

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

001

APPLICATION FOR PERMIT TO DRILL OR REENTER

5. Lease Serial No.
U-43915

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

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

8. Lease Name and Well No.
OU GB 16W-9-8-22

1a. Type of Work: DRILL REENTER

1b. Type of Well: Oil Well Gas Well Other Single Zone Multiple Zone

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2. Name of Operator
SHENANDOAH ENERGY INC. Contact: JOHN BUSCH
E-Mail: jbusch@shenandoahenergy.com

9. API Well No.
43-047-34679

3a. Address
11002 E. 17500 S.
VERNAL, UT 84078

3b. Phone No. (include area code)
Ph: 435.781.4341
Fx: 435.781.4323

10. Field and Pool, or Exploratory
WHITE RIVER

4. Location of Well (Report location clearly and in accordance with any State requirements. *)
At surface SESE Lot 7 640FSL 668FEL 4443384Y 40.13214
At proposed prod. zone 633140 X -109.43731

11. Sec., T., R., M., or Blk. and Survey or Area
Sec 9 T8S R22E Mer SLB

14. Distance in miles and direction from nearest town or post office*
11 +/- MILES SOUTHWEST OF REDWASH, UTAH

12. County or Parish
UINTAH

13. State
UT

15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any)
640' +/-

16. No. of Acres in Lease
227.60

17. Spacing Unit dedicated to this well
40.00

18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft.
25' +/-

19. Proposed Depth
7700 MD
7700 TVD

20. BLM/BIA Bond No. on file
U-0969

21. Elevations (Show whether DF, KB, RT, GL, etc.)
4938 KB

22. Approximate date work will start

23. Estimated duration
10 DAYS

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- 1. Well plat certified by a registered surveyor.
- 2. A Drilling Plan.
- 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
- 5. Operator certification
- 6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature John Busch Name (Printed/Typed) JOHN BUSCH Date 07/19/2002

Title OPERATIONS

Approved by (Signature) [Signature] Name (Printed/Typed) BRADLEY G. HILL Date 08-05-02

Title Office RECLAMATION SPECIALIST III

Application approval does not warrant or certify 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, are attached.

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.

Additional Operator Remarks (see next page)

RECEIVED
Electronic Submission #12691 verified by the BLM Well Information System
For SHENANDOAH ENERGY INC., sent to the Vernal

JUL 23 2002

DIVISION OF
OIL, GAS AND MINING

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

SHENANDOAH ENERGY, INC.

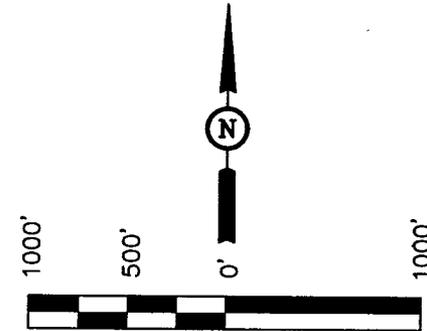
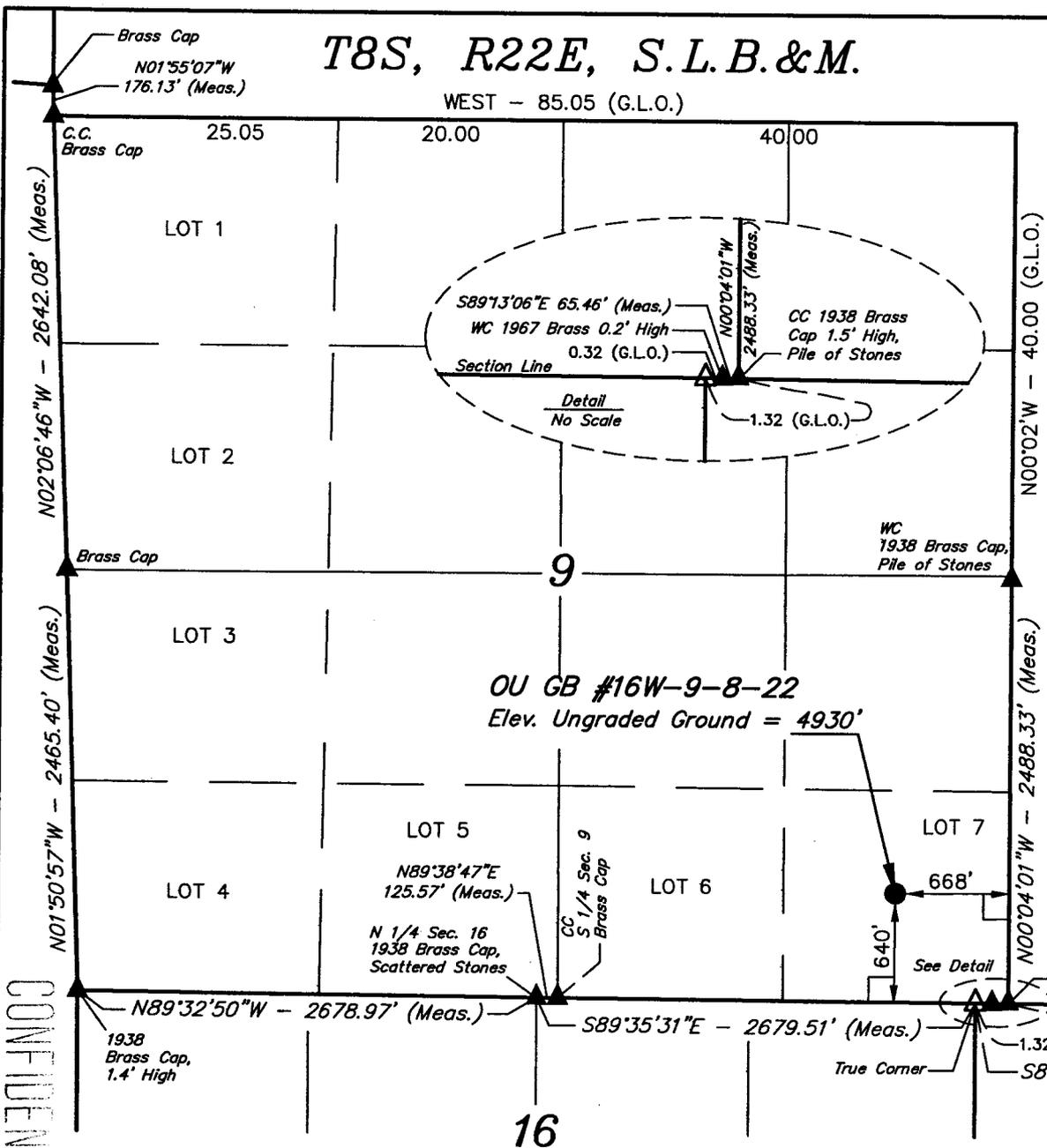
Well location, OU GB #16W-9-8-22, located as shown in the SE 1/4 SE 1/4 of Section 9, T8S, R22E, S.L.B.&M. Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK 20EAM LOCATED IN THE SE 1/4 OF SECTION 35, T8S, R21E, S.L.B.&M. TAKEN FROM THE OURAY SE, 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 4697 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE
CERTIFICATE

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

Robert H. Gray
REGISTERED LAND SURVEYOR
REGISTRATION NO. 101319
STATE OF UTAH

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

LEGEND:

- = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.
 - △ = SECTION CORNERS COMPUTED FROM G.L.O. (Not Set on Ground)
- (NAD 83)
LATITUDE = 40°07'55.35" (40.132042)
LONGITUDE = 109°26'16.76" (109.437989)

SCALE 1" = 1000'	DATE SURVEYED: 6-7-02	DATE DRAWN: 6-13-02
PARTY D.A. J.A. C.G.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE SHENANDOAH ENERGY, INC.	

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SHENANDOAH ENERGY INC.
OU GB 16W-9-8-22

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

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

1. Formation Tops

The estimated tops of important geologic markers are as follows:

Formation	Depth
Uinta	Surface
Green River	2464
Mahogany Ledge	3534
Mesa	5994
TD (Wasatch)	7700

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

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

Substance	Formation	Depth
Oil/Gas	Wasatch	7700

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

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

3. Anticipated Bottom Hole Pressures

Maximum anticipated bottom hole pressure equals approximately 3080.0 psi.

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6. **Source of Construction Materials:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

7. **Methods of Handling Waste Materials:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

8. **Ancillary Facilities:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

9. **Well Site Layout:** (See Location Layout Diagram)

The attached Location Layout Diagram describes drill pad cross-sections, cuts and fills and locations of the mud tanks, reserve pit, flare pit, pipe racks, trailer parking, spoil dirt stockpile(s), and surface material stockpile(s).

Please see the attached diagram to describe rig orientation, parking areas, and access roads.

A pit liner is required.

10. **Plans for Reclamation of the Surface:**

Please see Shenandoah energy Inc. Standard Operating Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Township 07 and 08 South, Ranges 21 to 24 East.

Seed mix #4.

11. **Surface Ownership:**

The well pad and access road are located on lands owned by:

Bureau of Land Management
170 South 500 East
Vernal, Utah 84078
(435) 781-4400

12. **Other Information**

A Class III archaeological survey was conducted by Montgomery Archaeology Consultants. A copy of this report was submitted directly to the appropriate agencies by Montgomery Archaeology Consultants. Cultural resource clearance was recommended for this location.

There is a Burrowing Owl Stipulation from April 1st through August 15th. No construction or drilling will commence during this period unless otherwise determined by a wildlife biologist that the site is inactive.

REVISED
Stipulation

Lessee's or Operator's Representative:

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

Certification:

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

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

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

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed by Shenandoah Energy Inc. its' contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

John Busch
John Busch
Red Wash Operations Representative

19-Jul-02
Date

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Additional Operator Remarks:

Shenandoah Energy Inc. proposes to drill a well to 7700' to test the Wasatch. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements.

Please see Shenandoah Energy Inc. Standard Operating Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 and 24 East.

See Onshore Order No. 1 attached

Please be advised that Shenandoah Energy Inc. agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

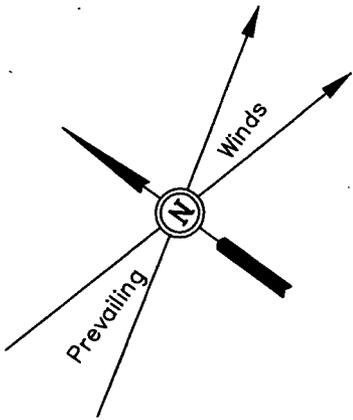
Bond coverage for this well is provided by Bond No. U-0969. The principal is Shenandoah Energy Inc. via surety as consent as provided for the 43 CFR 3104.2.

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SHENANDOAH ENERGY, INC.

FIGURE #1

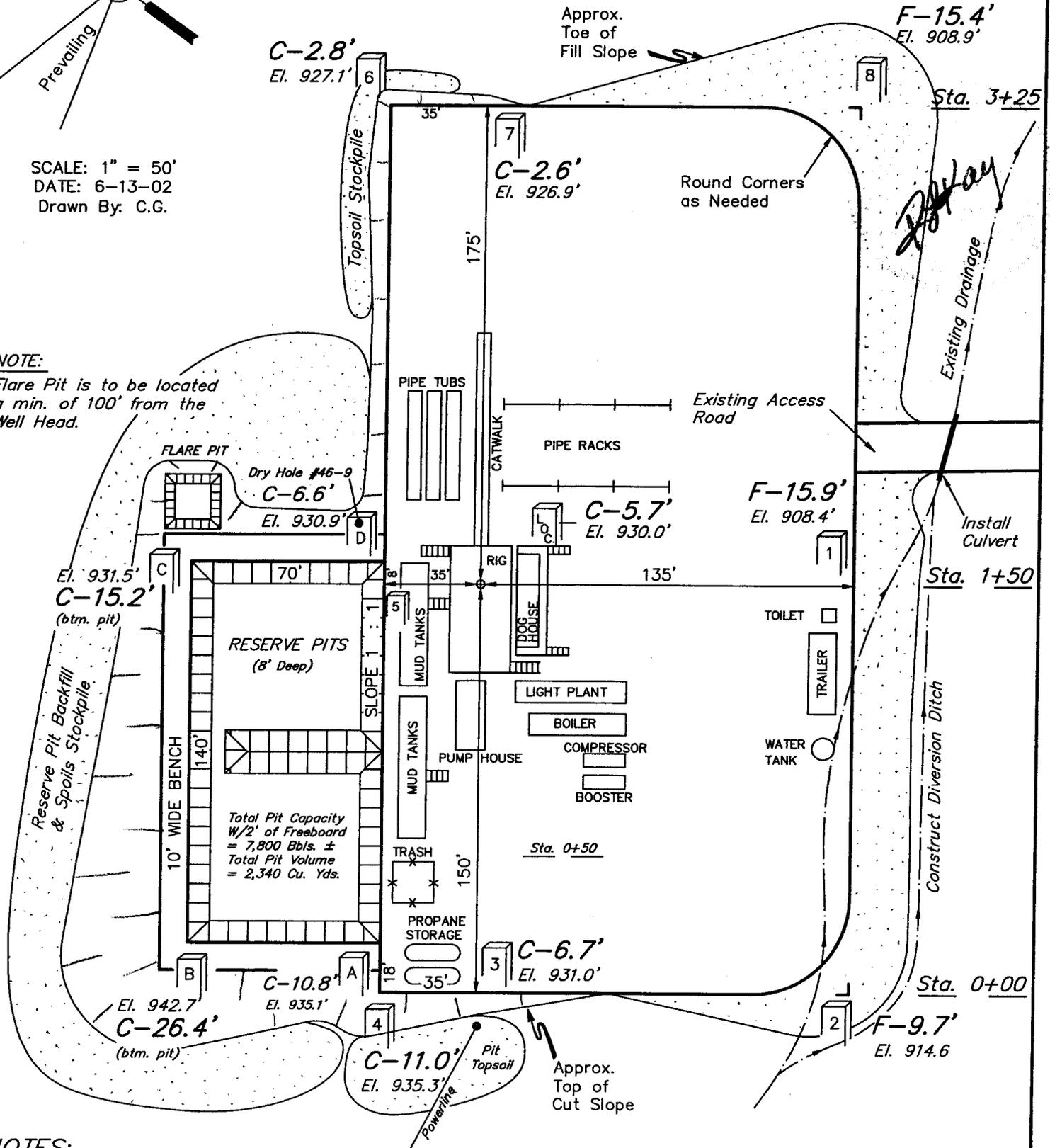
LOCATION LAYOUT FOR
 OU GB #16W-9-8-22
 SECTION 9, T8S, R22E, S.L.B.&M.
 640' FSL 668' FEL



SCALE: 1" = 50'
 DATE: 6-13-02
 Drawn By: C.G.

NOTE:

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



NOTES:

Elev. Ungraded Ground At Loc. Stake = 4930.0'
 FINISHED GRADE ELEV. AT LOC. STAKE = 4924.3'

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SHENANDOAH ENERGY, INC.

FIGURE #2

TYPICAL CROSS SECTIONS FOR

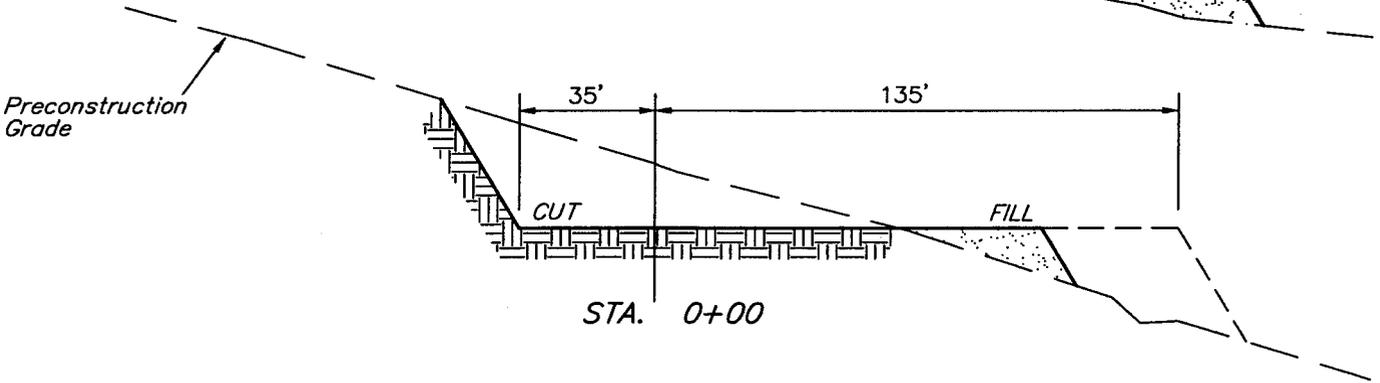
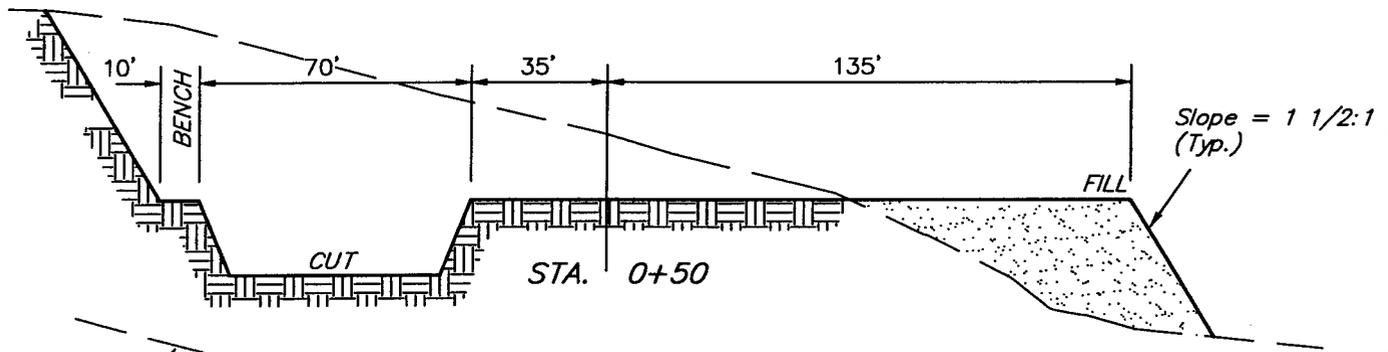
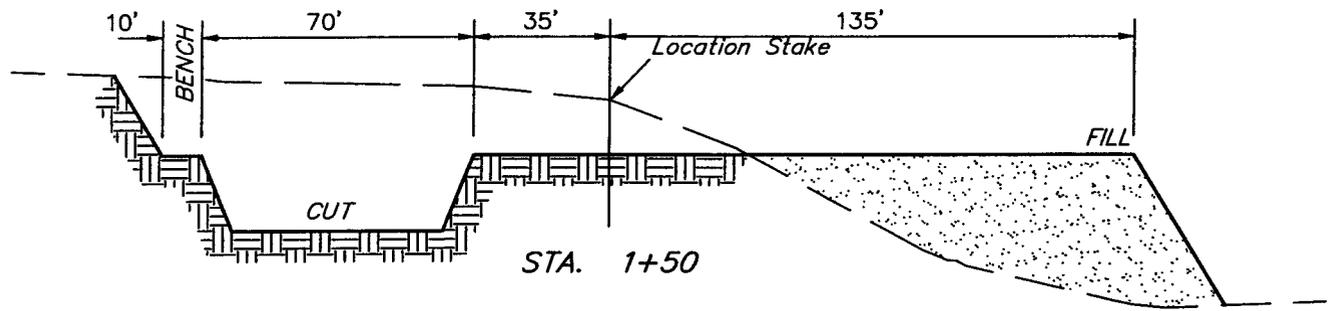
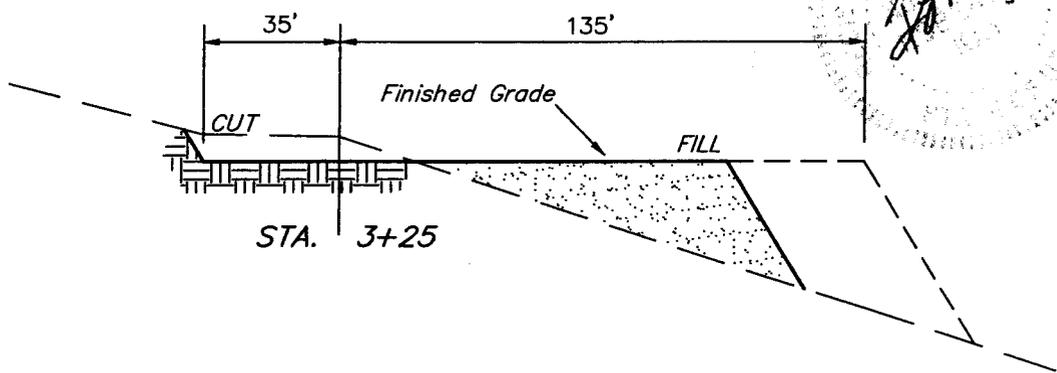
OU GB #16W-9-8-22

SECTION 9, T8S, R22E, S.L.B.&M.

640' FSL 668' FEL

1" = 20'
X-Section Scale
1" = 50'

DATE: 6-13-02
Drawn By: C.G.



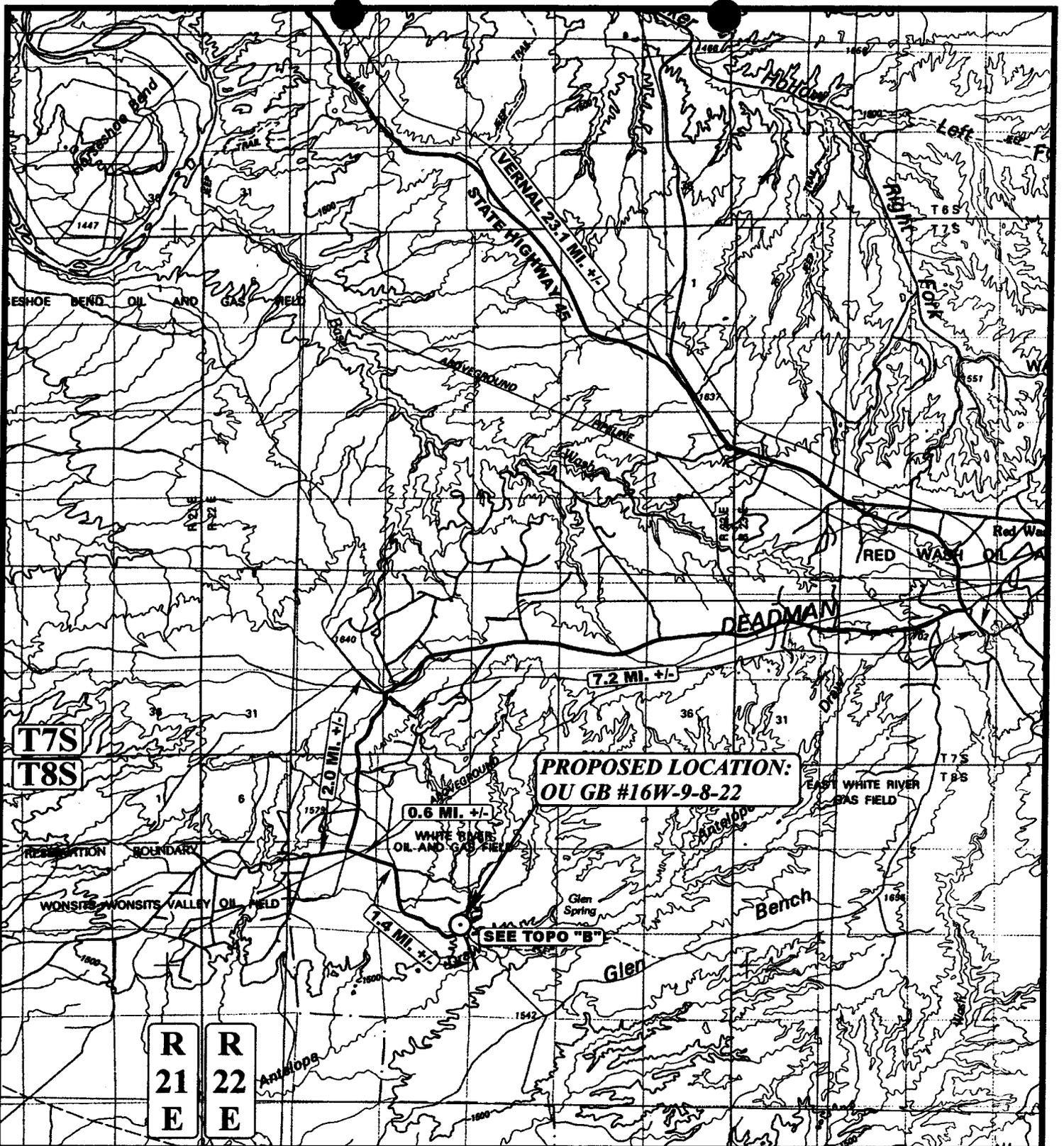
APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,260 Cu. Yds.
Remaining Location	= 12,910 Cu. Yds.
TOTAL CUT	= 14,170 CU.YDS.
FILL	= 11,150 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	= 2,430 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 2,430 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 0 Cu. Yds.

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

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LEGEND:

⊙ PROPOSED LOCATION



SHENANDOAH ENERGY, INC.

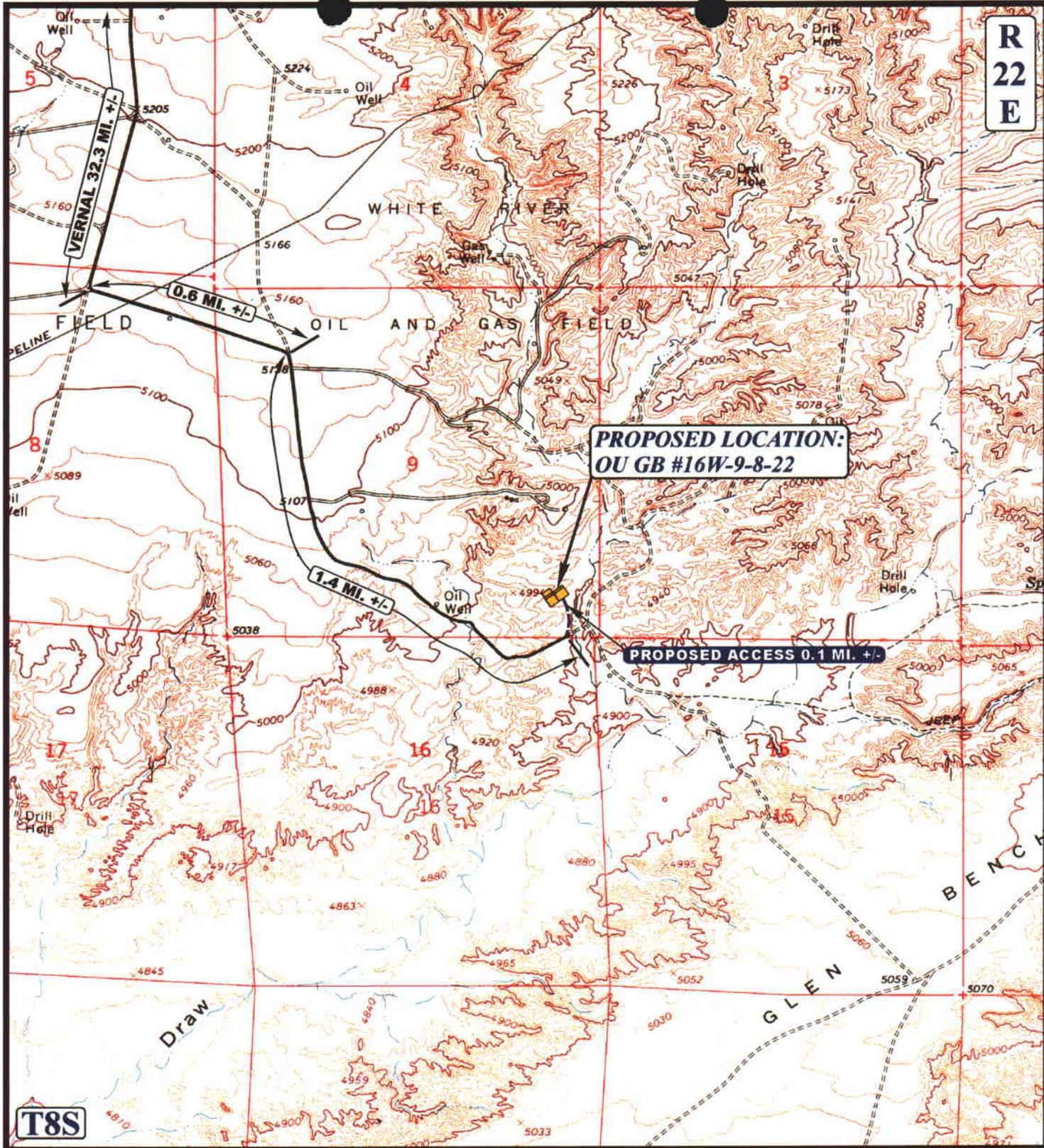
OU GB #16W-9-8-22
SECTION 9, T8S, R22E, S.L.B.&M.
640' FSL 668' FEL

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

TOPOGRAPHIC M A P	6 MONTH	1402 DAY YEAR	
SCALE: 1:100,000	DRAWN BY: K.G.	REVISED: 00-00-00	

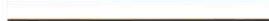
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R
22
E



T8S

LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD



SHENANDOAH ENERGY, INC.

OU GB #16W-9-8-22
SECTION 9, T8S, R22E, S.L.B.&M.
640' FSL 668' FEL



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

TOPOGRAPHIC
MAP

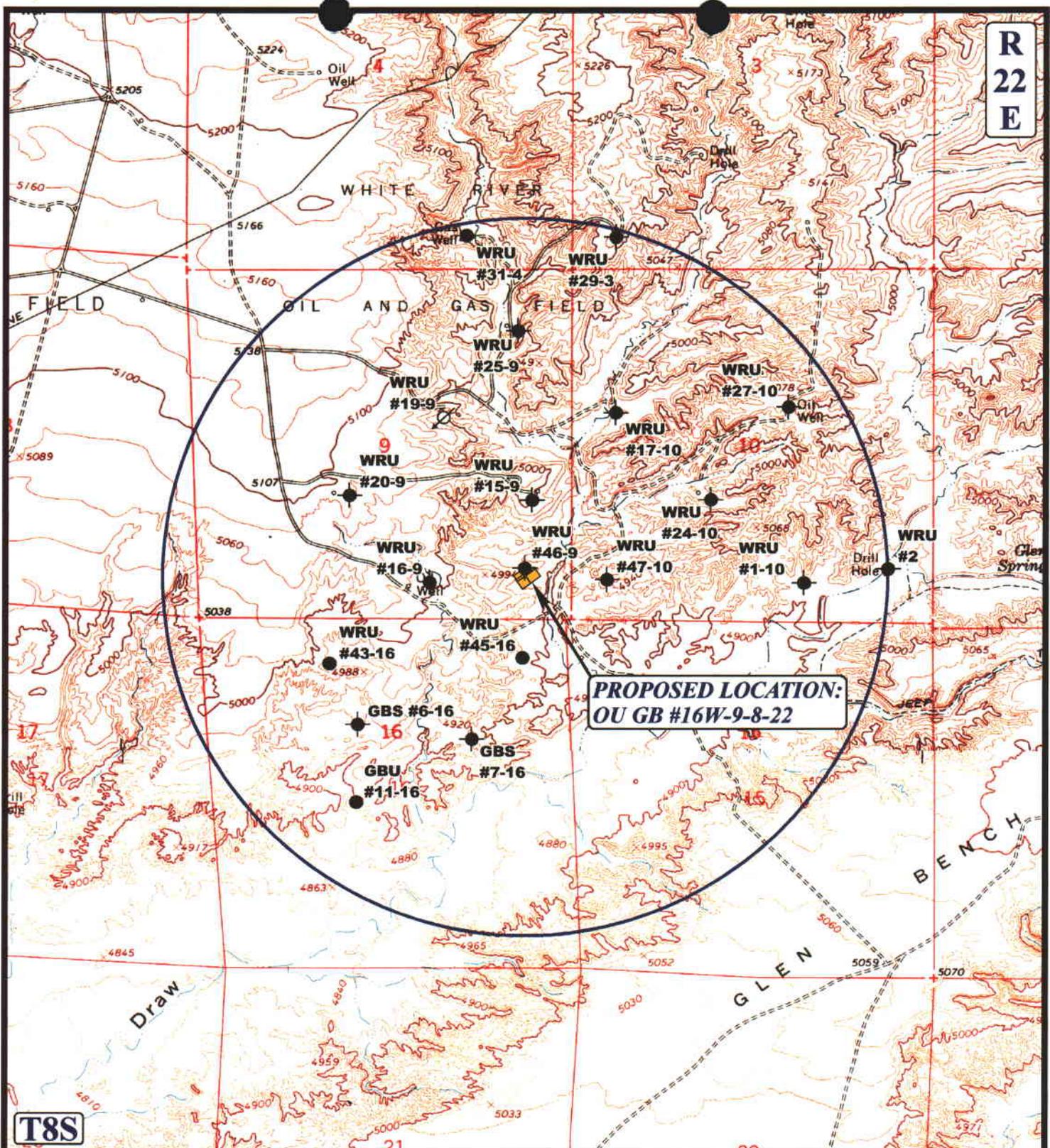
6	14	02
MONTH	DAY	YEAR

SCALE: 1" = 2000' | DRAWN BY: K.G. | REVISED: 00-00-00

B
 TOPO

CONFIDENTIAL

R
22
E



**PROPOSED LOCATION:
OU GB #16W-9-8-22**

T8S

LEGEND:

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

SHENANDOAH ENERGY, INC.

**OU GB #16W-9-8-22
SECTION 9, T8S, R22E, S.L.B.&M.
640' FSL 668' FEL**



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



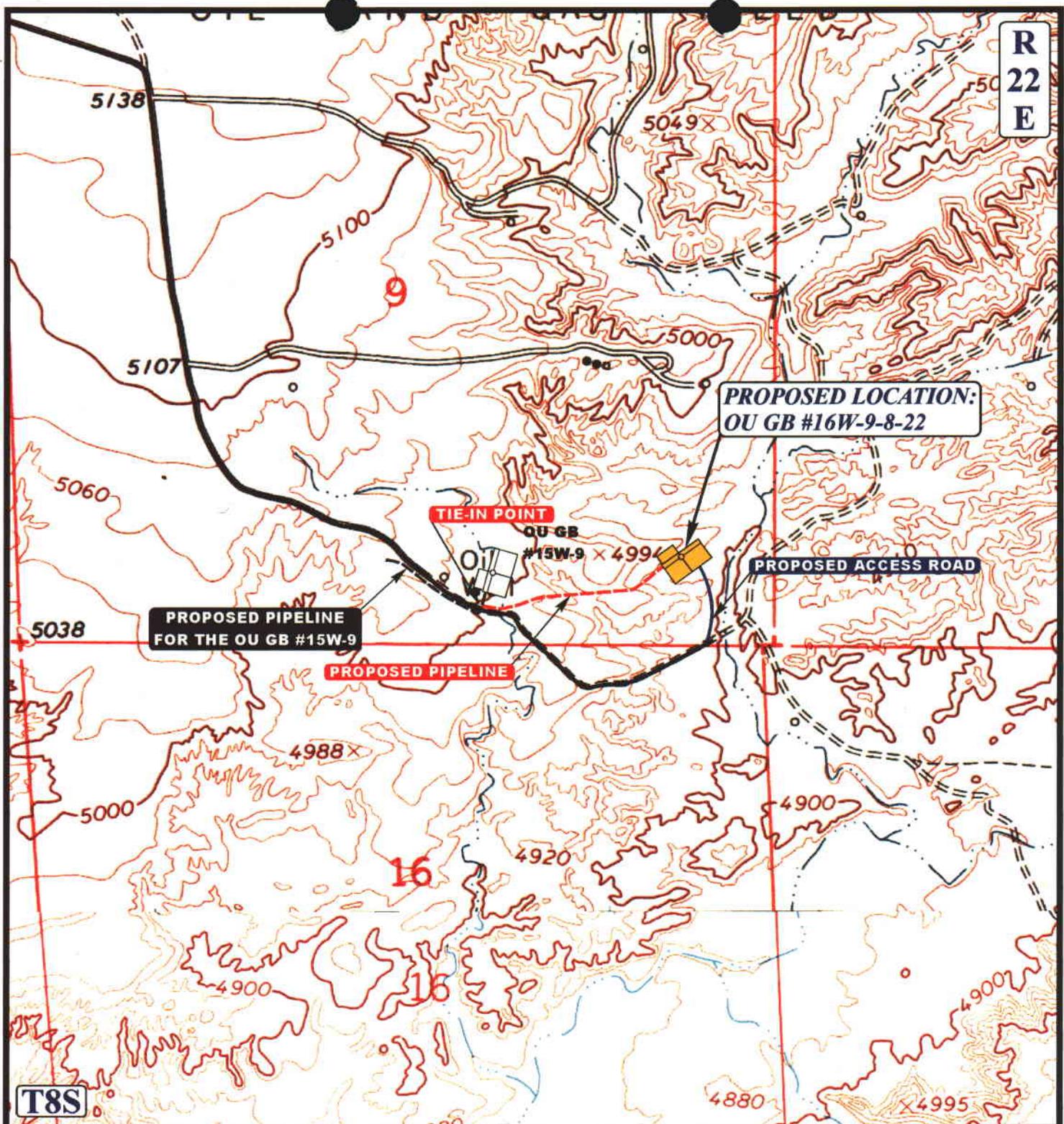
**TOPOGRAPHIC
MAP**

6 14 02
MONTH DAY YEAR



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

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APPROXIMATE TOTAL PIPELINE DISTANCE = 1300' +/-

LEGEND:

- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED ACCESS

SHENANDOAH ENERGY, INC.

OU GB #16W-9-8-22
SECTION 9, T8S, R22E, S.L.B.&M.
640' FSL 668' FEL



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

TOPOGRAPHIC
MAP

6 14 02
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: K.G. REVISED: 00-00-00

D
 TOPO

CONFIDENTIAL

SHENANDOAH ENERGY INC.

OU GB #16W-9-8-22

LOCATED IN UINTAH COUNTY, UTAH
SECTION 9, T8S, R22E, S.L.B.&M.

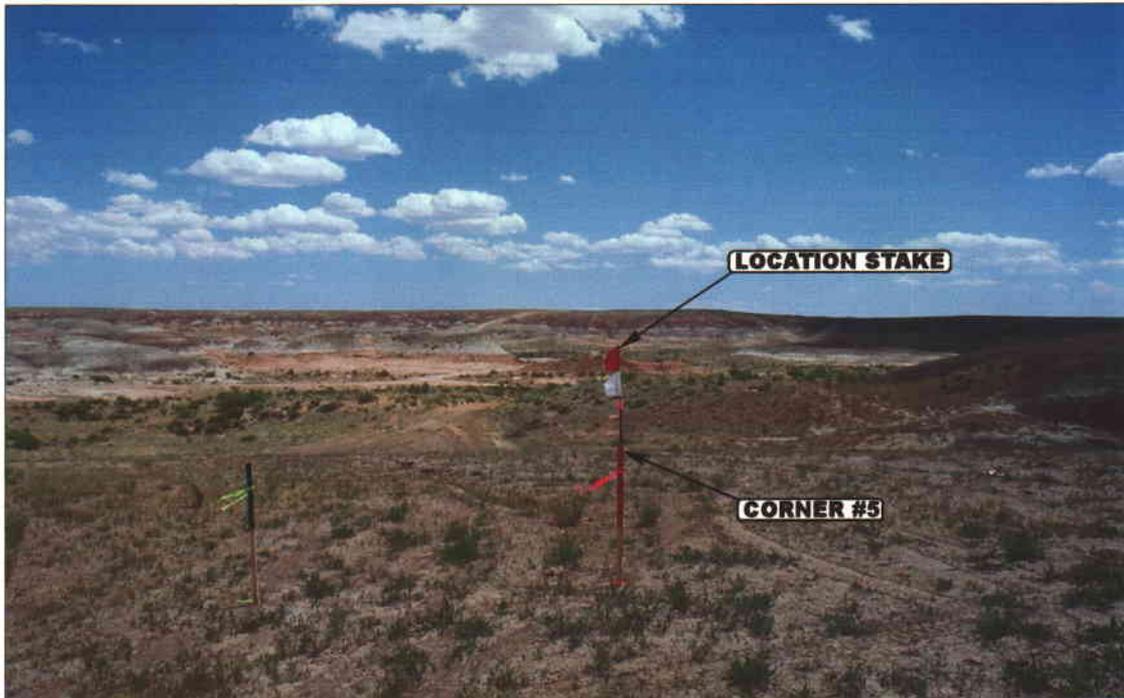


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: NORTHERLY



- Since 1964 -

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

LOCATION PHOTOS

6 14 02
MONTH DAY YEAR

PHOTO

TAKEN BY: D.A. DRAWN BY: K.G. REVISED: 00-00-00

CONFIDENTIAL

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 07/23/2002

API NO. ASSIGNED: 43-047-34679

WELL NAME: OU GB 16W-9-8-22

OPERATOR: SHENANDOAH ENERGY INC (N4235)

CONTACT: JOHN BUSCH

PHONE NUMBER: 435-781-4341

PROPOSED LOCATION:

SESE 09 080S 220E
SURFACE: 0640 FSL 0668 FEL
BOTTOM: 0640 FSL 0668 FEL
UINTAH
WHITE RIVER (705)

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

LEASE TYPE: 1 - Federal

LEASE NUMBER: U-43915

SURFACE OWNER: 1 - Federal

LATITUDE: 40.13214

PROPOSED FORMATION: WSTC

LONGITUDE: 109.43731

RECEIVED AND/OR REVIEWED:

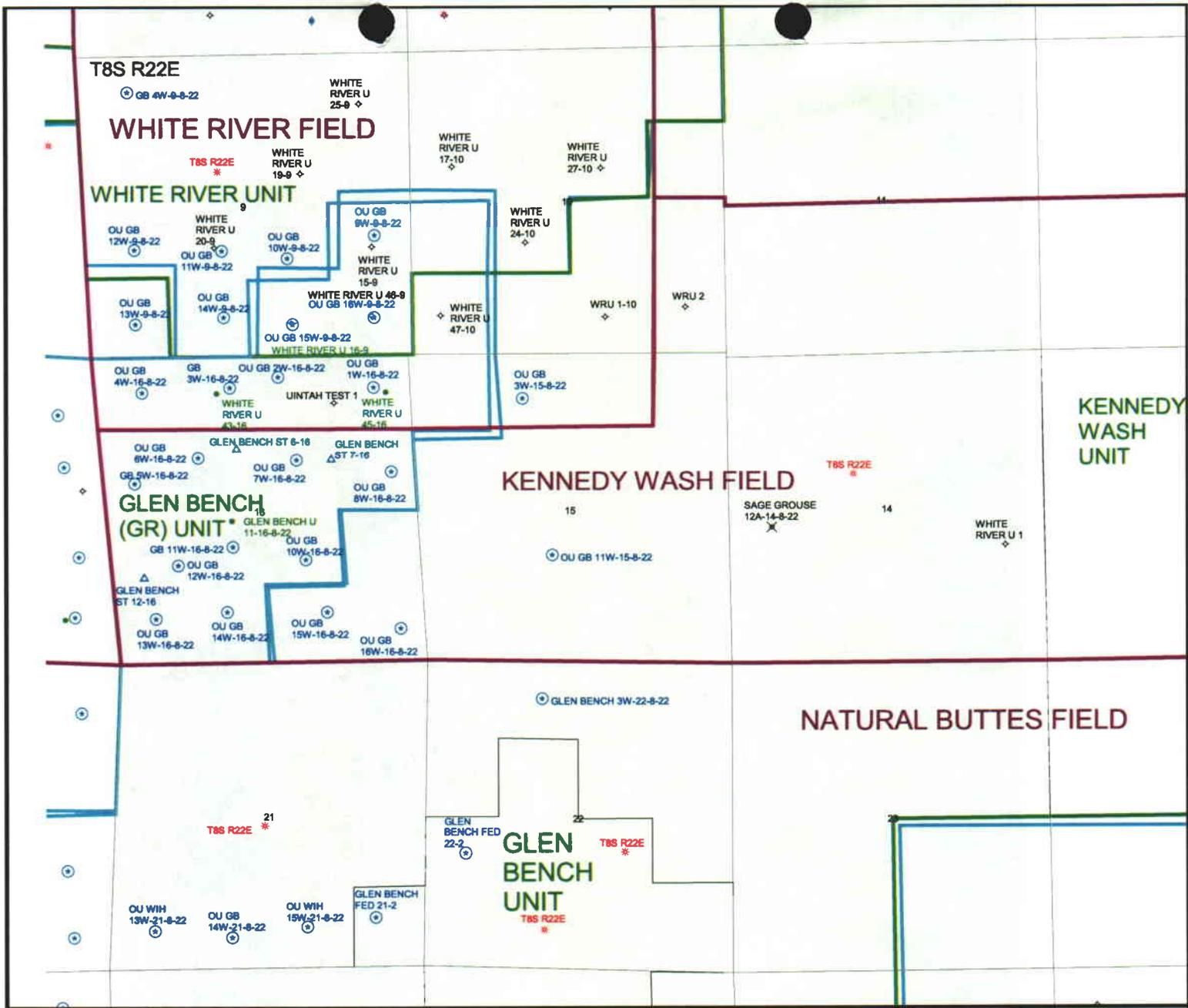
- Plat
- Bond: Fed[1] Ind[] Sta[] Fee[]
(No. U-0969)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 43-8496)
- RDCC Review (Y/N)
(Date:)
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

- R649-2-3.
- Unit WHITE RIVER
- 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: SOP, Separate fee

STIPULATIONS: 1- Federal approval
2- Spacing Strip



OPERATOR NAME: SHENANDOAH (N4235)
 SEC. 9 T8S R22E
 FIELD: WHITE RIVER (705)
 COUNTY: UINTAH SPACING: GEN ST/R649-3-2



Utah Oil Gas and Mining

Field Status		Well Status		Unit Status	
	ABANDONED		Gas Injection		EXPLORATORY
	ACTIVE		Gas Storage		GAS STORAGE
	COMBINED		Location Abandoned		NF PP OIL
	INACTIVE		Location		NF SECONDARY
	PROPOSED		Plugged		PENDING
	STORAGE		Producing Gas		PI OIL
	TERMINATED		Producing Oil		PP GAS
	Township.shp		Shut-In Gas		PP GEOTHERML
	Sections		Shut-In Oil		PP OIL
			Temporarily Abandoned		SECONDARY
			Test Well		TERMINATED
			Water Injection		
			Water Supply		
			Water Disposal		



Prepared By: D. Mason
 Date: 25-July-2002

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

IN REPLY REFER TO:
3160
(UT-922)

July 29, 2002

Memorandum

To: Assistant District Manager Minerals, Vernal District
From: Michael Coulthard, Petroleum Engineer
Subject: 2002 Plan of Development White River Unit,
Uintah County, Utah.

Pursuant to email between Diana Mason, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management. The following wells are planned for calendar year 2002 within the White River Unit, Uintah County, Utah.

Api Number	Well	Location
(Proposed PZ Wasatch)		
43-047-34679	OU GB 16W-9-8-22	Sec. 9 T. 8S R. 22E 640 FSL 668 FEL
43-047-34678	OU GB 15W-9-8-22	Sec. 9 T. 8S R. 22E 517 FSL 2038 FEL

This office has no objection to permitting the wells at this time.

/s/ Michael L. Coulthard

bcc: File - White River Unit
Division of Oil Gas and Mining
Agr. Sec. Chron
Fluid Chron

MCoulthard:mc:7-29-2

SHENANDOAH ENERGY INC.
OVER AND UNDER GLEN BENCH 16W-9-8-22
640' FSL, 668' FEL, LOT # 7
SESE, 9, T8S, R22E
UINTAH COUNTY, UTAH
LEASE # U-43915

ONSHORE ORDER NO. 1

MULTI – POINT SURFACE USE & OPERATIONS PLAN

An onsite inspection was conducted for the OU GB 16W-9-8-22 on July 11, 2002 at approximately 10:00 AM. Weather conditions were hot with high temperatures at the time of the onsite. In attendance at the inspection were the following individuals:

Byron Tolman	Bureau of Land Management
Stephanie Howard	Bureau of Land Management
Dixie Sadleir	Bureau of Land Management
Floyd Bartlett	Division of Wildlife Resources
Jan Nelson	Shenandoah Energy Inc.
Raleen Searle	Shenandoah Energy Inc.

1. **Existing Roads:**

The proposed well site is approximately 13 miles Southwest of Redwash, Utah.

Refer to Topo Maps A and B for location of access roads within a 2 – mile radius.

There will be no improvements made to existing access roads.

2. **Planned Access Roads:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

Refer to Topo Map B for the location of the proposed access road.

3. **Location of Existing Wells Within a 1 – Mile Radius:**

Please refer to Topo Map C.

4. **Location of Existing & Proposed Facilities:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

Refer to Topo Map D for the location of the proposed pipeline.

5. **Location and Type of Water Supply:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

RECEIVED

JUL 30 2002

DIVISION OF
OIL, GAS AND MINING

REVISED
Chapman



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

Michael O. Leavitt
Governor
Kathleen Clarke
Executive Director
Lowell P. Braxton
Division Director

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

August 5, 2002

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

Re: Over and Under Glen Bench 16W-9-8-22 Well, 640' FSL, 668' FEL, SE SE, Sec. 9,
T. 8 South, R. 22 East, Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-34679.

Sincerely,

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

for John R. Baza
Associate Director

pb

Enclosures

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

Operator: Shenandoah Energy, Inc
Well Name & Number Over and Under Glen Bench 16W-9-8-22
API Number: 43-047-34679
Lease: U-43915

Location: SE SE **Sec.** 9 **T.** 8 South **R.** 22 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

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

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

- Contact Dan Jarvis at (801) 538-5338

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 (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Shenandoah Energy Inc.

Well Name & Number: OU GB #16W-9-8-22

API Number: 43-047-34679

Lease Number: U-43915

Location: Lot 7 Sec. 9 T.8S R. 22E

Agreement: N/A

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

CONDITIONS OF APPROVAL

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

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

Casing Program and Auxiliary Equipment

As a minimum requirement, the cement behind the production casing must extend 200' above the top of the fresh water identified at ± 4802 .

Coring, Logging and Testing Program

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

Other Information

Please submit an electronic copy of all logs run on this well in LAS format. This submission will supercede the requirement for submittal of paper logs to the BLM.

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

Ed Forsman (435) 828-7874
Petroleum Engineer

Kirk Fleetwood (435) 828-7875
Petroleum Engineer

BLM FAX Machine (435) 781-4410

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

009

Change of Operator (Well Sold)

Designation of Agent/Operator

X Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective: **2/1/2003**

FROM: (Old Operator): N4235-Shenandoah Energy Inc 11002 E 17500 S Vernal, UT 84078-8526 Phone: (435) 781-4341	TO: (New Operator): N2460-QEP Uinta Basin Inc 11002 E 17500 S Vernal, UT 84078-8526 Phone: (435) 781-4341
--	---

CA No. Unit: **WHITE RIVER UNIT**

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS	Confid
OU GB 13W-4-8-22	04	080S	220E	4304734752		Federal	GW	APD	C
OU GB 11W-4-8-22	04	080S	220E	4304734761		Federal	GW	APD	C
OU GB 3W-4-8-22	04	080S	220E	4304734806		Federal	GW	APD	C
OU GB 4W-4-8-22	04	080S	220E	4304734807		Federal	GW	APD	C
OU GB 5W-4-8-22	04	080S	220E	4304734808		Federal	GW	APD	C
OU GB 6W-4-8-22	04	080S	220E	4304734809		Federal	GW	APD	C
OU GB 9W-9-8-22	09	080S	220E	4304734650		Federal	GW	APD	C
OU GB 10W-9-8-22	09	080S	220E	4304734651	13730	Federal	GW	P	C
OU GB 12W-9-8-22	09	080S	220E	4304734652	13712	Federal	GW	TA	C
OU GB 11W-9-8-22	09	080S	220E	4304734653		Federal	GW	APD	C
OU GB 16W-9-8-22	09	080S	220E	4304734679	13729	Federal	GW	P	C
OU GB 5W-9-8-22	09	080S	220E	4304734753		Federal	GW	APD	C
OU GB 3W-9-8-22	09	080S	220E	4304734763		Federal	GW	APD	C
OU GB 11W-10-8-22	10	080S	220E	4304734691		Federal	GW	APD	C
OU GB 12W-10-8-22	10	080S	220E	4304734769	13864	Federal	GW	DRL	C
WRU EIH 14W-26-8-22	26	080S	220E	4304734835	12528	Federal	GW	DRL	C
WRU EIH 11W-26-8-22	26	080S	220E	4304734836		Federal	GW	APD	C
WRU EIH 6W-35-8-22	35	080S	220E	4304734684	13544	Federal	GW	DRL	C

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

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

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

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

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

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

DATA ENTRY:

1. Changes entered in the Oil and Gas Database on: 9/11/2003

2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 9/11/2003

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

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

STATE WELL(S) BOND VERIFICATION:

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

FEDERAL WELL(S) BOND VERIFICATION:

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

INDIAN WELL(S) BOND VERIFICATION:

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

FEE WELL(S) BOND VERIFICATION:

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

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

006

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

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

CONFIDENTIAL

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. U-43915
2. Name of Operator SHENANDOAH ENERGY		6. If Indian, Allottee or Tribe Name N/A
Contact: DAHN F. CALDWELL E-Mail: Dahn.Caldwell@questar.com		7. If Unit or CA/Agreement, Name and/or No. N/A
3a. Address 11002 E. 17500 S. VERNAL, UT 84078	3b. Phone No. (include area code) Ph: 435.781.4342 Fx: 435.781.4357	8. Well Name and No. OU GB 16W 9-8-22
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 9 T8S R22E SESE 640FSL 668FEL		9. API Well No. 43-047-34679
		10. Field and Pool, or Exploratory WHITE RIVER
		11. County or Parish, and State UINTAH COUNTY, UT

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

TYPE OF SUBMISSION	TYPE OF ACTION			
<input 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 checked="" 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 Well Spud
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

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

This well was spud on 2/21/03. Drill 12 1/4" hole to 482'KB. Ran 11 joints 9-5/8" 36# csg to 467'KB.

RECEIVED
FEB 26 2003
DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.
Electronic Submission #18858 verified by the BLM Well Information System For SHENANDOAH ENERGY, sent to the Vernal

Name (Printed/Typed) DAHN F. CALDWELL	Title AUTHORIZED REPRESENTATIVE
Signature <i>Dahn F Caldwell</i> (Electronic Submission)	Date 02/24/2003

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

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

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

** ORIGINAL **

CONFIDENTIAL

010

State of Utah
Division of Oil, Gas and Mining

ENTITY ACTION FORM - FORM 6

OPERATOR: **Shenandoah Energy, Inc.**
ADDRESS: **11002 East 17500 South
Vernal, Utah 84078-8526**

OPERATOR ACCT. No. N-4235
(435)781-4300

Action Code	Current Entity No.	New Entity No.	API Number	Well Name	QQ	SC	TP	RG	County	Spud Date	Effective Date
B A	99999	13729	43-047-34679	OUGB 16W 9 8 22	SE SE	9	8S	22E	Uintah	2/21/03	2-26-03

WELL 1 COMMENTS:
New well to be drilled in White River, not in the participating area.

WELL 2 COMMENTS:

WELL 3 COMMENTS:

WELL 4 COMMENTS:

WELL 5 COMMENTS:

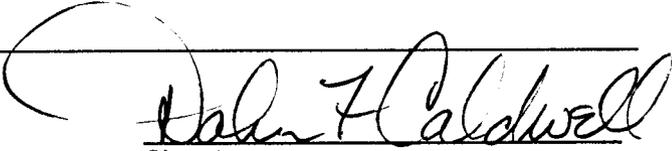
ACTION CODES (See instructions on back of form)

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

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

(3/89)

RECEIVED
FEB 26 2003
DIV. OF OIL, GAS & MINING


Signature

Clerk Specialist _____ 2/24/03
Title Date

Phone No. (435) 781-4342

CONFIDENTIAL

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

007

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

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. U-43915
2. Name of Operator SHENANDOAH ENERGY		6. If Indian, Allottee or Tribe Name N/A
3a. Address 11002 E. 17500 S. VERNAL, UT 84078		7. If Unit or CA/Agreement, Name and/or No. N/A
3b. Phone No. (include area code) Ph: 435.781.4342 Fx: 435.828.8765		8. Well Name and No. OU GB 16W 9-8-22
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 9 T8S R22E SESE 640FSL 668FEL		9. API Well No. 43-047-34679
		10. Field and Pool, or Exploratory WHITE RIVER
		11. County or Parish, and State UINTAH COUNTY, UT

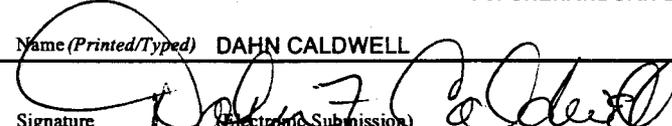
12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input 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 checked="" 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 Production Start-up
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

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

This well commenced production on 4/15/03.

14. I hereby certify that the foregoing is true and correct.
Electronic Submission #20699 verified by the BLM Well Information System For SHENANDOAH ENERGY, sent to the Vernal

Name (Printed/Typed) DAHN CALDWELL	Title AUTHORIZED REPRESENTATIVE
Signature  (Electronic Submission)	Date 04/16/2003

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

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

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

** ORIGINAL **

RECEIVED

APR 18 2003 CONFIDENTIAL



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

IN REPLY REFER TO
UT-922

June 9, 2003

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

Re: White River Unit
Uintah County, Utah

Gentlemen:

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

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

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

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

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

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

UT922:TAThompson:tt:6/9/03

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

SUBMIT IN DUPLICATE
 (See other instructions on reverse side).

Form approved.
 Budget Bureau No. 1004-0137
 Expires August 31, 1985

008

5. LEASE DESIGNATION AND SERIAL NO.
UTU-43915

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

7. UNIT AGREEMENT NAME
 N/A

8. FARM OR LEASE NAME

9. WELL NO.
OUGB 16W 9-8-22

10. FIELD AND POOL, OR WILDCAT
White River

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
Sec 9 T8S R22E Mer SLB

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

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

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

2. NAME OF OPERATOR
QEP Uinta Basin, Inc. SHENANDOAH ENERGY INC

3. ADDRESS OF OPERATOR
11002 E. 17500 S. VERNAL, UT 84078-8526 435-781-4342

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)*
 At surface **SESE, 640' FSL & 668' FEL**
 At top rod. interval reported below **SESE, 640' FSL & 668' FEL**
 At total depth **SESE, 640' FSL & 668' FEL**

**RECEIVED
 JUL 21 2003
 DIV. OF OIL, GAS & MINING**

14. PERMIT NO. **43-047-34679** DATE ISSUED _____
 12. COUNTY OR PARISH **Uintah** 13. STATE **UT**

15. DATE SPUDED **02/21/03** 16. DATE T.D. REACHED **03/31/03** 17. DATE COMPL. (Ready to prod.) **4/15/03** 18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* _____ 19. ELEV. CASINGHEAD _____

20. TOTAL DEPTH, MD & TVD **7825'** 21. PLUG BACK T.D., MD & TVD **7808'** 22. IF MULTIPLE COMPL., HOW MANY* _____ 23. INTERVALS DRILLED BY _____ ROTARY TOOLS _____ CABLE TOOLS _____

24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD AND TVD)*
7608' - 7720'
7301' - 7313'
6912' - 6925'

25. WAS DIRECTIONAL SURVEY MADE
 No

26. TYPE ELECTRIC AND OTHER LOGS RUN
✓ CBL, SPECTRAL DENSITY DSN, HRI - 5-4-03

27. WAS WELL CORED
 No

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT PULLED
9.625	36.0	467	12-1/4	225 sxs	
4.50	11.6	7825	7.875	1055 sxs	

29. LINER RECORD 30. TUBING RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
					2.375	7585	

31. PERFORATION RECORD (Interval, size and number)

7710' - 7720'	
7608' - 7618'	
7301' - 7313'	
6912' - 6925'	

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

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
7608' - 7720'	Frac w/ 170,000# in 65,142 Gals
7301' - 7313'	Frac w/ 100,000# in 40,740 Gals
6912' - 6925'	Frac w/ 75,400# in 41,790 Gals

33.* PRODUCTION

DATE FIRST PRODUCTION **4/15/03** PRODUCTION METHOD (Flowing, gas lift, pumping--size and type of pump) _____ WELL STATUS (Producing or shut-in) **Producing**

Flows from well

DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N FOR TEST PERIOD	OIL--BBL	GAS--MCF	WATER--BBL	GAS-OIL RATIO
4/18/03	24			3.4	1,830	4.7	

FLOW, TUBING PRESS. **1929** CASING PRESSURE **1979** CALCULATED 24-HOUR RATE _____ OIL--BBL _____ GAS--MCF _____ WATER--BBL _____ OIL GRAVITY-API (CORR.) _____

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)
Sold TEST WITNESSED BY **PERIOD EXPIRED**

35. LIST OF ATTACHMENTS
ON 5-15-04

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

SIGNED Jim Samontoff (WIS is Down - manual Copy) TITLE Completion Manager DATE 7/14/03

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

CONFIDENTIAL

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

38. GEOLOGIC MARKERS

FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.	NAME	TOP	
					MEAS. DEPTH	TRUE VERT. DEPTH
Wasatch	6040'	7825'		Green River Mahogany GI Lime Wasatch TD	2559' 3529' 5209' 5999' 7825'	

SEI (N4235) to QEP (N2460)

well_name	Se	R	api DOGM	Entity		stat		unit_name		
OU GB 9W-9-8-22	09	080S	220E	4304734650		Federal	GW	APD	C	WHITE RIVER
OU GB 10W-9-8-22	09	080S	220E	4304734651	13730	Federal	GW	P	C	WHITE RIVER
OU GB 12W-9-8-22	09	080S	220E	4304734652	13712	Federal	GW	TA	C	WHITE RIVER
OU GB 11W-9-8-22	09	080S	220E	4304734653		Federal	GW	APD	C	WHITE RIVER
OU GB 16W-9-8-22	09	080S	220E	4304734679	13729	Federal	GW	P	C	WHITE RIVER
WRU EIH 6W-35-8-22	35	080S	220E	4304734684	13544	Federal	GW	DRL	C	WHITE RIVER
OU GB 11W-10-8-22	10	080S	220E	4304734691		Federal	GW	APD	C	WHITE RIVER
OU GB 13W-4-8-22	04	080S	220E	4304734752		Federal	GW	APD	C	WHITE RIVER
OU GB 5W-9-8-22	09	080S	220E	4304734753		Federal	GW	APD	C	WHITE RIVER
OU GB 11W-4-8-22	04	080S	220E	4304734761		Federal	GW	APD	C	WHITE RIVER
OU GB 3W-9-8-22	09	080S	220E	4304734763		Federal	GW	APD	C	WHITE RIVER
OU GB 12W-10-8-22	10	080S	220E	4304734769	13864	Federal	GW	DRL	C	WHITE RIVER
OU GB 3W-4-8-22	04	080S	220E	4304734806		Federal	GW	APD	C	WHITE RIVER
OU GB 4W-4-8-22	04	080S	220E	4304734807		Federal	GW	APD	C	WHITE RIVER
OU GB 5W-4-8-22	04	080S	220E	4304734808		Federal	GW	APD	C	WHITE RIVER
OU GB 6W-4-8-22	04	080S	220E	4304734809		Federal	GW	APD	C	WHITE RIVER
WRU EIH 14W-26-8-22	26	080S	220E	4304734835	12528	Federal	GW	DRL	C	WHITE RIVER
WRU EIH 11W-26-8-22	26	080S	220E	4304734836		Federal	GW	APD	C	WHITE RIVER

State of Utah
Division of Oil, Gas and Mining

OPERATOR: **Shenandoah Energy, Inc.**
ADDRESS: **11002 East 17500 South
Vernal, Utah 84078-8526**

OPERATOR ACCT. No. **N-4235**

ENTITY ACTION FORM - FORM 6

(435)781-4300

Action Code	Current Entity No.	New Entity No.	API Number	Well Name	QQ	SC	TP	RG	County	Spud Date	Effective Date
B	13729	13545	43-047-34679	OUGB 16W 9 8 22	SE SE	9	8S	22E	Uintah	2/21/03	5/17/04 K

WELL 1 COMMENTS: WASATCH

WELL 2 COMMENTS:

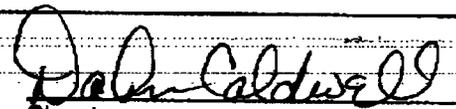
WELL 3 COMMENTS:

WELL 4 COMMENTS:

WELL 5 COMMENTS:

ACTION CODES (See instructions on back of form)

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


Signature

Clerk Specialist _____ 5/7/04
Title Date

Phone No. (435) 781-4342

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

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MAY 10 2004

DIV. OF OIL, GAS & MINING

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PAGE 7/8

MAY-10-04 2:41PM;

435 781 4357;

SENT BY: QEP-UBD WONGSITS VALLEY ;

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

ROUTING
1. DJJ
2. CDW

Change of Operator (Well Sold)

X - Operator Name Change/Merger

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

1/1/2007

FROM: (Old Operator): N2460-QEP Uinta Basin, Inc. 1050 17th St, Suite 500 Denver, CO 80265 Phone: 1 (303) 672-6900	TO: (New Operator): N5085-Questar E&P Company 1050 17th St, Suite 500 Denver, CO 80265 Phone: 1 (303) 672-6900
---	--

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

DATA ENTRY:

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

BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS: THIS IS A COMPANY NAME CHANGE.

SOME WELL NAMES HAVE BEEN CHANGED AS REQUESTED

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

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

4/30/2007 and 5/15/2007

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

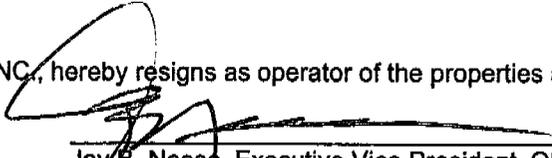
Effective January 1, 2007 operator of record, QEP Uinta Basin, Inc., will hereafter be known as QUESTAR EXPLORATION AND PRODUCTION COMPANY. This name change involves only an internal corporate name change and no third party change of operator is involved. The same employees will continue to be responsible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

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

Utah State Bond Number: 965003033

Fee Land Bond Number: 965003033

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

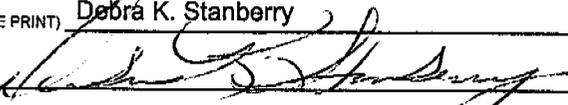


Jay B. Neese, Executive Vice President, QEP Uinta Basin, Inc.

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



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

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

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DIV. OF OIL, GAS & MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

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

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

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APR 19 2007
DIV. OF OIL, GAS & MINING



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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



IN REPLY REFER TO
3180
UT-922

April 23, 2007

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

Re: White River Unit
Uintah County, Utah

Gentlemen:

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

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

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

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

Sincerely,

/s/ Greg J. Noble

Greg J. Noble
Acting Chief, Branch of Fluid Minerals

Enclosure

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

UT922:TAThompson:tt:4/23/07

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APR 30 2007

DIV. OF OIL, GAS & MINING

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

ROUTING
 CDW

Change of Operator (Well Sold)

X - Operator Name Change

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

6/14/2010

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

CA No. Unit: WHITE RIVER

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

DATA ENTRY:

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

BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: See attached
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: See attached
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		7. UNIT or CA AGREEMENT NAME: See attached
		8. WELL NAME and NUMBER: See attached
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____	9. API NUMBER: Attached	
2. NAME OF OPERATOR: Questar Exploration and Production Company <i>N5085</i>	10. FIELD AND POOL, OR WILDCAT: See attached	
3. ADDRESS OF OPERATOR: 1050 17th Street, Suite 500 Denver STATE CO ZIP 80265	PHONE NUMBER: (303) 672-6900	
4. LOCATION OF WELL FOOTAGES AT SURFACE: See attached	COUNTY: Attached	
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 checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>6/14/2010</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<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 type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Operator Name Change</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

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

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

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

(This space for State use only)

RECEIVED
JUN 28 2010

DIV. OF OIL, GAS & MINING

(See Instructions on Reverse Side)

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

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

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

Bonds: BLM = ESB000024
BIA = 956010693
State = 965010695

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

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

Bonds: BLM = ESB000024
 BIA = 956010693
 State = 965010695

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

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



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office

P.O. Box 45155

Salt Lake City, UT 84145-0155

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



IN REPLY REFER TO:
3100
(UT-922)

JUL 28 2010

Memorandum

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

From: Chief, Branch of Minerals

Roger L. Bankert

Subject: Name Change Recognized

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

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

cc: MMS
UDOGM

RECEIVED

AUG 16 2010

DIV OF OIL, GAS & MINERALS