

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

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO: ML-22049	6. SURFACE: STATE
B. TYPE OF WELL <input checked="" type="checkbox"/> OIL <input type="checkbox"/> GAS OTHER _____ <input checked="" type="checkbox"/> SINGLE ZONE <input type="checkbox"/> MULTIPLE ZONE		7. IF INDIAN, ALLOTTEE OR TRIBE NAME N/A	
2. NAME OF OPERATOR: SHENANDOAH ENERGY, INC.		8. UNIT OF CA AGREEMENT NAME: N/A	
3. ADDRESS OF OPERATOR: 11002 E. 17500 S. CITY VERNAL STATE UT ZIP 84078		9. WELL NAME and NUMBER: OU GB 15G-16-8-22	
PHONE NUMBER: (435) 781-4341		10. FIELD AND POOL, OR WILDCAT: KENNEDY WASH	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 4441865Y 849' FSL, 1661' FEL, SWSE, SEC. 16, T8S, R22E, SLB&M		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWSE 16 8S 22E	
AT PROPOSED PRODUCING ZONE: 632913X SAME		12. COUNTY: UINTAH	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 7+/- MILES WEST OF REDWASH, UTAH		13. STATE: UTAH	
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE(FEET) 849 +/-	16. NUMBER OF ACRES IN LEASE: 640	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 51' +/-	19. PROPOSED DEPTH 5125	20. BOND DESCRIPTION: 04127294	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 4867' KB	22. APPROXIMATE DATE WORK WILL START: ASAP	23. ESTIMATED DURATION: 10 DAYS	

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT			SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
12-1/4"	9-5/8"	J-55	36lb/ft (new)	450'	Premium Plus	257	1.18 15.6 ppg
7-7/8"	5-1/2"	K-55	15.5lb/ft (new)	TD	Extended Class G	452	1.25 14.35 ppg

RECEIVED

ATTACHMENTS

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

- WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- COMPLETE DRILLING PLAN
- EVIDNECE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER
- FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OW

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) John Busch TITLE Construction Supervisor

SIGNATURE *John Busch* DATE 12-Jun-02

(This space for State use only)

API NUMBER ASSIGNED: 43-047-34829 APPROVAL: _____

(See Instruction on Reverse Side)

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 04-15-03
By: *[Signature]*

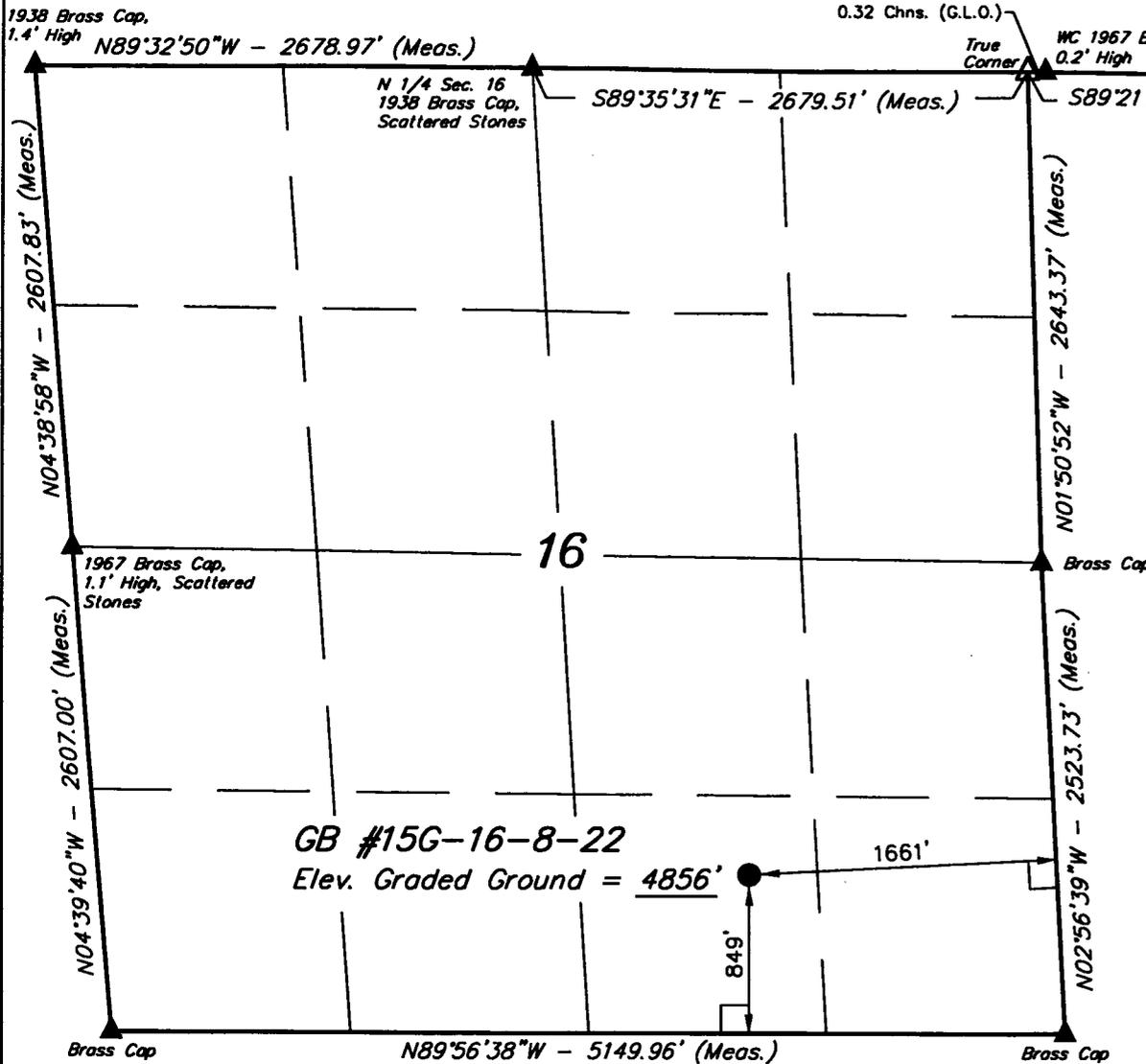
T8S, R22E, S.L.B.&M.

BASIS OF BEARINGS

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

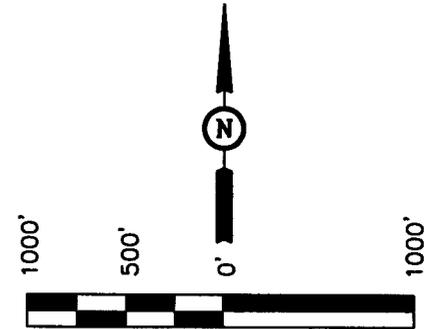
SHENANDOAH ENERGY, INC.

Well location, GB #15G-16-8-22, located as shown in the SW 1/4 SE 1/4 of Section 16, T8S, R22E, S.L.B.&M. Uintah County, Utah.



BASIS OF ELEVATION

BENCH MARK (20 EAM) 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.



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

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°07'06.39" (40.118442)
 LONGITUDE = 109°26'28.51" (109.441253)

SCALE 1" = 1000'	DATE SURVEYED: 11-19-02	DATE DRAWN: 11-21-02
PARTY D.A. J.A. D.COX	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE SHENANDOAH ENERGY, INC.	

SHENANDOAH ENERGY, INC.

OU GB #15G-16-8-22

LOCATED IN UINTAH COUNTY, UTAH
SECTION 16, T8S, R22E, S.L.B.&M.



PHOTO: VIEW OF LOCATION STAKE

CAMERA ANGLE: SOUTHWESTERLY

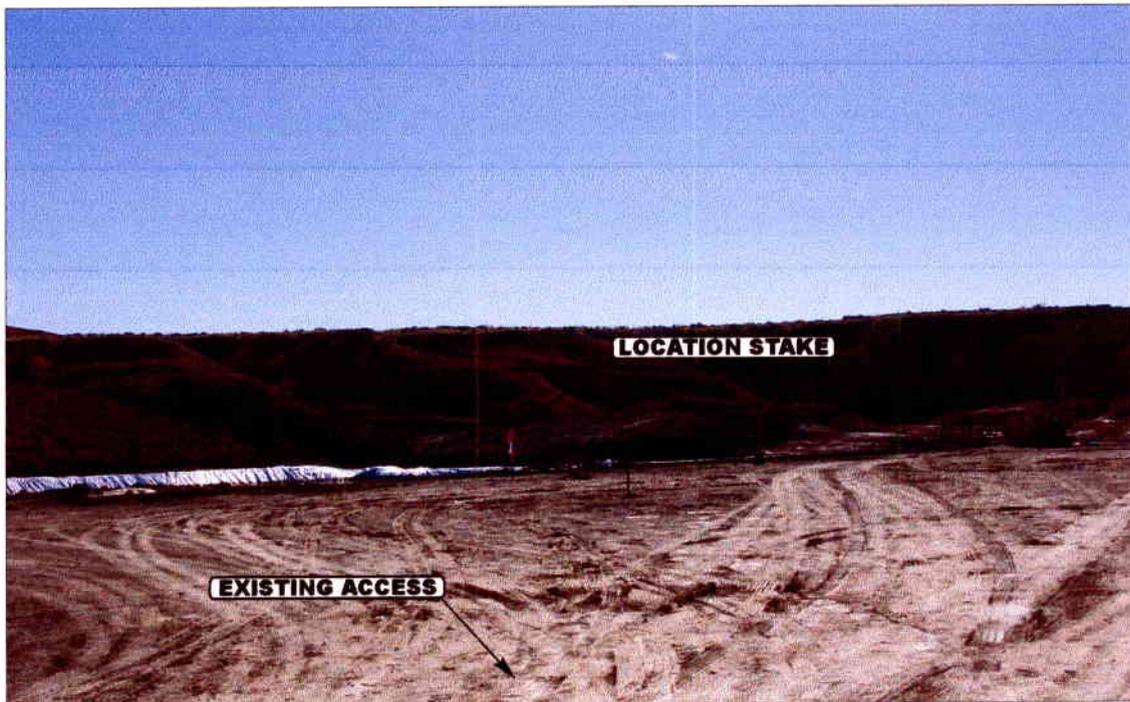


PHOTO: VIEW FROM EXISTING ACCESS

CAMERA ANGLE: SOUTHWESTERLY



- Since 1964 -

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

LOCATION PHOTOS

11 20 02
MONTH DAY YEAR

PHOTO

TAKEN BY: D.A.

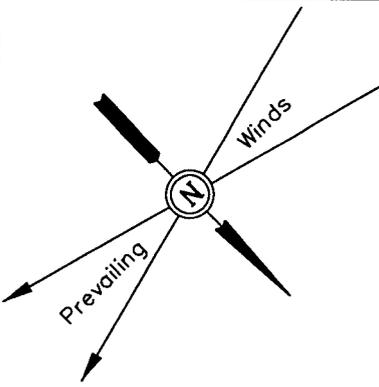
DRAWN BY: P.M.

REVISED: 00-00-00

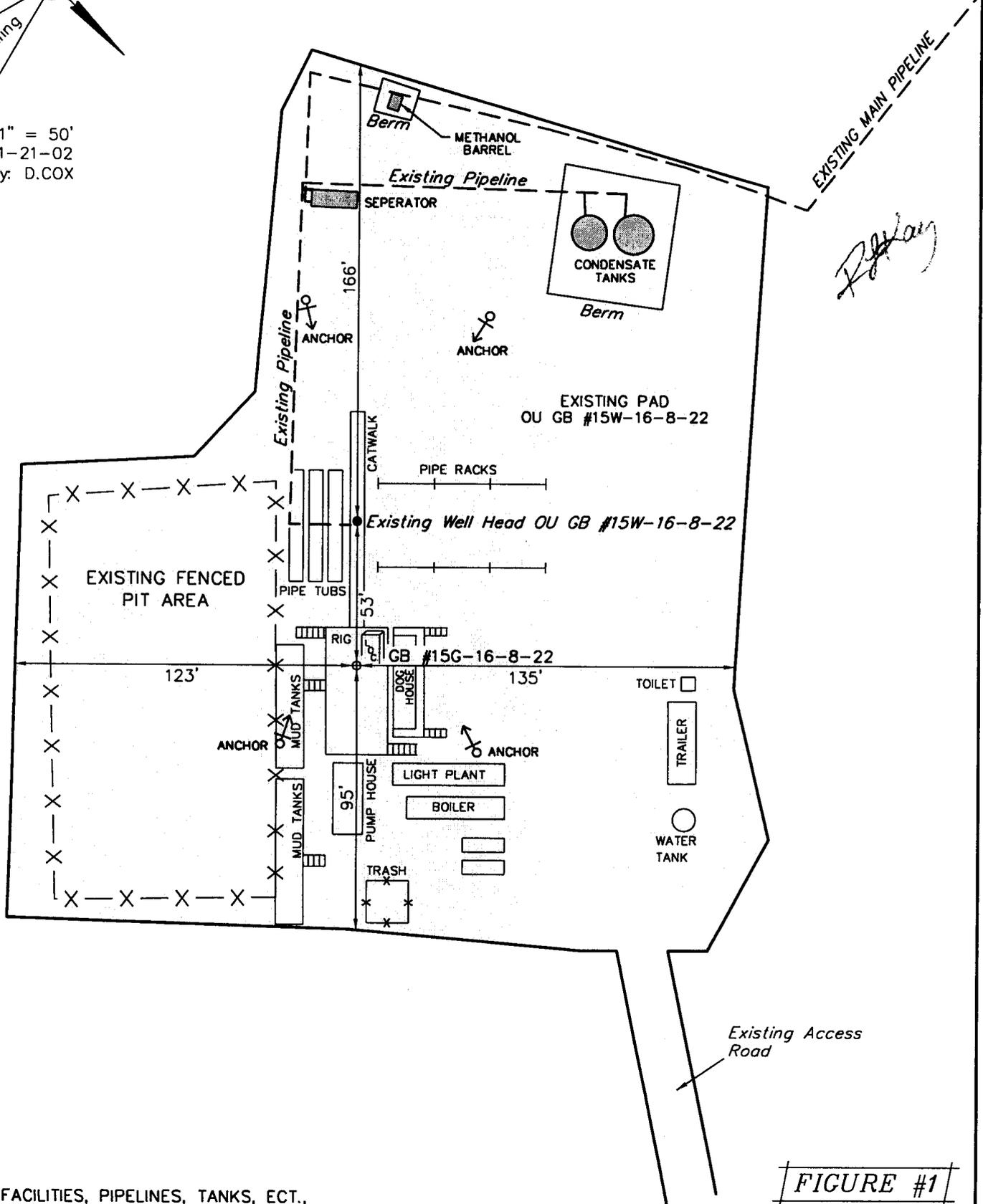
SHENANDOAH ENERGY, INC.

LOCATION LAYOUT FOR

OU GB #15G-16-8-22
SECTION 16, T8S, R22E, S.L.B.&M.
849' FSL 1661' FEL

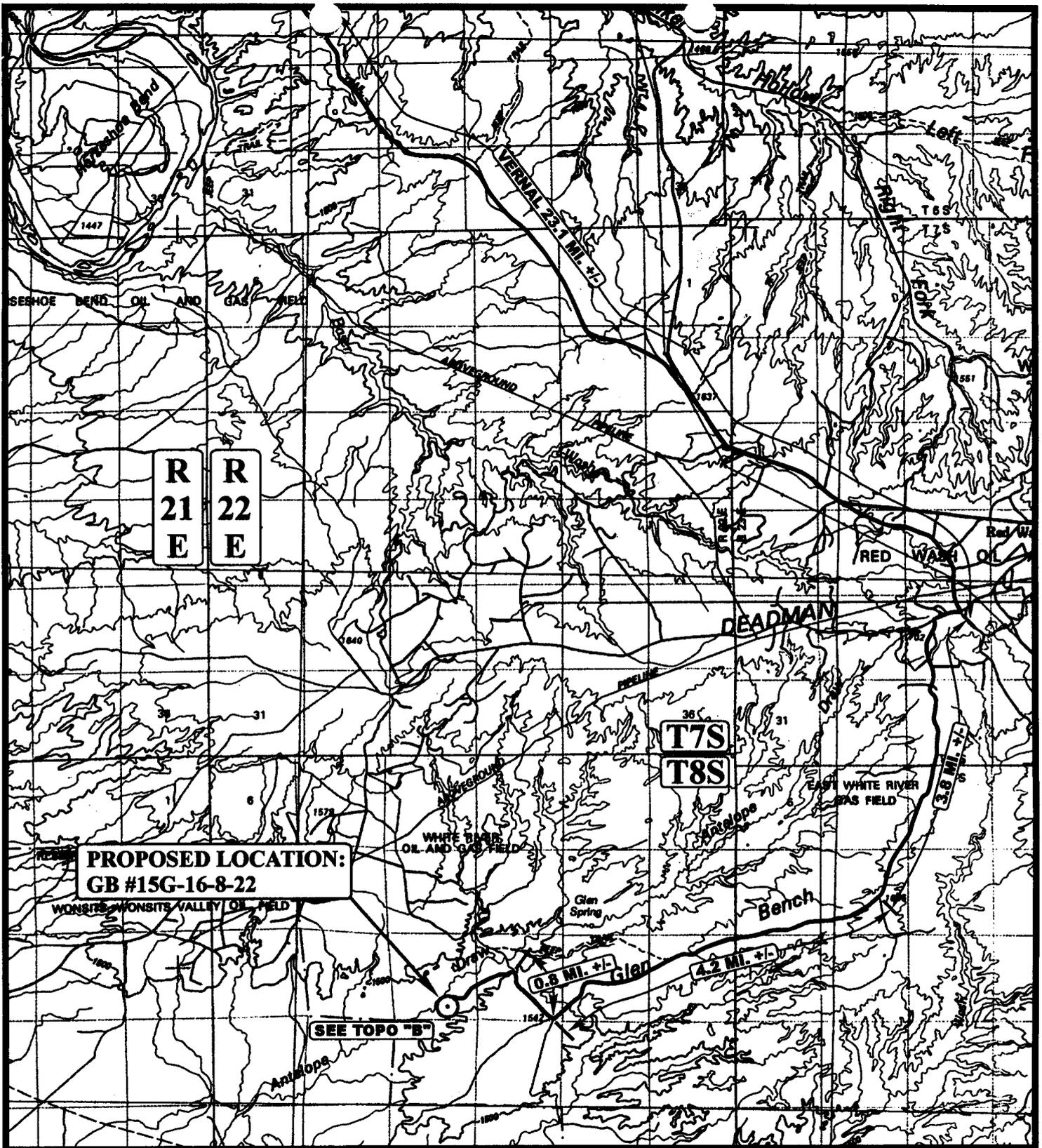


SCALE: 1" = 50'
DATE: 11-21-02
Drawn By: D.COX



NOTE:
EXISTING FACILITIES, PIPELINES, TANKS, ECT.,
MAY REQUIRE RELOCATION DURING DRILLING
PROCESS TO ACCOMODATE DRILLING RIG.

FIGURE #1



LEGEND:

○ PROPOSED LOCATION

SHENANDOAH ENERGY, INC.

OU GB #15G-16-8-22
 SECTION 16, T8S, R22E, S.L.B.&M.
 849' FSL 1661' FEL

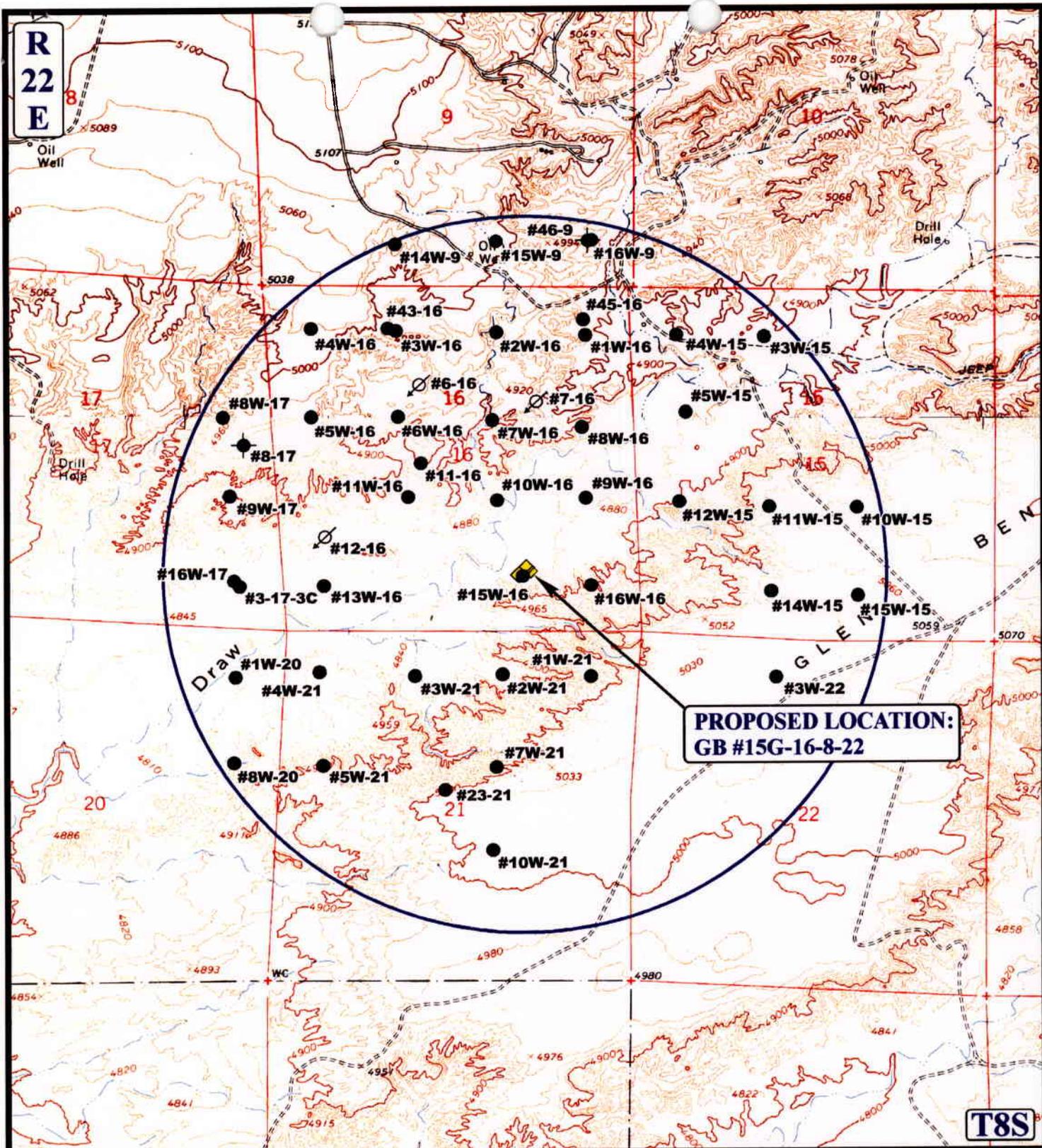


Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC 11 20 02
MAP MONTH DAY YEAR
 SCALE: 1:100,000 | DRAWN BY: P.M. | REVISED: 00-00-00





LEGEND:

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

SHENANDOAH ENERGY, INC.

On **GB #15G-16-8-22**
SECTION 16, T8S, R22E, S.L.B.&M.
849' FSL 1661' FEL



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 85 South 200 East Vernal, Utah 84078
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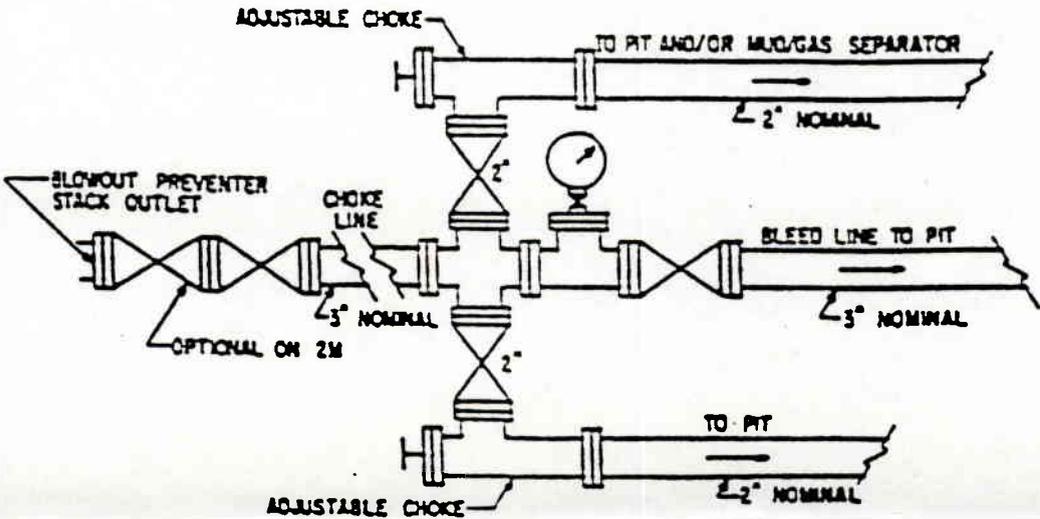
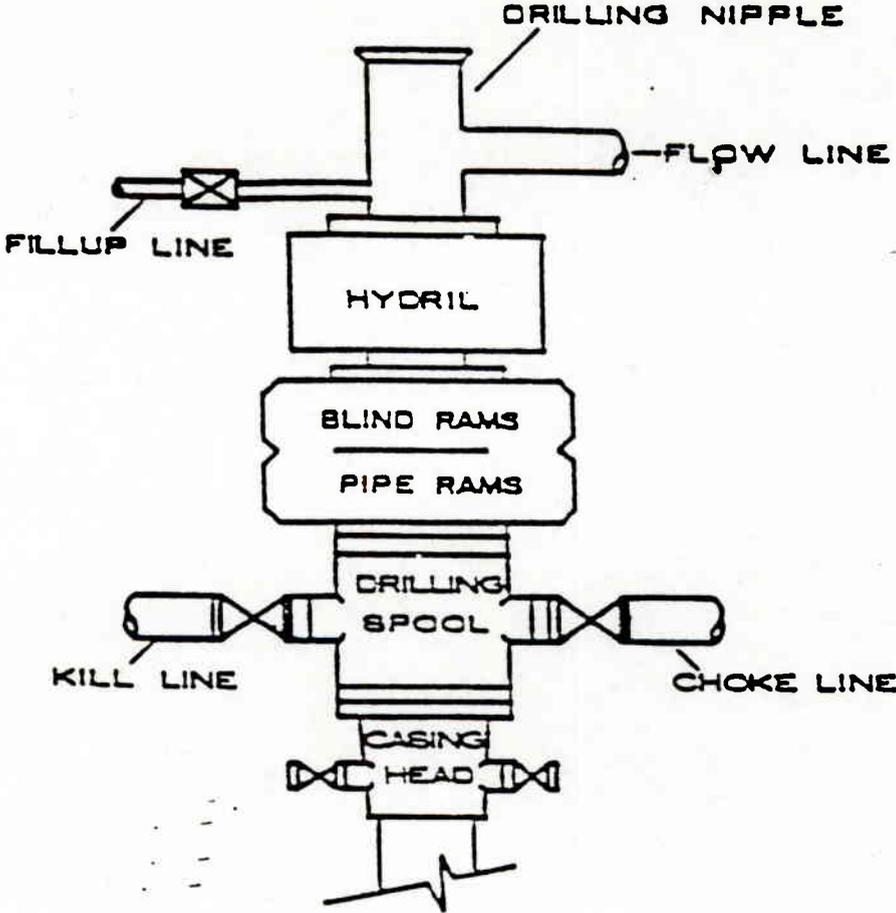


TOPOGRAPHIC MAP **11 20 02**
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: P.M. REVISED: 00-00-00



Drilling Program

SCHEMATIC DIAGRAM OF 3,000 PSI BOP STACK



WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 12/23/2002

API NO. ASSIGNED: 43-047-34829

WELL NAME: OU GB 15G-16-8-22
OPERATOR: SHENANDOAH ENERGY INC (N4235)
CONTACT: JOHN BUSCH

PHONE NUMBER: 435-781-4341

PROPOSED LOCATION:

SWSE 16 080S 220E
SURFACE: 0849 FSL 1661 FEL
BOTTOM: 0849 FSL 1661 FEL
UINTAH
KENNEDY WASH (618)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	DKD	4/15/03
Geology		
Surface		

LEASE TYPE: 3 - State
LEASE NUMBER: ML-22049
SURFACE OWNER: 3 - State
PROPOSED FORMATION: GRRV

LATITUDE: 40.11850
LONGITUDE: 109.44028

RECEIVED AND/OR REVIEWED:

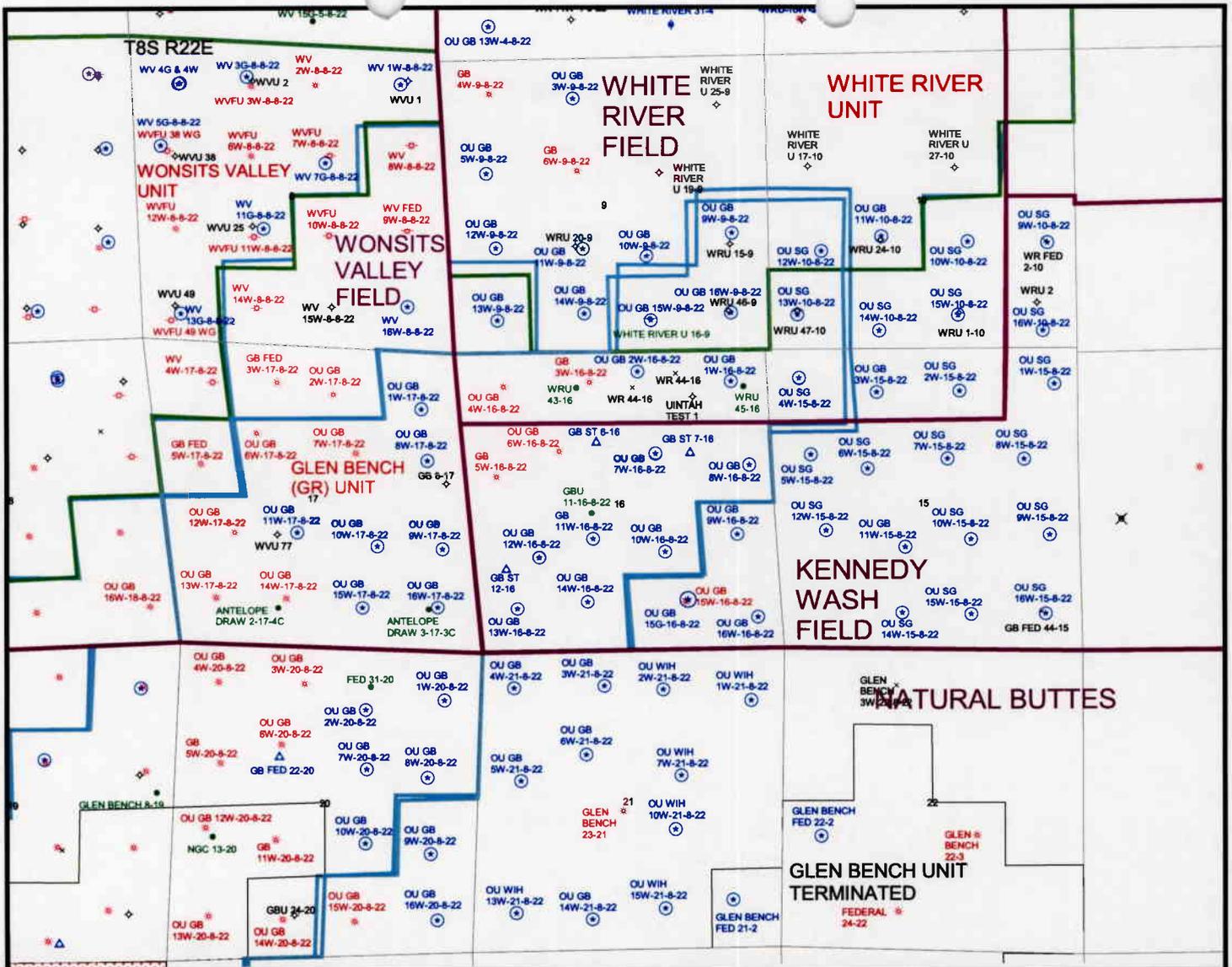
- Plat
- Bond: Fed[] Ind[] Sta[3] Fee[]
(No. 04127294)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 36125)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)

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: Needs Permit (81-15-03)

STIPULATIONS: 1- Spacing Map
2- STATEMENT OF BASIS



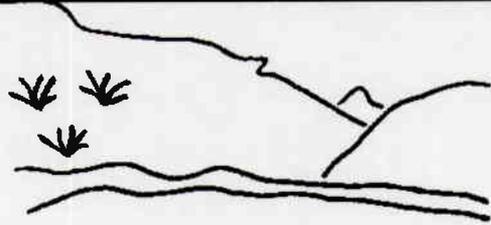
OPERATOR: SHENANDOAH ENERGY (N4235)

SEC. 16 T8S, R22E

FIELD: KENNEDY WASH (618)

COUNTY: UINTAH

SPACING: R649-3/3 / EX LOCATION



Utah Oil Gas and Mining

WELLS

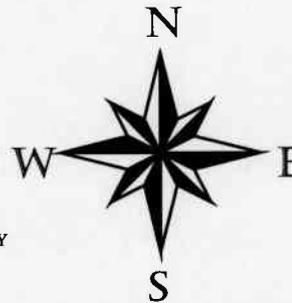
- ⚡ GAS INJECTION
- GAS STORAGE
- ✖ LOCATION ABANDONED
- ⊕ NEW LOCATION
- ◇ PLUGGED & ABANDONED
- PRODUCING GAS
- PRODUCING OIL
- SHUT-IN GAS
- SHUT-IN OIL
- ✖ TEMP. ABANDONED
- TEST WELL
- ▲ WATER INJECTION
- ◆ WATER SUPPLY
- ⚡ WATER DISPOSAL

UNIT STATUS

- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

FIELD STATUS

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED
- COUNTY BOUNDARY
- SECTION LINES
- TOWNSHIP LINES



PREPARED BY: DIANA MASON
DATE: 24-DECEMBER-2002

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

OPERATOR: SHENANDOAH ENERGY, INC.
WELL NAME & NUMBER: OU GB 15G-16-8-22
API NUMBER: 43-047-34829
LOCATION: 1/4,1/4 SW/SE Sec: 16 TWP: 8S RNG: 22E 1661 FEL 849 FSL

Geology/Ground Water:

Shenandoah proposes to set 450' of surface casing at this location. The depth to the base of the moderately saline water at this location is estimated to be at a depth of 2,800'. A search of Division of Water Rights records shows 1 water well within a 10,000 foot radius of the center of section 16 . This well is over a mile from the proposed location. The well is owned by Chandler & Ass. And its use is listed as "other". The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. Production casing cement should be brought to above the base of the moderately saline groundwater in order to isolate it from fresher waters uphole.

Reviewer: Brad Hill **Date:** 01/27/2003

Surface:

The predrill investigation of the surface was performed on 1/15/03. Floyd Bartlett with DWR and Ed Bonner with SITLA were invited to this investigation on 1/08/03 . Neither were present. This site is on an existing location. (The 15w-16-8-22) This well has been drilled and is on production. The reserve pit is still open but the liner has been destroyed and will have to be replaced.

Reviewer: David W. Hackford **Date:** 1/15/2003

Conditions of Approval/Application for Permit to Drill:

1. A synthetic liner with a minimum thickness of 12 mils shall be properly installed and maintained in the reserve pit.

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

OPERATOR: SHENANDOAH ENERGY, INC.
WELL NAME & NUMBER: OU GB 15G-16-8-22
API NUMBER: 43-047-34829
LEASE: ML-42049 **FIELD/UNIT:** KENNEDY WASH
LOCATION: 1/4, 1/4 SW/SE Sec: 16 TWP: 8S RNG: 22E 1661' FEL 849' FSL
LEGAL WELL SITING: 460 F SEC. LINE; 460 F 1/4, 1/4 LINE; 920 F ANOTHER WELL.
GPS COORD (UTM): 4442070N 632842E **SURFACE OWNER:** STATE OF UTAH

PARTICIPANTS

DAVID W. HACKFORD (DOGM), JAN NELSON, RAYLENE SEARLE, (SHENANDOAH).

REGIONAL/LOCAL SETTING & TOPOGRAPHY

SITE IS ON AN EXISTING LOCATION (GB 15W-16-8-22), IN AN AREA OF ROLLING HILLS AND SHALLOW DRAWS 500' SOUTHEAST OF ANTELOPE DRAW. THERE IS A ROCKY RIDGE RUNNING EAST TO WEST 400' SOUTH OF SITE. DRAINAGE IS TO THE NORTHWEST.

SURFACE USE PLAN

CURRENT SURFACE USE: WILDLIFE AND LIVESTOCK GRAZING, HUNTING.

PROPOSED SURFACE DISTURBANCE: LOCATION AND ACCESS ROAD ARE ALREADY CONSTRUCTED.

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

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: ALL PRODUCTION FACILITIES WILL BE ON LOCATION AND ADDED AFTER DRILLING WELL.

SOURCE OF CONSTRUCTION MATERIAL: LOCATION AND ACCESS ROAD ARE ALREADY CONSTRUCTED.

ANCILLARY FACILITIES: NONE WILL BE REQUIRED.

WASTE MANAGEMENT PLAN:

DRILLED CUTTINGS WILL BE SETTLED INTO RESERVE PIT. LIQUIDS FROM PIT WILL BE ALLOWED TO EVAPORATE. FORMATION WATER WILL BE CONFINED TO STORAGE TANKS. SEWAGE FACILITIES, STORAGE AND DISPOSAL WILL BE HANDLED BY COMMERCIAL CONTRACTOR. TRASH WILL BE CONTAINED IN TRASH BASKETS AND HAULED TO AN APPROVED LAND FILL.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: NONE

FLORA/FAUNA: NATIVE GRASSES, TAMERESK, SAGE, PRICKLY PEAR, GREASEWOOD, RUSSIAN THISTLE; PRONGHORN, COYOTES, SONGBIRDS, RAPTORS, RODENTS, RABBITS.

SOIL TYPE AND CHARACTERISTICS: GRAY AND LIGHT RED SANDY CLAY.

EROSION/SEDIMENTATION/STABILITY: VERY LITTLE NATURAL EROSION. SEDIMENTATION AND STABILITY ARE NOT A PROBLEM AND LOCATION CONSTRUCTION SHOULDN'T CAUSE AN INCREASE IN STABILITY OR EROSION PROBLEMS.

PALEONTOLOGICAL POTENTIAL: NONE OBSERVED.

RESERVE PIT

CHARACTERISTICS: RESERVE PIT IS ALREADY CONSTRUCTED.

LINER REQUIREMENTS (Site Ranking Form attached): A 12 MIL LINER WILL BE REQUIRED FOR RESERVE PIT.

SURFACE RESTORATION/RECLAMATION PLAN

AS PER SITLA.

SURFACE AGREEMENT: AS PER SITLA.

CULTURAL RESOURCES/ARCHAEOLOGY: SITE WAS INSPECTED BY MONTGOMERY ARCHAEOLOGICAL CONSULTANTS ON 10/16/02. A REPORT OF THIS INVESTIGATION WILL BE PLACED ON FILE.

OTHER OBSERVATIONS/COMMENTS

THIS PREDRILL INVESTIGATION WAS CONDUCTED ON A COLD, CLOUDY DAY WITH SIX INCHES OF SNOW.

ATTACHMENTS

PHOTOS OF THIS SITE WERE TAKEN AND PLACED ON FILE.

DAVID W. HACKFORD
DOGM REPRESENTATIVE

1/15/03. 10:45 AM
DATE/TIME

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

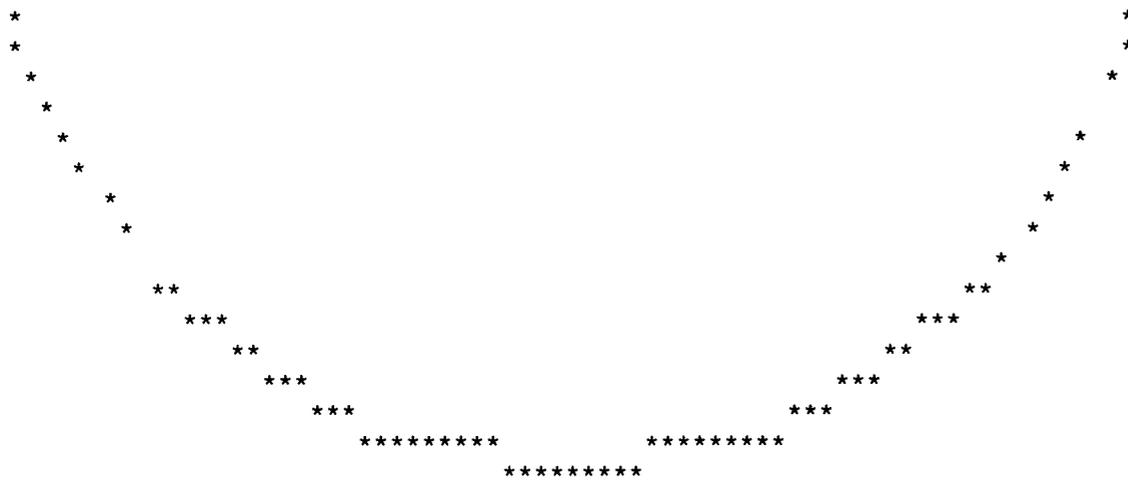
<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	<u>5</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>0</u>
Distance to Nearest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

Final Score 30 (Level I Sensitivity)

Sensitivity Level I = 20 or more; total containment is required.
Sensitivity Level II = 15-19; lining is discretionary.
Sensitivity Level III = below 15; no specific lining is required.







UTAH DIVISION OF WATER RIGHTS
 NWPLAT POINT OF DIVERSION LOCATION PROGRAM

MAP CHAR	WATER RIGHT	QUANTITY CFS AND/OR AC-FT	SOURCE DESCRIPTION or WELL INFO DIAMETER DEPTH	POINT OF DIVERSION DESCRIPTION NORTH EAST CNR SEC TWN RNG B&
0	49 287	.1230 .00	Underground Water Well	N 572 W 1575 SE 4 8S 22E S
		WATER USE(S): OTHER Chandler & Associates Inc.	1850 Beneficial Life Tower	PRIORITY DATE: 10/07/1 Salt Lake City

4-03 Shenandoah OU GB 15-16-8-22
Casing Schematic

Surface

Unita

9-5/8"
MW 8.4
Frac 19.3

TOC @ 0. TOC @ 0.

Surface
450. MD

w/20% washout

BOP

~~WSP~~
 $(0.052)(9.5)(5125) = 2532 \text{ psi}$

Anticipated = 2048 psi

Gas
 $(0.12)(5125) = 615 \text{ psi}$

MASP = 1917 psi

3M BOPF proposed

Adequate D&D
4/1/03

2406' —
Green River

3310' —
Mahogany Ldg

4916' —
Glen Beach

washed
5-1/2"
MW 9.5

2800' BMSG w/ 15% washout
3076' TOC tail

Production
5125. MD

Well name:	04-03 Shenandoah OU GB 15G-16-8-22	
Operator:	Shenandoah Energy Inc.	Project ID:
String type:	Surface	43-047-34829
Location:	Uintah County	

Design parameters:

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

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 71 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 450 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 0 psi
Internal gradient: 0.494 psi/ft
Calculated BHP 222 psi

No backup mud specified.

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

Tension is based on air weight.
Neutral point: 394 ft

Non-directional string.

Re subsequent strings:
Next setting depth: 5,125 ft
Next mud weight: 9.500 ppg
Next setting BHP: 2,529 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 450 ft
Injection pressure 450 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	450	9.625	36.00	J-55	ST&C	450	450	8.796	32

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	196	2020	10.29	222	3520	15.85	16	394	24.32 J

Prepared by: Dustin K. Doucet
Utah Dept. of Natural Resources

Phone: 801-538-5281
FAX: 801-359-3940

Date: April 1, 2003
Salt Lake City, Utah

ENGINEERING STIPULATIONS:

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

Well name:	04-03 Shenandoah OU GB 15G-16-8-22	
Operator:	Shenandoah Energy Inc.	Project ID:
String type:	Production	43-047-34829
Location:	Uintah County	

Design parameters:

Collapse
Mud weight: 9.500 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 0 psi
Internal gradient: 0.494 psi/ft
Calculated BHP: 2,529 psi
No backup mud specified.

Minimum design factors:

Collapse:
Design factor: 1.125

Burst:
Design factor: 1.00

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

Tension is based on air weight.
Neutral point: 4,388 ft

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 124 °F
Temperature gradient: 1.15 °F/100ft
Minimum section length: 1,500 ft

Cement top: Surface

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	5125	5.5	15.50	K-55	ST&C	5125	5125	4.825	160.7

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	2529	4040	1.60	2529	4810	1.90	79	222	2.79 J

Prepared by: Dustin K. Doucet
Utah Dept. of Natural Resources

Phone: 801-538-5281
FAX: 801-359-3940

Date: April 1, 2003
Salt Lake City, Utah

ENGINEERING STIPULATIONS:
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Burst strength is not adjusted for tension.

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

DRILLING PROGRAM

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

1. Formation Tops

The estimated tops of important geologic markers are as follows:

<u>Formation</u>	<u>Depth</u>	<u>Prod. Phase Anticipated</u>
Uinta	Surface	
Green River	2406'	
Mahogany Ledge	3310'	
Glen Bench Sand	4916'	
TD (Wasatch)	5125'	

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

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

<u>Substance</u>	<u>Formation</u>	<u>Depth</u>
Oil/Gas	Green River	5125'

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 State of Utah form OGC-8-X is acceptable. If no flows are detected, samples will be submitted to the BLM along with any water analyses conducted. Fresh water will be obtained from Wonsits Valley water right #36125 or where possible a fresh water line (poly pipe) will be laid in the access road to each location to supply fresh water for drilling purposes.

DRILLING PROGRAM

3. Surface Ownership

The well pad and access road are located on lands owned by the State of Utah.

4. Operator's Specification for Pressure Control Equipment:

- A. 3,000 psi W.P. Double Gate BOP or Single Gate BOP (schematic attached)
- B. Functional test daily
- 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. Ram type preventers and associated equipment shall be tested to approved stack working pressure if isolated by test plug or to 70 percent of internal yield pressure of 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. Casing Program

	<u>Depth</u>	<u>Hole Size</u>	<u>Csg Size</u>	<u>Type</u>	<u>Weight</u>
Surface	450'	12-1/4"	9-5/8"	J-55	36lb/ft (new)
Production	5125'	7-7/8"	5-1/2"	K-55	15.5lb/ft (new)

6. Auxiliary Equipment

- A. Kelly Cock – yes
- B. Float at the bit – no
- C. Monitoring equipment on the mud system – visually
- D. Full opening safety valve on the rig floor – yes
- E. Rotating Head – yes
- F. The blooie line shall be at least 6" in diameter and extend at least 100' from the well bore into the reserve/blooie pit.

DRILLING PROGRAM

- G. Blooie line ignition shall be provided by a continuous pilot (ignited when drilling below 500').
 - H. Compressor shall be tied directly to the blooie line through a manifold.
 - I. A mister with a continuous stream of water shall be installed near the end of the blooie lines for dust suppression.
7. Surface hole will be drilled with air, air/mist, foam, or mud depending on hole conditions. Drilling below surface casing will be with water based drilling fluids consisting primarily of fresh water, bentonite, lignite, caustic, lime, soda ash and polymers. No chromates will be used. It is not intended to use oil in the mud, however, in the event it is used, oil concentration will be less than 4% by volume. Maximum anticipated mud weight is 9.5 ppg.

No minimum quantity of weight material will be required to be kept on location.

PVT/Flow Show will be used from base of surface casing to TD.

Gas detector will be used from surface casing depth to TD.

8. Testing, logging and coring program

- A. Cores – none anticipated
- B. DST – none anticipated

Logging – Mud logging – 4500 to TD
GR-SP-Induction
Neutron Density
MRI

- C. Formation and Completion Interval: Green River 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.

DRILLING PROGRAM

9. Cementing Program

<u>Casing</u>	<u>Volume</u>	<u>Type & Additives</u>
Surface	257 sx	Premium Plus single slurry mixed to 15.6 ppg, yield = 1.18 cf/sx. Fill to surface with 160 cf (257 sx) calculated. Tail plug used. Allowed to set under pressure
Production	431 sx* Lead 452 sx* Tail	Lead/Tail oilfield type cement circulated in place . Tail slurry: Extended Class "G" + gilsonite and additives as required, mixed to 14.35 ppg, yield = 1.25 cf/sx. Fill to 3625' ($\pm 300'$ above top of Lower Glen Bench Sand). Cement Characteristics: Lead slurry: Extended, Lite, Hi-fill + extender and additives as required, mixed to 11.0 ppg, yield = 3.81 cf/sx. Fill to surface. Tail plug used. Allowed to set under pressure.

*Final cement volumes to be calculated from caliper log with an attempt to be made to circulate cement to 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.

10. 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 2048.0 psi. Maximum anticipated bottom hole temperature is 140° F.

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
Red Wash Operations Representative

December 19, 2002

Date

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

012

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

CA No. Unit:

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS	Confid
BASER WASH 6W-7-7-22	07	070S	220E	4304734837		Federal	GW	APD	C
GYPSUM HILLS 13HG-17-8-21	17	080S	210E	4304734723	13765	Federal	GW	DRL	C
OU GB 13W-10-8-22	10	080S	220E	4304734754	13774	Federal	GW	P	C
OU SG 10W-10-8-22	10	080S	220E	4304734764		Federal	GW	DRL	C
OU SG 15W-10-8-22	10	080S	220E	4304734765	13849	Federal	GW	DRL	C
OU GB 14W-10-8-22	10	080S	220E	4304734768	13781	Federal	GW	P	C
OU SG 16W-10-8-22	10	080S	220E	4304734784	13777	Federal	GW	P	C
OU SG 8W-15-8-22	15	080S	220E	4304734717	13819	Federal	GW	DRL	C
OU SG 9W-15-8-22	15	080S	220E	4304734718	13773	Federal	GW	P	C
OU SG 1W-15-8-22	15	080S	220E	4304734720		Federal	GW	APD	C
OU SG 2W-15-8-22	15	080S	220E	4304734721		Federal	GW	APD	C
OU SG 7W-15-8-22	15	080S	220E	4304734722		Federal	GW	APD	C
GB 5G-15-8-22	15	080S	220E	4304734876		Federal	OW	APD	C
OU GB 15G-16-8-22	16	080S	220E	4304734829		State	OW	DRL	
OU GB 6W-21-8-22	21	080S	220E	4304734755	13751	Federal	GW	P	C
GB 4G-21-8-22	21	080S	220E	4304734882		Federal	OW	APD	C
W IRON HORSE 2W-28-8-22	28	080S	220E	4304734883		Federal	GW	APD	C
OU GB 14SG-29-8-22	29	080S	220E	4304734743		Federal	GW	APD	C
OU GB 16SG-29-8-22	29	080S	220E	4304734744	13771	Federal	GW	DRL	C
OU GB 8WX-29-8-22	29	080S	220E	4304734884		Federal	GW	APD	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

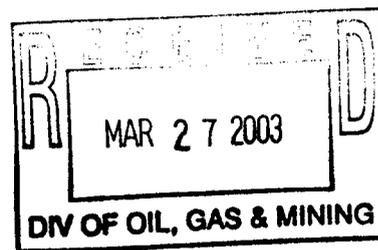
COMMENTS:

SHENANDOAH ENERGY INC.

11002 East 17500 South
Vernal, UT 84078
Phone: (435) 781-4300
Fax (435) 781-4329

March 25, 2003

Division of Oil, Gas & Mining
1594 W. N. Temple STE 1210
Salt Lake City, UT 84114-5801



To Whom It May Concern:

In reference to the State Oil and Gas Conservation rule R649-3-3 Shenandoah Energy Inc. OU GB 15G-16-8-22 is an exception location due to topography.

There are no additional lease owners with 460' of the proposed location. If you have any question please contact Raleen Searle @ (435) 781-4309.

Thank you,

Raleen Searle
Regulatory Affairs Analyst



State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

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

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

April 15, 2003

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

Re: Over and Under Glen Bench 15G-16-8-22 Well, 849' FSL, 1661' FEL, SW SE, Sec. 16, 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.

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby 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 43-047-34829.

Sincerely,

John R. Baza
Associate Director

pab
Enclosures

cc: Uintah County Assessor
SITLA

Operator: Shenandoah Energy Inc.
Well Name & Number Over and Under Glen Bench 15G-16-8-22
API Number: 43-047-34829
Lease: ML-22049

Location: SW SE **Sec.** 16 **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**

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

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

The following are Division of Oil, Gas and Mining contacts and their work telephone numbers (please leave a voice mail message if the person is not available to take the call):

- Dan Jarvis at (801) 538-5338
- Carol Daniels at (801) 538-5284 (spud)

3. **Reporting Requirements**

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

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

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

6. 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.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

005

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.
ML-22049

6. If Indian, Allottee or Tribe Name

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

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

8. Well Name and No.
OU GB 15G 16-8-22

9. API Well No.
43-047-34829

10. Field and Pool, or Exploratory
KENNEDY WASH

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

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
QEP UINTAH BASIN DIVISION

Contact: DAHN F. CALDWELL
E-Mail: Dahn.Caldwell@questar.com

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

3b. Phone No. (include area code)
Ph: 435.781.4342
Fx: 435.781.4357

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
Sec 16 T8S R22E SWSE 849FSL 1661FEL

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 4/30/03. Drill 12 1/4" hole to 473'KB. Ran 10 joints 9-5/8" 36# csg to 463'KB.

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

**Electronic Submission #21365 verified by the BLM Well Information System
For QEP UINTAH BASIN DIVISION, sent to the Vernal**

Name (Printed/Typed) DAHN F. CALDWELL

Title AUTHORIZED REPRESENTATIVE

Signature



Date 05/02/2003

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

MAY 06 2003

CONFIDENTIAL

006

State of Utah
Division of Oil, Gas and Mining

OPERATOR: QEP Uintah Basin Division
ADDRESS: 11002 East 17500 South
Vernal, Utah 84078-8526

OPERATOR ACCT. No. N-4235

(435)781-4300

ENTITY ACTION FORM - FORM 6

Action Code	Current Entity No.	New Entity No.	API Number	Well Name	QQ	SC	TP	RG	County	Spud Date	Effective Date
<u>B/A</u>	<u>99999</u>	<u>13777</u>	<u>43-047-34829</u>	<u>OUGB 15G 16 8 22</u>	<u>SWSE</u>	<u>16</u>	<u>8S</u>	<u>22E</u>	<u>Uintah</u>	<u>4/30/03</u>	<u>5/8/03</u>

WELL 1 COMMENTS:

New well to be drilled outside the Glen Bench Unit (Kennedy Wash) & is not in a participating area.

WELL 2 COMMENTS:

WELL 3 COMMENTS:

WELL 4 COMMENTS:

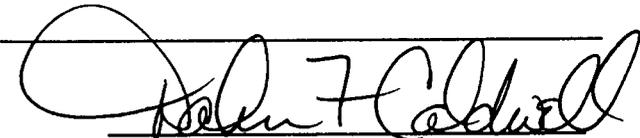
WELL 5 COMMENTS:

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)



Signature

Clerk Specialist 5/02/03
Title Date

Phone No. (435) 781-4342

RECEIVED

MAY 06 2003

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

FORM 9

007

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: ML-22049
2. NAME OF OPERATOR: SHENANDOAH ENERGY INC		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
3. ADDRESS OF OPERATOR: 11002 E. 17500 S. CITY VERNAL STATE UT ZIP 84078		7. UNIT or CA AGREEMENT NAME: N/A
4. LOCATION OF WELL FOOTAGES AT SURFACE: 849' FSL, 1661' FEL		8. WELL NAME and NUMBER: OU GB 15G-16-8-22
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWSE 16 8S 22E S		9. API NUMBER: 4304734829
COUNTY: UINTAH		10. FIELD AND POOL, OR WILDCAT: KENNEDY WASH
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 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: <u>FOOTAGE 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.

Shenandoah Energy Inc. has moved this well spot eight feet due to the rig layout. The new footages for this well is 854' FSL, 1655' FEL.

4441866Y 40.11851
632915X -109.44026

COPY SENT TO OPERATOR
Date: 2-5-16-03
Initials: CHD

**Approved by the
Utah Division of
Oil, Gas and Mining**
Date: 05-15-03
By: *[Signature]*

NAME (PLEASE PRINT) <u>RALEEN SEARLE</u>	TITLE <u>REGULATORY AFFAIRS ANALYST</u>
SIGNATURE <i>Raleen Searle</i>	DATE <u>5/8/2003</u>

(This space for State use only)

RECEIVED

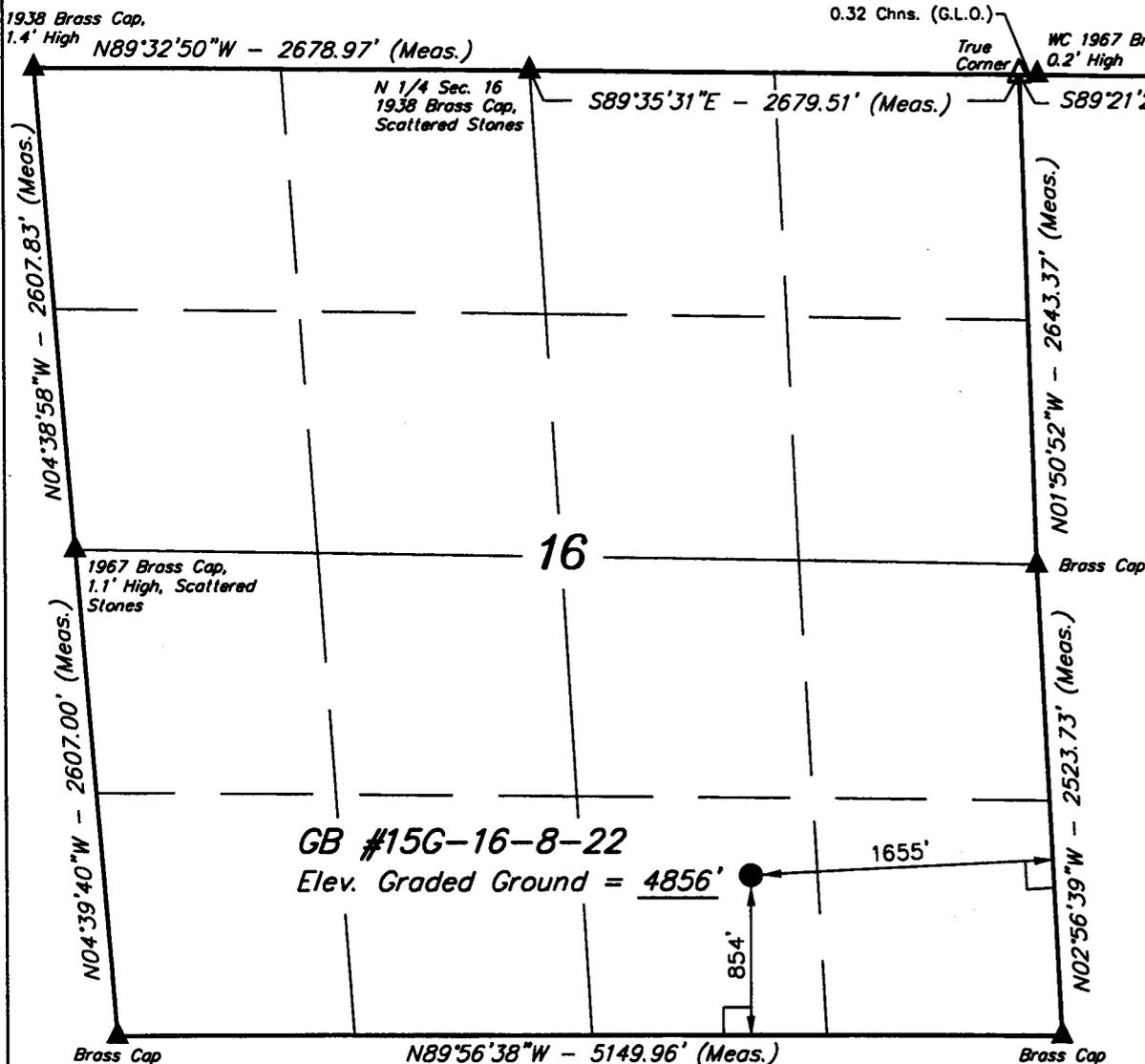
MAY 09 2003

DIV. OF OIL, GAS & MINING

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

BASIS OF BEARINGS

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

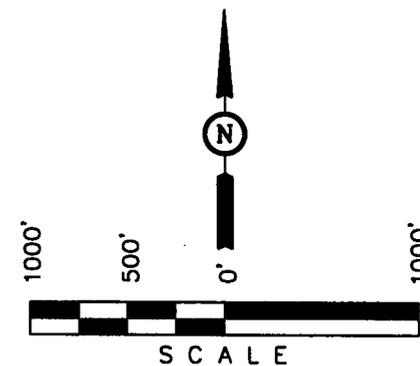


QUESTAR EXPLORATION & PRODUCTION

Well location, GB #15G-16-8-22, located as shown in the SW 1/4 SE 1/4 of Section 16, T8S, R22E, S.L.B.&M. Uintah County, Utah.

BASIS OF ELEVATION

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



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 L. Key

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161519
STATE OF UTAH

REVISED: 04-25-03 D.COX

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°07'06.45" (40.118458)
LONGITUDE = 109°26'28.44" (109.441233)

SCALE 1" = 1000'	DATE SURVEYED: 11-19-02	DATE DRAWN: 11-21-02
PARTY D.A. J.A. D.COX	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE QUESTAR EXPLORATION & PRODUCTION	

008

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

5. LEASE DESIGNATION AND SERIAL NUMBER:
ML-22049

SUNDRY NOTICES AND REPORTS ON WELLS

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

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:
N/A

1. TYPE OF WELL
OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:
OU GB 15G-16-8-22

2. NAME OF OPERATOR:
SHENANDOAH ENERGY INC.

9. API NUMBER:
4304734829

3. ADDRESS OF OPERATOR:
11002 E. 17500 S. CITY VERNAL STATE UT ZIP 84078

PHONE NUMBER:
(435) 781-4309

10. FIELD AND POOL, OR WLD/CAT:
KENNEDY WASH

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 849' FSL, 1661' FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWSE 16 8S 22E S

COUNTY: UINTAH

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: _____	<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>CONFIDENTIAL</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.

Shenandoah Energy Inc. has need to file all reports and logs for the OU GB 15G-16-8-22 as confidential.

NAME (PLEASE PRINT) Raleen Searle

TITLE Regulatory Affairs Analyst

SIGNATURE Raleen Searle

DATE 6-12-03

(This space for State use only)

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JUN 16 2003

DIV. OF OIL, GAS & MINING

009

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:
ML-22049

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

7. UNIT or CA AGREEMENT NAME:
N/A

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:
OU GB 15G-16-8-22

2. NAME OF OPERATOR:
SHENANDOAH ENERGY INC

9. API NUMBER:
4304734829

3. ADDRESS OF OPERATOR:
11002 E. 17500 S. CITY VERNAL STATE UT ZIP 84078

PHONE NUMBER:
(435) 781-4309

10. FIELD AND POOL, OR WILDCAT:
KENNEDY WASH

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 854' FSL, 1665' FEL, 1661' FEL,

COUNTY: UINTAH

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWSE 16 8S 22E S

STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
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 type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: METER INSTALLATION
	<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.

Shenandoah Energy Inc. has installed a new meter to measure lease fuel supplying the line heater for the OU GB 15G-16-8-22. Installation located at GB 4W-21-8-22 measuring lease supplying fuel gas to line heater at the OU GB 15G-16-8-22.

Electronic flow meter Autograph SN - AO2J2009

Meter is located in NWNW SECTION 21, T8S, R22E.

NAME (PLEASE PRINT) Raleen Searle

TITLE Regulatory Affairs Analyst

SIGNATURE *Raleen Searle*

DATE 7/7/2003

(This space for State use only)

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JUL 09 2003

DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

010

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.
ML22049

6. If Indian, Allottee or Tribe Name

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

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		CONFIDENTIAL	8. Well Name and No. OUGB 15G 16 8 22
2. Name of Operator SHENANDOAH ENERGY INC.			9. API Well No. 43-047-34829
3a. Address 11002 EAST 17500 SOUTH VERNAL, UT 84078		3b. Phone No. (include area code) Ph: 435.781.4306 Fx: 435.781.4329	10. Field and Pool, or Exploratory KENNEDY WASH
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 16 T8S R22E SWSE ⁸⁵⁴ 849 FSL ¹⁶⁶⁵ 166 FEL		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 6/06/03.

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

**Electronic Submission #23682 verified by the BLM Well Information System
For SHENANDOAH ENERGY INC., sent to the Vernal**

Name (Printed/Typed) ANN PETRIK

Title ADMINISTRATIVE CONTACT

Signature

(Electronic Submission)

Date 06/26/2003

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By

Title

RECEIVED

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

JUL 10 2003

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.

DIV. OF OIL, GAS & MINING

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

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:
3106
(UT-924)

July 21, 2003

Memorandum

To: Vernal Field Office
From: **ACTING** Chief, Branch of Minerals Adjudication
Subject: Name Change Approval

Attached is an approved copy of the name change from BLM-Eastern States, which is recognized by the Utah State Office. We have updated our records to reflect:

The name change from Shenandoah Energy Incorporated into QEP Uinta Basin, Incorporated is effective July 23, 1999. The BLM Bond Number is ESB000024.

Mary Higgins
Mary Higgins
Acting Chief, Branch of
Minerals Adjudication

Enclosure

1. Eastern States Letter
2. List of leases

cc: MMS, James Sykes, PO Box 25165, M/S 357 B1, Denver CO 80225
State of Utah, DOGM, Earlene Russell (Ste. 1210), Box 145801, SLC UT 84114
Teresa Thompson (UT-922)
Joe Incardine (UT-921)

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JUL 29 2003

DIV. OF OIL, GAS & MINING

SEI (N4235) to QEP (N2460)

well name	Sec	T	R	api DOGM	Entity	type	stat	
WV 14W-4-8-21	04	080S	210E	4304734040		Federal	GW	APD C
WV 16W-4-8-21	04	080S	210E	4304734041		Federal	GW	APD C
WV 5W-36-7-21	36	070S	210E	4304734099	13807	State	GW	DRL C
WV 16W-31-7-22	31	070S	220E	4304734257		Federal	GW	APD C
RED WASH 16W-19-7-22	19	070S	220E	4304734258		Federal	GW	APD C
WV 9W-16-7-21	16	070S	210E	4304734324		State	GW	APD
GH 6W-20-8-21	20	080S	210E	4304734331		Federal	GW	APD C
WV 10W-23-8-21	23	080S	210E	4304734341	13766	Federal	GW	PA C
WV 11W-23-8-21	23	080S	210E	4304734342		Federal	GW	APD C
WV 13W-23-8-21	23	080S	210E	4304734344		Federal	GW	APD C
WV 14W-23-8-21	23	080S	210E	4304734345		Federal	GW	APD C
WV 15W-23-8-21	23	080S	210E	4304734346		Federal	GW	APD C
WV 7W-31-7-22	31	070S	220E	4304734379		Federal	GW	APD C
WV 9W-30-7-22	30	070S	220E	4304734381		Federal	GW	APD C
WV 10W-25-7-21	25	070S	210E	4304734382		Federal	GW	APD C
WV 10W-26-7-21	26	070S	210E	4304734383		Federal	GW	APD C
WV 14W-30-7-22	30	070S	220E	4304734384	13750	Federal	GW	DRL C
WV 15W-27-7-21	27	070S	210E	4304734385		Federal	GW	APD C
GH 8W-20-8-21	20	080S	210E	4304734393		Federal	GW	APD C
SU PURDY 3W-30-7-22	30	070S	220E	4304734394		Federal	GW	APD C
STIRRUP UNIT 10G-5-8-22	05	080S	220E	4304734396		Federal	OW	APD C
WV 10W-35-7-21	35	070S	210E	4304734397		Federal	GW	APD C
WV 16G-6-8-22	06	080S	220E	4304734404		Federal	OW	APD C
SU 4W-26-7-21	26	070S	210E	4304734408		Federal	GW	APD C
STIRRUP U 12W-6-8-22	06	080S	220E	4304734449		Federal	GW	APD C
STIRRUP U 10W-6-8-22	06	080S	220E	4304734451		Federal	GW	APD C
STIRRUP U 8W-5-8-22	05	080S	220E	4304734453		Federal	GW	APD C
STIRRUP U 6W-5-8-22	05	080S	220E	4304734454		Federal	GW	APD C
WV EXT 10W-17-8-21	17	080S	210E	4304734561	13744	Federal	GW	P C
STIRRUP U 7G-5-8-22	05	080S	220E	4304734609		Federal	OW	APD C
STIRRUP U 9G-5-8-22	05	080S	220E	4304734610		Federal	OW	APD C
STIRRUP U 9G-6-8-22	06	080S	220E	4304734611		Federal	OW	APD C
OU GB 10W-16-8-22	16	080S	220E	4304734616		State	GW	APD C
OU GB 14W-16-8-22	16	080S	220E	4304734619		State	GW	APD C
OU GB 16W-20-8-22	20	080S	220E	4304734633		Federal	GW	APD C
OU WIH 15W-21-8-22	21	080S	220E	4304734634		Federal	GW	APD C
OU GB 8W-17-8-22	17	080S	220E	4304734647		Federal	GW	APD C
OU GB 11W-15-8-22	15	080S	220E	4304734648	13822	Federal	GW	DRL C
OU GB 16W-16-8-22	16	080S	220E	4304734655	13815	State	GW	DRL C
OU GB 1W-16-8-22	16	080S	220E	4304734656		State	GW	APD C
OU GB 8W-16-8-22	16	080S	220E	4304734660	13769	State	GW	DRL C
OU GB 3W-15-8-22	15	080S	220E	4304734677		Federal	GW	APD C
OU GB 4W-21-8-22	21	080S	220E	4304734685	13772	Federal	GW	P C
OU WIH 2W-21-8-22	21	080S	220E	4304734687	13837	Federal	GW	PA C
OU GB 9W-16-8-22	16	080S	220E	4304734692		State	GW	APD C
OU WIH 1W-21-8-22	21	080S	220E	4304734693		Federal	GW	APD C
OU GB 7G-19-8-22	19	080S	220E	4304734694		Federal	OW	APD C
OU GB 5G-19-8-22	19	080S	220E	4304734695	13786	Federal	OW	P C
OU GB 8W-20-8-22	20	080S	220E	4304734706		Federal	GW	APD C
OU SG 14W-15-8-22	15	080S	220E	4304734710	13821	Federal	GW	DRL C
OU SG 15W-15-8-22	15	080S	220E	4304734711	13790	Federal	GW	DRL C
OU SG 16W-15-8-22	15	080S	220E	4304734712	13820	Federal	GW	DRL C
OU SG 4W-15-8-22	15	080S	220E	4304734713	13775	Federal	GW	DRL C
OU SG 12W-15-8-22	15	080S	220E	4304734714	13828	Federal	GW	DRL C
OU SG 5W-15-8-22	15	080S	220E	4304734715		Federal	GW	APD C
OU SG 6W-15-8-22	15	080S	220E	4304734716	13865	Federal	GW	PA C
OU SG 8W-15-8-22	15	080S	220E	4304734717	13819	Federal	GW	DRL C

SEI (N4235) to QEP (N2460)

well name	Sec	T	R	api DOGM	Entity		type	stat	
OU SG 9W-15-8-22	15	080S	220E	4304734718	13773	Federal	GW	P	C
OU SG 1W-15-8-22	15	080S	220E	4304734720		Federal	GW	APD	C
OU SG 2W-15-8-22	15	080S	220E	4304734721		Federal	GW	APD	C
OU SG 7W-15-8-22	15	080S	220E	4304734722		Federal	GW	APD	C
GYP SUM HILLS 13HG-17-8-22	17	080S	210E	4304734723	13765	Federal	GW	DRL	C
OU GB 14SG-29-8-22	29	080S	220E	4304734743		Federal	GW	APD	C
OU GB 16SG-29-8-22	29	080S	220E	4304734744	13771	Federal	GW	DRL	C
OU GB 13W-10-8-22	10	080S	220E	4304734754	13774	Federal	GW	P	C
OU GB 6W-21-8-22	21	080S	220E	4304734755	13751	Federal	GW	P	C
OU SG 10W-10-8-22	10	080S	220E	4304734764		Federal	GW	DRL	C
OU SG 15W-10-8-22	10	080S	220E	4304734765	13849	Federal	GW	DRL	C
OU GB 14W-10-8-22	10	080S	220E	4304734768	13781	Federal	GW	P	C
OU SG 16W-10-8-22	10	080S	220E	4304734784	13777	Federal	GW	P	C
OU GB 15G-16-8-22	16	080S	220E	4304734829		State	OW	DRL	
BASER WASH 6W-7-7-22	07	070S	220E	4304734837		Federal	GW	APD	C
GB 5G-15-8-22	15	080S	220E	4304734876		Federal	OW	APD	C
GB 4G-21-8-22	21	080S	220E	4304734882		Federal	OW	APD	C
W IRON HORSE 2W-28-8-22	28	080S	220E	4304734883		Federal	GW	APD	C
OU GB 8WX-29-8-22	29	080S	220E	4304734884		Federal	GW	APD	C
GB 7W-36-8-21	36	080S	210E	4304734893		State	GW	APD	
GB 3W-36-8-21	36	080S	210E	4304734894	13791	State	GW	DRL	
NC 8M-32-8-22	32	080S	220E	4304734897		State	GW	APD	
NC 3M-32-8-22	32	080S	220E	4304734899		State	GW	APD	
N DUCK CREEK 3M-27-8-22	27	080S	210E	4304734900		Federal	GW	APD	C
N DUCK CREEK 9M-22-8-22	22	080S	210E	4304734901		Federal	GW	APD	C
N DUCK CREEK 11M-22-8-22	22	080S	210E	4304734902		Federal	GW	APD	C
NDC 10W-25-8-21	25	080S	210E	4304734923		Federal	GW	APD	C
GB 5W-36-8-21	36	080S	210E	4304734925	13808	State	GW	DRL	
GB 4W-36-8-21	36	080S	210E	4304734926		State	GW	APD	
WV EXT 1W-17-8-21	17	080S	210E	4304734927		Federal	GW	APD	C
WV EXT 8W-17-8-21	17	080S	210E	4304734929	13792	Federal	GW	DRL	C
NDC 11M-27-8-21	27	080S	210E	4304734952	13809	Federal	GW	DRL	C
NDC 9M-27-8-21	27	080S	210E	4304734956		Federal	GW	APD	C
NDC 1M-27-8-21	27	080S	210E	4304734957		Federal	GW	APD	C
NDC 15M-28-8-21	28	080S	210E	4304734958		Federal	GW	APD	C
NC 11M-32-8-22	32	080S	220E	4304735040		State	GW	NEW	
RED WASH U 34-27C	27	070S	240E	4304735045		Federal	GW	APD	C
WRU EIH 10W-35-8-22	35	080S	220E	4304735046	13544	Federal	GW	DRL	C
WRU EIH 9W-26-8-22	26	080S	220E	4304735047		Federal	GW	APD	C
WRU EIH 15W-26-8-22	26	080S	220E	4304735048		Federal	GW	APD	C
WRU EIH 1W-35-8-22	35	080S	220E	4304735049		Federal	GW	APD	C
WRU EIH 9W-35-8-22	35	080S	220E	4304735050		Federal	GW	APD	C
WRU EIH 7W-35-8-22	35	080S	220E	4304735051		Federal	GW	APD	C
WRU EIH 2W-35-8-22	35	080S	220E	4304735052		Federal	GW	APD	C

Exhibit of Leases

UTSL-065342	UTU-0825	UTU-65472	UTU-74971
UTSL-065429	UTU-0826	UTU-65632	UTU-74972
UTSL-066409-A	UTU-0827	UTU-67844	UTU-75079
UTSL-066446	UTU-0828	UTU-68217	UTU-75080
UTSL-066446-A	UTU-0829	UTU-68218	UTU-75081
UTSL-066446-B	UTU-0830	UTU-68219	UTU-75082
UTSL-066791	UTU-0933	UTU-68220	UTU-75083
UTSL-069330	UTU-0971	UTU-68387	UTU-75084
UTSL-070932-A	UTU-0971-A	UTU-68620	UTU-75085
UTSL-071745	UTU-01089	UTU-69001	UTU-75086
UTSL-071963	UTU-02025	UTU-70853	UTU-75087
UTSL-071964	UTU-02030	UTU-70854	UTU-75088
UTSL-071965	UTU-02060	UTU-70855	UTU-75102
	UTU-02148	UTU-70856	UTU-75103
UTU-046	UTU-02149	UTU-71416	UTU-75116
UTU-055	UTU-02510-A	UTU-72066	UTU-75243
UTU-057	UTU-09613	UTU-72109	UTU-75503
UTU-058	UTU-09617	UTU-72118	UTU-75678
UTU-059	UTU-09809	UTU-72598	UTU-75684
UTU-080	UTU-011225-B	UTU-72634	UTU-76278
UTU-081	UTU-011226	UTU-72649	UTU-75760
UTU-082	UTU-011226-B	UTU-73182	UTU-75939
UTU-093	UTU-012457	UTU-73443	UTU-76039
UTU-0116	UTU-012457-A	UTU-73456	UTU-76482
UTU-0558	UTU-018260-A	UTU-73680	UTU-76507
UTU-0559	UTU-022158	UTU-73681	UTU-76508
UTU-0560	UTU-025960	UTU-73684	UTU-76721
UTU-0561	UTU-025962	UTU-73686	UTU-76835
UTU-0562	UTU-025963	UTU-73687	UTU-77063
UTU-0566	UTU-029649	UTU-73698	UTU-77301
UTU-0567	UTU-65471	UTU-73699	UTU-77308
UTU-0568	UTU-65472	UTU-73700	UTU-78021
UTU-0569	UTU-103144	UTU-73710	UTU-78028
UTU-0570	UTU-140740	UTU-73914	UTU-78029
UTU-0571	UTU-14219	UTU-73917	UTU-78214
UTU-0572	UTU-14639	UTU-74401	UTU-78215
UTU-0629	UTU-16551	UTU-74402	UTU-78216
UTU-0802	UTU-28652	UTU-74407	UTU-80636
UTU-0803	UTU-42050	UTU-74408	UTU-80637
UTU0804	UTU-43915	UTU-74419	UTU-80638
UTU0805	UTU-43916	UTU-74493	UTU-80639
UTU0806	UTU-43917	UTU-74494	UTU-80640
UTU0807	UTU-43918	UTU-74495	
UTU0809	UTU-56947	UTU-74496	
UTU0810	UTU-65276	UTU-74836	
UTU-0823	UTU-65404	UTU-74842	
UTU-0824	UTU-65471	UTU-74968	

**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

011

5. LEASE DESIGNATION AND SERIAL NO.
ML-22049

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

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

1a. TYPE OF WELL OIL WELL GAS WELL DRY **CONFIDENTIAL**

b. TYPE OF COMPLETION

NEW WELL WORK OVER DEEP-EN PLUG BACK DIFF. RESVR. Other _____

PERIOD EXPIRED ON 7-6-04

7. UNIT AGREEMENT NAME
N/A

8. FARM OR LEASE NAME

2. NAME OF OPERATOR
~~QEP Uintah Basin, Inc.~~
SHENANDOAH ENERGY INC **CONFIDENTIAL**

9. WELL NO.
OU GB 15G 16-8-22

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

10. FIELD AND POOL, OR WILDCAT
KENNEDY WASH

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

At surface **854 FSL 1665 FEL**
SWSE, 849' FSL & 1661' FEL

At top rod. interval reported below **854 FSL 1665 FEL**
SWSE, 849' FSL & 1661' FEL

At total depth **854 FSL 1665 FEL**
SWSE, 849' FSL & 1661' FEL

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
Sec 16 T8S R22E Mer SLB

14. PERMIT NO. **43-049-34829** DATE ISSUED _____ 12. COUNTY OR PARISH **Uintah** 13. STATE **UT**

15. DATE SPUNDED **04/30/03** 16. DATE T.D. REACHED **05/12/03** 17. DATE COMPL. (Ready to prod.) **06/06/03** 18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* **KB** 19. ELEV. CASINGHEAD _____

20. TOTAL DEPTH, MD & TVD **5075'** 21. PLUG BACK T.D., MD & TVD **5034'** 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)*
4922' - 4926' 25. WAS DIRECTIONAL SURVEY MADE
No

26. TYPE ELECTRIC AND OTHER LOGS RUN
X CBL & COMP NEUTRON - TLD/GB 27. WAS WELL CORED
No

28. **Reb-9-03** 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	463'	12-1/4	175 sxs	
5.50	15.5	5075'	7.875	445 sxs	

29. LINER RECORD 30. TUBING RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
					2-7/8	4997	

31. PERFORATION RECORD (Interval, size and number)
4922' - 4926'

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

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
4922' - 4926'	Acidize - pump 500 gals of 7-1/2% HCL & Frac'd w/ 4000# 16/30 Mesh Sand

33.* PRODUCTION

DATE FIRST PRODUCTION	PRODUCTION METHOD (Flowing, gas lift, pumping--size and type of pump)	WELL STATUS (Producing or shut-in)					
6/06/03	Flows from well	Producing					
DATE OF TEST	HOURS TESTED	CHOKES SIZE	PROD'N FOR TEST PERIOD	OIL--BBL.	GAS--MCF.	WATER--BBL.	GAS-OIL RATIO
6/15/03	24			41.38	0	84.67	
FLOW. TUBING PRESS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL--BBL.	GAS--MCF	WATER--BBL	OIL GRAVITY-API (CORR.)	
110	0						

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

35. LIST OF ATTACHMENTS

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

SIGNED Jim Simonson (WIS is Down - manual Copy) TITLE Completion Manager DATE 8/12/03

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

RECEIVED
AUG 27 2003
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
Green River	2596	5075	CONFIDENTIAL	Green River	2596	
				Mahogany	3265	
				Glen Bench Sand	4916	
				TD	5075	

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
---	--

CA No.

Unit:

WELL NAME	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
- a. 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: IN PLACE
- 5b. Inspections of LA PA state/fee well sites complete on: n/a
- 5c. 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
- a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 965003033
- b. 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
GB 6W-25-8-21	GB 6W-25-8-21	SENW	25	080S	210E	4304734121	13440	fee	GW	P
GB 7W-25-8-21	GB 7W-25-8-21	SWNE	25	080S	210E	4304734122	13436	fee	GW	P
GB 11W-30-8-22	OU GB 11W 30 8 22	NESW	30	080S	220E	4304734392	13433	fee	GW	P
UTAH STATE 1	STATE 1	NENE	36	070S	240E	4304715128	5878	State	GW	P
KAYE STATE 1-16	KAYE STATE 1-16	NWNW	16	100S	230E	4304730609	5395	State	GW	P
TOLL STATION ST 8-36-8-21	TOLL STATION ST 8-36-8-21	SENE	36	080S	210E	4304732724	12361	State	GW	S
GLEN BENCH ST 8A-36-8-21	GB 8A 36 8 21	SENE	36	080S	210E	4304733037	12377	State	GW	P
GLEN BENCH ST 6-36-8-21	GB 6 36 8 21	SENW	36	080S	210E	4304733038	12378	State	GW	P
GLEN BENCH ST 2-36-8-21	GB 2 36 8 21	NWNE	36	080S	210E	4304733252	12527	State	GW	P
GH 1W-32-8-21	GH 1W-32-8-21	NENE	32	080S	210E	4304733570	12797	State	GW	P
GH 3W-32-8-21	GH 3W-32-8-21	NENW	32	080S	210E	4304733571	12796	State	GW	P
GH 5W-32-8-21	GH 5W-32-8-21	SWNW	32	080S	210E	4304733572	12828	State	GW	P
GH 7W-32-8-21	GH 7W-32-8-21	SWNE	32	080S	210E	4304733573	12872	State	GW	P
GH 2W-32-8-21	GH 2W-32-8-21	NWNE	32	080S	210E	4304733744	13029	State	GW	P
GH 4W-32-8-21	GH 4W-32-8-21	NWNW	32	080S	210E	4304733745	13035	State	GW	P
GH 8W-32-8-21	GH 8W-32-8-21	SENE	32	080S	210E	4304733746	13030	State	GW	P
GB 3W-16-8-22	OU GB 3W 16 8 22	NENW	16	080S	220E	4304733751	13577	State	GW	P
GB 5W-16-8-22	OU GB 5W 16 8 22	SWNW	16	080S	220E	4304733752	13570	State	GW	P
GH 6W-32-8-21	GH 6W-32-8-21	SENW	32	080S	210E	4304733753	13036	State	GW	P
GB 11W-16-8-22	OU GB 11W 16 8 22	NESW	16	080S	220E	4304733754	13582	State	GW	P
GH 5G-32-8-21	GH 5G-32-8-21	SWNW	32	080S	210E	4304733866	13037	State	OW	P
GB 1W-36-8-21	GB 1W-36-8-21	NENE	36	080S	210E	4304733944	13439	State	GW	P
WV 7W-36-7-21	WV 7W-36-7-21	SWNE	36	070S	210E	4304734065	13334	State	GW	TA
WV 9W-36-7-21	WV 9W-36-7-21	NESE	36	070S	210E	4304734066	13331	State	GW	TA
WV 9W-16-7-21	WV 9W-16-7-21	NESE	16	070S	210E	4304734324		State	GW	LA
OU GB 4W-16-8-22	OU GB 4W-16-8-22	NWNW	16	080S	220E	4304734598	13579	State	GW	P
OU GB 10W-16-8-22	OU GB 10W-16-8-22	NWSE	16	080S	220E	4304734616		State	GW	LA
OU GB 12W-16-8-22	OU GB 12W-16-8-22	NWSW	16	080S	220E	4304734617	13697	State	GW	P
OU GB 13W-16-8-22	OU GB 13W-16-8-22	SWSW	16	080S	220E	4304734618	13611	State	GW	P
GB 14MU-16-8-22	GB 14MU-16-8-22	SESW	16	080S	220E	4304734619	14196	State	GW	P
OU GB 15W-16-8-22	OU GB 15W-16-8-22	SWSE	16	080S	220E	4304734622	13595	State	GW	P
OU GB 16W-16-8-22	OU GB 16W-16-8-22	SESE	16	080S	220E	4304734655	13815	State	GW	P
OU GB 2W-16-8-22	OU GB 2W-16-8-22	NWNE	16	080S	220E	4304734657	13721	State	GW	P
OU GB 6W-16-8-22	OU GB 6W-16-8-22	SENW	16	080S	220E	4304734658	13592	State	GW	P
OU GB 8W-16-8-22	OU GB 8W-16-8-22	SENE	16	080S	220E	4304734660	13769	State	GW	TA
OU GB 9W-16-8-22	OU GB 9W-16-8-22	NESE	16	080S	220E	4304734692		State	GW	LA
OU GB 15G-16-8-22	OU GB 15G-16-8-22	SWSE	16	080S	220E	4304734829	13777	State	OW	S
GB 7MU-36-8-21	GB 7MU-36-8-21	SWNE	36	080S	210E	4304734893	14591	State	GW	P
GB 3W-36-8-21	GB 3W-36-8-21	NENW	36	080S	210E	4304734894	13791	State	GW	P
NC 8M-32-8-22	NC 8M-32-8-22	SENE	32	080S	220E	4304734897		State	GW	LA
NC 3M-32-8-22	NC 3M-32-8-22	NENW	32	080S	220E	4304734899		State	GW	LA

Original Well Name	Well Name & No.	Q/Q	SEC	TWP	RNG	API	Entity	Lease	Well Type	Status
GB 5W-36-8-21	GB 5W-36-8-21	SWNW	36	080S	210E	4304734925	13808	State	GW	P
GB 4MU-36-8-21	GB 4MU-36-8-21	NWNW	36	080S	210E	4304734926	14589	State	GW	P
NC 11M-32-8-22	NC 11M-32-8-22	NESW	32	080S	220E	4304735040		State	GW	LA
GB 5SG-36-8-21	GB 5SG-36-8-21	SWNW	36	080S	210E	4304735155	14015	State	GW	P
SC 13ML-16-10-23	SC 13ML-16-10-23	SWSW	16	100S	230E	4304735281	14036	State	GW	P
SC 3M-16-10-23	SC 3ML 16 10 23	NENW	16	100S	230E	4304735282	14014	State	GW	P
SC 11ML-16-10-23	SC 11ML-16-10-23	NESW	16	100S	230E	4304735311	14035	State	GW	P
BB E 15G-16-7-21	BBE 15G 16 7 21	SWSE	16	070S	210E	4304735408	14070	State	OW	P
WH 13G-2-7-24	WH 13G-2-7-24	SWSW	02	070S	240E	4304735484	14176	State	GW	TA
FR 9P-36-14-19	FR 9P-36-14-19	NWSW	31	140S	200E	4304735880	14310	State	GW	S
CB 13G-36-6-20	CB 13G-36-6-20	SWSW	36	060S	200E	4304735969		State	OW	LA
WH 2G-2-7-24	WH 2G-2-7-24	NWNE	02	070S	240E	4304736259		State	GW	APD
WH 4G-2-7-24	WH 4G-2-7-24	NWNW	02	070S	240E	4304736261		State	GW	APD
FR 1P-36-14-19	FR 1P-36-14-19	NWNW	31	140S	200E	4304736300	14859	State	GW	S
WK 3ML-2-9-24	WK 3ML-2-9-24	NENW	02	090S	240E	4304736723		State	GW	APD
WK 7ML-2-9-24	WK 7ML-2-9-24	SWNE	02	090S	240E	4304736724		State	GW	APD
SC 5ML-16-10-23	SC 5ML-16-10-23	SWNW	16	100S	230E	4304736877	15125	State	GW	P
SC 12ML-16-10-23	SC 12ML-16-10-23	NWSW	16	100S	230E	4304736878	15053	State	GW	P
SC 14ML-16-10-23	SC 14ML-16-10-23	SESW	16	100S	230E	4304736908	15070	State	GW	P
SC 4ML-16-10-23	SC 4ML-16-10-23	NWNW	16	100S	230E	4304736912	15208	State	GW	P
FR 3P-36-14-19	FR 3P-36-14-19	NWNW	36	140S	190E	4304737376	15736	State	GW	DRL
BBE 9W-16-7-21	BBE 9W-16-7-21	NESE	16	070S	210E	4304737745		State	GW	APD
GB 10ML-16-8-22	GB 10ML-16-8-22	NWSE	16	080S	220E	4304737943		State	GW	APD
GB 9ML-16-8-22	GB 9ML-16-8-22	NESE	16	080S	220E	4304737944	15851	State	GW	DRL
FR 11P-36-14-19	FR 11P-36-14-19	NWSW	36	140S	190E	4304738349		State	GW	DRL
GB 4SG-36-8-21	GB 4SG-36-8-21	NWNW	36	080S	210E	4304738764		State	GW	APD
GB 7SG-36-8-21	GB 7SG-36-8-21	SWNE	36	080S	210E	4304738765		State	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	8. WELL NAME and NUMBER: see attached
PHONE NUMBER: (303) 308-3068	9. API NUMBER: attached
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:	10. FIELD AND POOL, OR WILDCAT:

COUNTY: Uintah

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>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>

(This space for State use only)

RECEIVED

APR 19 2007

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 <small>CITY</small> Denver <small>STATE</small> CO <small>ZIP</small> 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>

(This space for State use only)

RECEIVED
APR 19 2007
DIV. OF OIL, GAS & MINING



State of Utah
DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil Gas and Mining

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

March 5, 2008

CERTIFIED MAIL NO. 7004 2510 0004 1824 5421

43 047 34829
OU GB 15 G-16-8-22
8S 22E 16

Mr. Kirk Fleetwood
Questar Exploration & Production
11002 East 17500 South
Vernal, Utah 84078

Re: Third Notice of Extended Shut-in and Temporarily Abandoned Well Requirements for Fee or State Leases.

Dear Mr. Fleetwood:

As of January 2008, Questar Exploration & Production has ten (10) State Mineral Lease Wells that are in non-compliance with the requirements for extended shut-in or temporarily abandoned (SI/TA) status (see attachment A). Wells SI/TA beyond twelve (12) consecutive months require the filing of a Sundry Notice in accordance with R649-3-36-1 for Utah Division of Oil, Gas & Mining ("Division") approval. Wells with five (5) years non-activity or non-productivity shall be plugged, unless the Division grants approval for extended shut-in time upon a showing of good cause by the operator (R649-3-36-1.3.3).

In March 2004 the Division notified Questar by certified mail that the following 3 wells were in violation of R649-3-36:

- Toll Station ST 8-36-8-21 API 4304732724
- WV 9W-36-7-21 API 4304734066
- WV 7W-36-7-21 API 4304734065

Questar responded with plans to recomplete, convert to injector, or plug and abandon (P&A) these wells by November 2004. To date, nothing has been done on these wells.



March 5, 2008

Questar Third Notice of Extended Shut-in and Temporarily Abandoned Well Requirements

In December 2005, a Second Notice was sent from the DOGM office that reiterated the need for Questar to comply with R649-3-36. Questar was noticed that the following three additional wells were also now in violation of R649-3-36:

- WV 11W-36-7-21 API 4304734067
- OU GB 8W-16-8-22 API 4304734660
- RWU 324(23-16B) API 4304733084

Telephone conversations between Questar and DOGM concerning these additional 3 wells, including a letter response from Questar dated December 29, 2005, followed. The letter response stated wells WV 9W-36-7-21 and WV 7W-36-7-21 were under review and wells Toll Station ST 8-36-8-21, WV 11W-36-7-21, OU GB8W-16-8-22, and RWU 324(23-16B) were scheduled for recompletion or plugging. RWU 324 (23-16B) was noticed for P&A and approved for plugging in February 2006. The well is currently listed as "operation suspended" in our database. DOGM records show that nothing has been done on any of the six wells to bring them into compliance with R649-3-36.

DOGM feels sufficient time has passed to make a determination on these wells. Please submit your plans to produce or plug these wells to DOGM within 30 days of this notice or a Notice of Violation (NOV) will be issued. **Note: As of July 1, 2003, wells in violation of the SI/TA rule R649-3-36 may be subject to full cost bonding (R649-3-1-4.2, 4.3).**

In addition to the six wells listed above, the following four additional wells are now also in violation of R649-3-36:

- WV 16W-2-8-21 API 4304733645
- OU GB 15G-16-8-22 API 4304734829
- RW 01-36BG API 4304736887
- HR 10MU-2-12-23 API 4304738055

This letter will serve as a first notice for these wells. Questar can put these wells back on production, plug the wells or request extended SI/TA. For extended SI/TA consideration, the operator shall provide the Division with the following:

1. Reasons for SI/TA of the well (R649-3-36-1.1).
2. The length of time the well is expected to be SI/TA (R649-3-36-1.2), and
3. An explanation and supporting data if necessary, showing the well has integrity, meaning that the casing, cement, equipment condition, static fluid level, pressure, existence/or absence of Underground Sources of Drinking Water, and other factors do not make the well a risk to public health and safety or the environment (R649-3-36-1.3).

March 5, 2008

Questar Third Notice of Extended Shut-in and Temporarily Abandoned Well Requirements

Submitting the information suggested below may help show well integrity and may help qualify your well for extended SI/TA.

1. Wellbore diagram, and
2. Copy of recent casing pressure test, and
3. Current pressures on the wellbore (tubing pressure, casing pressure, and casing/casing annuli pressure) showing wellbore has integrity, and
4. Fluid level in the wellbore, and
5. An explanation of how the submitted information proves integrity.

Additionally, DOGM has not received Sundry notice of testing on well HR 10MU-2-12-23 (API 4304738055) completed in January 2007.

Please respond with your plans for all wells referenced in this letter. If the required information is not received within 30 days of the date of this notice, further actions will be initiated. If you have any questions concerning this matter, please contact me at (801) 538-5281.

Sincerely,



Dustin K. Doucet
Petroleum Engineer

js

Attachment

cc: Well File
Operator Compliance File
Jim Davis, SITLA

ATTACHMENT A

	Well Name	API	Lease Type	Years/Months Inactive
1	TOLL STATION ST 8-36-8-21	4304732724	ML-22051	11 years 7 months
2	RW 23-16B	4304733084	ML-3037	7 years 4 months
3	WV 16W-2-8-21	4304733645	ML-2785	2 years 3 months
4	WV 7W-36-7-21	4304734065	ML-47040	6 years 2 months
5	WV 9W-36-7-21	4304734066	ML-47040	6 years 3 months
6	WV 11W-36-7-21	4304734067	ML-47040	2 years 8 months
7	OU GB 8W-16-8-22	4304734660	ML-22049	4 years 9 months
8	OU GB 15G-16-8-22	4304734829	ML-22049	3 years 3 months
9	RW 01-36BG	4304736887	UTO-0566-ST	1 years 2 months
10	HR 10MU-2-12-23	4304738055	ML-50193	1 year 1 month



State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

September 29, 2008

CERTIFIED MAIL NO.: 7004 2510 0004 1824 6404

Mr. Lucius McGilviry
Questar Exploration & Production
11002 East 17500 South
Vernal, UT 84078

43 047 34829
DU 4B 15G 16-8-22
8S 22E 16

Re: Second Notice of Extended Shut-in and Temporarily Abandoned Well Requirements for Wells on Fee or State Leases.

Dear Mr. McGilviry:

As of August 2008, Questar Exploration & Production ("Questar") has five (5) State Mineral Lease Wells (see attachment A) that are in non-compliance with the requirements for extended shut-in or temporarily abandoned (SI/TA) status. Wells SI/TA beyond twelve (12) consecutive months require the filing of a Sundry Notice in accordance with R649-3-36-1 for Utah Division of Oil, Gas & Mining ("Division" or "DOG M") approval. Wells with five (5) years non-activity or non-productivity shall be plugged, unless the Division grants approval for extended shut-in time upon a showing of good cause by the operator (R649-3-36-1.3.3).

On March 5, 2008, the Division notified you by certified mail that wells 1 through 4 (Attachment A) required filing for an extension or a Sundry Notice for plugging and abandonment. On April 22, 2008, it was understood from our phone conversation that plans to PA these wells would be submitted within a two week time frame. DOGM feels more than sufficient time has passed since the notice was issued to make a determination on these wells. Please submit your plans to produce or plug these wells to DOGM within 30 days of this notice or further actions will be initiated. Note: an additional well has come into non-compliance since our last conversation and letter in April. This well should also be addressed. A notice of violation was sent out separately to cover the additional 6 wells that are currently in non-compliance.



Page 2
September 29, 2008
Mr. McGilviry

For extended SI/TA consideration the operator shall provide the Division with the following:

1. Reasons for SI/TA of the well (R649-3-36-1.1).
2. The length of time the well is expected to be SI/TA (R649-3-36-1.2), and
3. An explanation and supporting data if necessary, for showing the well has integrity, meaning that the casing, cement, equipment condition, static fluid level, pressure, existence or absence of Underground Sources of Drinking Water and other factors do not make the well a risk to public health and safety or the environment (R649-3-36-1.3)

Submitting the information suggested below may help show well integrity and may help qualify your well for extended SI/TA. **Note: As of July 1, 2003, wells in violation of the SI/TA rule R649-3-36 may be subject to full cost bonding (R649-3-1-4.2, 4.3).**

1. Wellbore diagram, and
2. Copy of recent casing pressure test, and
3. Current pressures on the wellbore (tubing pressure, casing pressure, and casing/casing annuli pressure) showing wellbore has integrity, and
4. Fluid level in the wellbore, and
5. An explanation of how the submitted information proves integrity.

If the required information is not received within 30 days of the date of this notice, further actions will be initiated. If you have any questions concerning this matter, please contact me at (801) 538-5281.

Sincerely,



Dustin K. Doucet
Petroleum Engineer

JP/js
Enclosure

cc: Jim Davis, SITLA
Well File
Compliance File

ATTACHMENT A

	Well Name	API	Lease Type	Years Inactive
1	WV 16W-2-8-21	43-047-33645	ML-2785	2 Years 9 Months
2	OU GB 15G-16-8-22	43-047-34829	STATE	3 Years 9 Months
3	RW 01-36BG	43-047-36887	UTO-0566-ST	1 Year 8 Months
4	HR 10MU-2-12-23	43-047-38055	ML-50193	1 Year 7 Months
5	GB 4SG-36-8-21	43-047-38764	ML-22051	1 Year

UTAH DEPARTMENT OF NATURAL RESOURCES

Division of Oil, Gas & Mining

Oil and Gas Program

1594 West North Temple, Suite 1210, Box 145801

Salt Lake City, Utah 84114-5801

(801) 538-5340 Phone

(801) 359-3940 Fax

NOTICE OF VIOLATION
STATE OF UTAH
OIL AND GAS CONSERVATION ACT

To the following operator:

Name: QUESTAR EXPLORATION AND PRODUCTION

Well(s) or Site(s): 1.) OU GB 15G-16-8-22 API #: 43-047-34829
2.) WVFU 16W-2-8-21 43-047-33645
3.) HR 10MU-2-12-23 43-047-38055

Date and Time of Inspection/Violation: January 28, 2009

Mailing Address: Attn: Lucius McGilviry
11002 East 17500 South
Vernal, UT 84078

Under the authority of the Utah Oil and Gas Conservation Act, Section 40-6 et. Seq., Utah Code Annotated, 1953, as amended, the undersigned authorized representative of the Division of Oil, Gas and Mining (Division) has conducted an inspection of the above described site and/or records on the above date and has found alleged violation(s) of the act, rules or permit conditions as described below.

Description of Violation(s):

Rule R649-3-36, Shut-in and Temporarily Abandoned Wells –According to Rule R649-3-36, the operator is required to supply the Division with reasons for extended SI/TA, the length of time for extended SI/TA and proof of well bore integrity for every well SI/TA over 12 consecutive months. After 5 years of continued SI/TA, the wells are to be plugged unless good cause is supplied to the Division for extended SI/TA in addition to the required information just mentioned.

The Division has initiated several contacts with Questar Exploration and Production (Questar) requesting required documents and action per R649-3-36. On March 5, 2008, the Division notified you by certified mail that the above wells required filing for an extension or a Sundry Notice for plugging and abandonment. On April 22, 2008, it was understood from a phone conversation that plans to PA these wells would be submitted within a two week time frame. A second notice was sent out via certified mail on September 29, 2008 again addressing these wells non-compliance issues. To date our records show nothing has been done to move the wells out of violation status.

Action: For the wells subject to this notice, Questar shall either submit the information required by R649-3-36, plug and abandon or place the well on production.

Questar Exploration and Production

January 28, 2009

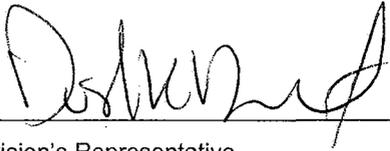
Notice of Violation

This notice shall remain in effect until it is modified, terminated, or vacated by a written notice of an authorized representative of the director of the Division of Oil, Gas and Mining. Failure to comply with this notice will result in the Division pursuing further actions against said operator. Further actions may include initiation of agency actions to order full cost bonding and plugging and abandonment of wells and requests for bond forfeiture and civil penalties.

Compliance Deadline: April 1, 2009

Date of Service Mailing: February 11, 2009

CERTIFIED MAIL NO: 7004 2510 0004 1824 6862



Division's Representative

Operator or Representative
(If presented in person)

cc: Well Files
Operator Compliance File

6/2005



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

June 9, 2009

CERTIFIED MAIL NO. : 7004 1160 0003 0190 2969

Lucius McGilviry
Questar Exploration & Production
11002 East 17500 South
Vernal, Utah 84078

43 047 34829
85 22E 16

Subject: Notices of Violation dated 9/29/2008 & 2/11/2009

Dear Mr. McGilviry:

A Notice of Violation (NOV) for the Toll Station St 8-36-8-21, WV 7W-36-7-21, WV 9W-36-7-21, WV 11W-36-7-21 and OU GB 8W-16-8-22 wells was issued to Questar Exploration & Production (QEP) by the Utah Division of Oil, Gas & Mining on September 29, 2008. The NOV was sent certified mail and signed for by Mandie Brasfield. The compliance deadline for the NOV was November 1, 2008. To date QEP has not taken the corrective action required by the NOV.

A Notice of Violation for the OU GB-15G-16-8-22, WVFU 16W-2-8-21 and HR 10 MU-2-12-23 wells was issued to Questar Exploration & Production (QEP) by the Utah Division of Oil, Gas & Mining (the "Division") on February 11, 2009. The NOV was sent certified mail and signed for by Amber McDonald. The compliance deadline for the NOV was April 1, 2009. To date QEP has not taken the corrective action required by the NOV.

The Division respectfully requests QEP contact Clinton Dworshak (801-538-5280) within fifteen (15) days of receipt of this letter to set a date and time to meet with the Division to discuss how to best resolve the compliance problems sited in the above-mentioned Notices of Violation.

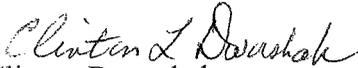


Page 2

QEP Notices of Violation dated 9/29/2008 & 2/11/2009
June 9, 2009

Failure to comply with this Division request may result in further actions against QEP. Further actions may include initiation of agency actions ordering full cost bonding (R649-3-1.4), bond forfeiture (R649-3-36), plugging and abandonment of wells (R649-3-36), and/or formal hearing before the Board of Oil, Gas and Mining, as described in the Utah Administrative Code R641.

Sincerely,


Clinton Dworshak
Enforcement Manager

CLD/js

Enclosure

cc: Gil Hunt
Dustin Doucet
Well Files
Compliance File
SITLA

N:\O&G Reviewed Docs\ChronFile\Compliance

UTAH DEPARTMENT OF NATURAL RESOURCES

Division of Oil, Gas & Mining

Oil and Gas Program

1594 West North Temple, Suite 1210, Box 145801

Salt Lake City, Utah 84114-5801

(801) 538-5340 Phone

(801) 359-3940 Fax

NOTICE OF VIOLATION
STATE OF UTAH
OIL AND GAS CONSERVATION ACT

To the following operator:

Name: Questar Exploration & Production

Table with 2 columns: Well(s) or Site(s) and API #. Contains 6 rows of well information including TOLL STATION ST 8-36-8-21, WV 7W-36-7-21, WV 9W-36-7-21, RW 23-16B, WV 11W-36-7-21, and OU GB 8W-16-8-22.

Date and Time of Inspection/Violation: August 5, 2008

Mailing Address: Attn: Lucius McGilviry
11002 East 17500 South
Vernal, UT 84078

Under the authority of the Utah Oil and Gas Conservation Act, Section 40-6 et. Seq., Utah Code Annotated, 1953, as amended, the undersigned authorized representative of the Division of Oil, Gas and Mining (Division) has conducted an inspection of the above described site and/or records on the above date and has found alleged violation(s) of the act, rules or permit conditions as described below.

Description of Violation(s):

Rule R649-3-36, Shut-in and Temporarily Abandoned Wells - The above referenced wells have been Shut-in or Temporarily Abandoned (SI/TA) over 5 years. According to Rule R649-3-36, the operator is required to supply the Division with reasons for extended SI/TA, the length of time for extended SI/TA and proof of well bore integrity for every well SI/TA over 12 consecutive months. After 5 years of continued SI/TA, the wells are to be plugged unless good cause is supplied to the Division for extended SI/TA in addition to the required information just mentioned.

The Division has initiated several contacts with Questar Exploration & Production (Questar) requesting this information. Wells 1 through 3 (listed above) had a first notice sent out via certified mail on March 19, 2004. A follow-up letter was sent out, dated July 21, 2004, on behalf of a response received from Questar. It was, at that time, understood by the Division that Questar intended to re-complete, convert to injection or plug and abandon these wells. An extension of SI/TA status was then issued valid until November 15, 2004. Wells 4 through 6 (listed above) were addressed via phone conversations as well as a response from Questar dated December 29, 2005. In this, Questar stated these wells were scheduled for recompletion or plugging. After substantial time had passed without any action on any of the six wells listed, a third notice dated March 5, 2008, was sent addressing all previous communications as well as stating that our records show nothing having been done to move these wells into compliance. Phone conversations were also held with Mr. McGilviry on April 22, 2008 concerning plans to submit required information within a two-week time frame. To date, the required information has not been submitted to the Division nor has action to PA or re-complete the wells been initiated.

Action: For the well subject to this notice, Questar shall either submit the information required by R649-3-36, plug and abandon or place the well on production.

Questar Exploration & Production
August 5, 2008 Notice of Violation

This notice shall remain in effect until it is modified, terminated, or vacated by a written notice of an authorized representative of the director of the Division of Oil, Gas and Mining. Failure to comply with this notice will result in the Division pursuing further actions against said operator. Further actions may include initiation of agency actions to order full cost bonding and plugging and abandonment of wells and requests for bond forfeiture and civil penalties.

Compliance Deadline: November 1, 2008

Date of Service Mailing: September 29, 2008

CERTIFIED MAIL NO: 7004 2610 0004 1824 6411



Division's Representative

Operator or Representative
(If presented in person)

6/2005

7004 2510 0004 1824 6411

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only. No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

Postage \$		<p>9/29/08</p> <p>Postmark Date</p>
Certified Fee		
Returns Receipt Fee (Endorsement Required)		
Restricted Delivery Fee (Endorsement Required)		
Total Postage		
<p>Send To: MR LUCIUS MCGILVIRY QUESTAR E & P 11002 E 17500 S VERNAL UT 84078</p> <p>Street, Apt or PO Box City, State</p>		

SENDER: COMPLETE THIS SECTION

- Complete Items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

MR LUCIUS MCGILVIRY
QUESTAR E & P
11002 E 17500 S
VERNAL UT 84078

2. Article Number
(Transfer from service label)

COMPLETE THIS SECTION ON DELIVERY

A. Signature
 Agent
 Addressee

B. Received by (Printed Name)
 C. Date of Delivery

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

7004 2510 0004 1824 6411

UTAH DEPARTMENT OF NATURAL RESOURCES

Division of Oil, Gas & Mining

Oil and Gas Program

1594 West North Temple, Suite 1210, Box 145801

Salt Lake City, Utah 84114-5801

(801) 538-5340 Phone

(801) 359-3940 Fax

NOTICE OF VIOLATION
STATE OF UTAH
OIL AND GAS CONSERVATION ACT

To the following operator:

Name: QUESTAR EXPLORATION AND PRODUCTION

Well(s) or Site(s): 1.) <u>OU GB 15G-16-8-22</u>	API #:	<u>43-047-34829</u>
2.) <u>WVFU 16W-2-8-21</u>		<u>43-047-33645</u>
3.) <u>HR 10MU-2-12-23</u>		<u>43-047-38055</u>

Date and Time of Inspection/Violation: January 28, 2009

Mailing Address: Attn: Lucius McGilvry
11002 East 17500 South
Vernal, UT 84078

Under the authority of the Utah Oil and Gas Conservation Act, Section 40-6 et. Seq., Utah Code Annotated, 1953, as amended, the undersigned authorized representative of the Division of Oil, Gas and Mining (Division) has conducted an inspection of the above described site and/or records on the above date and has found alleged violation(s) of the act, rules or permit conditions as described below.

Description of Violation(s):

Rule R649-3-36, Shut-in and Temporarily Abandoned Wells -According to Rule R649-3-36, the operator is required to supply the Division with reasons for extended SI/TA, the length of time for extended SI/TA and proof of well bore integrity for every well SI/TA over 12 consecutive months. After 5 years of continued SI/TA, the wells are to be plugged unless good cause is supplied to the Division for extended SI/TA in addition to the required information just mentioned.

The Division has initiated several contacts with Questar Exploration and Production (Questar) requesting required documents and action per R649-3-36. On March 5, 2008, the Division notified you by certified mail that the above wells required filing for an extension or a Sundry Notice for plugging and abandonment. On April 22, 2008, it was understood from a phone conversation that plans to PA these wells would be submitted within a two week time frame. A second notice was sent out via certified mail on September 29, 2008 again addressing these wells non-compliance issues. To date our records show nothing has been done to move the wells out of violation status.

Action: For the wells subject to this notice, Questar shall either submit the information required by R649-3-36, plug and abandon or place the well on production.

Questar Exploration and Production

January 28, 2009

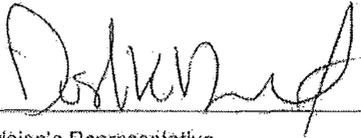
Notice of Violation

This notice shall remain in effect until it is modified, terminated, or vacated by a written notice of an authorized representative of the director of the Division of Oil, Gas and Mining. Failure to comply with this notice will result in the Division pursuing further actions against said operator. Further actions may include initiation of agency actions to order full cost bonding and plugging and abandonment of wells and requests for bond forfeiture and civil penalties.

Compliance Deadline: April 1, 2009

Date of Service Mailing: February 11, 2009

CERTIFIED MAIL NO: 7004 2510 0004 1824 6862



Division's Representative

Operator or Representative

(If presented in person)

cc: Well Files
Operator Compliance File

6/2005



July 8, 2009

Mr Clinton Dworshak
Enforcement Officer
Division of Oil, Gas and Mining
Department of Natural Resources
State of Utah
P.O. Box 145801
Salt Lake City, Utah 84114-5801

43 047 34829
85 22E 16

Subject: Notices of Violation dated 9/29/2008 & 2/11/2009 and Second Notice Letter dated 5/04/2009

Dear Mr Dworshak:

A conference call was held on July 7, 2009 with the following participants to discuss the non-compliance issues listed in the subject correspondence:

Dustin Doucet,	Division of Oil, Gas and Mining (DOGM)
Clinton Dworshak	DOGM
Joshua Payne	DOGM
Kirk Fleetwood	Questar Exploration and Production Company (QEP)
Lucius McGillivray	QEP
Rick Canterbury	QEP

The following is the proposed action for each well and timeframe as discussed in the call:

WV 7W-36-7-21 → 43-047-34065
WV 9W-36-7-21 → 43-047-34066
WV 11W-36-7-21 → 43-047-34067

A Sundry Notice of Intent to abandon has been submitted for each well. These wells will be plugged in the late summer (August or September, 2009).

Toll Station 8-36-8-21 → 43-047-32724

We have approval from the State of Utah and will plug this well in the late summer (August or September, 2009).

OUGB 8W-16-8-22 → 43-047-34660

A Sundry Notice to recomplate this well is being submitted to your office and the recompletion will be initiated 30 to 60 days after approved.

→ OUGB 15G-16-8-22 → 43-047-34829

This well will be returned to production within the next 30 days.

WV 16W-2-8-21 → 43-047-33645

A Sundry Notice to recomplate this well has been approved and is planned for late summer.

RECEIVED

JUL 13 2009

DIV. OF OIL, GAS & MINING

July 8, 2009

HR10 MU 2-12-23 → 43-047-38055

It is not economic to place this well on production under the current market conditions. We are submitting a Sundry Notice requesting shut in status. A mechanical integrity test will be performed within the next 30 days and the Division of Oil, Gas and Mining will be notified prior to the tests. Results will be submitted to your office.

GB 4SG-36-8-21 → 43-047-38764
GB 7SG-36-8-21 → 43-047-38765

We are submitting a Sundry Notice requesting shut in status for both wells. There are shallower zones with production potential but a recompletion and testing program is not economic at this time, given the current natural gas market conditions.

A mechanical integrity test will be performed within the next 30 days and the Division of Oil, Gas and Mining will be notified prior to the test. Results will be submitted to your office.

Enclosed are the sundry notices submitted for the mechanical integrity tests. The remainder of sundries have been or will be submitted within the next week.

Sincerely,



Rick Canterbury
Regulatory Affairs

Enclosures

7004 2510 0004 1824 6862

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2/11/09

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Sent to: **LUCIUS MCGILVIRY**
 Street: **QUESTAR E & P**
 City: **11002 E 17500 S**
 State: **VERNAI UT 84078**

PS Form 3810, June 2002 See Reverse for Instructions

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

LUCIUS MCGILVIRY
QUESTAR E & P
11002 E 17500 S
VERNAI UT 84078

2. Article Number
(Transfer from service label)

7004 2510 0004 1824 6862

COMPLETE THIS SECTION ON DELIVERY

A. Signature: *Mike McDonald* Agent Addressee
 B. Received by (Printed Name): _____ C. Date of Delivery: _____

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

3. Service Type
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 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

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JEAN SWEET
UTAH DIVISION OF OIL GAS & MINING
PO BOX 145801
SALT LAKE CITY UT 84114-5801

RECEIVED
FEB 18 2009

DIV. OF OIL, GAS & MINING

PS Form 3800, June 2002
LUCIUS MC
QUESTAR B
11002 E 1750
VERNA UT

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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:

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

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

- Changes entered in the **Oil and Gas Database** on: 6/30/2010
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 6/30/2010
- Bond information entered in RBDMS on: 6/30/2010
- Fee/State wells attached to bond in RBDMS on: 6/30/2010
- Injection Projects to new operator in RBDMS on: 6/30/2010
- 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: 965010693
- (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 965010695
- 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:

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
6. IF INDIAN, ALLOTTEE OR TRIBE NAME: See attached
7. UNIT or CA AGREEMENT NAME: See attached
8. WELL NAME and NUMBER: See attached
9. API NUMBER: Attached
10. FIELD AND POOL, OR WILDCAT: See attached

1 TYPE OF WELL OIL WELL GAS WELL OTHER _____

2 NAME OF OPERATOR:
Questar Exploration and Production Company *N5085*

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
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

COUNTY: Attached
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"/> 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"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input 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~~ } *965010695*
 Fee Land Bond Number: ~~965003033~~ }
 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) Morgan Anderson TITLE Regulatory Affairs Analyst
 SIGNATURE *Morgan Anderson* DATE 6/23/2010

(This space for State use only)

RECEIVED
JUN 28 2010

APPROVED 6/30/2009
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

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

well_name	sec	tpw	rng	api	entity	mineral lease	type	stat	C
Wr 16G-32-10-17	32	100S	170E	4301350370		State	OW	NEW	C
STATE 1	36	070S	240E	4304715128	5878	State	GW	P	
KAYE STATE 1-16	16	100S	230E	4304730609	5395	State	GW	P	
TOLL STATION ST 8-36-8-21	36	080S	210E	4304732724	12361	State	GW	S	
GB 8A-36-8-21	36	080S	210E	4304733037	12377	State	GW	P	
GB 6-36-8-21	36	080S	210E	4304733038	12378	State	GW	P	
GB 2-36-8-21	36	080S	210E	4304733252	12527	State	GW	P	
GH 1W-32-8-21	32	080S	210E	4304733570	12797	State	GW	P	
GH 3W-32-8-21	32	080S	210E	4304733571	12796	State	GW	P	
GH 5W-32-8-21	32	080S	210E	4304733572	12828	State	GW	P	
GH 7W-32-8-21	32	080S	210E	4304733573	12872	State	GW	P	
GH 2W-32-8-21	32	080S	210E	4304733744	13029	State	GW	P	
GH 4W-32-8-21	32	080S	210E	4304733745	13035	State	GW	P	
GH 8W-32-8-21	32	080S	210E	4304733746	13030	State	GW	P	
OU GB 3W-16-8-22	16	080S	220E	4304733751	13577	State	GW	P	
OU GB 5W-16-8-22	16	080S	220E	4304733752	13570	State	GW	P	
GH 6W-32-8-21	32	080S	210E	4304733753	13036	State	GW	P	
OU GB 11W-16-8-22	16	080S	220E	4304733754	13582	State	GW	P	
GH 5G-32-8-21	32	080S	210E	4304733866	13037	State	OW	P	
GB 1W-36-8-21	36	080S	210E	4304733944	13439	State	GW	P	
WV 2W-2-8-21	02	080S	210E	4304734034	13678	State	GW	P	
GB 6W-25-8-21	25	080S	210E	4304734121	13440	Fee	GW	P	
GB 7W-25-8-21	25	080S	210E	4304734122	13436	Fee	GW	P	
WV 9W-16-7-21	16	070S	210E	4304734324		State	GW	LA	
OU GB 11W-30-8-22	30	080S	220E	4304734392	13433	Fee	GW	P	
OU GB 4W-16-8-22	16	080S	220E	4304734598	13579	State	GW	P	
OU GB 10W-16-8-22	16	080S	220E	4304734616		State	GW	LA	
OU GB 12W-16-8-22	16	080S	220E	4304734617	13697	State	GW	P	
OU GB 13W-16-8-22	16	080S	220E	4304734618	13611	State	GW	P	
GB 14MU-16-8-22	16	080S	220E	4304734619	14196	State	GW	P	
OU GB 15W-16-8-22	16	080S	220E	4304734622	13595	State	GW	P	
OU GB 16W-16-8-22	16	080S	220E	4304734655	13815	State	GW	P	
OU GB 2W-16-8-22	16	080S	220E	4304734657	13721	State	GW	P	
OU GB 6W-16-8-22	16	080S	220E	4304734658	13592	State	GW	P	
OU GB 8W-16-8-22	16	080S	220E	4304734660	13769	State	GW	TA	
OU GB 9W-16-8-22	16	080S	220E	4304734692		State	GW	LA	
OU GB 15G-16-8-22	16	080S	220E	4304734829	13777	State	OW	S	
GB 7MU-36-8-21	36	080S	210E	4304734893	14591	State	GW	P	
GB 3W-36-8-21	36	080S	210E	4304734894	13791	State	GW	P	
NC 8M-32-8-22	32	080S	220E	4304734897		State	GW	LA	
NC 3M-32-8-22	32	080S	220E	4304734899		State	GW	LA	
GB 5W-36-8-21	36	080S	210E	4304734925	13808	State	GW	P	
GB 4MU-36-8-21	36	080S	210E	4304734926	14589	State	GW	P	
NC 11M-32-8-22	32	080S	220E	4304735040		State	GW	LA	
GB 5SG-36-8-21	36	080S	210E	4304735155	14015	State	GW	P	
SC 13ML-16-10-23	16	100S	230E	4304735281	14036	State	GW	P	
SC 3ML-16-10-23	16	100S	230E	4304735282	14014	State	GW	P	
SC 11ML-16-10-23	16	100S	230E	4304735311	14035	State	GW	P	
WH 13G-2-7-24	02	070S	240E	4304735484	14176	State	D	PA	
FR 9P-36-14-19	31	140S	200E	4304735880	14310	State	GW	P	
CB 13G-36-6-20	36	060S	200E	4304735969		State	OW	LA	

Bonds: BLM = ESB000024

BIA = 956010693

State = 965010695

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

well_name	sec	twp	rng	api	entity	mineral lease	type	stat	C
WH 2G-2-7-24	02	070S	240E	4304736259		State	GW	LA	
WH 4G-2-7-24	02	070S	240E	4304736261		State	GW	LA	
FR 1P-36-14-19	31	140S	200E	4304736300	14859	State	GW	P	
WK 3ML-2-9-24	02	090S	240E	4304736723		State	GW	LA	
WK 7ML-2-9-24	02	090S	240E	4304736724		State	GW	LA	
SC 5ML-16-10-23	16	100S	230E	4304736877	15125	State	GW	P	
SC 12ML-16-10-23	16	100S	230E	4304736878	15053	State	GW	P	
SC 14ML-16-10-23	16	100S	230E	4304736908	15070	State	GW	P	
SC 4ML-16-10-23	16	100S	230E	4304736912	15208	State	GW	P	
FR 3P-36-14-19	36	140S	190E	4304737376	15736	State	GW	P	
BZ 12ML-16-8-24	16	080S	240E	4304737670		State	GW	LA	
BZ 10D-16-8-24	16	080S	240E	4304737671	15979	State	GW	S	
BZ 14ML-16-8-24	16	080S	240E	4304737672		State	GW	LA	
BBE 9W-16-7-21	16	070S	210E	4304737745		State	GW	LA	
GB 10ML-16-8-22	16	080S	220E	4304737943		State	GW	LA	
GB 9ML-16-8-22	16	080S	220E	4304737944	15851	State	GW	P	
HR 2MU-2-12-23	02	120S	230E	4304738052		State	GW	LA	
HR 3MU-2-12-23	02	120S	230E	4304738053		State	GW	LA	
HR 6MU-2-12-23	02	120S	230E	4304738054		State	GW	LA	
HR 10MU-2-12-23	02	120S	230E	4304738055	15737	State	GW	S	
HR 12MU-2-12-23	02	120S	230E	4304738056		State	GW	LA	
HR 14MU-2-12-23	02	120S	230E	4304738057		State	GW	LA	
HR 16MU-2-12-23	02	120S	230E	4304738058		State	GW	LA	
FR 11P-36-14-19	36	140S	190E	4304738349	15899	State	GW	P	
GB 4SG-36-8-21	36	080S	210E	4304738764	16142	State	GW	P	
GB 7SG-36-8-21	36	080S	210E	4304738765	16144	State	GW	P	
WF 3D-32-15-19	32	150S	190E	4304738877		State	GW	APD	C
SCS 5C-32-14-19	32	140S	190E	4304738963	16759	State	GW	P	
FR 7P-36-14-19	31	140S	200E	4304738992	15955	State	GW	P	
SCS 10C-16-15-19	16	150S	190E	4304739683	16633	State	GW	P	
FR 6P-16-14-19	16	140S	190E	4304740350		State	GW	APD	C

Bonds: BLM = ESB000024

BIA = 956010693

State = 965010695



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

September 14, 2012

CERTIFIED MAIL NO.: 70110110000135682325

Mr. Ryan Angus
QEP Energy Company
11002 East 17500 South
Vernal, UT 84078

43 047 34829
OU GB 15G-16-8-22
8S 22E 16

Subject: Extended Shut-in and Temporary Abandoned Well Requirements for Fee or State Leases

Dear Mr. Angus:

As of January 2012, Questar Exploration & Production (Questar) has nine (9) State Lease Wells (see attachment A) that are currently in non-compliance with the requirements for extended shut-in or temporarily abandoned (SI/TA) status. Four (4) of the above wells have been issued and are currently under Notices of Violation. The remaining five (5) wells have been added to Questar's SI/TA list this year.

Wells with five (5) years non-activity or non-productivity shall be plugged, unless the Division grants approval for extended shut-in time upon a showing of good cause by the operator (649-3-36-1.3.3). Wells SI/TA beyond twelve (12) consecutive months requires filing a Sundry Notice (R649-3-36-1).

For extended SI/TA consideration the operator shall provide the Utah Division of Oil, Gas & Mining with the following:

1. Reasons for SI/TA of the well (R649-3-36-1.1).
2. The length of time the well is expected to be SI/TA (R649-3-36-1.2), and
3. An explanation and supporting data if necessary, for showing the well has integrity, meaning that the casing, cement, equipment condition, static fluid level, pressure, existence or absence of Underground Sources of Drinking Water and other factors do not make the well a risk to public health and safety or the environment (R649-3-36-1.3).



Page 2
QEP Energy Company
September 14, 2012

Please note that the Divisions preferred method for showing well integrity is by MIT.

Submitting the information suggested below may help show well integrity and may help qualify your well for extended SI/TA. **Note: As of July 1, 2003, wells in violation of the SI/TA rule R649-3-36 may be subject to full cost bonding (R649-3-1-4.2, 4.3).**

1. Wellbore diagram, and
2. Copy of recent casing pressure test, and
3. Current pressures on the wellbore (tubing pressure, casing pressure, and casing/casing annuli pressure) showing wellbore has integrity, and
4. Fluid level in the wellbore, and
5. An explanation of how the submitted information proves integrity.

If the required information is not received within 30 days of the date of this notice, further actions may be initiated. If you have any questions concerning this matter, please contact me at (801) 538-5281.

Sincerely,



Dustin K. Doucet
Petroleum Engineer

DKD/JP/ear

cc: LaVonne Garrison, SITLA
Compliance File
Well File

N:\O&G Reviewed Docs\ChronFile\PetroleumEngineer\SITA

ATTACHMENT A

	Well Name	API	LEASE	Years Inactive
1st NOTICE				
1	BIG SPRING 3-36 GR	43-013-33168	ML-47051	2 Years 4 Months
2	GILSONITE 11-02 GR	43-013-33483	ML-47049	2 Years 5 Months
3	BIG WASH 61-16 GR	43-013-33485	ML-47000	2 Years 5 Months
4	GB 4SG-36-8-21	43-047-38764	ML-22051	1 Year 1 Month
5	GB 7SG-36-8-21	43-047-38765	ML-22051	1 Year 8 Months
OUTSTANDING NOVs				
6	TOLL STATION ST 8-36	43-047-32724	ML-22051	15 Years 6 Months
7	OU GB 8W-16-8-22	43-047-34660	ML-22049	8 Years 8 Months
8	OU GB 15G-16-8-22	43-047-34829	ML-22049	7 Years 2 Months
9	WV 16W-2-8-21	43-047-33645	ML-2785	6 Years 2 Months

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: ML-22049
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: QEP ENERGY COMPANY	8. WELL NAME and NUMBER: OU GB 15G-16-8-22
3. ADDRESS OF OPERATOR: 11002 East 17500 South , Vernal, Ut, 84078	PHONE NUMBER: 303 308-3068 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0854 FSL 1655 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWSE Section: 16 Township: 08.0S Range: 22.0E Meridian: S	9. API NUMBER: 43047348290000
	9. FIELD and POOL or WILDCAT: KENNEDY WASH
	COUNTY: UINTAH
	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 Approximate date work will start: 9/30/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input checked="" type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

QEP ENERGY COMPANY PLANS TO PLUG AND ABANDON THE ABOVE REFERENCED WELL AS FOLLOWS: 1. MIRU RIG AND 5000' 2-3/8" WORK STRING. 2. ND WH AND NU BOP. 3. POOH AND LAY DOWN RODS AND 2-7/8" TUBING. 4. PU AND RIH WITH BIT AND SCRAPER TO 4900'. 5. RIH WITH CICR AND SET AT 4900'. SQUEEZE 10 SX BELOW AND SPOT 5 SX ON TOP. 6. BALANCE A PLUG FROM 2696' - 2496' WITH 25 SX TO COVER THE TOP OF THE GREEN RIVER. 7. RU WIRELINE AND SHOOT HOLES IN PRODUCTION PIPE AT 525'. 8. ESTABLISH CIRCULATION DOWN THE CASING AND UP THE ANNULUS (SHOULD TAKE ABOUT 20 BBLs). 9. PUMP CEMENT DOWN CASING AND UP ANNULUS UNTIL CEMENT RETURNS AT SURFACE IN ANNULUS. 10. CUT OFF WELL HEAD AND WELD ON DRY HOLE MARKER. BACK FILL AND GPS WELL HEAD.

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

Date: October 15, 2013

By: *D. K. Quist*

NAME (PLEASE PRINT) Benna Muth	PHONE NUMBER 435 781-4320	TITLE Regulatory Assistant
SIGNATURE N/A	DATE 9/17/2013	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Sundry Conditions of Approval Well Number 43047348290000

- 1. Notify the Division at least 24 hours prior to conducting abandonment operations. Please call Dan Jarvis at 801-538-5338.**
- 2. Amend Plug # 1: A minimum of 10 sx shall be spotted on the CICR @ 4900' not 5 sx as proposed.**
- 3. Note Plug # 3: Quantity to circulate cement back to surface should be approximately 37 bbls.**
- 4. All balanced plugs shall be tagged to ensure that they are at the depth specified.**
- 5. All annuli shall be cemented from a minimum depth of 100' to the surface.**
- 6. Surface reclamation shall be done in accordance with R649-3-34 – Well Site Restoration.**
- 7. All requirements in the Oil and Gas Conservation General Rule R649-3-24 shall apply.**
- 8. If there are any changes to the procedure or the wellbore configuration, notify Dustin Doucet at 801-538-5281 (ofc) or 801-733-0983 (home) prior to continuing with the procedure.**
- 9. All other requirements for notice and reporting in the Oil and Gas Conservation General Rules shall apply.**

10/15/2013

Wellbore Diagram

r263

API Well No: 43-047-34829-00-00 Permit No:

Well Name/No: OU GB 15G-16-8-22

Company Name: QEP ENERGY COMPANY

Location: Sec: 16 T: 8S R: 22E Spot: SWSE

Coordinates: X: 632853 Y: 4442071

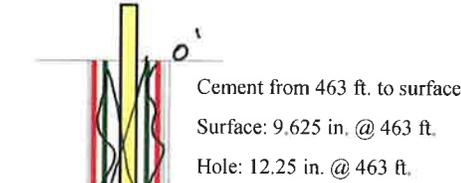
Field Name: KENNEDY WASH

County Name: Uintah

String Information

String	Bottom (ft sub)	Diameter (inches)	Weight (lb/ft)	Length (ft)	Capacity (cf/cf)
HOL1	463	12.25			
SURF	463	9.625	36	463	
HOL2	5075	7.875			
PROD	5075	5.5	15.5	5075	7.483
T1	4997	2.875			

$7\frac{7}{8}'' \times 5\frac{1}{2}'' (108) \rightarrow 4.094$
 $9\frac{5}{8}'' \times 5\frac{1}{2}'' \rightarrow 3.716$

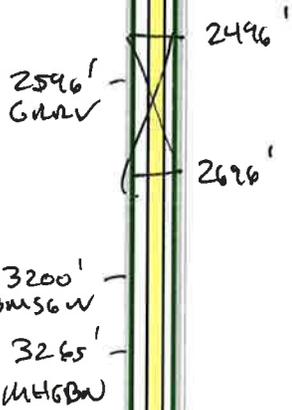


Plug #3
 $\frac{10}{\text{OUT}} \frac{525'}{(1.15)(7.483)} = 615x$
 $\frac{\text{OUT}}{62'} (1.15)(4.094) = 135x$
 $\frac{463'}{(1.15)(3.716)} = 1085x$

1825x
Propose 206 bbls (req approx. 37 bbls)

Cement Information

String	BOC (ft sub)	TOC (ft sub)	Class	Sacks
PROD	5075	600	UK	445
SURF	463	0	UK	175



Plug #2
 $(255x)(1.15)(7.483) = 215' \text{ } \checkmark \text{ } \text{OK.}$

Perforation Information

Top (ft sub)	Bottom (ft sub)	Shts/Ft	No Shts	Dt Squeeze
4922	4926			

Formation Information

Formation	Depth
GRRV	2596
BMSW	3200
MHGBN	3265

4820'
Cement from 5075 ft. to 600 ft.

Tubing: 2.875 in. @ 4997 ft.
C102 @ 4900
Production: 5.5 in. @ 5075 ft.

> 4922'

Hole: 7.875 in. @ 5075 ft.

> 4926'

* Plug #1

Below $(105x)(1.15)(7.483) = 86'$

* Above $(55x)(1.15)(7.483) = 43'$ (105x on top minimum)

TD: 5075 TVD: 5075 PBTD: 5034

10/15/2013

Wellbore Diagram

r263

API Well No: 43-047-34829-00-00 Permit No:

Well Name/No: OU GB 15G-16-8-22

Company Name: QEP ENERGY COMPANY

Location: Sec: 16 T: 8S R: 22E Spot: SWSE

Coordinates: X: 632853 Y: 4442071

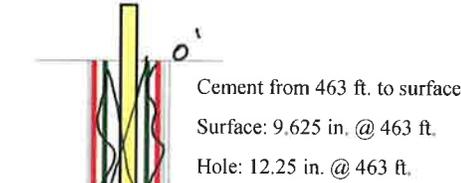
Field Name: KENNEDY WASH

County Name: Uintah

String Information

String	Bottom (ft sub)	Diameter (inches)	Weight (lb/ft)	Length (ft)	Capacity (cf/cf)
HOL1	463	12.25			
SURF	463	9.625	36	463	
HOL2	5075	7.875			
PROD	5075	5.5	15.5	5075	7.483
T1	4997	2.875			

$7\frac{7}{8}'' \times 5\frac{1}{2}'' (108) \rightarrow 4.094$
 $9\frac{5}{8}'' \times 5\frac{1}{2}'' \rightarrow 3.716$

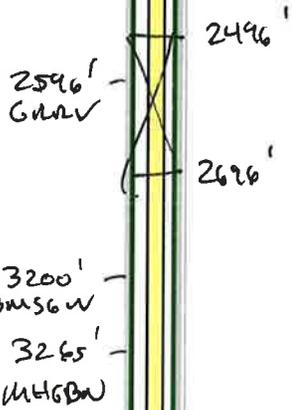


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1825x
Propose 206 bbls (req approx. 37 bbls)

Cement Information

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PROD	5075	600	UK	445
SURF	463	0	UK	175



Plug #2
 $(255x)(1.15)(7.483) = 215' \text{ } \checkmark \text{ } \text{OK.}$

Perforation Information

Top (ft sub)	Bottom (ft sub)	Shts/Ft	No Shts	Dt Squeeze
4922	4926			

Formation Information

Formation	Depth
GRRV	2596
BMSW	3200
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TD: 5075 TVD: 5075 PBTD: 5034

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: ML-22049
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: QEP ENERGY COMPANY		8. WELL NAME and NUMBER: OU GB 15G-16-8-22
3. ADDRESS OF OPERATOR: 11002 East 17500 South , Vernal, Ut, 84078		9. API NUMBER: 43047348290000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0854 FSL 1655 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWSE Section: 16 Township: 08.0S Range: 22.0E Meridian: S		9. FIELD and POOL or WILDCAT: KENNEDY WASH
		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 Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 11/24/2013	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input checked="" type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input type="text"/>

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

ON NOVEMBER 24, 2013, QEP ENERGY COMPANY PLUGGED THE ABOVE REFERENCED WELL AS FOLLOWS: 1. PLUG #1 - SET CICR @4900' AND PUMP 22 SX CLASS B CEMENT. TOC AT 4794'. 2. PLUG #2 - BALANCE A PLUG FROM 2714' - 2441' WITH 31 SX. 3. PLUG #3 - SHOOT HOLES AT 525' AND CIRCULATE CEMENT WITH 200 SX TO SURFACE. 4. CUT OFF WELL HEAD AND WELD ON DRY HOLE MARKER. 5. SPACER FLUID USED HAD CORROSION INHIBITOR. DAVE HACKFORD WITH UDOGM WITNESSED THE PLUGGING OPERATIONS.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
December 03, 2013**

NAME (PLEASE PRINT) Benna Muth	PHONE NUMBER 435 781-4320	TITLE Regulatory Assistant
SIGNATURE N/A	DATE 12/3/2013	