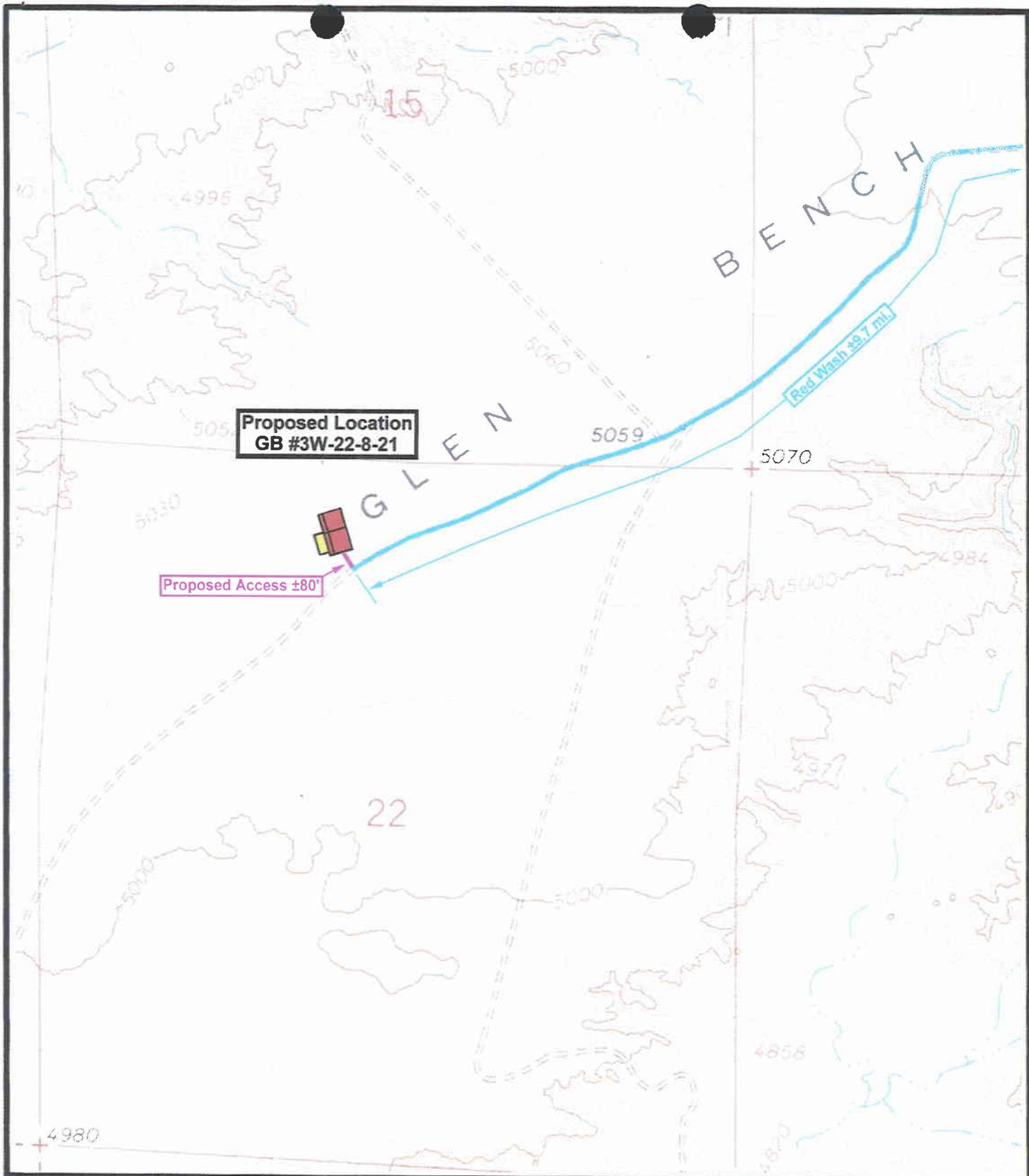
Revision:

Scale: 1 : 100,000

File:

Date: 8-14-00

Tri-State Land Surveying Inc.
P.O. Box 533, Vernal, UT 84078
435-781-2501 Fax 435-781-2518



SHENANDOAH ENERGY INC.

**GLEN BENCH #3W-22-8-22
SEC. 22, T8S, R22E, S.L.B.&M.**

TOPOGRAPHIC MAP "B"



Drawn By: SS

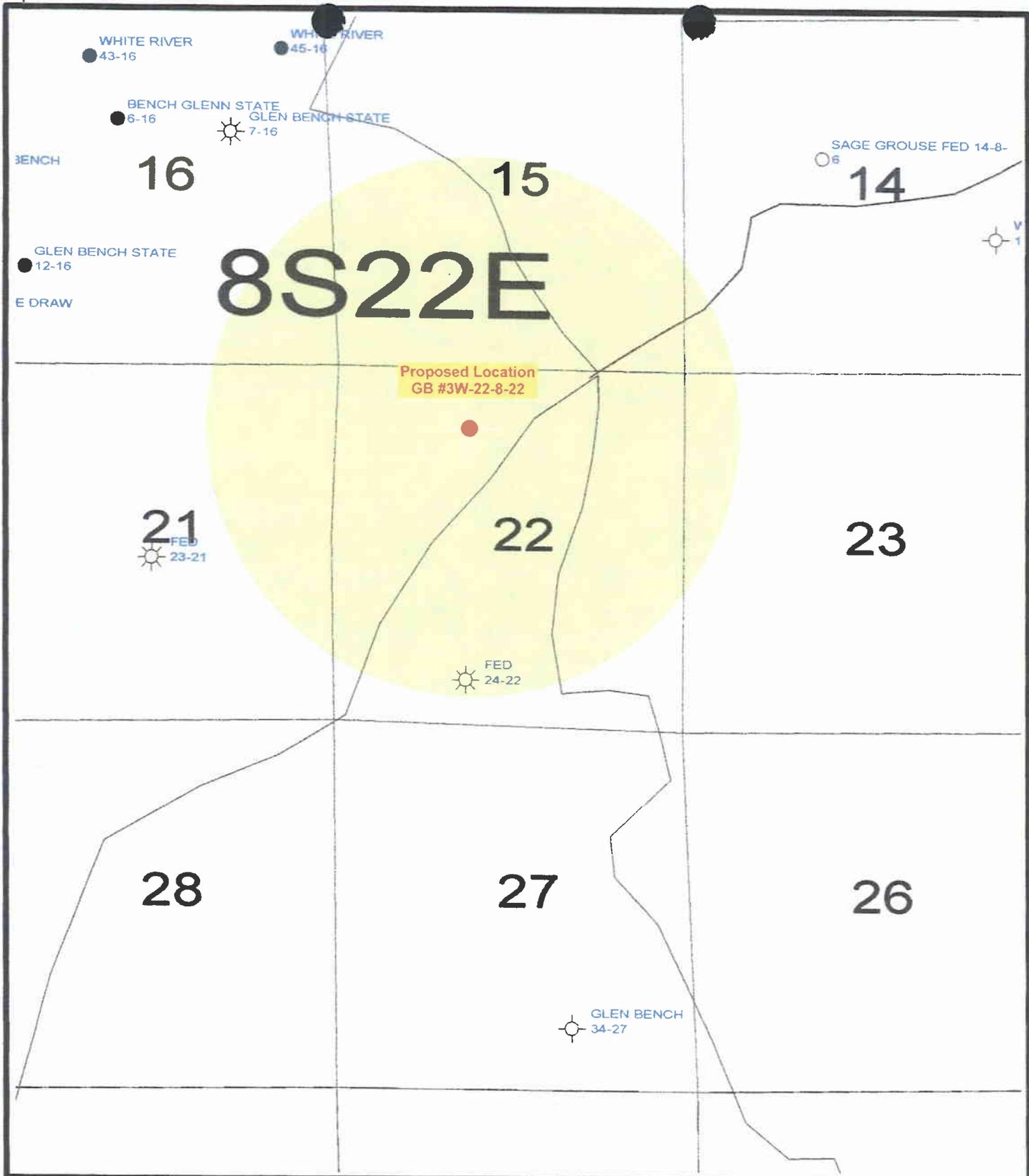
Revision:

Scale: 1" = 1000'

File:

Date: 8-14-08

Tri-State Land Surveying Inc.
P.O. Box 533, Vernal, UT 84078
435-781-2501 Fax 435-781-2518



SHENANDOAH ENERGY INC.

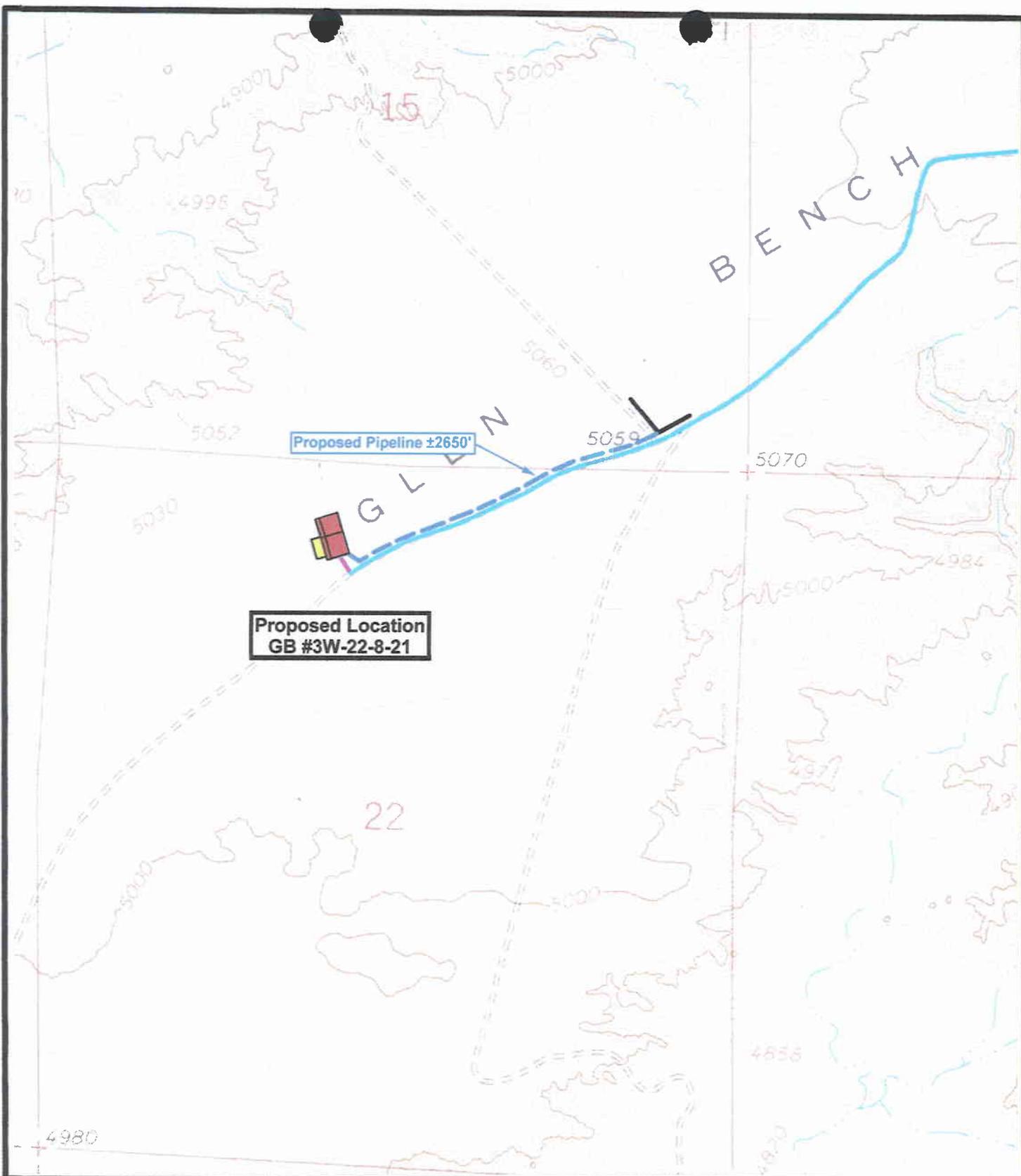
**GLEN BENCH #3W-22-8-22
SEC. 3, T8S, R22E, S.L.B.&M.**

TOPOGRAPHIC MAP "C"



Drawn By: SS	Revision:
Scale: 1" = 2640'	File:
Date: 8-14-00	

Tri-State Land Surveying Inc.
P.O. Box 533, Vernal, UT 84078
435-781-2501 Fax 435-781-2518



SHENANDOAH ENERGY INC.

**GLEN BENCH #3W-22-8-22
SEC. 22, T8S, R22E, S.L.B.&M.**

TOPOGRAPHIC MAP "D"



Drawn By: SS

Revision:

Scale: 1" = 1000'

File:

Date: 8-14-00

Tri-State Land Surveying Inc.
P.O. Box 533, Vernal, UT 84078
435-781-2501 Fax 435-781-2518

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 08/18/2000

API NO. ASSIGNED: 43-047-33652

WELL NAME: GLEN BENCH 3W-22-8-22
 OPERATOR: SHENANDOAH ENERGY INC (N4235)
 CONTACT: JOHN BUSCH

PHONE NUMBER: 435-781-4341

PROPOSED LOCATION:
 NENW 22 080S 220E
 SURFACE: 0631 FNL 1957 FWL
 BOTTOM: 0631 FNL 1957 FWL
 UINTAH
 NATURAL BUTTES (630)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 1-Federal
 LEASE NUMBER: UTU-28652
 SURFACE OWNER: 1-Federal

PROPOSED FORMATION: WSTC

RECEIVED AND/OR REVIEWED:

Plat
 Bond: Fed[1] Ind[] Sta[] Fee[]
 (No. UT-0969)

Potash (Y/N)
 Oil Shale (Y/N) *190 - 5 (B)
 Water Permit
 (No. 43-8496)

RDCC Review (Y/N)
 (Date: _____)

Fee Surf Agreement (Y/N)

LOCATION AND SITING:

R649-2-3. Unit _____
 R649-3-2. General
 Siting: _____

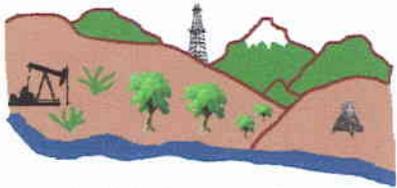
R649-3-3. Exception

Drilling Unit
 Board Cause No: _____
 Eff Date: _____
 Siting: _____

R649-3-11. Directional Drill

COMMENTS: _____

STIPULATIONS: ① FEDERAL APPROVAL



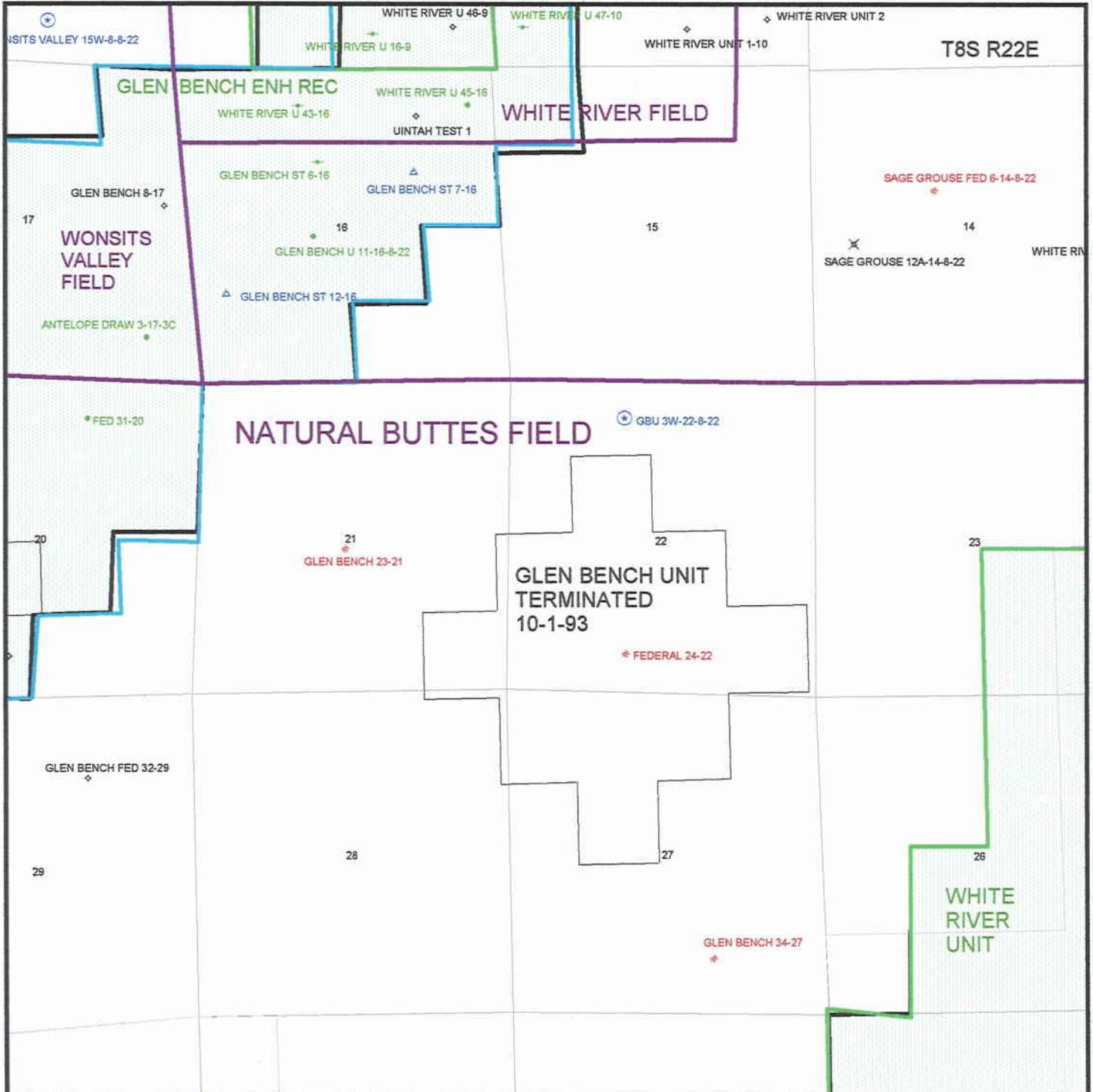
Utah Oil Gas and Mining

OPERATOR: SHENANDOAH ENERGY (N4235)

FIELD: NATURAL BUTTES (630)

SEC. 22, T8S, R22E,

COUNTY: UINTAH SPACING: R649-3-2/GEN ST





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)

August 30, 2000

Shenandoah Energy Inc.
11002 E 17500 S
Vernal, UT 84078

Re: Glen Bench 3W-22-8-22 Well, 631' FNL, 1957' FWL, NE NW, Sec. 22, T. 8 South,
R. 22 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 attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-33652.

Sincerely,

John R. Baza
Associate Director

er

Enclosures

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

Operator: Shenandoah Energy Inc.
Well Name & Number Glen Bench 3W-22-8-22
API Number: 43-047-33652
Lease: UTU-28652

Location: NE NW **Sec.** 22 **T.** 8 South **R.** 22 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 within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dan Jarvis at (801) 538-5338
- Contact Robert Krueger at (801) 538-5274.

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. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to deepen or reentry to a different reservoir
Use "APPLICATION FOR PERMIT--" for such proposals

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Gas
 Well Well Other

2. Name of Operator
SHENANDOAH ENERGY INC.

3. Address and Telephone No.
11002 E. 17500 S. VERNAL, UT 84078-8526 (801) 781-4300

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

5. Lease Designation and Serial No.

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

7. If Unit or CA, Agreement Designation

8. Well Name and No.

9. API Well No.

10. Field and Pool, or Exploratory Area

11. County or Parish, State
 UINTAH, UTAH

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

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

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

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

Shenandoah Energy Inc. would like to have the attached wells be kept confidential.

RECEIVED
OCT 11 2000
DIVISION OF
OIL, GAS AND MINING

14. I hereby certify that the foregoing is true and correct.
 Signed **JOHN BUSCH** John Busch Title **Operations Supervisor** Date **10/9/00**

(This space for Federal or State office use)

Approved by: _____ Title _____ Date _____

Conditions of approval, if any _____

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

WELL NAME WELL LOCATION /4 1/4 SEC. SECTION TOWNSHIP RANGE API#

Red Wash	2220B**	SE NW	20	7S	23E	43-047-33491
Red Wash	4220B*	SE NE	20	7S	23E	43-047-33490
Red Wash	1320B*	NW SW	20	7S	23E	43-047-33498
Red Wash	3320B++	NW SE	20	7S	23E	43-047-33500
Red Wash	2221B	SE NW	21	7S	23E	43-047-33522
Red Wash	2419B	SE SW	19	7S	23E	43-047-33492
Red Wash	4419B	SE SE	19	7S	23E	43-047-33524
Wonsits Valley	6W-16-8-21	SE NW	16	8S	21E	43-047-33527
Gypsum Hills	10W-19-8-21	NW SE	19	8S	21E	43-047-33528
Wonsits Valley	16W-9-8-21	SE SE	9	8S	21E	43-047-33529
Wonsits Valley	6G-16-8-21	SE NW	16	8S	21E	43-047-33564
Gypsum Hills	10G-19-8-21	NW SE	19	8S	21E	43-047-33566
Wonsits Valley	16G-9-8-21	SE SE	9	8S	21E	43-047-33565
Red Wash	2420B	SE SW	20	7S	23E	43-047-33523
Red Wash	1319B	NW SW	19	7S	23E	43-047-33497
Red Wash	3319B	NW SE	19	7S	23E	43-047-33499
Red Wash	4420B	SE SE	20	7S	23E	43-047-33525
Red Wash	4219B	SE NE	19	7S	23E	43-047-33556
Red Wash	2219B	SE NW	19	7S	23E	43-047-33559
Red Wash	4224A	NE SE	24	7S	22E	43-047-33569
Red Wash	3424A	SW SE	24	7S	22E	43-047-33567
Red Wash	2324A	NE SW	24	7S	22E	43-047-33568
Red Wash	2125A	NE NW	25	7S	22E	43-047-33576
Red Wash	4125A	NE NE	25	7S	22E	43-047-33579
Red Wash	1119B	NW NW	19	7S	23E	43-047-33552
Red Wash	3119B	NW NE	19	7S	23E	43-047-33555
Red Wash	1120B	NW NW	20	7S	23E	43-047-33553
Red Wash	2418B	SE SW	18	7S	23E	43-047-33554
Red Wash	3413A	SW SE	13	7S	22E	43-047-33593
Red Wash	2124A	NE NW	24	7S	22E	43-047-33592
Red Wash	1224A	SW NW	24	7S	22E	43-047-33591
Red Wash	1125A	NW NW	25	7S	22E	43-047-33574
Red Wash	1325A	NW SW	25	7S	22E	43-047-33575
Red Wash	3125A	NW NE	25	7S	22E	43-047-33577
Red Wash	3325A	NW SE	25	7S	22E	43-047-33578
Red Wash	4225A	SE NE	25	7S	22E	43-047-33580
Red Wash	4418B	SE SE	18	7S	23E	43-047-33594
Red Wash	1129B	NW NW	29	7S	23E	43-047-33590
Wonsits Valley	9G-2-8-21	NE SE	2	8S	21E	43-047-33647
Wonsits Valley	9W-2-8-21	NE SE	2	8S	21E	43-047-33648
Wonsits Valley	16G-2-8-21	SE SE	2	8S	21E	43-047-33646
Wonsits Valley	16W-2-8-21	SE SE	2	8S	21E	43-047-33645
Wonsits Valley	15W-9-8-21	SW SE	9	8S	21E	43-047-33661
Wonsits Valley	15G-9-8-21	SW SE	9	8S	21E	43-047-33662
Wonsits Valley	2W-10-8-21	NW NE	10	8S	21E	43-047-33655
Wonsits Valley	2G-10-8-21	NW NE	10	8S	21E	43-047-33656
Wonsits Valley	12W-10-8-21	NW SW	10	8S	21E	43-047-33659

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OIL, GAS AND MINING

Wonsits Valley	12G-10-8-21	NW SW	10	8S	21E	43-047-33660
Wonsits Valley	4W-11-8-21	NW NW	11	8S	21E	43-047-33657
Wonsits Valley	4G-11-8-21	NW NW	11	8S	21E	43-047-33658
Wonsits Valley	2W-16-8-21	NW NE	16	8S	21E	43-047-33246
Wonsits Valley	2G-16-8-21	NW NE	16	8S	21E	43-047-33247
Wonsits Valley	12W-16-8-21	NW SW	16	8S	21E	43-047-33649
Wonsit Valley	12G-16-8-21	NW SW	16	8S	21E	43-047-33650
Red Wash	33U-19B	NW SE	19	7S	23E	43-047-33654
Red Wash	14-27A	SWSW	27	7S	22E	43-047-33150
Wonsits Valley	WV 1W-18-8-22	NE NE	18	8S	22E	43-047-33294
Wonsits Valley	WV 11W-8-8-22	NE SW	8	8S	22E	43-047-33295
Wonsits Valley	WV 5W-13-8-21	SW NW	13	8S	21E	43-047-33221
Wonsits Valley	WV 9W-13-8-21	NE SE	13	8S	22E	43-047-33223
Wonsits Valley	WV 7W-13-8-21	SW NE	13	8S	22E	43-047-33270
Wonsits Valley	WV 3W-8-8-22	NE NW	8	8S	22E	43-047-33493
Wonsits Valley	WV 5W-7-8-22	SW NW	7	8S	22E	43-047-33494
Wonsits Valley	WV 1W-14-8-21	NE NE	14	8S	21E	43-047-33220
Wonsits Valley	WV 11W-7-8-22	NE SW	7	8S	22E	43-047-33495
Wonsits Valley	WV 13W-7-8-22	SW SW	7	8S	22E	43-047-33496
Wonsits Valley	WV 7W-7-8-22	SW NE	7	8S	22E	43-047-33503
Wonsits Valley	WV 9W-12-8-21	NE SE	12	8S	21E	43-047-33534
Wonsits Valley	WV 3W-7-8-22	NE NW	7	8S	22E	43-047-33502
Wonsits Valley	WV 1W-13-8-21	NE NE	13	8S	21E	43-047-33532
Wonsits Valley	WV 11W-12-8-21	NE SW	12	8S	21E	43-047-33535
Wonsits Valley	WV 1W-7-8-22	NE NE	7	8S	22E	43-047-33501
Wonsits Valley	WV 1W-12-8-21	NE NE	12	8S	21E	43-047-33531
Wonsits Valley	Fed 9W-8-8-22	NE SE	8	8S	22E	43-047-33515
Wonsits Valley	WV 13W-12-8-21	SW SW	12	8S	21E	43-047-33537
Wonsits Valley	WV 3W-18-8-22	NE NW	18	8S	22E	43-047-33533
Wonsits Valley	WV 11W-13-8-21	NE SW	13	8S	21E	43-047-33536
Wonsits Valley	Fed 15W-8-8-22	SW SE	8	8S	22E	43-047-33517
Gypsum Hills	GH 1W-32-8-21	NE NE	32	8S	21E	43-047-33570
Gypsum Hills	GH 7W-32-8-21	SW NE	32	8S	21E	43-047-33573
Wonsits Valley	WV 3W-24-8-21	NE NW	24	8S	21E	43-047-33605
Gypsum Hills	GH 5W-32-8-21	SW NW	32	8S	21E	43-047-33572
Gypsum Hills	GH 3W-32-8-21	NE NW	32	8S	21E	43-047-33571
Wonsits Valley	WV 13W-18-8-22	SW SW	18	8S	22E	43-047-33538
Wonsits Valley	WV 15W-13-8-21	SW SE	13	8S	21E	43-047-33608
Wonsits Valley	WV 3W-13-8-21	NE NW	13	8S	21E	43-047-33603
Wonsits Valley	WV 13W-13-8-21	SW SW	13	8S	21E	43-047-33606
Wonsits Valley	WV 1W-21-8-21	NE NE	21	8S	21E	43-047-33602
Wonsits Valley	WV 9W-14-8-21	NE SE	14	8S	21E	43-047-33269
Glen Bench	GB 5W-17-8-22	SW NW	17	8S	22E	43-047-33514
Wonsits Valley	WV 1W-24-8-21	NE NE	24	8S	21E	43-047-33613
Wonsits Valley	WV 3W-22-8-21	NE NW	22	8S	21E	43-047-33604
Glen Bench	GB 9W-18-8-22	NE SE	18	8S	22E	43-047-33516
Wonsits Valley	WV 13W-14-8-21	SW SW	14	8S	21E	43-047-33607
Glen Bench	GB 3W-17-8-22	NE NW	17	8S	22E	43-047-33513
Wonsits Valley	WV 11W-18-8-22	NE SW	18	8S	22E	43-047-33626

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OIL, GAS AND MINING

Glen Bench	GB 3W-22-8-22	NE NW	22	8S	22E	43-047-33652
Glen Bench	GB 12W-30-8-22	NW SW	30	8S	22E	43-047-33670
White River	WR 13W-3-8-22	SW SW	3	8S	22E	43-047-33651

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AUG 18 2000

Form 3160-3
(July 1992)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN TRIPLICATE*
(Other instructions on
reverse side)

FORM APPROVED
OBM NO. 1004-0136
Expires: February 28, 1995

APPLICATION FOR PERMIT TO DRILL OR DEEPEN			5. LEASE DESIGNATION AND SERIAL NO. UTU-28652	
1a. TYPE OF WORK DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/>			6. IF INDIAN, ALLOTTEE OR TRIBE NAME N/A	
b. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER <input type="checkbox"/> SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>			7. UNIT AGREEMENT NAME GLEN BENCH	
2. NAME OF OPERATOR Shenandoah Energy Inc.			8. FARM OR LEASE NAME, WELL NO. 3W-22-8-22	
3. ADDRESS AND TELEPHONE NO. Phone: 435-781-4341 11002 East 17500 South Fax: 435-781-4329 Vernal, Utah 84078			9. API WELL NO.	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.) At surface 1957' FWL, 631' FNL, NENW At proposed prod. Zone Same			10. FIELD AND POOL, OR WILDCAT GLEN BENCH	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* 12 miles West of Redwash Utah			11. SEC., T., R., M., OR BLK AND SURVEY OR AREA Sec.22, T8S, R22E, SLB&M	
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drig. Unit line if any) 631' ±		16. NO. OF ACRES IN LEASE 1920	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. 1350' ±		19. PROPOSED DEPTH 7900'	20. ROTARY OR CABLE TOOLS Rotary	
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5034.4' GR			22. APPROX. DATE WORK WILL START* A.S.A.P	

23. PROPOSED CASING AND CEMENTING PROGRAM

REFER TO S.O.P.

Shenandoah Energy Inc. proposes to drill a well to 7900' to test the Wasatch. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements.

Operation will be according to the Standard Operating Procedures for the *Wasatch Wells* ~~Wasatch Valley Federal Unit~~.

See Onshore Order No. 1 attached.

Please be advised that Shenandoah Energy Inc. is considered to be the operator of the above mentioned well. Shenandoah Energy Inc. agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No. 0969. The principal is Shenandoah Energy Inc. via surety as consent as provided for in 43 CFR 3104.2.

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

24

SIGNED John Busch John Busch TITLE Red Wash Operations Representative DATE 8/15/00

(This space for Federal or State office use)

PERMIT NO. _____

APPROVAL DATE

NOTICE OF APPROVAL

Application approval does not warrant or certify that the applicant holds legal or equitable title to these rights in the subject lease which would entitle the applicant to conduct operations thereon. CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY [Signature] TITLE Assistant Field Manager Mineral Resources DATE 10/10/00

*See Instructions On Reverse Side

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

CONDITIONS OF APPROVAL ATTACHED

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OCT 13 2000

DIVISION OF OIL, GAS AND MINING

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Shenandoah Energy Inc.

Well Name & Number: GB #3W-22-8-22

API Number: 43-047-33652

Lease Number: U - 28652

Location: NENW Sec. 22 T. 8S R. 22E

Agreement: N/A

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DIVISION OF
OIL, GAS AND MINING

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

CONDITIONS OF APPROVAL FOR NOTICE TO DRILL

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

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

A. DRILLING PROGRAM

1. Casing Program and Auxiliary Equipment

As a minimum, the usable water and oil shale resources shall be isolated and/or protected by having a cement top for the production casing at least 200 ft. above the top of the Green River Formation, identified at $\pm 2,798$ ft.

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DIVISION OF
OIL, GAS AND MINING

SURFACE CONDITIONS OF APPROVAL
SHENANDOAH ENERGY INC.
LEASE UTU-28652, WELL 3W-22-8-22
NENW SECTION 22, T.8 S., R.22 E.

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

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

Shenandoah Energy will control noxious weeds along the right-of-way for roads, pipelines, well sites or other applicable facilities. If noxious weeds spread from disturbed areas onto adjoining lands, Shenandoah shall be responsible for control of the infestation. A list of noxious weeds may be obtained from the BLM, or the appropriate County Extension Office. On BLM administered land it is required that a Pesticide Use Proposal shall be submitted, and given approval, prior to the application of herbicides or other pesticides or possible hazardous chemicals.

4 to 6 inches of topsoil shall be stripped from the location and windrowed as shown on the cut sheet. This topsoil shall be seeded by broadcasting the seed and walking the seed into the topsoil with a dozer. The recommended seed mix is shown below.

The following seed mix should be used to seed the topsoil pile, reserve pit and for final abandonment:

Fourwing saltbush	Atriplex canescens	4 lbs./acre
Indian ricegrass	Oryzopsis hymenoides	4 lbs./acre
Needle and threadgrass	Stipa comata	4 lbs./acre

All poundages are in pure live seed.

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DIVISION OF
OIL, GAS AND MINING

The seeding of the reserve pit shall be done in the same manner as the seeding of the topsoil pile, however, seeding of the location after final abandonment could be completed by drilling the seed, broadcasting the seed and dragging the location to cover the seed, or by broadcasting the seed then walking it in with a dozer.

All seeding shall be done immediately after the dirt work has been completed.

It will not be necessary to line the reserve pit unless blasting occurs.

No blading will be allowed on the surface pipeline.

No pipeline construction will be allowed when soils are muddy and rutting of soils becomes apparent from the use of vehicles. If rutting occurs, operations must cease until soils are dry or frozen.

Seeding may be required if surface damage is done during the pipeline construction.

The pipe will be welded on the well location and the pipe dragged along the surface to the connection point with a CAT, backhoe, or grader. No other vehicles shall travel the pipeline route.

Surface lines will be either black or brown in color.

The surface oil gathering line shall not block or change the course of existing drainages. Drainage crossings will be designed to prevent damage to the flowline during periods of high seasonal and storm runoff.

The metering of all gas production will be done in accordance with Onshore Order No. 5.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB NO. 1004-0135
Expires: November 30, 2000

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

5. Lease Serial No.
UTU-28652

6. If Indian, Allottee or Tribe Name

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

7. If Unit or CA/Agreement, Name and/or No.

1. Type of Well
 Oil Well Gas Well Other

8. Well Name and No.
GLEN BENCH 3W-22-8-22

2. Name of Operator
EL PASO PRODUCTION
Contact: CHERYL CAMERON
E-Mail: Cheryl.Cameron@CoastalCorp.com

API Well No.
43-047-33652

3a. Address
P.O. BOX 1148
VERNAL, UT 84078

3b. Phone No. (include area code)
Ph: 435.781.7023
Fx: 435.789.4436

10. Field and Pool, or Exploratory
GLEN BENCH

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
Sec 22 T8S R22E Mer NENW 631FNL 1957FWL

11. County or Parish, and State
UINTAH COUNTY, UT

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

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

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

Be advised that El Paso Production Company is considered to be the operator on the above described lands and is responsible under the terms and conditions of the lease for the operations conducted on the leased lands or portions thereof, bond coverage for this well is provided by Bond No. WY~~2793~~

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AUG 09 2001

DIVISION OF
OIL, GAS AND MINING

14. I hereby certify that the foregoing is true and correct.
Electronic Submission #6001 verified by the BLM Well Information System For EL PASO PRODUCTION, sent to the Vernal

Name (Printed/Typed) CHERYL CAMERON	Title OPERATIONS
Signature <i>Cheryl Cameron</i>	Date 08/01/2001

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

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

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

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

OPERATOR CHANGE WORKSHEET

ROUTING

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

Enter date after each listed item is completed

X Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

Merger

The operator of the well(s) listed below has changed, effective: **09-17-2001**

FROM: (Old Operator):
SHENANDOAH ENERGY INC
Address: 11002 EAST 17500 SOUTH
VERNAL, UT 84078
Phone: 1-(435)-781-4300
Account N4235

TO: (New Operator):
EL PASO PRODUCTION OIL AND GAS COMPANY
Address: 9 GREENWAY PLAZA STE 2721 RM 2975B
HOUSTON, TX 77046-0995
Phone: 1-(832)-676-4721
Account N1845

CA No.

Unit:

WELL(S)

NAME	API NO.	ENTITY NO.	SEC. TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
GLEN BENCH 3W-22-8-22	43-047-33652	99999	22-08S-22E	FEDERAL	GW	APD

OPERATOR CHANGES DOCUMENTATION

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 08/09/2001
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 09/17/2001
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 09/17/2001
4. Is the new operator registered in the State of Utah: YES Business Number: 608186-0143
5. If **NO**, the operator was contacted on: N/A
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the (merger, name change, or operator change for all wells listed on Federal or Indian leases on: VERBAL 09/17/2001 SEE ATTACHED
7. **Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: N/A

8. **Federal and Indian Communization Agreements ("CA"):** The BLM of the BIA has approved the operator change for all wells listed involved in a CA on: N/A
9. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 09/17/2001
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 09/17/2001
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE BOND VERIFICATION:

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

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

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

FEDERAL BOND VERIFICATION:

1. Federal well(s) covered by Bond No.: WY 3438

FILMING:

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

FILING:

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

COMMENTS:

Form 3160-5
(August 1999)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0135
Expires November 30, 2000

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

SUBMIT IN TRIPLICATE - Other instructions on reverse side

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
 Shenandoah Energy Inc.

3a. Address
 11002 East 17500 South, Vernal, UT 84071

3b. Phone No. (include area code)
 (435) 781-4300

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
 NENW 631' FNL & 1957' FWL
 Sec. 22, T8S, R22E

5. Lease Serial No.
 UTU-28652

6. If Indian, Allottee or Tribe Name

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

8. Well Name and No.
 Glen Bench #3W-22-8-22

9. API Well No.
 43-047-33652

10. Field and Pool, or Exploratory Area
 Natural Buttes

11. County or Parish, State
 Uintah, UT

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

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

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

Be advised that El Paso Production Company is now considered to be the operator on the above described lease responsible under the terms and conditions of the lease for the operations conducted on the leased lands or bond coverage for this well is provided by Bond No. WY3438.

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

Name (Printed/Typed) John Conley Title District Manager

Signature [Signature] Date September 17, 2001

THIS SPACE FOR FEDERAL OR STATE USE

Approved by _____ Title _____ Date _____

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

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

(Instructions on reverse)

PHONE CONVERSATION DOCUMENTATION FORM

Conversation Pertains to: Operator change from Shenandoah Energy to El Paso Prod Oil/Gas Company

✓ Copy?

WELL Glen Bench 3W-22-8-22

OTHER

Section 22 Township 08S Range 22E

API Number 43-047-33652

Topic of Conversation: BLM verbal approval of operator change

Date of Phone Call: 9/17/01

Time: 1:30 pm

DOGMEmployee (name): Jim Thompson

Initiated Call?

Spoke with: Ed Forseman-Petroleum Engineer

Name:

Initiated Call?

Of (company/organization): BLM

Phone: 435-781-4503

Highlights of Conversation: Ed give El Paso verbal approval this morning for the change of operator, prior to that there was a problem with the Federal nation wide bond. That was resolved so approval was given to change the operator and begin work on drilling the well.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB NO. 1004-0135
Expires: November 30, 2000

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

5. Lease Serial No.
UTU-28652

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

8. Well Name and No.
GLEN BENCH 3W-22-8-22

API Well No.
43-047-33652

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
EL PASO PRODUCTION
Contact: CHERYL CAMERON
E-Mail: Cheryl.Cameron@CoastalCorp.com

3a. Address
P.O. BOX 1148
VERNAL, UT 84078

3b. Phone No. (include area code)
Ph: 435.781.7023
Fx: 435.789.4436

10. Field and Pool, or Exploratory
GLEN BENCH

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
Sec 22 T8S R22E Mer NENW 631FNL 1957FWL

11. County or Parish, and State
UINTAH COUNTY, UT

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

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

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

El Paso Production requests to amend the Drilling Program for the subject well.

Please refer to the amended program for the revised cement & casing, and the TD change from the approved depth of 7900' to 9500'.

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

Date: 9/17/01
By: [Signature]

Federal Approval of This
Action Is Necessary

COPY SENT TO OPERATOR
Date: 9-17-01
Initials: [Signature]

RECEIVED

SEP 17 2001

DIVISION OF
OIL, GAS AND MINING

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

Electronic Submission #7085 verified by the BLM Well Information System
For EL PASO PRODUCTION, sent to the Verpal

Name (Printed/Typed) CHERYL CAMERON

Title OPERATIONS

Signature [Signature]

Date 09/10/2001

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By _____

Title _____

Date _____

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

Office _____

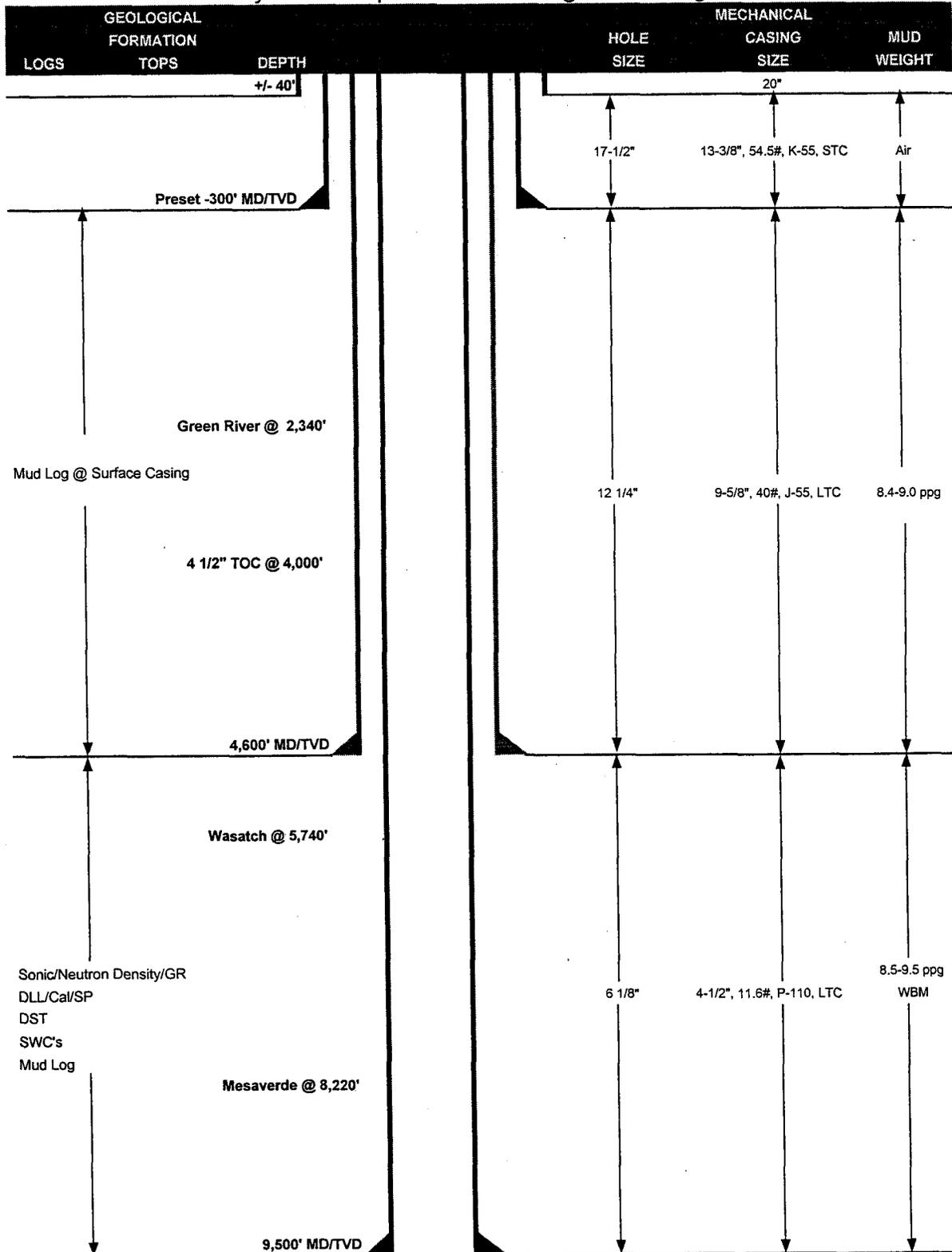
Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

DRILLING PROGRAM FOR APD

COMPANY NAME El Paso Production DATE September 5, 2001
 WELL NAME Glen Bench Federal 3W-22-8-22 TD 9,500' MD/TVD
 FIELD Glen Bench COUNTY Uintah STATE Utah ELEVATION 5050 KB
 SURFACE LOCATION 1957' FWL, 631' FNL, NE/NW, SEC. 22 T8S, R22E BHL Straight Hole
 OBJECTIVE ZONE(S) Wasatch, Mesaverde
 ADDITIONAL INFO Regulatory Agencies: BLM, UDOGM, Tri-County Health Dept.

Sundry notice of production casing size change



CASING PROGRAM

	SIZE	INTERVAL	WT.	GR.	CPLG.	DESIGN FACTORS		
						BURST	COLLAPSE	TENSION
CONDUCTOR	20"	0-40'				2,730	1,130	514,000
SURFACE	13-3/8"	0-300'	54.50	K-55	STC	16.22	8.05	7.75
INTERMEDIATE	9-5/8"	0-4600'	40.00	J-55	STC	1.24	1.19	2.22
PRODUCTION	4-1/2"	0-TD	11.60	P-110	LTC	10690	7580	279000
						3.19	1.28	1.74

- 1) Maximum Anticipated Surface Pressure (MASP) (Conductor and Surface Casings) = (Frac Gradient at Shoe - Gas Gradient (0.115 psi/ft))(TVD)
 - 2) MASP (Int Casing) = Pore Pressure at Next Casing Point - (Gas Gradient x TVD of Next Casing Point x 0.67) - (Mud Weight x TVD x 0.052 x 0.33)
 - 3) MASP (Prod Casing) = Pore Pressure - (Gas Gradient x TVD of Production Interval)
- (Burst Assumptions: FG @ 9-5/8" shoe = 13.0 ppg, Max Pore Pressure = 9.0 ppg EMW)
 (Collapse Assumption: Fully Evacuated Casing, Max MW) (Tension Assumptions: Air Weight of Casing, 50000 lbs overpull)

CEMENT PROGRAM

		FT. OF FILL	DESCRIPTION	SACKS	EXCESS	WEIGHT	YIELD
SURFACE		300	Premium Plus + 2% CaCl ₂ + 0.25 pps Flocele	280	35%	15.80	1.17
INTERMEDIATE	LEAD	4100	Hifill + 10 pps gilsonite + 0.25 pps Flocele	580	75%	11.00	3.82
	TAIL	500	50/50 POZ + 0.4% Halad 322 + 2% gel + 5% salt + 0.25 pps Flocele	250	75%	14.35	1.22
PRODUCTION	LEAD	1000	Hifill + 0.25 lb/sk Flocele + 3% salt	120	60%	11.00	3.82
	TAIL	4500	Premium + 5% Salt +0.6% Halad 322 + 2% gel +0.25 pps Flocele + 0.1% HR-5	560	60%	14.35	1.22

* or 15% over caliper log

FLOAT EQUIPMENT & CENTRALIZERS

300' - SURFACE	Guide shoe, 1 joint, insert float. Centralize bottom 3 joints. Thread lock guide shoe.
INTERMEDIATE	Float shoe, 1 joint, float collar. Thread lock FS & FC
PRODUCTION	Float shoe, 1 joint, float collar. Centralize to top of tail cement every third joint with bow type centralizers

ADDITIONAL INFORMATION

Test casing head to 750 psi after installing. Test surface casing to 1,000 psi prior to drilling out. Test int. csg. to 1,500 psi prior to drilling out.

BOPE to intermediate: 13-5/8" 3M with one 3M annular and 2 rams. Test to 3,000 psi (annular to 1,500 psi) prior to drilling out. BOPE to TD:

11" 5M with one 5M annular and 2 rams. Test to 5,000 psi (annular to 3,000 psi) prior to drilling out. Record on chart recorder &

tour sheet. Function test rams on each trip. Maintain safety valve & inside BOP on rig floor at all times. Kelly to be equipped with upper

& lower kelly valves.

Run Totco survey every 1000' from surface casing shoe to TD. Maximum allowable hole angle is 5 degrees.

DRILLING ENGINEER:

Dan Lindsey

DATE:

DRILLING SUPERINTENDANT:

Larry Strasheim

DATE:

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB NO. 1004-0135
Expires: November 30, 2000

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

5. Lease Serial No.
UTU-28652

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.

8. Well Name and No.
GLEN BENCH 3W-22-8-22

API Well No.
43-047-33652

10. Field and Pool, or Exploratory
GLEN BENCH

11. County or Parish, and State
UINTAH COUNTY, UT

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
EL PASO PRODUCTION
Contact: CHERYL CAMERON
E-Mail: Cheryl.Cameron@CoastalCorp.com

3a. Address
P.O. BOX 1148
VERNAL, UT 84078

3b. Phone No. (include area code)
Ph: 435.781.7023
Fx: 435.789.4436

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
Sec 22 T8S R22E Mer NENW 631FNL 1957FWL

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

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

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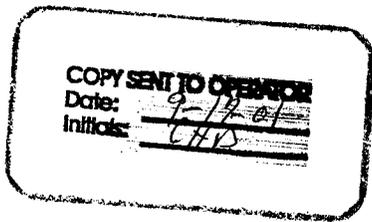
El Paso Production requests a one year APD extension for the subject well.

Approved by the
Utah Division of
Oil, Gas and Mining

RECEIVED

SEP 17 2001

DIVISION OF
OIL, GAS AND MINING



Date: 09-17-01
By: *[Signature]*

14. I hereby certify that the foregoing is true and correct.
Electronic Submission #7104 verified by the BLM Well Information System
For EL PASO PRODUCTION, sent to the Vernal

Name (Printed/Typed) CHERYL CAMERON Title OPERATIONS

Signature *[Signature]* Date 09/10/2001

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By _____ Title _____ Date _____

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

Office _____

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



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal Field Office

170 South 500 East

Vernal, Utah 84078-2799

<http://www.blm.gov/utah/vernal>

Phone: (801) 781-4400

Fax: (801) 781-4410

IN REPLY REFER TO:

3162.3

UT08300

November 8, 2001

El Paso Production Co.
P. O. Box 1148
Vernal, UT 84078

43-047-33652

Re: Glen Bench 3W-22-8-22
NENW, Sec. 22, T8S, R22E
Uintah County, Utah
Lease No. UTU-28652

Gentlemen:

This correspondence is in regard to the self-certification statement submitted requesting a change in operator for the referenced well. After a review by this office, the change in operator request is approved. Effective immediately, El Paso Production is responsible for all operations performed on the referenced well. All liability will now fall under your bond, BLM Bond No. WY3457, for all operations conducted on the referenced well on the leased land.

If you have any other questions concerning this matter, please contact Leslie Walker of this office at (435) 781-4497.

Sincerely,

Edwin I. Forsman
Petroleum Engineer

cc: UDOGM - Jim Thompson
III Exploration Co.
Shenandoah Energy Co.

RECEIVED

NOV 14 2001

DIVISION OF
OIL, GAS AND MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB NO. 1004-0135
Expires: November 30, 2000

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

5. Lease Serial No.
UTU-28652

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
EL PASO PRODUCTION

Contact: CHERYL CAMERON
E-Mail: Cheryl.Cameron@CoastalCorp.com

8. Well Name and No.
GLEN BENCH 3W-22-8-22

9. API Well No.
43-047-33652

3a. Address
P.O. BOX 1148
VERNAL, UT 84078

3b. Phone No. (include area code)
Ph: 435.781.7023
Fx: 435.789.4436

10. Field and Pool, or Exploratory
GLEN BENCH

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
Sec 22 T8S R22E Mer NENW 631FNL 1957FWL

11. County or Parish, and State
UINTAH COUNTY, UT

RECEIVED
AUG 06 2001

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

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

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

Be advised that El Paso Production Company is considered to be the operator on the above described lands and is responsible under the terms and conditions of the lease for the operations conducted on the leased lands or portions thereof, bond coverage for this well is provided by Bond No. WY2793.

3457

RECEIVED

NOV 14 2001

DIVISION OF
OIL, GAS AND MINING

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

Electronic Submission #6001 verified by the BLM Well Information System
For EL PASO PRODUCTION, sent to the Vernal
Committed to AFMS for processing by LESLIE CRINKLAW on 08/06/2001 ()

Name (Printed/Typed) CHERYL CAMERON Title OPERATIONS

Signature Date

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By [Signature] Title Petroleum Engineer Date NOV 08 2001

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

Office

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

** ORIGINAL **

DOG nr

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB NO. 1004-0135
Expires: November 30, 2000

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

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

CONFIDENTIAL

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other	8. Well Name and No. GLEN BENCH 3W-22-8-22
2. Name of Operator EL PASO PRODUCTION	9. API Well No. 43-047-33652
3a. Address P.O. BOX 1148 VERNAL, UT 84078	10. Field and Pool, or Exploratory GLEN BENCH
3b. Phone No. (include area code) Ph: 435.781.7023 Fx: 435.789.4436	11. County or Parish, and State UINTAH COUNTY, UT
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 22 T8S R22E Mer NENW 631FNL 1957FWL	

RECEIVED
SEP 21 2001

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

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
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<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other
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El Paso Production requests a one year APD extension for the subject well.

RECEIVED

DEC 10 2001

DIVISION OF
OIL, GAS AND MINING

CONDITIONS OF APPROVAL ATTACHED

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

**Electronic Submission #7104 verified by the BLM Well Information System
For EL PASO PRODUCTION, sent to the Vernal
Committed to AFMSS for processing by LESLIE CRINKLAW on 09/21/2001 ()**

Name (Printed/Typed) CHERYL CAMERON	Title OPERATIONS
Signature	Date 09/10/2001

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By <u>Kirk Fulwood</u>	Petroleum Engineer	Date 11/26/01
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.		Office

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**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

DOGIM

El Paso Production
APD Extension

Well: Glen Bench 3W-22-8-22

Location: NENW Sec. 22, T8S, R2E

Lease: UTU 28652

Conditions of Approval

An extension for the referenced APD is granted with the following condition(s):

1. The extension will expire 10/10/02
2. No other extensions beyond that time frame will be granted or allowed.

If you have any other questions concerning this matter, please contact Kirk Fleetwood at (435) 781-4486.



United States Department of the Interior **RECEIVED**

BUREAU OF LAND MANAGEMENT

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

FEB 22 2002

DIVISION OF
OIL, GAS AND MINING

In Reply Refer To:
3106
UTU-25566 et al
(UT-924)

FEB 21 2002

NOTICE

Westport Oil and Gas Company L.P. : Oil and Gas
410 Seventeenth Street, #2300 :
Denver Colorado 80215-7093 :

Name Change Recognized

Acceptable evidence has been received in this office concerning the name change of Westport Oil and Gas Company, Inc. into Westport Oil and Gas Company, L.P. with Westport Oil and Gas Company, L.P. being the surviving entity.

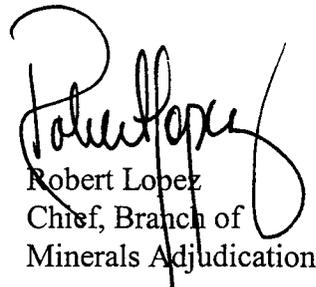
For our purposes, the name change is recognized effective December 31, 2001.

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

If you identify additional leases in which the entities maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

Due to the name change, the name of the principal/obligor on the bond is required to be changed from Westport Oil and Gas Company, Inc. to Westport Oil and Gas Company, L.P.. You may accomplish this either by consent of surety rider on the original bond or a rider to the original bond. The bonds are held in Colorado.

UTU-03405
UTU-20895
UTU-25566
UTU-43156
UTU-49518
UTU-49519
UTU-49522
UTU-49523



Robert Lopez
Chief, Branch of
Minerals Adjudication

cc: Moab Field Office
Vernal Field Office
MMS, Reference Data Branch, MS3130, PO Box 5860, Denver CO 80217
State of Utah, DOGM, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC UT 84114
Teresa Thompson (UT-922)
Joe Incardine (UT-921)



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

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
(801) 538-5340 telephone
(801) 359-3940 fax
(801) 538-7223 TTY
www.nr.utah.gov

Michael O. Leavitt
Governor
Robert L. Morgan
Executive Director
Lowell P. Braxton
Division Director

October 8, 2002

Cheryl Cameron
El Paso Production Oil & Gas Company
P. O. Box 1148
Vernal, Utah 84078

Re: APD Rescinded – Glen Bench 3W-22-8-22, Sec.22 T.8S, R.22E –Uintah County, Utah, API No. 43-047-33652

Dear Ms. Cameron:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining on August 30,2000. On September 17, 2001, the Division granted a one-year APD extension. On October 8, 2002, you requested that the division rescind the approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective October 8, 2002.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

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

Sincerely,

Diana Mason
Engineering Technician

cc: Well File
Bureau of Land Management, Vernal



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal Field Office

170 South 500 East

Vernal, Utah 84078-2799

<http://www.blm.gov/utah/vernal>

Phone: (435) 781-4400

Fax: (435) 781-4410

IN REPLY REFER TO:

3160

UT08300

December 9, 2002

Cheryl Cameron
El Paso Production Oil & Gas Co.
P. O. Box 1148
Vernal, UT 84078

Re: Notification of Expiration
Well No. Glen Bench 3W-22-8-22
NENW, Sec. 22, T8S, R22E
Uintah County, Utah
Lease No. U-28652

Dear Cheryl:

The Application for Permit to Drill the above-referenced well was approved on October 10, 2000. A one (1) year extension of the original APD was requested. The request was reviewed and the extension approved until October 10, 2002. According to our records, no known activity has transpired at the approved location. In view of the foregoing, this office is notifying you that the approval of the referenced application has expired. If you intend to drill at this location at a future date, a new Application for Permit to Drill must be submitted.

This office requires a letter confirming that no surface disturbance has been made for this drill site. Any surface disturbance associated with the approved location of this well is to be rehabilitated. A schedule for this rehabilitation must be submitted to this office. Your cooperation in this matter is appreciated.

Sincerely,

Leslie Walker
Legal Instruments Examiner

cc: UDOGM – Diana Mason

RECEIVED
DEC 23 2002
DIV. OF OIL, GAS & MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER:
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:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: El Paso Production Oil & Gas Company		8. WELL NAME and NUMBER: Exhibit "A"
3. ADDRESS OF OPERATOR: 9 Greenway Plaza Houston TX 77064-0995		9. API NUMBER:
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____		10. FIELD AND POOL, OR WILDCAT: COUNTY: _____ 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"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<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 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	

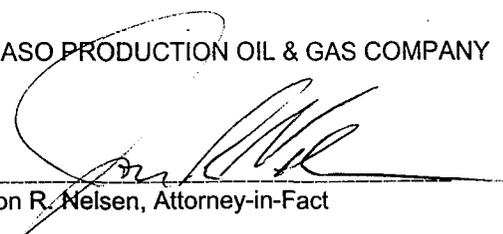
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Operator change to Westport Oil and Gas Company, L.P., 1670 Broadway, Suite 2800, Denver, CO. 80202-4800, effective December 17, 2002.

BOND # _____

State Surety Bond No. RLB0005236
Fee Bond No. RLB0005238

EL PASO PRODUCTION OIL & GAS COMPANY

By: 
Jon R. Nelsen, Attorney-in-Fact

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FEB 28 2003
DIV. OF OIL, GAS & MINING

WESTPORT OIL AND GAS COMPANY, L.P.	
NAME (PLEASE PRINT) <u>David R. Dix</u>	TITLE <u>Agent and Attorney-in-Fact</u>
SIGNATURE 	DATE <u>12/17/02</u>

(This space for State use only)

Form 3160-5
(August 1999)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

FORM APPROVED
OMB No. 1004-0135
Expires November 30, 2000

5. Lease Serial No.
SEE ATTACHED EXHIBIT "A"

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.

8. Well Name and No.
SEE ATTACHED EXHIBIT "A"

9. API Well No.
SEE ATTACHED EXHIBIT "A"

10. Field and Pool, or Exploratory Area

11. County or Parish, State
UINTAH COUNTY, UT

SUBMIT IN TRIPLICATE - Other instructions on reverse side

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
WESTPORT OIL & GAS COMPANY, L.P.

3a. Address
P.O. BOX 1148 VERNAL, UT 84078

3b. Phone No. (include area code)
(435) 781-7023

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

SEE ATTACHED EXHIBIT "A"

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

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

SUCCESSOR OF
OPERATOR

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

WESTPORT OIL & GAS COMPANY, L.P., IS CONSIDERED TO BE THE OPERATOR ON THE ATTACHED DESCRIBED LANDS AND IS RESPONSIBLE UNDER THE TERMS AND CONDITIONS OF THE LEASE FOR THE OPERATIONS CONDUCTED ON THE LEASED LANDS OR PORTIONS THEREOF, BOND COVERAGE FOR THIS WELL IS PROVIDED BY FEDERAL NATIONWIDE BOND NO. 158626364, EFFECTIVE FEBRUARY 1, 2002, AND BIA NATIONWIDE BOND NO. RLB0005239, EFFECTIVE FEBRUARY 10, 2003.

RECEIVED

MAR 04 2003

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

Name (Printed/Typed)
CHERYL CAMERON

Title
OPERATIONS

Signature
Cheryl Cameron

Date
March 4, 2003

DIV. OF OIL, GAS & MINING

THIS SPACE FOR FEDERAL OR STATE USE

Approved by

Title

Date

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

Office

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

(Instructions on reverse)

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW <input checked="" type="checkbox"/>
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: **12-17-02**

FROM: (Old Operator):	TO: (New Operator):
EL PASO PRODUCTION OIL & GAS COMPANY	WESTPORT OIL & GAS COMPANY LP
Address: 9 GREENWAY PLAZA	Address: P O BOX 1148
HOUSTON, TX 77064-0995	VERNAL, UT 84078
Phone: 1-(832)-676-5933	Phone: 1-(435)-781-7023
Account No. N1845	Account No. N2115

CA No.

Unit:

WELL(S)

NAME	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
TRIBAL 36 53	36-08S-21E	43-047-32695	11838	INDIAN	GW	P
UTE TRIBAL 36 17	36-08S-21E	43-047-30682	110	INDIAN	GW	P
TRIBAL 36-148	36-08S-21E	43-047-34507	99999	INDIAN	GW	APD
WONSITS FEDERAL 1-5	05-08S-22E	43-047-33692	13081	FEDERAL	GW	S
WONSITS FEDERAL 1-6	06-08S-22E	43-047-34081	99999	FEDERAL	GW	APD
WONSITS FEDERAL 2-6	06-08S-22E	43-047-34082	13297	FEDERAL	GW	DRL
WONSITS FEDERAL 3-6	06-08S-22E	43-047-34059	99999	FEDERAL	GW	APD
WONSITS FEDERAL 4-6	06-08S-22E	43-047-34083	99999	FEDERAL	GW	APD
KENNEDY WASH FED 13-1	13-08S-22E	43-047-33615	12926	FEDERAL	GW	P
GLEN BENCH 21-2	21-08S-22E	43-047-34091	99999	FEDERAL	GW	APD
GLEN BENCH 23-21	21-08S-22E	43-047-31007	6054	FEDERAL	GW	P
GLEN BENCH 22-2	22-08S-22E	43-047-34092	99999	FEDERAL	GW	APD
GLEN BENCH FEDERAL 24-22	22-08S-22E	43-047-30610	6124	FEDERAL	GW	P
GLEN BENCH FEDERAL 22-3	22-08S-22E	43-047-34093	13267	FEDERAL	GW	P
GLEN BENCH FEDERAL 3W-22-8-22	22-08S-22E	43-047-33652	99999	FEDERAL	GW	APD
GLEN BENCH 34-27	27-08S-22E	43-047-31022	10880	FEDERAL	GW	P
HALL 30 58	30-08S-22E	43-047-32715	11849	FEE	GW	P
HALL 30-143	30-08S-22E	43-047-33425	12830	FEE	GW	P
HALL 30-144	30-08S-22E	43-047-33426	12724	FEE	GW	P
STATE 31-57 (FEDERAL) (NRM-1887)	31-08S-22E	43-047-32716	11833	FEDERAL	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: 02/28/2003
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 03/04/2003
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 03/06/2003
4. Is the new operator registered in the State of Utah: YES Business Number: 1355743-0181
5. If **NO**, the operator was contacted on: _____

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

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM-12/31/2003 BIA-12/5/02

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: 02/27/2003

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: 01/09/2003

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

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 03/26/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 03/26/2003
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: RLB 0005236

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 158626364

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: RLB 0005239

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number RLB 0005238
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:



United States Department of the Interior

BUREAU OF INDIAN AFFAIRS

Washington, D.C. 20240

FEB 10 2003

IN REPLY REFER TO:
Real Estate Services

Carroll A. Wilson
Principal Landman
Westport Oil and Gas Company, L.P.
1368 South 1200 East
Vernal, Utah 84078

Dear Mr. Wilson:

This is in response to your request for approval of RLI Insurance Company's Nationwide Oil and Gas Lease Bond No. RLB0005239 executed effective December 17, 2002, (\$150,000 coverage) with Westport Oil and Gas Company, L. P., as principal.

This bond is hereby approved as of the date of this correspondence and will be retained in the Bureau of Indian Affairs' Division of Real Estate Services, 1849 C Street, NW, MS-4512-MIB, Washington, D.C. 20240. All Bureau oil and gas regional offices and the surety are being informed of this action.

In cases where you have existing individual and/or collective bonds on file with one or more of our regional offices, you may now request those offices, directly, to terminate in lieu of coverage under this Nationwide Bond.

Enclosed is a copy of the approved bond for your files. If we may be of further assistance in this matter, please advise.

Sincerely,

Director, Office of Trust Responsibilities

ACTING

Enclosure

memorandum

Branch of Real Estate Services
Uintah & Ouray Agency

Date: 5 December, 2002

Reply to
Attn of: Supervisory Petroleum Engineer

Subject: Modification of Utah Division of Oil, Gas and Mining Regulations

To: Director, Utah Division of Oil, Gas and Mining Division: John Baza

We have been advised of changes occurring with the operation of your database for Change of Operator. You will be modifying your records to reflect Change of Operator once you have received all necessary documentation from the companies involved, and perhaps in advance of our Notice of Concurrence/Approval of Change of Operator where Indian leases are involved.

We have no objection.

With further comment to Rulemaking, I wish to comment concerning the provision of Exhibits for upcoming Hearings. I would like to see the Uintah & Ouray Agency, BIA, and the Ute Indian Tribe, Energy & Mineral Resources Department added to the list of those parties that receive advance Exhibits so as to allow us to have research time prior to Hearing dates. We will be able to provide a more informed recommendation to the Oil, Gas and Mining Board. It would be best if we would receive only those Exhibits that concern Indian lands, specifically on or adjacent to Indian lands. This may be a difficult situation to attain, as it is not always clear where 'on or adjacent' occurs.

I am aware that you have gone to extra effort to correct this matter already, and I fully appreciate it. My request is intended only to allow the addition of Uintah & Ouray Agency and Ute Indian Tribe to the official listing.

We appreciate you concern, and hope that these comments are timely enough for consideration in the revision process.

CC: Minerals & Mining Section of RES
Ute Energy & Mineral Resources Department: Executive Director
chrono



JAN. 17. 2003 3:34PM

TPORT

NO. 173 P. 2

**WESTPORT OIL AND GAS COMPANY, L.P.**

410 Seventeenth Street #2300 Denver Colorado 80202-4436
Telephone: 303 573 5404 Fax: 303 573 5609

February 1, 2002

Department of the Interior
Bureau of Land Management
2850 Youngfield Street
Lakewood, CO 80215-7093
Attention: Ms. Martha Maxwell

RE: BLM Bond CO-1203
BLM Nationwide Bond 158626364
Surety - Continental Casualty Company
Belco Energy Corporation merger into Westport Oil and Gas Company, Inc.
Conversion of Westport Oil and Gas Company, Inc., into Westport Oil and Gas Company, L.P.
Assumption Rider - Westport Oil and Gas Company, L.P.

Dear Ms. Maxwell:

Pursuant to our recent conversations, please find the following list of enclosures for the BLM's consideration and approval:

Two (2) Assumption Riders, fully executed originals.
Copies of Belco Energy Corporation merger into Westport Oil and Gas Company, Inc.
Copies of Westport Oil and Gas Company, Inc., conversion into Westport Oil and Gas Company, L.P.
List of all Federal/BIA/State Leases - Belco/Westport's leases - in all states.

Please inform us of any additional information needed to complete the change to Westport Oil and Gas Company, L.P., as operator of record.

I thank you for your assistance and cooperation in this matter. Please do not hesitate contacting the undersigned, should a question arise.

Sincerely,
Westport Oil and Gas Company, L.P.

Debby J. Black
Debby J. Black
Engineer Technician

Encl: