

COPY
UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN TRIPLICATE*
(Other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires: December 31, 1991

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK

DRILL DEEPEN

b. TYPE OF WELL

OIL WELL GAS WELL OTHER SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR

Del-Rio Resources, Inc. (435) 789-8162

3. ADDRESS AND TELEPHONE NO.

P.O. Box 459 Vernal, UT 84078

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

At surface
1980' FNL 660 FWL SW $\frac{1}{2}$ NW $\frac{1}{2}$ 4380867N
At proposed prod. zone 610961E

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*

See Topo Map "A" (attached)

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

1980'

16. NO. OF ACRES IN LEASE

1280

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.

2640'

19. PROPOSED DEPTH

11,693'

20. ROTARY OR CABLE TOOLS

Rotary

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

7459 GR

22. APPROX. DATE WORK WILL START*

ASAP

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE 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#	11,693'	See attached drilling plan

- M.I.R.U.
- Drill to T.D. 11,693'
- Run 5-1/2" casing if commercial production is indicated.
- If dry hole, well will be plugged and abandoned as instructed by the B.L.M.
- Well will be drilled with 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 CRF 3104 for Lease Activities is being provided by First Security Bank in the form of a Certificate of Deposit. BLM UT 0837

RECEIVED

MAY 25 2001

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 Lawrence C. Caldwell # TITLE President

DIVISION OF OIL, GAS AND MINING
April 23, 2001

(This space for Federal or State office use)

PERMIT NO. 43047-34103

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.

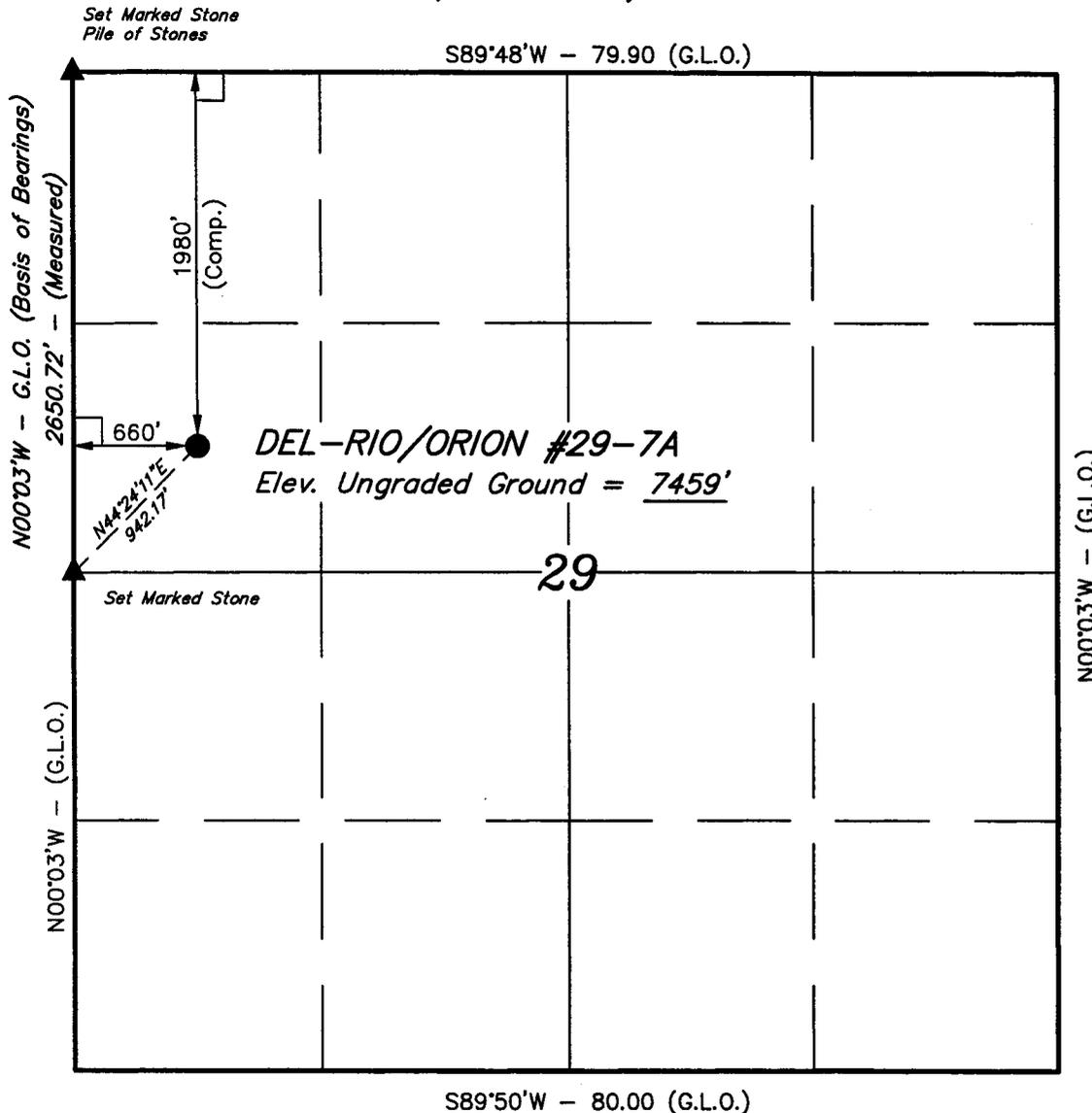
CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY Bradley G. Hill TITLE BRADLEY G. HILL DATE 07-05-01

RECLAMATION SPECIALIST III

*See Instructions On Reverse Side

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



LEGEND:

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

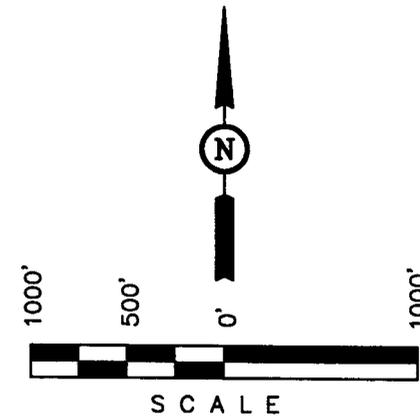
LATITUDE = 39°34'20"
 LONGITUDE = 109°42'30"

DEL-RIO RESOURCES, INC.

Well location, DEL-RIO/ORION #29-7A, located as shown in the SW 1/4 NW 1/4 of Section 29, T14S, R20E, S.L.B.&M. Uintah County, Utah.

BASIS OF ELEVATION

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



CERTIFICATE

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

Robert L. ...
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 16319
 STATE OF UTAH

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

SCALE 1" = 1000'	DATE SURVEYED: 01-09-01	DATE DRAWN: 01-31-01
PARTY S.H. W.W. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE DEL-RIO RESOURCES, INC.	

**DEL-RIO RESOURCES, INC.
DRILLING PLAN FOR THE
DEL-RIO/ORION #29-7A**

I. DRILLING PLAN:

1. Geological Surface Formation: Green River

2. Estimated Tops:

<u>Name</u>	<u>Top</u>	<u>Prod. Phase Anticipated</u>
Wasatch	2349'	
Mesa Verde	4549'	↓
Nelson	5720'	↓
Lower Sego	6287'	↓
Buck Tongue Mancos	6321'	↓
Castle Gate	6354'	↓
Mancos Shale	6638'	Oil/Gas
Dakota	10454'	↓
Cedar Mountain	10654'	↓
Morrison	10929'	↓
Summerville/Curtis	11465'	↓
Entrada	11593'	Gas

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.	11,693'	7-7/8"	5-1/2"	P-110 (LT&C)	17#/ft (new)

4. Operator's Specification for Pressure Control Equipment:

- A. 3,000 psi W.P. Double Gate BOP (Schematic attached).
- B. Functional test daily.

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Del-Rio/Orion #29-7A

- 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 #29-7A

- 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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Del-Rio/Orion #29-7A

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:

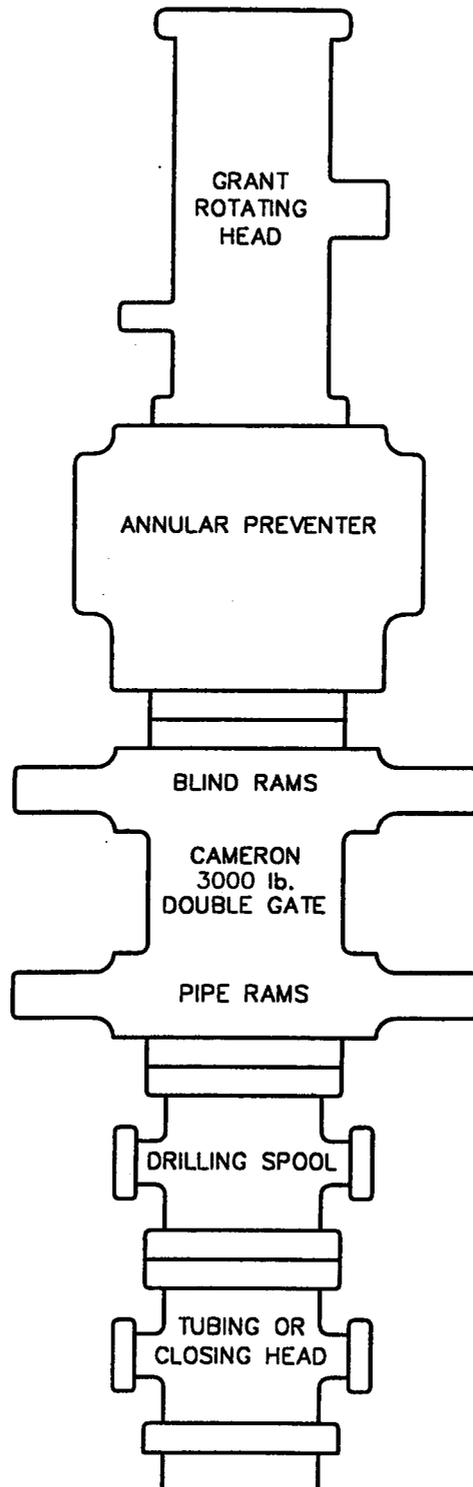
yield = 1.28 cu.ft. per. sack
weight = 14.2 lb./gal
strength = 2300 psi in 24 hrs @240 degrees

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

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 0.128 psi/ft) and maximum anticipated surface pressure equals approximately 1076 psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/ft).

CLASS III BLOWOUT PREVENTER STACK



**II. SURFACE USE PLAN
DEL-RIO RESOURCES, INC.
DEL-RIO/ORION #29-7A**

1. Existing Road:

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

2. Planned Access Roads:

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

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

Del-Rio Resources, Inc.
Del-Rio/Orion #29-7A

- 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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- 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. (Water Right Number: 49-1647) Attached.

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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- 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 #29-7A

- 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 #29-7A

- 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 #29-7A

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

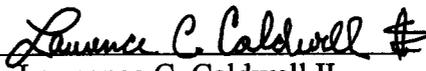
Del-Rio Resources, Inc.
Del-Rio/Orion #29-7A

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.

4-23-01
Date

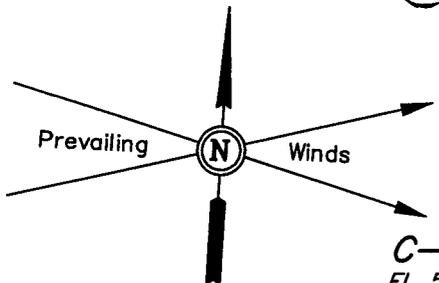

Lawrence C. Caldwell II
President

DEL-RIO RESOURCES, INC.

LOCATION LAYOUT FOR

DEL-RIO / ORION #29-7A
SECTION 29, T14S, R20E, S.L.B.&M.

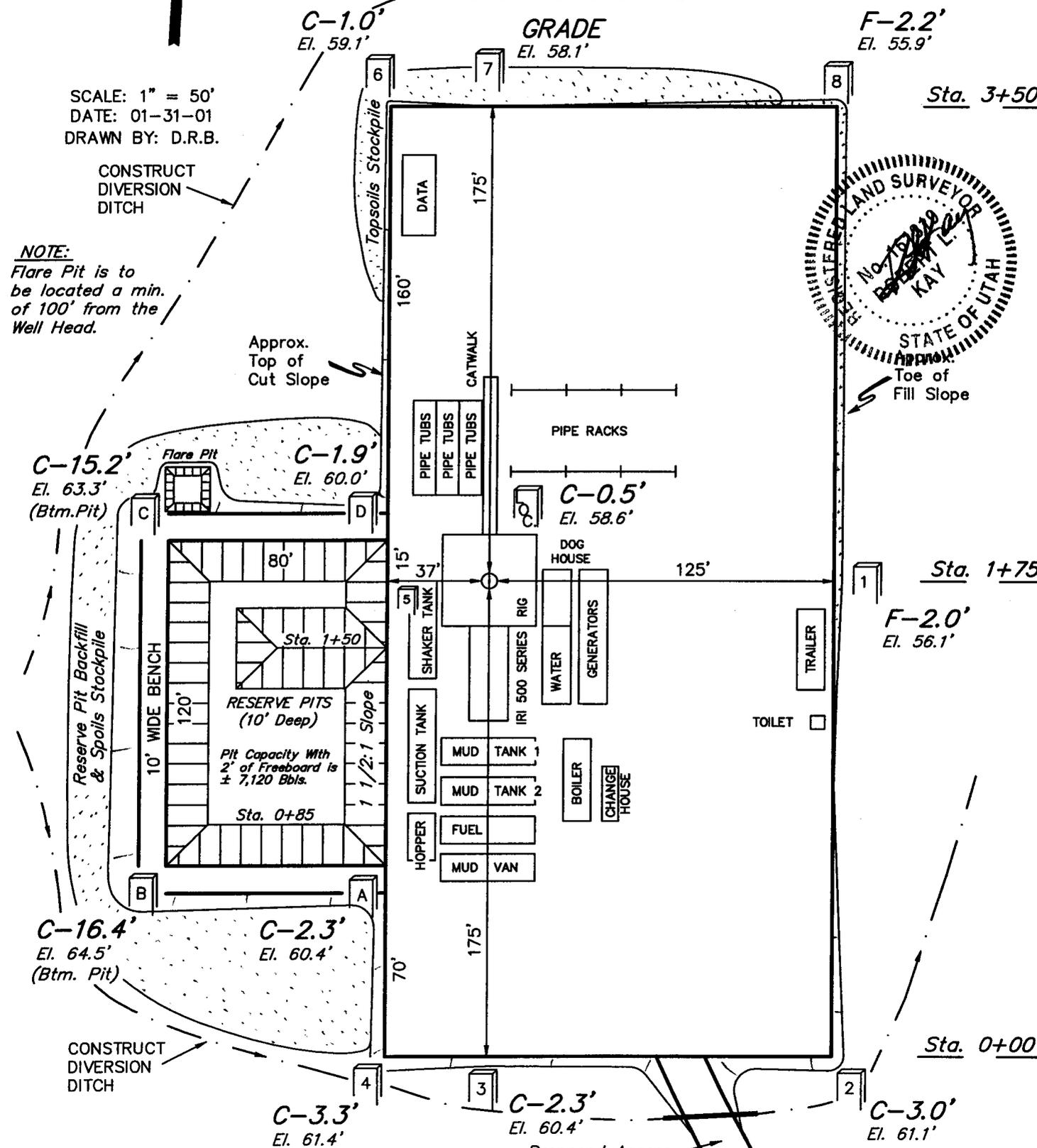
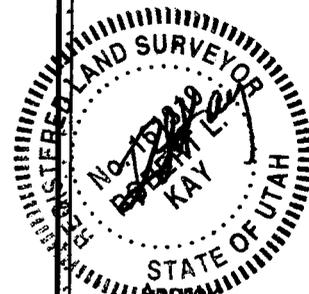
1980' FNL 660' FWL



SCALE: 1" = 50'
DATE: 01-31-01
DRAWN BY: D.R.B.

CONSTRUCT DIVERSION DITCH

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



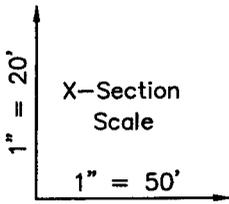
Elev. Ungraded Ground at Location Stake = 7458.6'
Elev. Graded Ground at Location Stake = 7458.1'

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

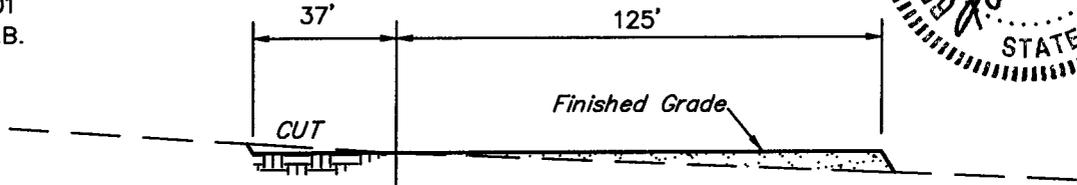
DEL-RIO RESOURCES, INC.

TYPICAL CROSS SECTIONS FOR

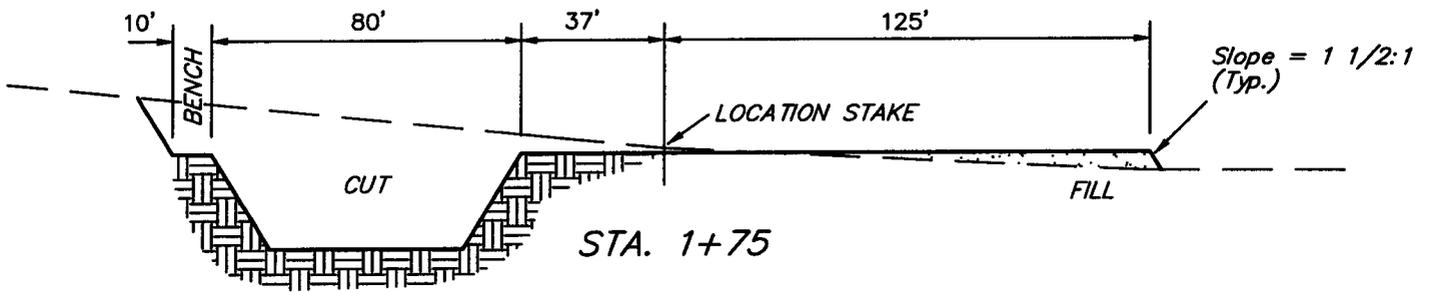
**DEL-RIO / ORION #29-7A
SECTION 29, T14S, R20E, S.L.B.&M.
1980' FNL 660' FWL**



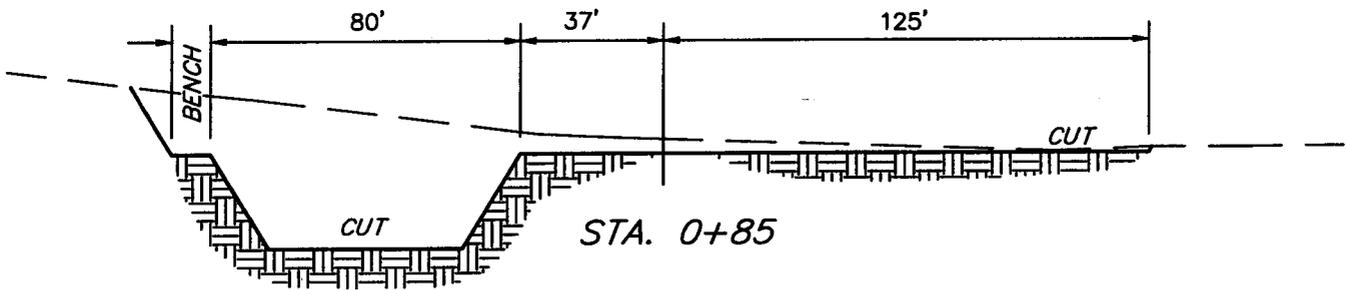
DATE: 01-31-01
DRAWN BY: D.R.B.



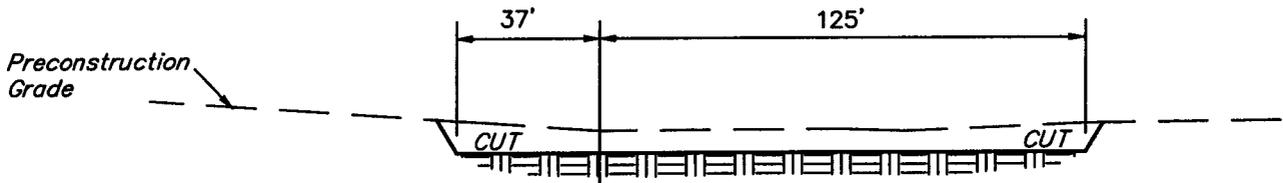
STA. 3+50



STA. 1+75



STA. 0+85



STA. 0+00

NOTE:

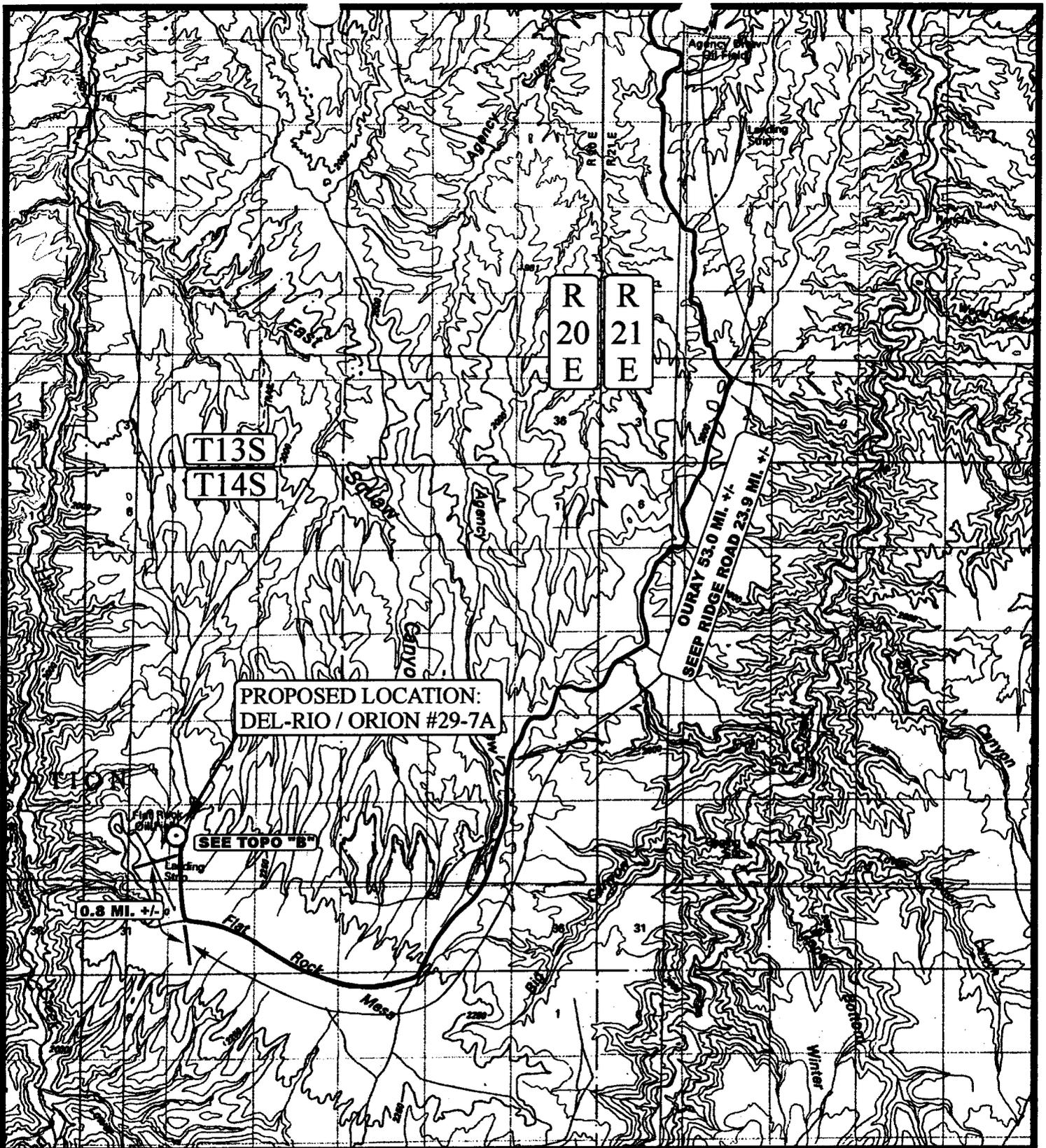
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE YARDAGES

CUT	
(12") Topsoil Stripping	= 2,560 Cu. Yds.
Remaining Location	= 4,520 Cu. Yds.
TOTAL CUT	= 7,080 CU.YDS.
FILL	= 2,170 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	= 4,800 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 3,590 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 1,210 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 #29-7A
 SECTION 29, T14S, R20E, S.L.B.&M.
 1980' FNL 660' FWL



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

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

1	23	01
MONTH	DAY	YEAR



DEL-RIO RESOURCES INC.

DEL-RIO / ORION #29-7A

LOCATED IN UINTAH COUNTY, UTAH
SECTION 29, T14S, R20E, S.L.B.&M.

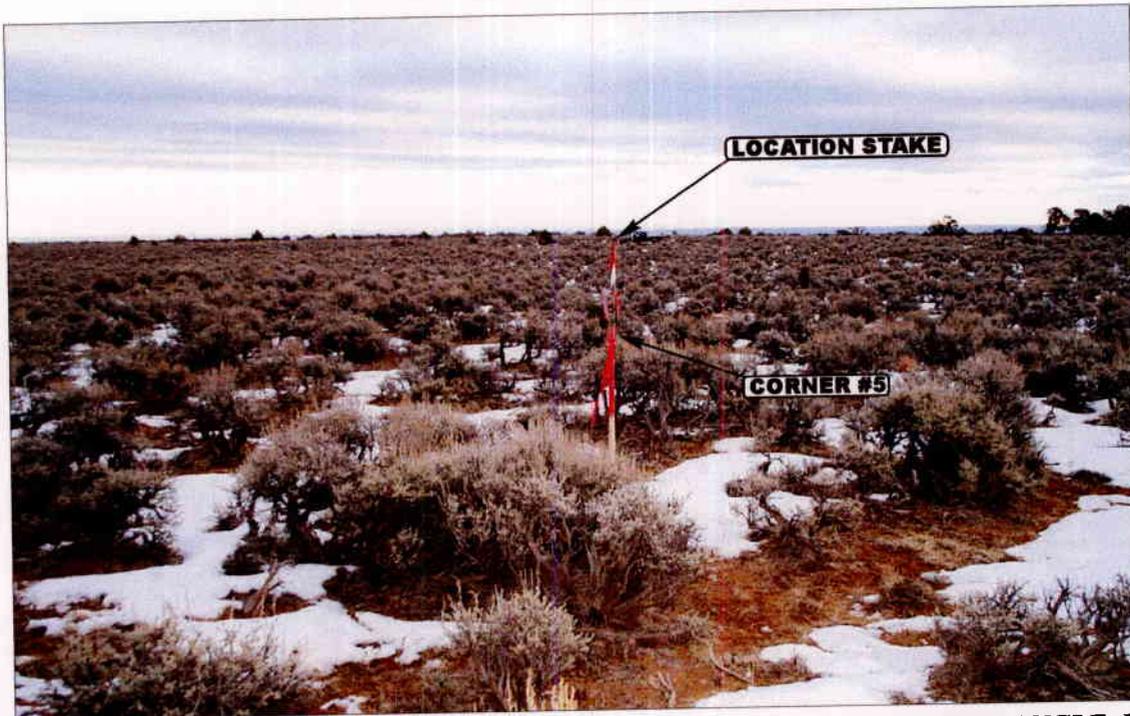


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: EASTERLY

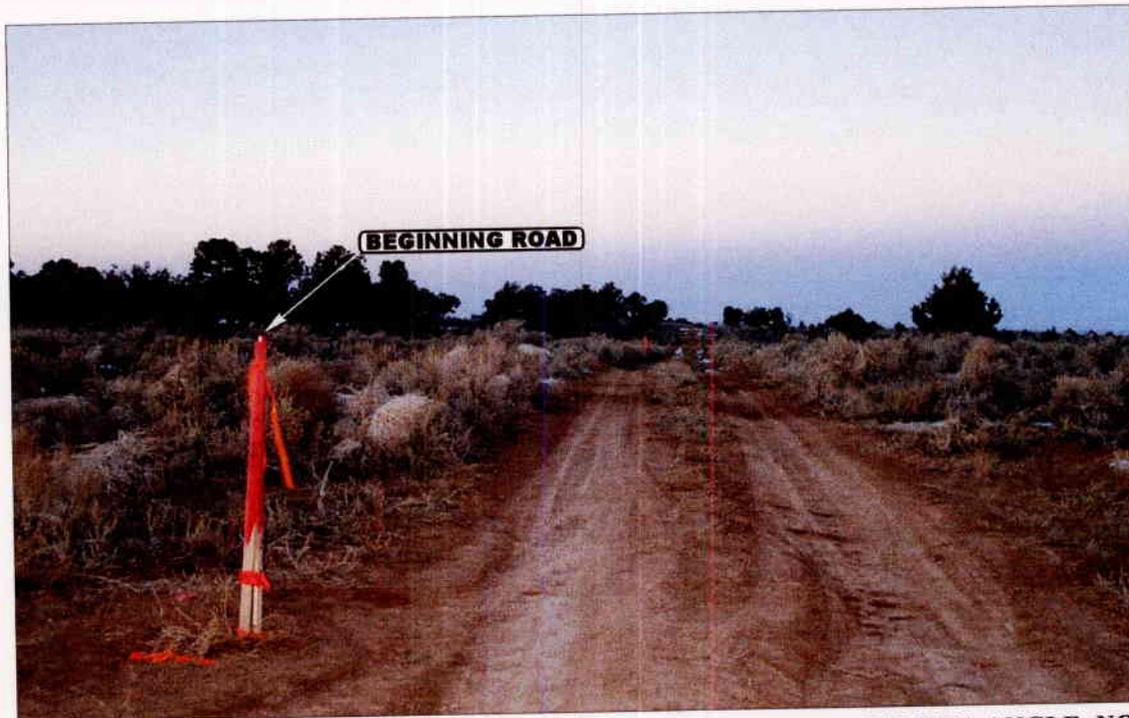


PHOTO: VIEW FROM BEGINNING OF PROPOSED ROAD

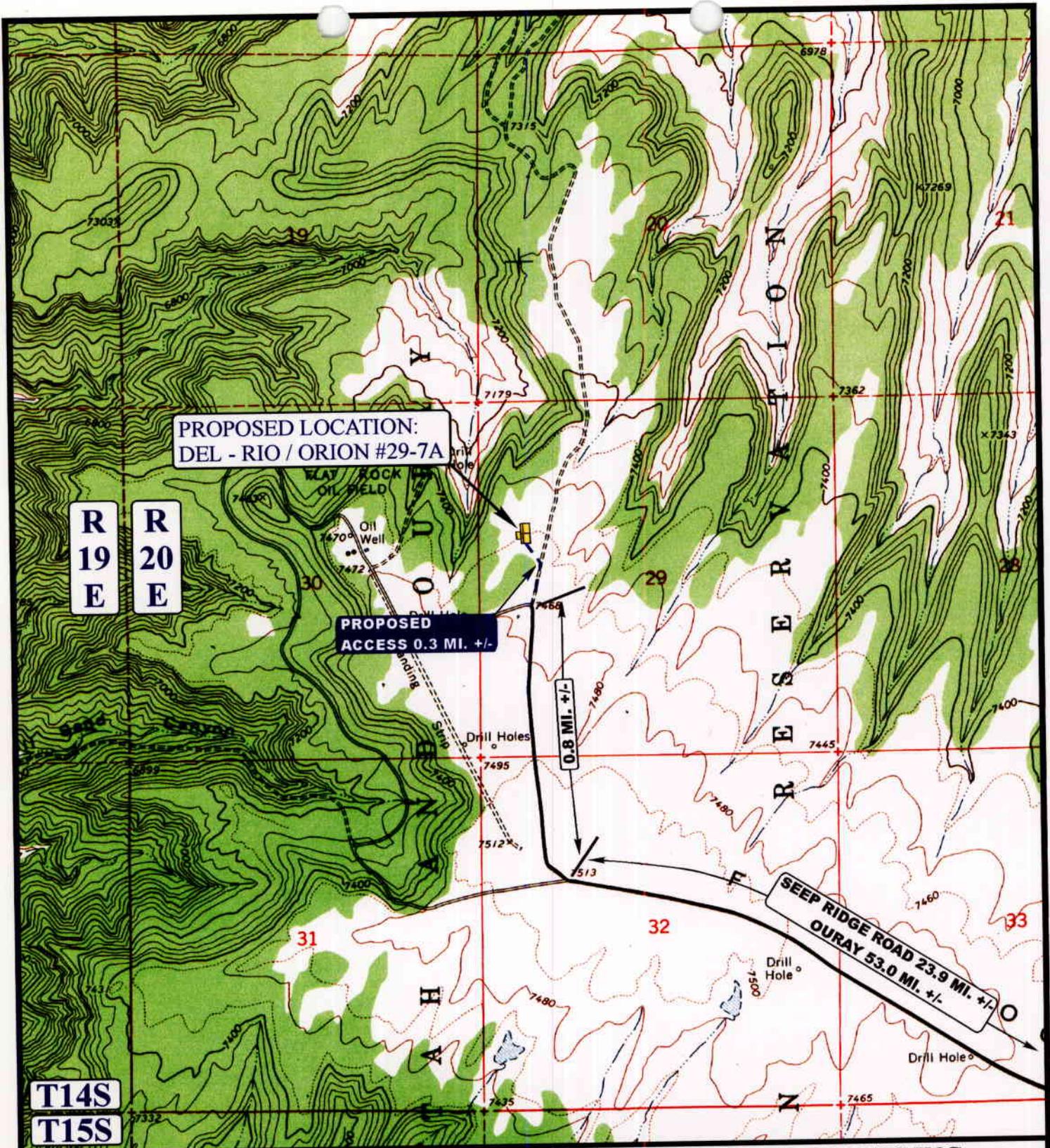
CAMERA ANGLE: NORTHERLY



UELS Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

- Since 1964 -

LOCATION PHOTOS			1	23	01	PHOTO
TAKEN BY: S.H.			MONTH	DAY	YEAR	
DRAWN BY: J.L.G.			REVISED: 00-00-00			



**PROPOSED LOCATION:
DEL - RIO / ORION #29-7A**

**R
19
E**

**R
20
E**

**PROPOSED
ACCESS 0.3 MI. +/-**

0.8 MI. +/-

**SEEP RIDGE ROAD 23.9 MI. +/-
OURAY 53.0 MI. +/-**

T14S

T15S

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD



DEL-RIO RESOURCES INC.

**DEL-RIO / ORION #29-7A
SECTION 29, T14S, R20E, S.L.B.&M.
1980' FNL 660' FWL**



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

**TOPOGRAPHIC
MAP**

1	23	01
MONTH	DAY	YEAR

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



R
19
E

R
20
E

PROPOSED LOCATION:
DEL - RIO / ORION #29-7A

FLAT ROCK OIL FIELD

#30-3A

#30-1

#30-2A

#29-1A

#29-2A

#32-1A

T14S

T15S

DEL-RIO RESOURCES INC.

DEL-RIO / ORION #29-7A
SECTION 29, T14S, R20E, S.L.B.&M.
1980' FNL 660' FWL

LEGEND:

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



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

TOPOGRAPHIC
MAP

1 23 01
MONTH DAY YEAR

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



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 05/25/2001

API NO. ASSIGNED: 43-047-34103

WELL NAME: DEL-RIO/ORION 29-7A

OPERATOR: DEL-RIO RESOURCES INC (N0330)

CONTACT: LARRY CALDWELL

PHONE NUMBER: 435-789-8162

PROPOSED LOCATION:

SWNW 29 140S 200E
 SURFACE: 1980 FNL 0660 FWL
 BOTTOM: 1980 FNL 0660 FWL
 UINTAH
 UNDESIGNATED (2)

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

LEASE TYPE: 1 - Federal

LEASE NUMBER: U-10166

SURFACE OWNER: 2 - Indian

PROPOSED FORMATION: ENRD

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[1] Ind[] Sta[] Fee[]
(No. UT-0837)
- Potash (Y/N)
- Oil Shale (Y/N) *190-5 (B) or 190-3
- Water Permit
(No. 49-1647)
- RDCC Review (Y/N)
(Date:)
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

- R649-2-3. Unit
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
- R649-3-11. Directional Drill

COMMENTS:

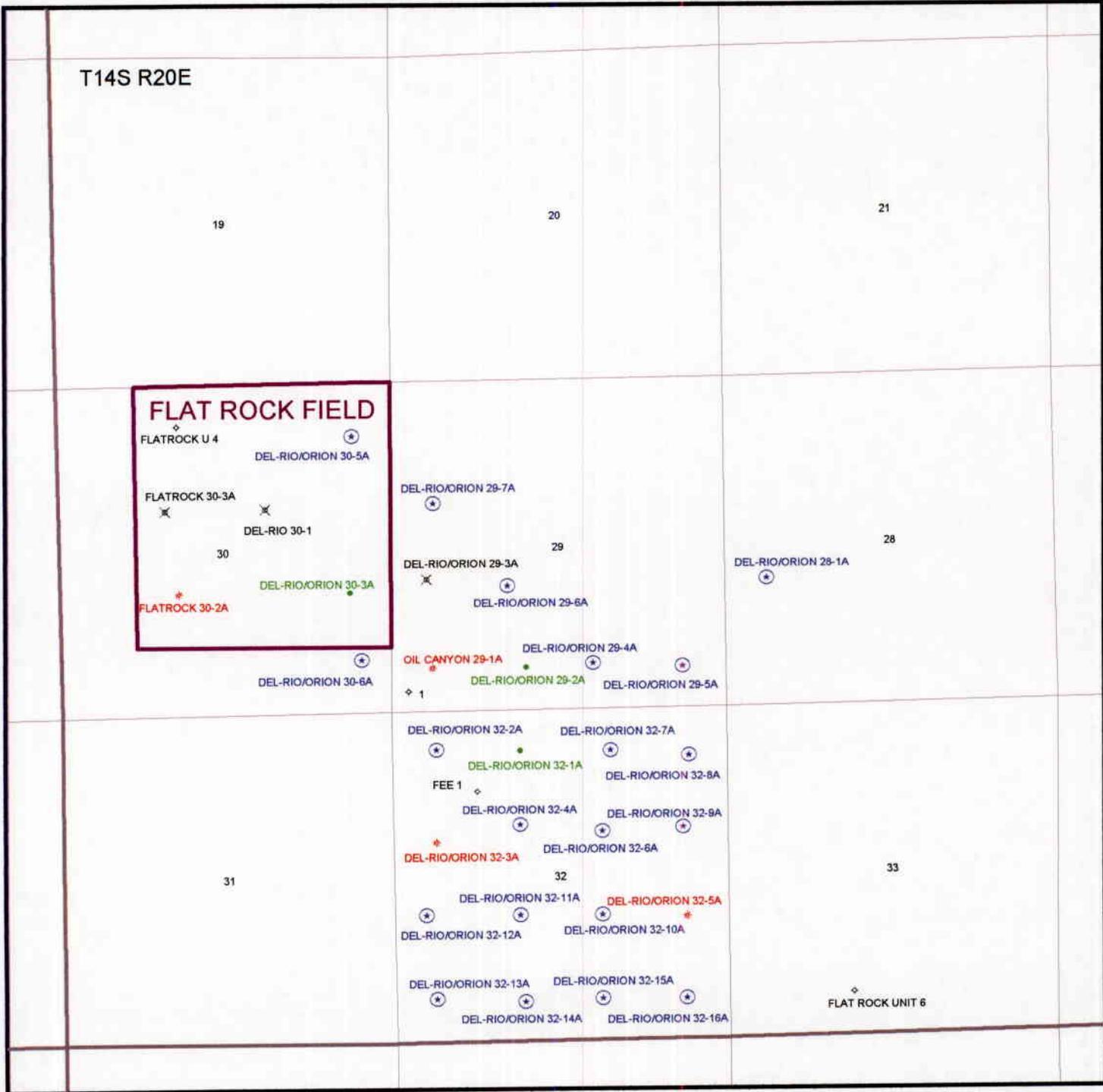
BIA Row HL2-2001-422 eff. 6-19-01.

STIPULATIONS:

- ① Spacing Stipulation
- ② FEDERAL APPROVAL



OPERATOR: DEL-RIO RESOURCES (N0330)
 SEC. 29, T14S, R20E
 FIELD: UNDESIGNATED (002)
 COUNTY: UINTAH SPACING: R649-3-2/GEN ST





**United States Department of the Interior
BUREAU OF INDIAN AFFAIRS**

**Utah and Ouray Agency
P. O. Box 130
988 South 7500 East
Fort Duchesne, Utah 84026-0130
(801) 722-4300**

**IN REPLY REFER TO:
Real Estate Services
(435) 722-4310**

June 19, 2001

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

Dear Sirs:

This is your authority to proceed with construction of the following rights-of-ways.

- H62-2001-417 - Del-Rio/Orion #32-13A S/2SW/4 of Sec. 32 - T14S-R20E**
- H62-2001-418 - Del-Rio/Orion #32-14A SW/4SE/4 & SE/4SW/4 of Sec. 32 - T14S-R20E**
- H62-2001-419 - Del-Rio/Orion #32-15A S/2SE/4 of Sec. 32 - T14S-R20E**
- H62-2001-420 - Del-Rio/Orion #32-16A E/2SE/4 of Sec. 32 - T14S-R20E**
- H62-2001-421 - Del-Rio/Orion #29-6A N/2SW/4 of Sec. 29 - T14S-R20E**
- H62-2001-422 - Del-Rio/Orion #29-7A SW/4NW/4 & NW/4SW/4 of Sec. 29 - T14S-R20E**

Enclosed is your file copy of the Bureau of Indian Affairs, Environmental Analysis Report (EA). The tribal stipulations and concurrence signatures are listed on the back of this report, please adhere to all stipulations for both entities.

Enclosed is a Grant of Easement for your files. Please submit upon completion of construction, Affidavits of completion for each location.

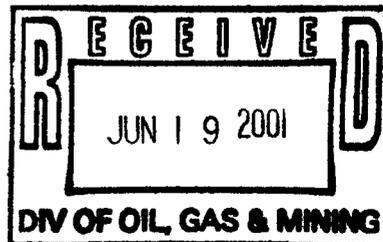
Please contact the Ute Indian Tribe's Energy and Mineral Department prior to construction to obtain an access permit and retain this letter as your permit to construct upon tribal lands. Also, remind your field personnel of the firearm restrictions on the Uintah and Ouray Reservation.

If you have any questions please contact Mr. Charles Cameron, Chief, Branch of Real Estate Services, Supervisory Petroleum Engineer at (435) 722-4311.

Sincerely,

John Bell
Acting Superintendent *JB*

cc: UIT Energy & Minerals
file
chrono





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)

July 5, 2001

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

Re: Del-Rio/Orion 29-7A Well, 1980' FNL, 660' FWL, SW NW, Sec. 29, 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 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 43-047-34103.

Sincerely,

A handwritten signature in black ink that reads "John R. Baza".

John R. Baza
Associate Director

er

Enclosures

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

Operator: Del-Rio Resources, Inc.
Well Name & Number Del-Rio/Orion 29-7A
API Number: 43-047-34103
Lease: U 10166

Location: SW NW **Sec.** 29 **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 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

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.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining. In order to avoid the possibility of waste or injury to correlative rights, the operator is required to analyze available geological and engineering data from nearby wells and to seek appropriate drilling unit establishment by submitting a Request for Agency Action for a hearing and order by the Board.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK
 DRILL DEEPEN

b. TYPE OF WELL
 OIL WELL GAS WELL OTHER SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
 Del-Rio Resources, Inc. (435) 789-8162

3. ADDRESS AND TELEPHONE NO.
 P.O. Box 459 Vernal, UT 84078

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)
 At surface
 1980' FNL 660 FWL SW $\frac{1}{4}$ NW $\frac{1}{4}$
 At proposed prod. zone

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 See Topo Map "A" (attached)

10. DISTANCE FROM PROPOSED LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drig. unit line, if any) 1980'

16. NO. OF ACRES IN LEASE 1280

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. 2640'

19. PROPOSED DEPTH 11,693'

20. ROTARY OR CABLE TOOLS Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.) 7459 GR

22. APPROX. DATE WORK WILL START* ASAP

5. LEASE DESIGNATION AND SERIAL NO.
 U-10166

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

7. UNIT AGREEMENT NAME
 N/A

8. FARM OR LEASE NAME WELL NO.
 Del-Rio/Orion #29-7A

9. API WELL NO.

10. FIELD AND POOL, OR WILDCAT
 Flat Rock

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
 Sec 29, T14S, R20E, SLB&M

12. COUNTY OR PARISH Uintah

13. STATE Utah

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE 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#	11,693'	See attached drilling plan

- M.I.R.U.
- Drill to T.D. 11,693'
- Run 5-1/2" casing if commercial production is indicated.
- If dry hole, well will be plugged and abandoned as instructed by the B.L.M.
- Well will be drilled with fresh water to 1800', then Chem Gel Mud to T.D. Mud will be in place to run 5-1/2" casing.

I hereby certify that I am responsible by the terms and conditions of the Lease to conduct Lease Operations. Bond Coverage pursuant to 43 CFR 3104 for Lease Activities is being provided by First Security Bank in the form of a Certificate of Deposit. BLM UT 0837

RECEIVED
 MAY 24 2001

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 Lawrence C. Caldwell # TITLE President DATE April 23, 2001

(This space for Federal or State office use)
NOTICE OF APPROVAL **CONDITIONS OF APPROVAL ATTACHED**

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 Howard R. Leonard TITLE Assistant Field Manager Mineral Resources DATE 07/17/2001

*See Instructions On Reverse Side

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Del-Rio Resources, Inc.
Well Name & Number: Del-Rio/Orion 29-7A
API Number: 43-047-34103
Lease Number: U - 10166
Location: SWNW Sec. 29 T. 14S R. 20E

NOTIFICATION REQUIREMENTS

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

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

CONDITIONS OF APPROVAL FOR NOTICE TO DRILL

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

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

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

A. DRILLING PROGRAM

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

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

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

2. Pressure Control Equipment

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc., for a **3M** system and individual components shall be operable as designed. Chart recorders shall be used for all pressure tests.

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

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

3. Casing Program and Auxiliary Equipment

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

As a minimum, the usable water shall be isolated and/or protected by having a cement top for the production casing at least 200 ft. above the top of the Wasatch Formation, identified at 2,262 ft. If gilsonite is encountered while drilling, it shall be isolated and/or protected via the cementing program.

4. Mud Program and Circulating Medium

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

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

5. Coring, Logging and Testing Program

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

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

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

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

6. Notifications of Operations

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

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

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

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

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

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

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

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

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

7. Other Information

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

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

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

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

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

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

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

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

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

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

Ed Forsman (435) 789-7077 (HOME) (435) 646-1685 (PAGER)
Petroleum Engineer

Kirk Fleetwood (435) 789-6858 (HOME) (435) 646-1678 (PAGER)
Petroleum Engineer

Jerry Kenczka (435) 781-1190 (HOME) (435) 646-1676 (PAGER)
Petroleum Engineer

BLM FAX Machine (435) 781-4410

EPA'S LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES

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

Unused fracturing fluids or acids

Gas plant cooling tower cleaning wastes

Painting wastes

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

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

Refinery wastes

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

Used equipment lubrication oils

Waste compressor oil, filters, and blowdown

Used hydraulic fluids

Waste solvents

Waste in transportation pipeline-related pits

Caustic or acid cleaners

Boiler cleaning wastes

Boiler refractory bricks

Incinerator ash

Laboratory wastes

Sanitary wastes

Pesticide wastes

Radioactive tracer wastes

Drums, insulation and miscellaneous solids.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

Del-Rio Resources, Inc. (Del-Rio) will assure the Ute Tribe that any/all contractors and subcontractors have acquired a current Tribal Business License and have updated "Access Permits" prior to construction. All Del-Rio personnel, contractors and subcontractors will have these permits in their vehicles at all times. Companies that have not complied with this COA will be in violation of the Ute Tribal Business License Ordinance, and will be subject to fines and penalties.

Del-Rio employees, representatives, and/or authorized personnel (subcontractors) shall not carry firearms on their person or in their vehicles while working on the Uintah & Ouray Indian Reservation.

Del-Rio employees and/or authorized personnel (subcontractors) in the field will have approved applicable APDs and/or ROW permits/authorizations on their person(s) during all phases of construction.

Del-Rio will notify the Ute Tribe and Bureau of Indian Affairs (BIA) in writing of any requested modification of APDs or Rights-Of-Way (ROW). Del-Rio shall receive written notification of authorization or denial of the requested modification. Without authorization, Del-Rio will be subject to fines and penalties.

The Ute Tribe Energy & Minerals Department shall be notified in writing 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday. A Tribal Technician is to routinely monitor construction. Del-Rio shall make arrangements with the Ute Energy & Minerals Department for all monitoring that will exceed regular working hours for Tribal Technicians. A qualified Archaeologist accompanied by a Tribal technician will monitor trenching construction wherever the pipeline is buried.

A Corridor ROW, 50 feet wide, shall be granted for the pipeline and access road. The constructed travel width of the access road will be limited to 18 feet. Upon authorization by the Ute Tribe Energy & Minerals Department, the ROW may be wider where sharp curves; deep cuts and fills occur; or, where intersections with other roads are required. Culverts and diversion ditches will be placed and constructed where needed. Road base gravel will be used where sandy soils make roadways and the drilling location hazardous for access or drilling operations.

Upon completion of the pertinent APD and ROWs, Del-Rio will notify the Ute Tribe Energy & Minerals Department for a Tribal Technician to verify the Affidavit of Completion.

Production waters, oil, and other byproducts shall not be placed on access roads or the well pad.

All vehicular traffic, personnel movement, construction and restoration operations will be confined to the areas examined and approved and to the existing roadways and/or evaluated access routes.

Del-Rio will implement "Safety and Emergency Plan" and ensure plan compliance.

Del-Rio shall stop construction activities and notify personnel from the Ute Tribe Energy & Minerals Department and BIA if cultural remains including paleontologic resources (vertebrate fossils) are exposed or identified during construction. The Ute Tribe Department of Cultural Rights and Protection and the BIA will provide mitigation measures prior to allowing construction.

Del-Rio employees and/or authorized personnel (subcontractors) will not be allowed to collect artifacts and paleontologic fossils. No significant cultural resources shall be disturbed.

Del-Rio will control noxious weeds on the well site and ROWs. Del-Rio will be responsible for noxious weed control if weeds spread from the project area onto adjoining land.

Reserve pits will be lined with an impervious synthetic liner. About 17 rods of fence will be constructed around the reserve pit until it is backfilled. Prior to backfilling the reserve pit, all fluids will be pumped from the pit into trucks and hauled to approved disposal sites. When the reserve pits are backfilled, the surplus oil and mud, etc., will be buried a minimum of 3 feet below the surface of the soil.

A closed system will be used during production. This means that production fluids will be contained in leak-proof tanks. All production fluids will be disposed of in either approved injection wells or at approved disposal sites.

Surface pipelines will be constructed to lay on the soil surface. The ROW will not be bladed or cleared of vegetation without authorization of the BIA. Surface pipelines shall be welded in place at well sites or on access roads. They shall be pulled into place and assembled with suitable equipment. Vehicles shall not use pipeline ROWs as access roads unless specifically authorized.

Buried pipelines shall be buried a minimum of 3 feet below the soil surface. After construction is completed the disturbed area shall be contoured to blend into the natural landscape and be reseeded between September 15 and November 1 of the year following construction with perennial vegetation seed mixture provided by the BIA or Ute Tribe.

Before the site is abandoned, Del-Rio will be required to restore the well site and ROWs to near their original state. The disturbed areas will be reseeded with desirable perennial vegetation.

Soil erosion will be mitigated by reseeded all disturbed areas.

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

FORM 6

ENTITY ACTION FORM

Operator: Del-Rio Resources, Inc.
Address: PO Box 459
city Vernal
state UT zip 84078

Operator Account Number: N 0330
Phone Number: (435) 789-5240

Well 1

API Number	Well Name	Q1	S16	Twp	R1g	County
4304734102	DelRio/Orion 29-6A	NESW	29	14S	20E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
A	99999	13443	10/19/2001		4-1-02 1/1/2002	
Comments:						

Well 2

API Number	Well Name	Q1	S16	Twp	R1g	County
4304734103	Del-Rio/Orion 29-7A	SWNW	29	14S	20E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
A	99999	13444	1/10/2002		4-1-02 3/1/2002	
Comments:						

Well 3

API Number	Well Name	Q1	S16	Twp	R1g	County
4304734098	Del-Rio/Orion 32-16A	SESE	32	14S	20E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
A	99999	13449	12/4/2001		4-5-02 3/1/2002	
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

Title

3/29/2002

Date



Del-Rio Resources, Inc.

PO Box 459
Vernal, UT 84078
USA

Phone: (435)789-5240
Fax: (435)789-3487
Email: HyperAdept@aol.com

Fax Cover Sheet

Send to: DOGM	From: Larry Jorgensen
Attention: Carol Daniels	Office location: Vernal, UT
Office location: Salt Lake City	Date: 6/10/2002
Fax number: (801)359-3940	Phone number: (435)789-5240

URGENT
 REPLY ASAP
 PLEASE COMMENT
 PLEASE REVIEW
 FOR YOUR INFORMATION

TOTAL PAGES, INCLUDING COVER: 9

Comments:

Carol,

Here are the completion reports for Wells 29-6A, 29-7A and 32-16A.

Thank you,
Larry Jorgensen
Del-Rio Resources, Inc.



Del-Rio Resources, Inc.

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

5. LEASE DESIGNATION AND SERIAL NUMBER
UTU-10166

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

7. UNIT OR CO-AGREEMENT NAME

8. WELL NAME AND NUMBER:
Del-Rio/Orion 29-7A

9. API NUMBER
4304734103

10. FIELD AND POOL, OR WILDCAT
Flat Rock

11. QTR-QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN
SWNW 29 14S 20E SLM

12. COUNTY
Uintah

13. STATE
UTAH

14. DATE SPUDDED: 8/11/2001 15. DATE T.D. REACHED: 2/12/2002 16. DATE COMPLETED: 3/18/2002

ABANDONED READY TO PRODUCE

17. ELEVATIONS (DF, RKB, RT, GL):
GL 7459' DF 7476'

18. TOTAL DEPTH: MD 11,944 TVD 11,944

19. PLUG BACK T.D.: MD 11,919 TVD 11,919

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, BCS & CBL - 4-8-02

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 (#/R)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
11	8 5/8 J-55	24	0	867		G 385	81	CIR	None
7 7/8	5 1/2 P110	17	0	11,925	6,679	II HS 1,212	281	1500 Cal	None

25. 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	10,450	11,457						

26. PRODUCING INTERVALS *CT-EN (Cutter-Entered) / B64*

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO HOLES	PERFORATION STATUS
(A) Jct & Je cmgld	11,484	11,680	11,484	11,680	11,670 11,680	0.48	40	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B) <i>CT-EN in even - should be CREN</i>					11,642 11,646	0.48	16	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(C) <i>(Cutter-Entered) per Sunday</i>					11,616 11,622	0.48	24	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(D)					11,592 11,602	0.48	40	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>

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

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
11484 - 11680	Break down perms with 6500 gals 15% HCl acid.

29. ENCLOSED ATTACHMENTS:

ELECTRICAL/MECHANICAL LOGS GEOLOGIC REPORT DST REPORT DIRECTIONAL SURVEY

SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION CORE ANALYSIS OTHER: Attachment for item 27.

30. WELL STATUS:
SHUT-IN
Producing

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #28)

DATE FIRST PRODUCED		TEST DATE 3/18/2002		HOURS TESTED 12		TEST PRODUCTION RATES →		OIL - BBL: 5	GAS - MCF: 2,700	WATER - BBL: 2	PROD METHOD Flow
CHOKE SIZE 32/64	TBG PRESS 910	CSG PRESS	API GRAVITY	BTU - GAS 1,034	GAS/OIL RATIO 540	24 HR PRODUCTION RATES →	OIL - BBL: 10	GAS - MCF: 5,400	WATER - BBL: 4	INTERVAL STATUS: Shutin WOPL	

INTERVAL B (As shown in item #28)

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 #28)

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 #28)

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)
No other zones tested.				Wasatch	2,385
				Mesaverde Group	4,540
				Buck Tongue Mancos	6,350
				Castlegate Sandstone	6,378
				Mancos Shale	6,662
				Dakota Fm marker	10,581
				Morrison Fm	10,870
				Curtis Fm	11,397
				Slick Rock Mbr Entrada Ss	11,580
				Carmel Fm	11,692

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 *Larry Jorgensen*

DATE 6/10/2002

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
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

Well 29-7A Attachment

27 - Perforation Record

<u>Interval</u>	<u>Size</u>	<u>No. Holes</u>	<u>Status</u>
11582 - 11586	0.48	16	Open
11543 - 11547	0.48	16	Open
11526 - 11534	0.48	32	Open
11513 - 11517	0.48	16	Open
11492 - 11502	0.48	40	Open
11484 - 11488	0.48	16	Open

From: Carol Daniels
To: Don Staley
Subject: Re: Fwd: Formation Corrections

I had Brad Hill look at the WCR's in the well files and he confirmed that he was wrong about the production zone being in the CUTLER-ENTRADA producing zone. Dave Allin is right. The Producing Zone should be Curtis-Entrada (CR-EN). The producing zones have been entered into the system and I have changed the Well History screen. Carolyn will take care of the production.

Carol Daniels - Fwd: Formation Corrections

From: Don Staley
To: Carol Daniels
Date: 12/16/2002 8:07 AM
Subject: Fwd: Formation Corrections

Carol,

Would you please treat the email message below as a sundry notice and determine what, if anything, needs to be done to our records. Get with Brad if you need to and see if he concurs with the request this gentleman is making. If a correction needs to be made, it will affect the well history and well activity screens. You will also need to communicate with Carolyn so she can correct the producing zone on the production reports. Fortunately, the wells haven't produced very long. It appears from a search that I made, that these are the only two wells in the database listed under the CT-ET zone. Please let me know what you end up doing so I can write back to Mr. Allin. Thanks.

Don

>>> "David L Allin" <allinpro@attbi.com> 12/15/02 11:43AM >>>
Dear Mr. Staley,

Although the original source of incorrect information may have been typographical errors on completion reports filed by Del-Rio Resources, I wanted to correct the producing formation listed for two of Del-Rio's Flat Rock Field wells in the Well Data Search system. IHS Energy Group has repeated incorrect information available from the DOG&M's records and it has confused some of my correspondents.

I herewith formally request that this message serve as a correction to the completion reports and database entries for the Del-Rio/Orion 29-6A (43-047-34102) and **Del-Rio/Orion 29-7A (43-047-34103)** both located in Section 29, T14S, R20E, Uintah County, Utah and that a copy of this message be incorporated in the well files. The productive formations for both wells should be listed as the Curtis and Entrada formations. The current and incorrect listings are Cutler and Entrada formations. The Cutler is Permian aged, was not penetrated by either well and may not be present in the subsurface at this particular location since the Triassic Moenkopi formation is believed to rest directly upon Pre-Cambrian rocks locally. The Curtis Fm is Jurassic aged and overlies the Entrada Ss. Most of the Curtis Fm (Moab Member) and all of the Entrada Ss are within the gas column in the reservoir shared by both wells.

If you have any questions or require that I address this message to another party, please let me know.

Happy Holidays,

David L. Allin
Del-Rio Resources Exploration Manager
AAPG Certified Petroleum Geologist 2294
dba Allin Proprietary
475 Seasons Drive
Grand Junction, CO 81503-8749
Telephone (970) 254-3114
Telefax (970) 254-3117
allinpro@attbi.com

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 deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT -" for such proposals

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas well Other

2. Name of Operator
 Miller, Dyer & Co. LLC

3. Address and Telephone No.
 475 17th Street, Suite 420, Denver, CO 80202

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

5. Lease Designation and Serial No.
 UTU-10166

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

7. If unit or CA, Agreement Designation
 N/A

8. Well Name and No.
 See attached schedule

9. API Well No.
 See attached schedule

10. Field and Pool, or Exploratory Area
 Flat Rock

11. County or Parish, State
 Uintah, UT

RECEIVED
SEP - 8 2003
BY: 303-292-0949

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

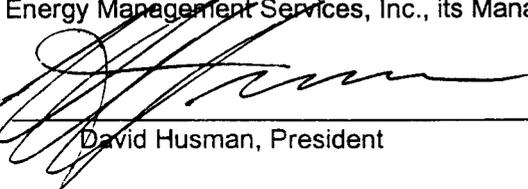
TYPE OF SUBMISSION		TYPE OF ACTION	
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment	<input type="checkbox"/> Change of Plans	<input type="checkbox"/> New Construction
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion	<input type="checkbox"/>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

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).

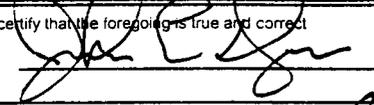
Shaw Resources Limited, L. L. C. hereby designates Miller, Dyer & Co. LLC as operator of the above captioned wells effective 9/8/2003. Miller, Dyer & Co. LLC is responsible under the terms and conditions of the lease for operations conducted on the leased lands or portions thereof. Bond coverage for this well will be provided by a rider filed to BLM Bond NO. **UTB 000058** DIV. OF OIL, GAS & MI

RECEIVED
OCT 21 2003

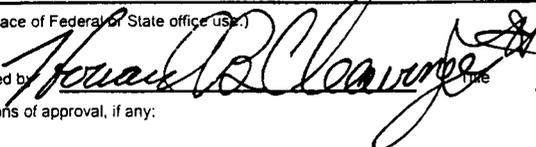
SHAW RESOURCES LIMITED, L.L.C.,
 By: Energy Management Services, L.L.C., its Manager
 By: Energy Management Services, Inc., its Manager,

By: 
 David Husman, President

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

Signed  Title Operations Manager Date 9/05/2003

(This space of Federal or State office use.)

Approved by  Title Assistant Field Manager Mineral Resources Date 10/16/2003

Conditions of approval, if any:

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly to make to any department 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: (435) 781-4400

Fax: (435) 781-4410

IN REPLY REFER TO:

3162.3

UT08300

October 16, 2003

Miller, Dyer & Co. LLC
475 17th Street, Suite 420
Denver, CO 80202

Re: Change of Operator Sundry Notice
See Attachment for Well List
Sections 28 & 29, T14S, R20E
Uintah County, Utah
Lease No. UTU-10166

RECEIVED
OCT 21 2003

Dear Mr. Dyer:

This correspondence is in regard to the self-certification statement submitted requesting a change in operator for the referenced wells. After a review by this office, the change in operator request is approved. Effective immediately, Miller, Dyer & Co. LLC. is responsible for all operations performed on the referenced wells. All liability will now fall under your bond, BLM Bond No. UTB000058, for all operations conducted on the referenced wells on the leased land.

DIV. OF OIL, GAS & MINING

If you have any other questions concerning this matter, please contact me at this office at (435) 781-4480.

Sincerely,

Howard B. Cleavinger II
Assistant Field Manager
Mineral Resources

Attachment

cc: UDOGM
Steven Martens Trust (Del Rio Resources)
Pacific Union Corp.
Shaw Resources LTD LLC

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

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)

RECEIVED

OCT 22 2003

<u>Field</u>	<u>API</u>	<u>Well Name</u>	<u>Well Location</u>
Flat Rock	4304733595	Del-Rio/Orion 28-1A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 28: NW ¼ SW ¼
Flat Rock	4304730981	Oil Canyon 29-1A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SW ¼ SW ¼
Flat Rock	4304732945	Del-Rio/Orion 29-2A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SE ¼ SW ¼
Flat Rock	4304732946	Del-Rio/Orion 29-3A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: NW ¼ SW ¼
Flat Rock	4304733616	Del-Rio/Orion 29-4A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SW ¼ SE ¼
Flat Rock	4304733617	Del-Rio/Orion 29-5A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SE ¼ SE ¼
Flat Rock	4304734102	Del-Rio/Orion 29-6A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: NE ¼ SW ¼
Flat Rock	4304734103	Del-Rio/Orion 29-7A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SW ¼ NW ¼
Flat Rock	4304734482	Del-Rio/Orion 29-8ADJP	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: NW ¼ SE ¼
Flat Rock	4304734483	Del-Rio/Orion 29-9ADJP	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SE ¼ NW ¼
Flat Rock	4304734484	Del-Rio/Orion 29-10ADJP	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: NE ¼ NW ¼

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 28-1A	28	140S	200E	4304733595	13059	Federal	GW	TA
OIL CANYON 29-1A	29	140S	200E	4304730981	8118	Federal	GW	P
DEL-RIO/ORION 29-2A	29	140S	200E	4304732945	8118	Federal	OW	TA
DEL-RIO/ORION 29-3A	29	140S	200E	4304732946	12470	Federal	GW	TA
DEL-RIO/ORION 29-4A	29	140S	200E	4304733616	13060	Federal	GW	TA
DEL-RIO/ORION 29-5A	29	140S	200E	4304733617	13061	Federal	GW	P
DEL-RIO/ORION 29-6A	29	140S	200E	4304734102	13443	Federal	GW	P
DEL-RIO/ORION 29-7A	29	140S	200E	4304734103	13444	Federal	GW	P
DEL-RIO/ORION 29-8ADJP	29	140S	200E	4304734482		Federal	GW	LA
DEL-RIO/ORION 29-9ADJP	29	140S	200E	4304734483		Federal	GW	LA
DEL-RIO/ORION 29-10ADJP	29	140S	200E	4304734484		Federal	GW	LA
DEL-RIO/ORION 30-3A	30	140S	200E	4304710913	12395	Federal	OW	P
DEL-RIO 30-1	30	140S	200E	4304715764	8111	Federal	GW	TA
DEL-RIO/ORION 30-5A	30	140S	200E	4304720502	12654	Federal	GW	P
FLATROCK 30-2A	30	140S	200E	4304730641	8112	Federal	GW	P
FLATROCK 30-3A	30	140S	200E	4304730729	11181	Federal	OW	TA

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: _____

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 10/16/2003 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:

1. Changes entered in the Oil and Gas Database on: 11/26/2003

2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 11/26/2003

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

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

5. Injection Projects to new operator in RBDMS on: n/a

6. Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: n/a

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UT 1245

INDIAN WELL(S) BOND VERIFICATION:

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

FEE WELL(S) BOND VERIFICATION:

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

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:

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

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 deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT -" for such proposals

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas well Other

2. Name of Operator
Miller, Dyer & Co. LLC

3. Address and Telephone No.
475 17th Street, Suite 1200, Denver, CO 80202 303-292-0949

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

5. Lease Designation and Serial No.
 UTU-10166

6. If Indian, Allottee or Tribe Name

7. If unit or CA, Agreement Designation
 N/A

8. Well Name and No.
 See attached schedule

9. API Well No.
 See attached schedule

10. Field and Pool, or Exploratory Area
 Flat Rock

11. County or Parish, State
 Uintah

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>Well Name Change</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).

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

The words Del-Rio/Orion will be replaced with Ute Tribal on each of the wells.

COPY SENT TO OPERATOR
 Date: 10-12-05
 Initials: CTD

Accepted by the
Utah Division of
Oil, Gas and Mining

Date: 10/14/05
By: [Signature]

Federal Approval Of This
Action Is Necessary

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

Signed [Signature] Title Vice President of Operations Date 09/19/05

(This space of 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 to make to any department of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

RECEIVED

*See Instruction on Reverse Side

SEP 21 2005

MINING

UTU-10166

<u>Field</u>	<u>API</u>	<u>Old Well Name</u>	<u>New Well Name</u>	<u>Well Location</u>
Flat Rock	4304733595	Del-Rio/Orion 28-1A	Ute Tribal 28-1A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 28: NW ¼ SW ¼
Flat Rock	4304730981	Oil Canyon 29-1A	Ute Tribal 29-1A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SW ¼ SW ¼
Flat Rock	4304732945	Del-Rio/Orion 29-2A	Ute Tribal 29-2A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SE ¼ SW ¼
Flat Rock	4304732946	Del-Rio/Orion 29-3A	Ute Tribal 29-3A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: NW ¼ SW ¼
Flat Rock	4304733616	Del-Rio/Orion 29-4A	Ute Tribal 29-4A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SW ¼ SE ¼
Flat Rock	4304733617	Del-Rio/Orion 29-5A	Ute Tribal 29-5A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SE ¼ SE ¼
Flat Rock	4304734102	Del-Rio/Orion 29-6A	Ute Tribal 29-6A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: NE ¼ SW ¼
Flat Rock	4304734103	Del-Rio/Orion 29-7A	Ute Tribal 29-7A	<u>Township 14 South, Range 20 East, Uintah County, SLM, Utah</u> Section 29: SW ¼ NW ¼

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

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 6/5/2008
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/5/2008
3. 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
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM not yet BIA not yet
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 or BIA has approved the operator for all wells listed within 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: 7/16/2008
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 7/16/2008
3. Bond information entered in RBDMS on: 7/16/2008
4. Fee/State wells attached to bond in RBDMS on: 7/16/2008
5. Injection Projects to new operator in RBDMS on: n/a
6. Receipt of Acceptance of Drilling Procedures for APD/New on: 7/16/2008

BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000148
2. 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:

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

COMMENTS:

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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"/> 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.

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

RLB0004585
BIA RLB0011681

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

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

Miller, Dyer & Co., LLC

RECEIVED
JUN 05 2008
DIV. OF OIL, GAS & MINING

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

Whiting Oil and Gas Corporation

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

(This space for State use only)

APPROVED 7/16/2008

Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

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



United States Department of the Interior
BUREAU OF LAND MANAGEMENT

Vernal Field Office
170 South 500 East
Vernal, UT 84078
(435) 781-4400 Fax: (435) 781-4410
<http://www.blm.gov/ut/st/en/fo/vernal/html>



IN REPLY REFER TO:
3162.3
LLUTG01100

December 3, 2008

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

4304734103

Re: Change of Operator
Well No. Ute Tribal 29-7A
SWNW, Sec. 29, T14S, R20E
Uintah County, Utah
Lease No. UTU-10166

Dear Mr. D'Hooge:

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 June 1, 2008, Whiting Oil & Gas Corp. is responsible for all operations performed on the referenced well. All liability will now fall under your bond, BLM Bond No. UTB000148, for all operations conducted on the referenced well on the leased land.

If you have any other questions regarding this matter, please contact Cindy Severson of this office at (435) 781-4455.

Sincerely,

Benna R. Muth
I & E Specialist

cc: UDOGM
Miller, Dyer & Co., LLC

RECEIVED

DEC 18 2008

DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

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-10166

6. If Indian, Allottee or Tribe Name

Ute Indian Tribe (Surface)

SUBMIT IN TRIPLICATE - Other instructions on page 2.

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

1. Type of Well

Oil Well Gas Well Other

8. Well Name and No.
UTE TRIBAL 29-7A

2. Name of Operator

WHITING OIL & GAS CORP.

9. API Well No.
43-047-34103

3a. Address

1700 BROADWAY, SUITE 2300, DENVER CO 80290

3b. Phone No. (include area code)

303-837-1661

10. Field and Pool or Exploratory Area
FLAT ROCK

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

660' FWL, 1980' FNL, SWNW, SEC 29, T14S, R20E

11. Country or Parish, State
UINTAH, UTAH

12. CHECK THE 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"/> 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 <u>Change of Operator</u>	
	<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 recompleate 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 must be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleation in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed and the operator has determined that the site is ready for final inspection.)

Effective 6/1/2008, please change the Operator of record from Miller, Dyer & Co., LLC to Whiting Oil & Gas Corporation. Whiting Oil and Gas Corporation's Utah BLM bond is for \$25,000 under bond number UTB-000148.

Please be advised that Whiting Oil and Gas Corp. is considered to be the operator of the above referenced well and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands.

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

RECEIVED

DEC 18 2008

DIV. OF OIL, GAS & MINING

DEPT OF THE INTERIOR
BUREAU OF LAND MGMT

2008 JUN 2 PM 4 02

RECEIVED
VERNAL FIELD OFFICE

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed)

John D'Hooge

Title Central Rockies Asset Manager

Signature

Date

6/1/08

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

Berna Smith

Title

IEE Specialist

Date

12-3-08

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

VERNAL FIELD 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.

Division of Oil, Gas and Mining

Operator Change/Name Change Worksheet-for State use only

Effective Date: 8/1/2015

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

From: Whiting Oil Gas Corporation

To: Cobra Oil Gas Corporation

Effective: 8/1/2015

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. LEASE DESIGNATION AND SERIAL NUMBER:
See attached exhibit

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

7. UNIT or CA AGREEMENT NAME:
See attached exhibit

8. WELL NAME and NUMBER:
See attached exhibit

9. API NUMBER:
See attach

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

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

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

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

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

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

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

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

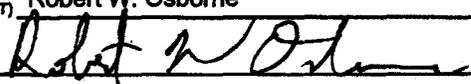
Effective August 1, 2015, Whiting Oil & Gas Corporation resigned as Operator of the wells listed on the attached Exhibit, and Cobra Oil & Gas Corporation has been designated as successor Operator.

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

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


Rick Ross, Senior Vice President - Operations

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

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

(This space for State use only)

APPROVED

(5/2000)

(See Instructions on Reverse Side)

OCT 14 2015

DIV. OIL GAS & MINING
BY: Rachel Medina

Well Exhibit for Utah DOGM

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

Well Exhibit for Utah DOGM

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



RECEIVED

AUG 04 2015

DIV. OF OIL, GAS & MINING

July 16, 2015

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

Re: Change of Operator

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

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

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

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

Best Regards,

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

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



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

July 16, 2015

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

Re: Change of Operator

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

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

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

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

Best Regards,

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

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



Rachel Medina <rachelmedina@utah.gov>

Plugged Wells

8 messages

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

Thu, Aug 6, 2015 at 11:05 AM

Hi Barbara,

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

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

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

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

Thanks!

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

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

Thu, Aug 6, 2015 at 2:36 PM

Hi Barbara,

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

Please let me know if you have any questions.

Thanks!

[Quoted text hidden]

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

Thu, Aug 6, 2015 at 3:10 PM

Rachel:

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

Thanks,

Barbara

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

[Quoted text hidden]

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

Fri, Aug 14, 2015 at 8:58 AM

Hi Barbara,

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

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

Thanks!

[Quoted text hidden]

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

Wed, Aug 19, 2015 at 8:40 AM

Rachel,

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

Charlie Gibson

Operations Manager

Cobra Oil & Gas

(940)716-5100 (o)

(940)781-6260 (c)

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

Hi Barbara,

[Quoted text hidden]

[Quoted text hidden]

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

Wed, Aug 19, 2015 at 4:46 PM

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

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

Wed, Aug 19, 2015 at 6:16 PM

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

[Quoted text hidden]

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

web: www.ogm.utah.gov

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

Thu, Aug 20, 2015 at 9:09 AM

Hi Charlie,

The following is our Petroleum Engineer's review;

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

submitted and reviewed for full cost bonding.

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

Thanks!

[Quoted text hidden]



Rachel Medina <rachelmedina@utah.gov>

Utah Change of Operator from Whiting to Cobra

1 message

Charlie Gibson <charlie@cobraogc.com>

Thu, Aug 13, 2015 at 2:17 PM

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

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

Dear Rachel,

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

CHIMNEY ROCK 32-11 32130S 210E4304733445

UTE TRIBAL 32-11A 32140S 200E4304733621

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

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

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

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

Flat Rock 30-3A 4304730729

Ute Tribal 30-1 4304715764

Ute Tribal 30-4A 4304716520

Sincerely,

Charlie Gibson

Operations Manager

Cobra Oil & Gas

(940)716-5100 (o)

(940)781-6260 (c)