

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

005

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
RED WASH U 34-27C	27	070S	240E	4304735045		Federal	GW	APD	C
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
N DUCK CREEK 9M-22-8-21	22	080S	210E	4304734901		Federal	GW	APD	C
N DUCK CREEK 11M-22-8-21	22	080S	210E	4304734902		Federal	GW	APD	C
NDC 10W-25-8-21	25	080S	210E	4304734923		Federal	GW	APD	C
N DUCK CREEK 3M-27-8-21	27	080S	210E	4304734900		Federal	GW	APD	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
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	
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	
WRU EIH 9W-26-8-22	26	080S	220E	4304735047		Federal	GW	APD	C
NC 8M-32-8-22	32	080S	220E	4304734897		State	GW	APD	
NC 3M-32-8-22	32	080S	220E	4304734899		State	GW	APD	
NC 11M-32-8-22	32	080S	220E	4304735040		State	GW	NEW	
WRU EIH 10W-35-8-22	35	080S	220E	4304735046	13544	Federal	GW	DRL	C

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

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

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

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

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

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

DATA ENTRY:

- 1. Changes entered in the Oil and Gas Database on: 9/11/2003
- 2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 9/11/2003
- 3. Bond information entered in RBDMS on: n/a
- 4. Fee wells attached to bond in RBDMS on: n/a

STATE WELL(S) BOND VERIFICATION:

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

FEDERAL WELL(S) BOND VERIFICATION:

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

INDIAN WELL(S) BOND VERIFICATION:

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

FEE WELL(S) BOND VERIFICATION:

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

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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
GYPSUM 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

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RECEIVED

FEB 10 2003

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

DIV. OF OIL, GAS & MINING

FORM 3

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL [X] REENTER [] DEEPEN []
B. TYPE OF WELL [] OIL [X] GAS OTHER [] SINGLE ZONE [X] MULTIPLE ZONE []
2. NAME OF OPERATOR: SHENANDOAH ENERGY, INC.
3. ADDRESS OF OPERATOR: 11002 E. 17500 S. CITY VERNAL STATE UT ZIP 84078 PHONE NUMBER: (435) 781-4341
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 824' FNL, 2378' FWL 4438026Y 40.08473 AT PROPOSED PRODUCING ZONE: SAME 627703X -109.50216
10. FIELD AND POOL, OR WILDCAT: NATURAL BUTTES
11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 36 8S 21E
12. COUNTY: UINTAH 13. STATE: UTAH
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 39+/- MILES WEST OF VERNAL, UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE(FEET) 824' +/-
16. NUMBER OF ACRES IN LEASE: 400
17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 1500' +/-
19. PROPOSED DEPTH 7400
20. BOND DESCRIPTION: 159261960
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 4734' KB
22. APPROXIMATE DATE WORK WILL START: ASAP
23. ESTIMATED DURATION: 10 DAYS

PROPOSED CASING AND CEMENTING PROGRAM

Table with 4 columns: SIZE OF HOLE, CASING SIZE, GRADE, AND WEIGHT PER FOOT, SETTING DEPTH, CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT. Rows include 12 1/4", 7 7/8", and 4 1/2" casing sizes.

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
[] EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER
[] FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OW

NAME (PLEASE PRINT) John Busch TITLE Construction Supervisor
SIGNATURE [Signature] DATE Feb 05-03

(This space for State use only)

API NUMBER ASSIGNED: 43-047-34894 APPROVAL: [Signature]

(11/2001)

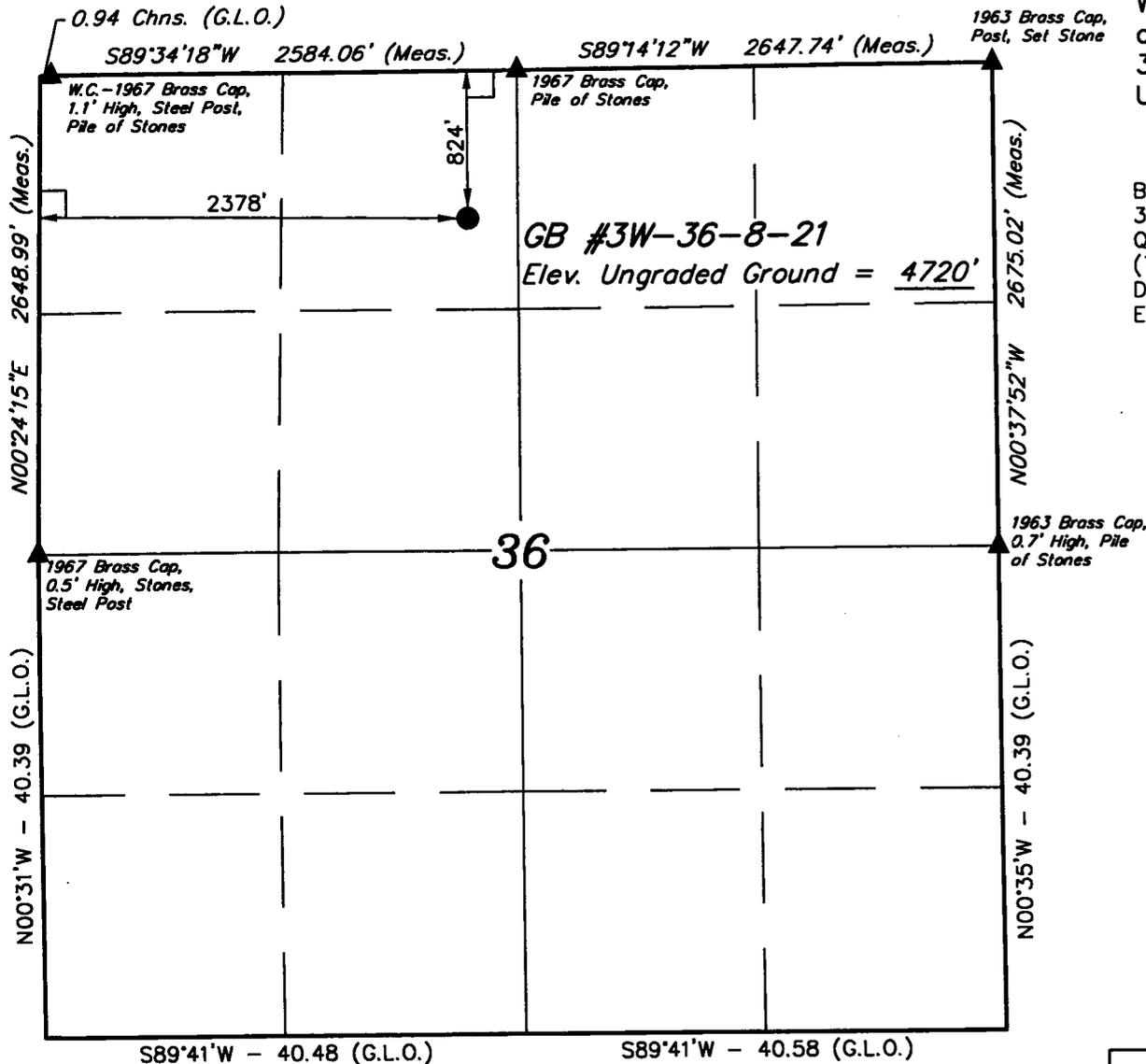
(See Instruction on Reverse Side)

Approved by the Utah Division of Oil, Gas and Mining
Date: 02-26-03
By: [Signature]

T8S, R21E, S.L.B.&M.

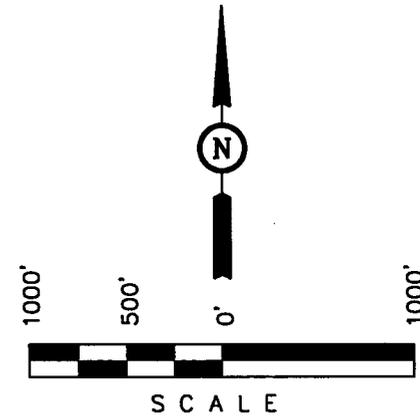
SHENANDOAH ENERGY, INC.

Well location, GB #3W-36-8-21, located as shown in the NE 1/4 NW 1/4 of Section 36, T8S, R21E, S.L.B.&M., Uintah County, Utah.



BASIS OF ELEVATION

BENCH MARK (20EAM) LOCATED IN THE SE 1/4 OF SECTION 35, T8S, R21E, S.L.B.&M. TAKEN FROM THE OURAY SE QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE SERIES (TOPOGRAPHICAL 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 J. Kay
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161318
 STATE OF UTAH KAY

BASIS OF BEARINGS

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

LEGEND:

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

(NAD 83)

LATITUDE = 40°05'05.52" (40.084867)
 LONGITUDE = 109°30'09.84" (109.502733)

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

SCALE 1" = 1000'	DATE SURVEYED: 1-27-03	DATE DRAWN: 1-29-03
PARTY S.H. G.O. C.G.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE SHENANDOAH ENERGY, INC.	

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	2274'	
Mahogany Ledge	2904'	
Wasatch	5399'	
TD (Wasatch)	7400'	

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

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

<u>Substance</u>	<u>Formation</u>	<u>Depth</u>
Oil/Gas	Wasatch	7400'

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 Ute Tribe.

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"	K-55	36lb/ft (new)
Production	7400'	7-7/8"	4-1/2"	J-55	11.6lb/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: Wasatch 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	656 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 5900' ($\pm 300'$ above top of Lower Wasatch). 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 2960.0 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

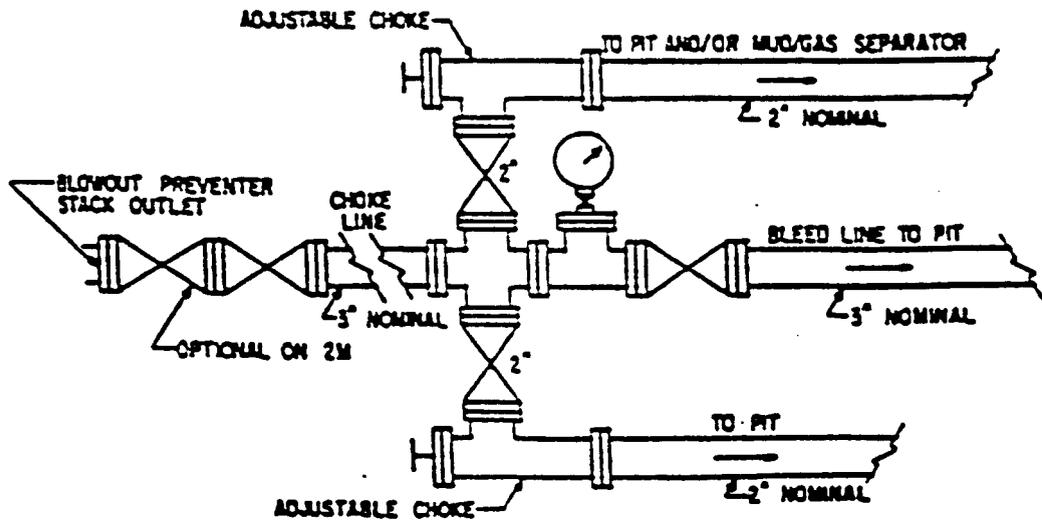
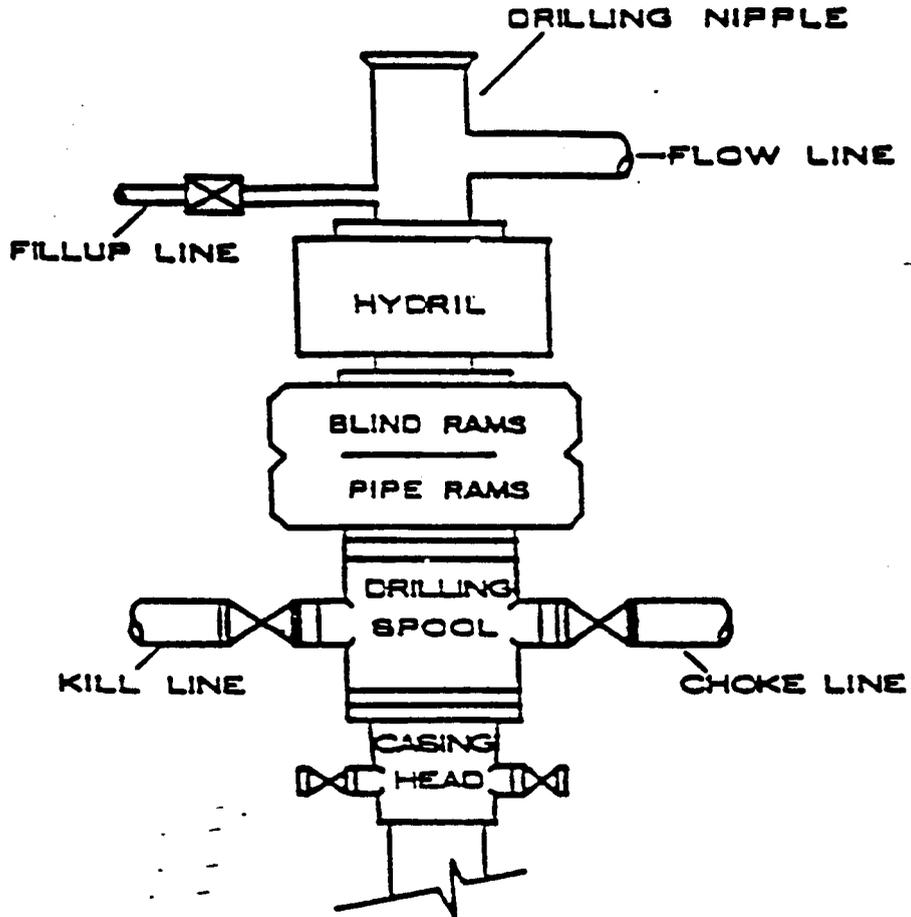
John Busch
Red Wash Operations Representative

February 5, 2003

Date

Drilling Program

SCHEMATIC DIAGRAM OF 3,000 PSI BOP STACK

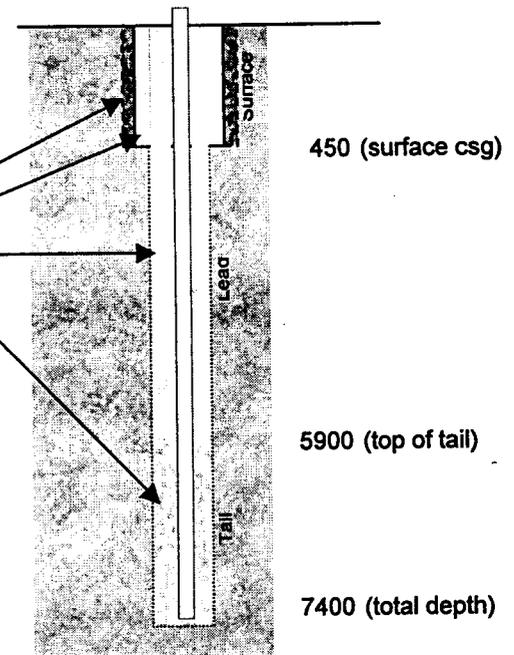


Cement Calculations V2

x-rq (3ju01)

Interval	wo factor	hole dia	csg dia	cf/f	yield	sxs/ft	feet	sxs
Surf Csg	1.2	12.25	9.625	0.673	1.18	0.571	450	257
Lead1	1.2	9.625	4.5	0.617	3.81	0.162	450	73
Lead2	1.2	7.875	4.5	0.377	3.81	0.099	5900	583
Tail	1.2	7.875	4.5	0.377	1.25	0.301	1500	452

surf csg	257 sxs
total lead	656 sxs
total tail	452 sxs
total	1365 sxs



GB 3W-36-8-21

SHENANDOAH ENERGY, INC.

GB #3W-36-8-21

LOCATED IN UINTAH COUNTY, UTAH
SECTION 36, T8S, R21E, S.L.B.&M.

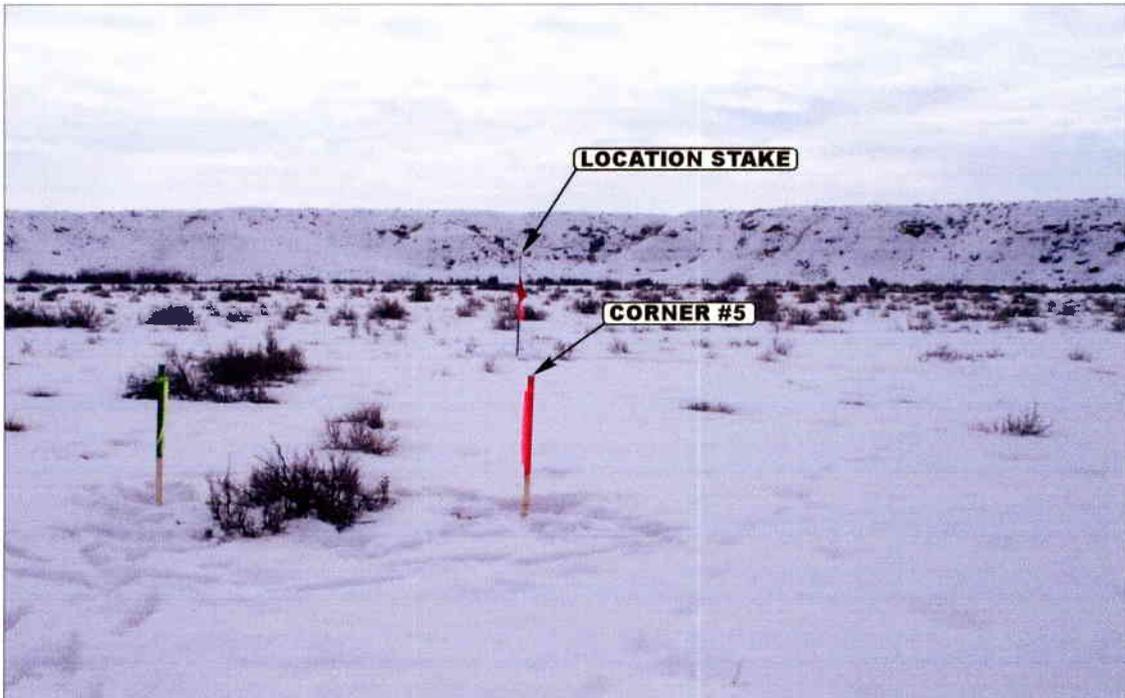


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: SOUTHERLY

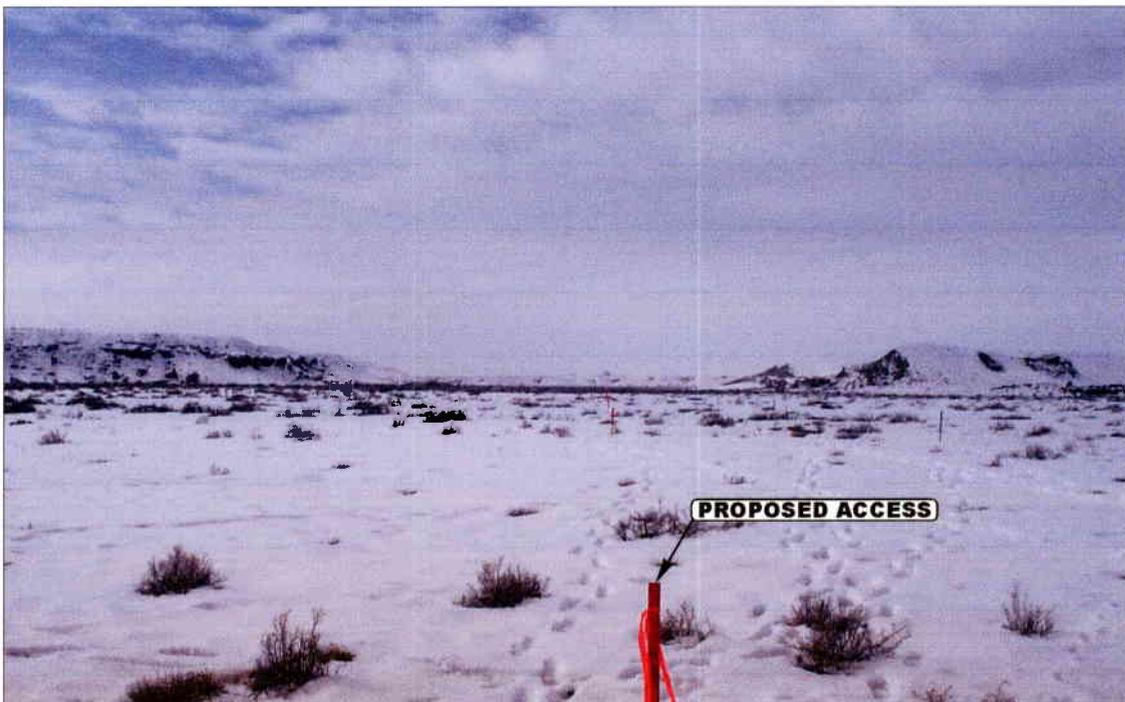


PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: WESTERLY



- Since 1964 -

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

LOCATION PHOTOS

01 29 03
MONTH DAY YEAR

PHOTO

TAKEN BY: S.H.

DRAWN BY: P.M.

REVISED: 00-00-00

SHENANDOAH ENERGY, INC.

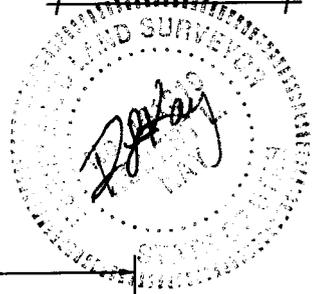
TYPICAL CROSS SECTIONS FOR

GB #3W-36-8-21

SECTION 36, T8S, R21E, S.L.B.&M.

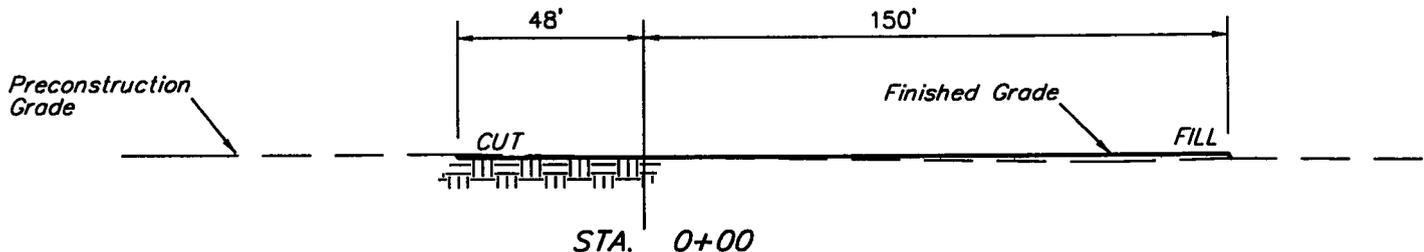
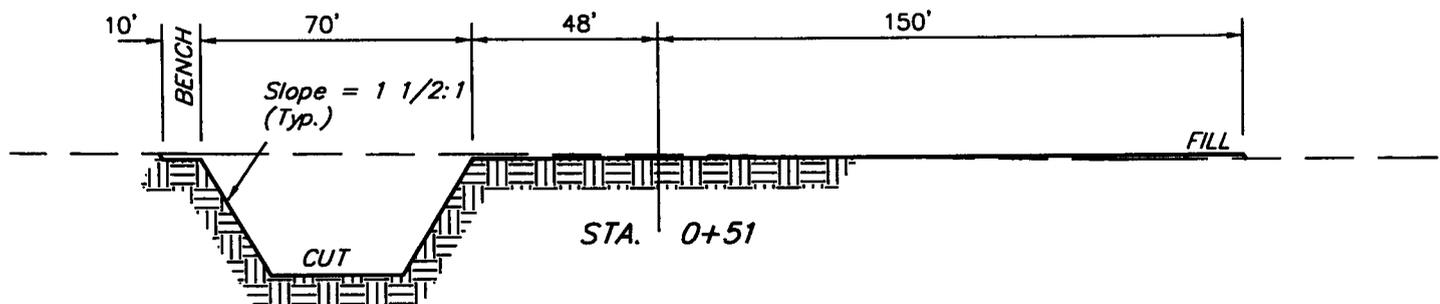
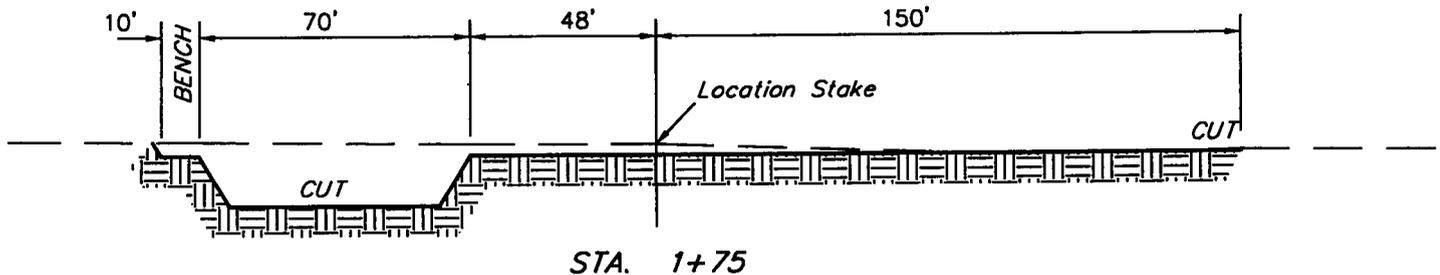
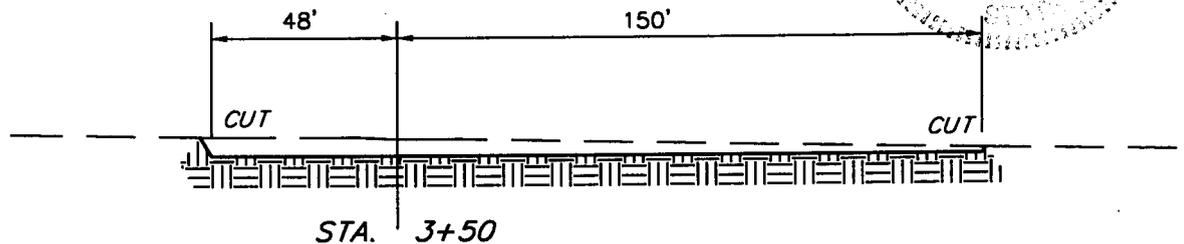
824' FNL 2378' FWL

FIGURE #2



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

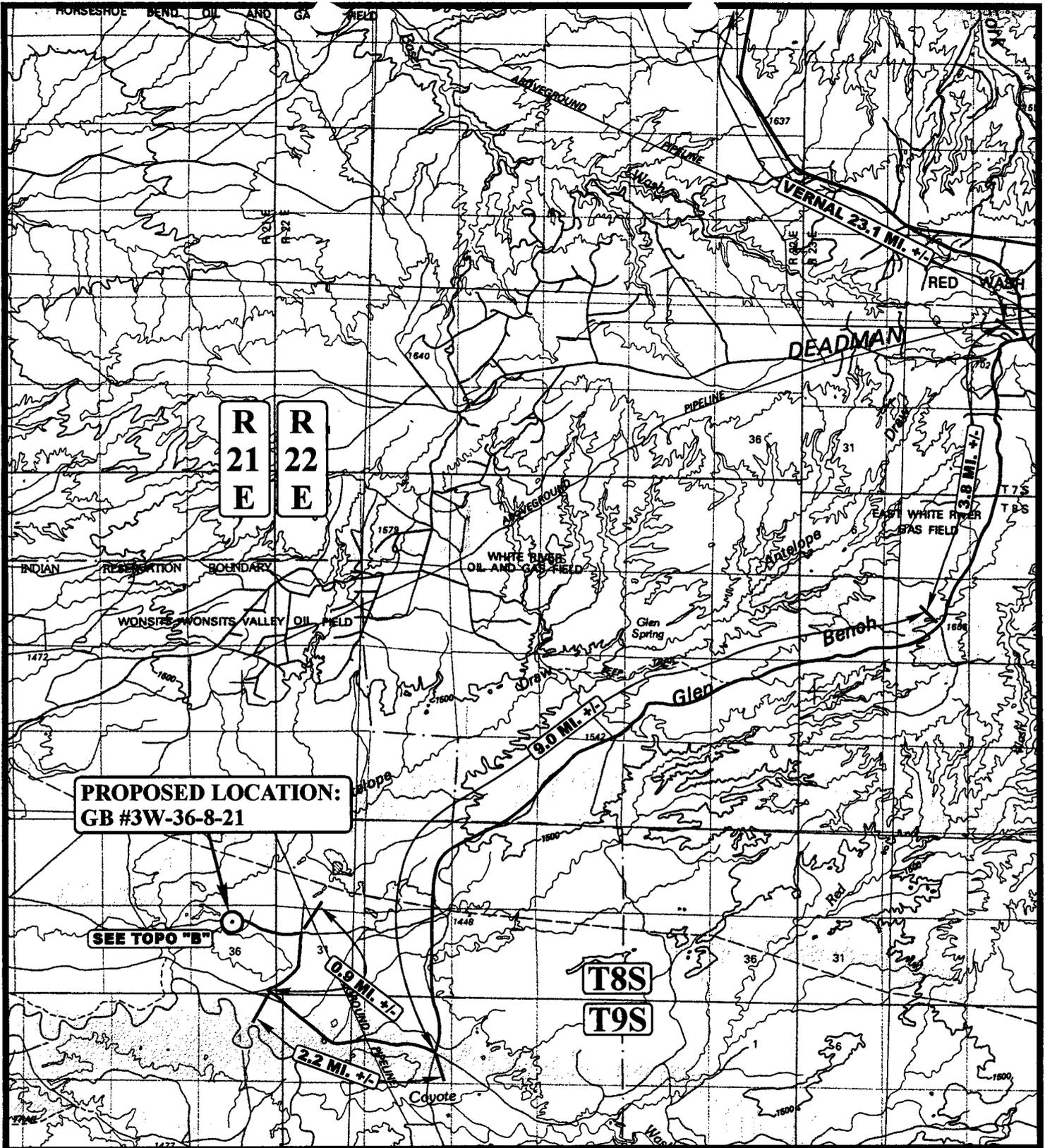
DATE: 1-29-03
Drawn By: C.G.



APPROXIMATE YARDAGES

CUT	
(12") Topsoil Stripping	= 3,070 Cu. Yds.
Remaining Location	= 3,100 Cu. Yds.
TOTAL CUT	= 6,170 CU.YDS.
FILL	= 1,560 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	= 4,530 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 4,530 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 0 Cu. Yds.



**PROPOSED LOCATION:
GB #3W-36-8-21**

SEE TOPO "B"

LEGEND:

⊙ PROPOSED LOCATION

SHENANDOAH ENERGY, INC.

**GB #3W-36-8-21
SECTION 36, T8S, R21E, S.L.B.&M.
824' FNL 2378' FWL**



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

**TOPOGRAPHIC
MAP**

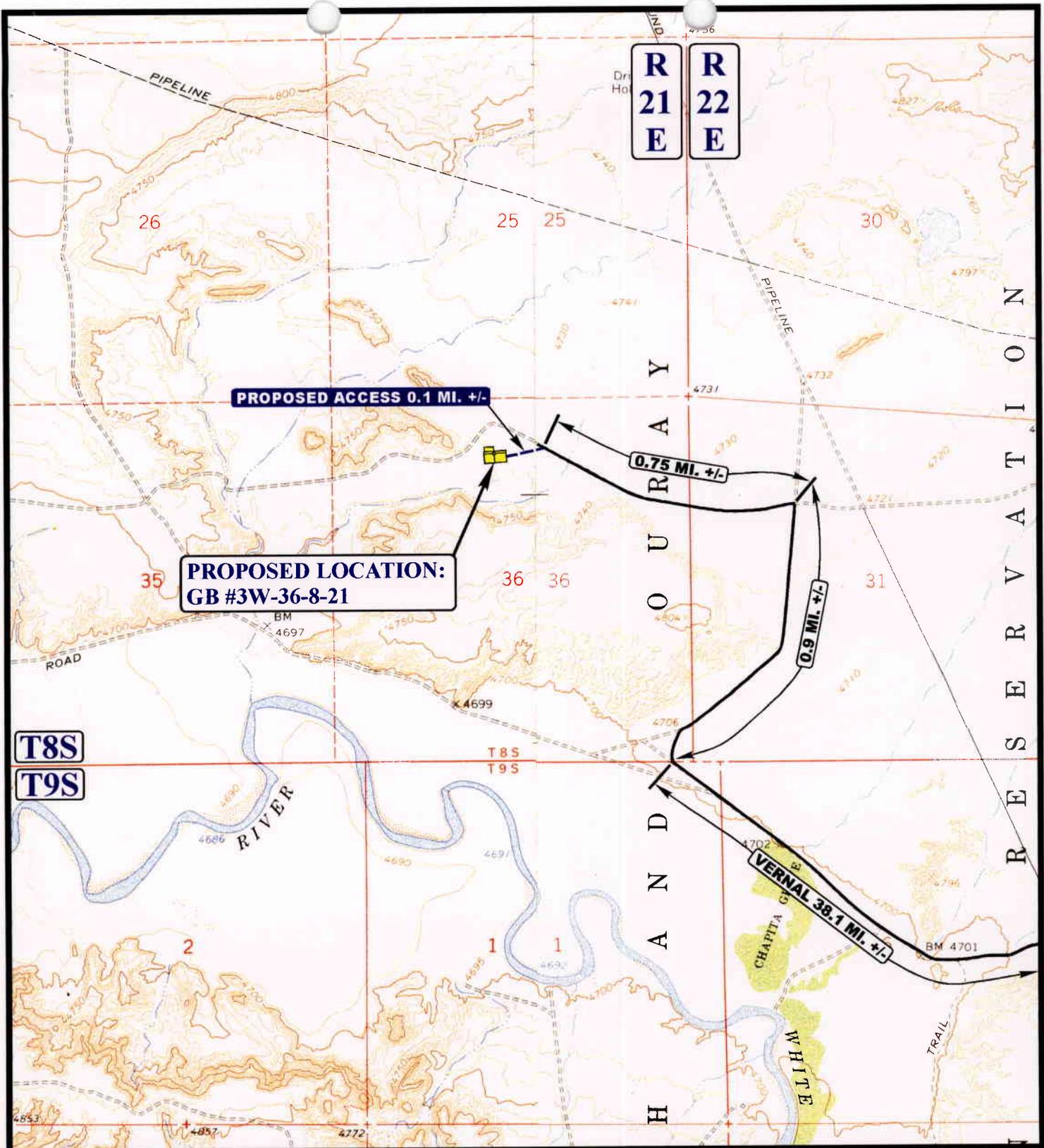
01 29 03
MONTH DAY YEAR

SCALE: 1:100,000

DRAWN BY: P.M.

REVISED: 00-00-00





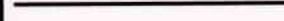
PROPOSED ACCESS 0.1 MI. +/-

**PROPOSED LOCATION:
GB #3W-36-8-21**

R 21 E
R 22 E

T8S
T9S

LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD



SHENANDOAH ENERGY, INC.

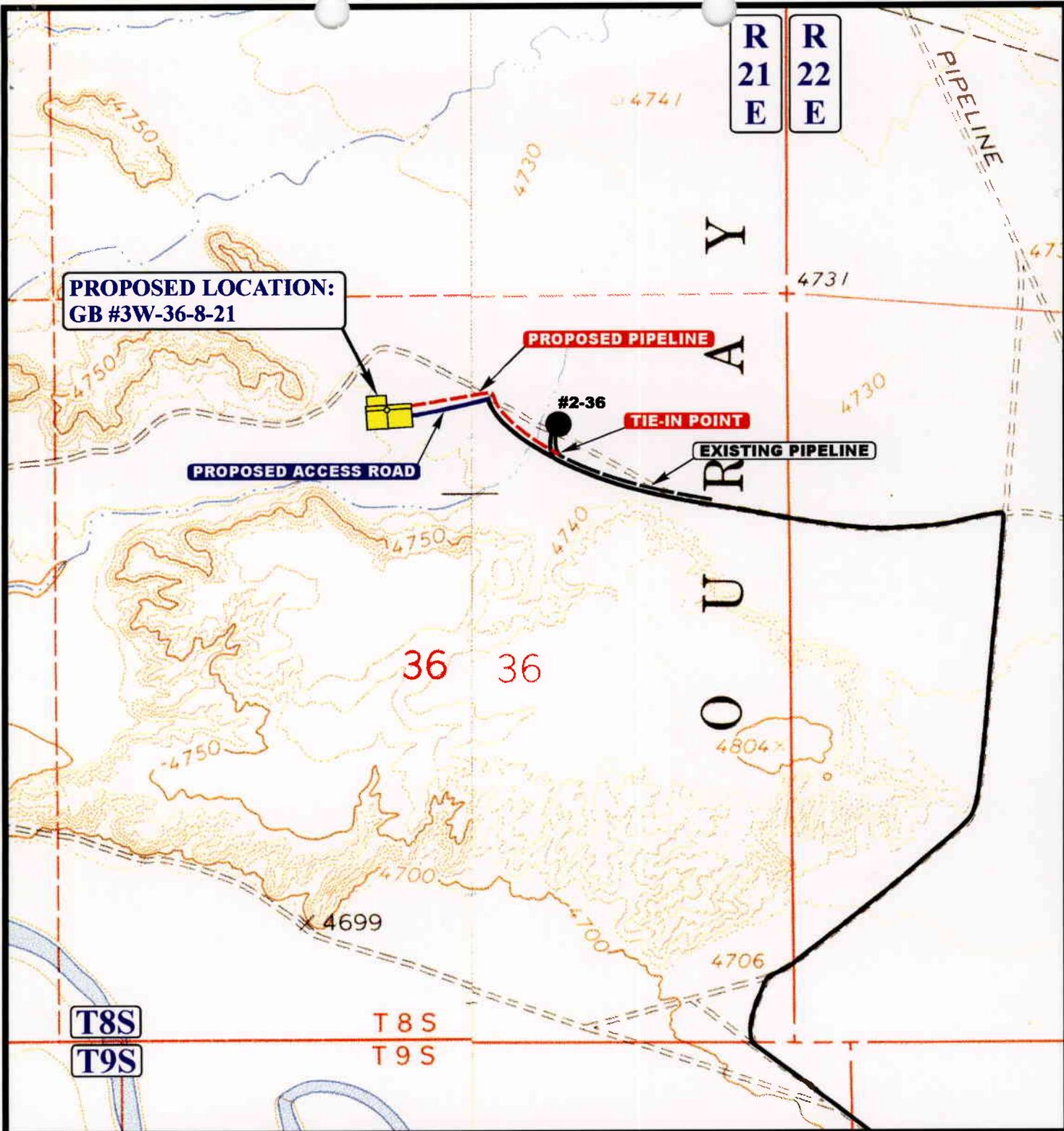
GB #3W-36-8-21
SECTION 36, T8S, R21E, S.L.B.&M.
824' FNL 2378' FWL



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

TOPOGRAPHIC 01 29 03
MAP MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: P.M. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 1,280' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- - - - - EXISTING PIPELINE
- - - - - PROPOSED PIPELINE

SHENANDOAH ENERGY, INC.

**GB #3W-36-8-21
SECTION 36, T8S, R21E, S.L.B.&M.
824' FNL 2378' FWL**



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



TOPOGRAPHIC MAP 01 29 03
MONTH DAY YEAR
SCALE: 1" = 1000' DRAWN BY: P.M. REVISED: 00-00-00



WORKSHEET

003

APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 02/10/2003

API NO. ASSIGNED: 43-047-34894

WELL NAME: GB 3W-36-8-21
OPERATOR: SHENANDOAH ENERGY INC (N4235)
CONTACT: JOHN BUSCH

PHONE NUMBER: 435-781-4341

PROPOSED LOCATION:

NENW 36 080S 210E
SURFACE: 0824 FNL 2378 FWL
BOTTOM: 0824 FNL 2378 FWL
UINTAH
NATURAL BUTTES (630)

Table with 3 columns: Tech Review, Initials, Date. Rows include Engineering (DRO, 2/20/03), Geology, and Surface.

LEASE TYPE: 3 - State
LEASE NUMBER: ML-22051
SURFACE OWNER: 2 - Indian
PROPOSED FORMATION: WSTC

LATITUDE: 40.08473
LONGITUDE: 109.50216

RECEIVED AND/OR REVIEWED:

- Plat
Bond: Fed[] Ind[] Sta[3] Fee[] (No. 159261960 0412 114)
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: 173-13
Eff Date: 12-31-98
Siting: 460' fr W boundary & 920' fr other wells.
R649-3-11. Directional Drill

COMMENTS:

STIPULATIONS: 1- ~~Contract Approval~~ 2- STATEMENT OF BASIS

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

OPERATOR: SHENANDOAH ENERGY, INC.
WELL NAME & NUMBER: GB 3W-36-8-21
API NUMBER: 43-047-34894
LOCATION: 1/4,1/4 NE/NW Sec: 36 TWP: 8S RNG: 21E 824' FWL 2378' FNL

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 200'. A search of Division of Water Rights records shows no water wells within a 10,000 foot radius of the center of section 36. 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. The proposed casing and cement program should adequately protect any useable ground water at this location.

Reviewer: Brad Hill **Date:** 02/26/2003

Surface:

Surface rights at the proposed location are owned by the Ute Indian Tribe. Shenandoah is responsible for obtaining any rights-of-way or surface permits needed from the Ute Tribe.

Reviewer: Brad Hill **Date:** 02/26/2003

Conditions of Approval/Application for Permit to Drill:

None.

UTAH DIVISION OF WATER RIGHTS
WATER RIGHT POINT OF DIVERSION PLOT CREATED WED, FEB 26, 2003, 3:12 PM
PLOT SHOWS LOCATION OF 0 POINTS OF DIVERSION

PLOT OF AN AREA WITH A RADIUS OF 10000 FEET FROM A POINT
FEET, FEET OF THE NW CORNER,
SECTION 36 TOWNSHIP 8S RANGE 21E SL BASE AND MERIDIAN

PLOT SCALE IS APPROXIMATELY 1 INCH = 4000 FEET

N O R T H

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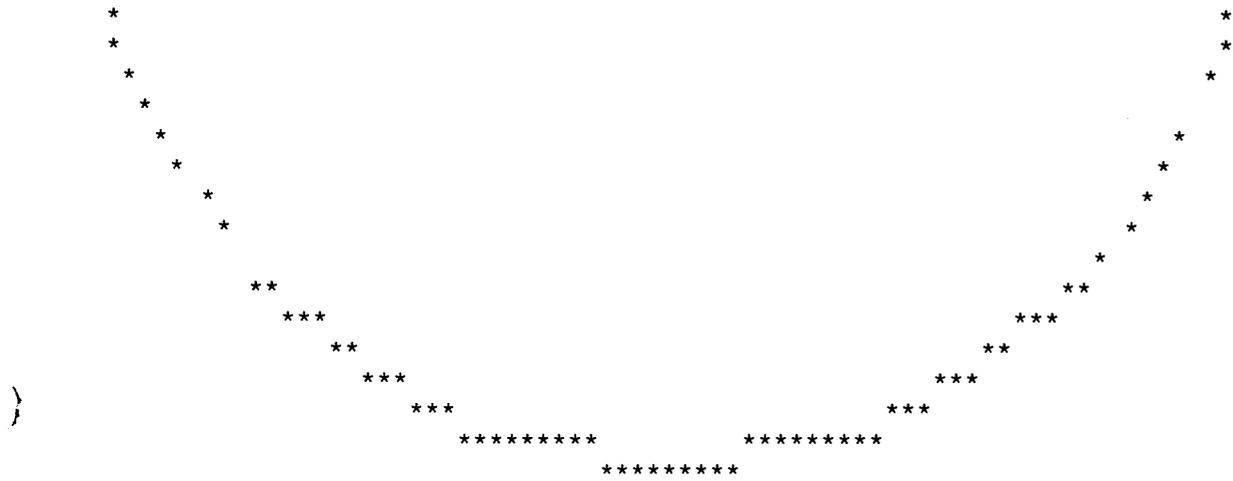
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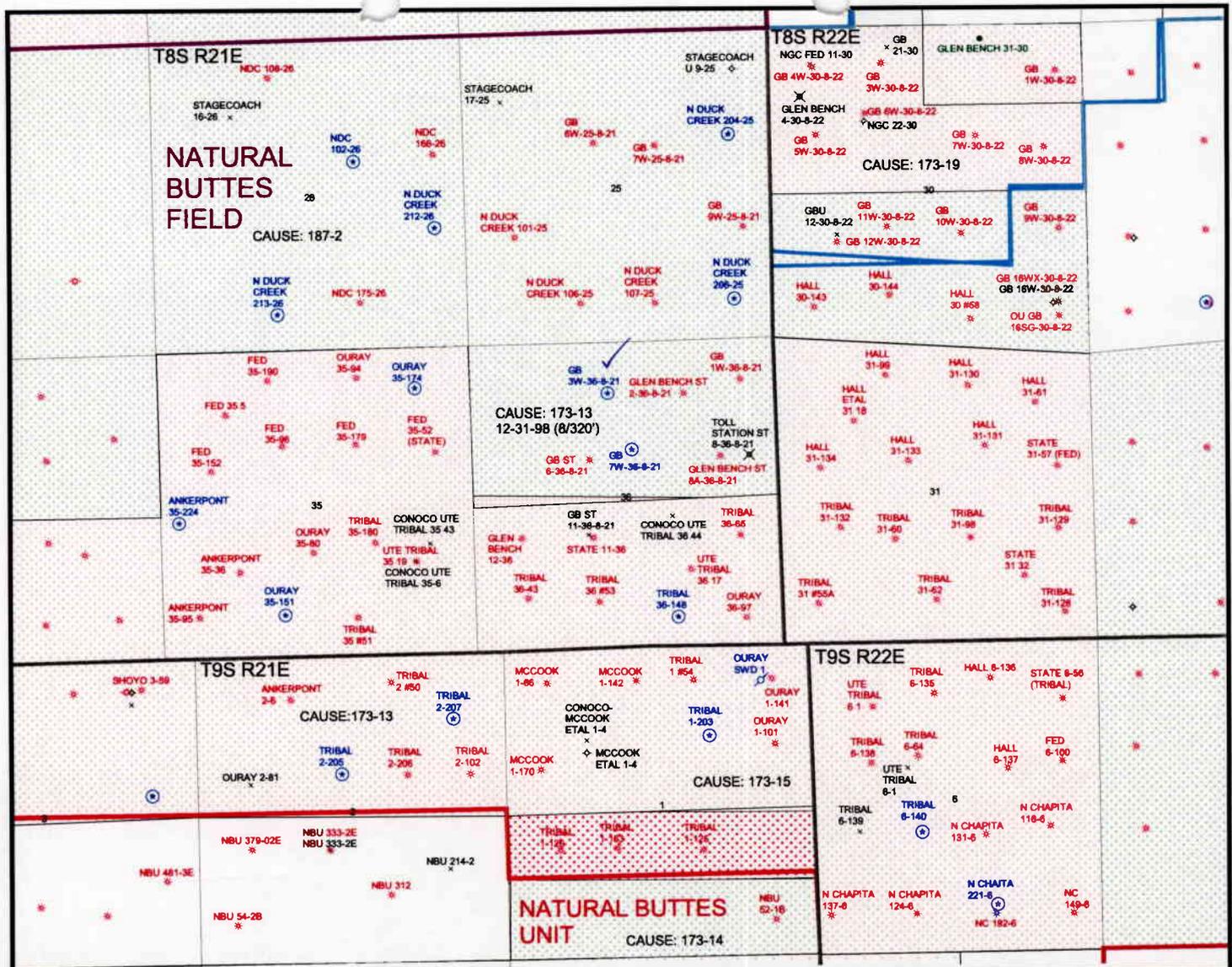
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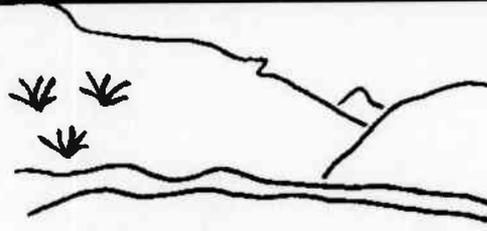
OPERATOR: SHENANDOAH ENERGY (N4235)

SEC. 36 T8S, R21E

FIELD: NATURAL BUTTES (630)

COUNTY: UINTAH

CAUSE: 173-13 / 12-31-98 (8/320)



Utah Oil Gas and Mining

WELLS

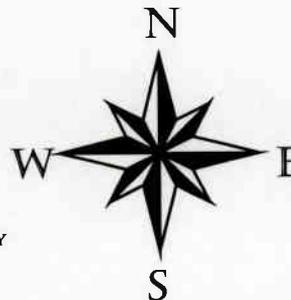
- ☆ GAS INJECTION
- GAS STORAGE
- × LOCATION ABANDONED
- ⊙ NEW LOCATION
- ◇ PLUGGED & ABANDONED
- PRODUCING GAS
- PRODUCING OIL
- SHUT-IN GAS
- SHUT-IN OIL
- × TEMP. ABANDONED
- TEST WELL
- ▲ WATER INJECTION
- ◆ WATER SUPPLY
- ⚡ WATER DISPOSAL

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: 12-FEBRUARY-2003

Casing Schematic

Surface

9-5/8"
MW 8.4
Frac 19.3

TOC @ 0.
TOC @ 0.
Surface
450. MD

W/20% washout

2274'
Green River

2904'
Mahogany ledge

5399'
Washout

5723' TOC @ 0.

W/15% washout

4-1/2"
MW 9.5

Production
7400. MD

BOP
 $(0.052)(95)(7400) = 3656 \text{ psi}$
Anticipated = 2960 psi

Gas
 $(0.12)(7400) = 888 \text{ psi}$

MASP = 2768 psi

3M BOPF proposed
Adequate Dec 2/24/03

Well name:	02-03 Shenandoah GB 3W-36-8-21		Project ID:
Operator:	Shenandoah Energy Inc.		43-047-34894
String type:	Surface		
Location:	Uintah County		

Design parameters:

Collapse

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

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.494 psi/ft
 Calculated BHP: 222 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: 394 ft

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

Non-directional string.

Re subsequent strings:

Next setting depth: 7,400 ft
 Next mud weight: 9.500 ppg
 Next setting BHP: 3,652 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	K-55	ST&C	450	450	8.765	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	423	26.11 J

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

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

Date: February 20, 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:	02-03 Shenandoah GB 3W-36-8-21	
Operator:	Shenandoah Energy Inc.	
String type:	Production	Project ID: 43-047-34894
Location:	Uintah County	

Design parameters:

Collapse
Mud weight: 9.500 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: 150 °F
Temperature gradient: 1.15 °F/100ft
Minimum section length: 1,500 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 0 psi
Internal gradient: 0.494 psi/ft
Calculated BHP: 3,652 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)

Non-directional string.

Tension is based on air weight.
Neutral point: 6,349 ft

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	7400	4.5	11.60	J-55	LT&C	7400	7400	3.875	171.5

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	3652	4960	<u>1.36</u>	3652	5350	<u>1.46</u>	86	162	<u>1.89 J</u>

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

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

Date: February 20, 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.



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

February 26, 2003

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

Re: Glen Bench 3W-36-8-21 Well, 824' FNL, 2378' FWL, NE NW, Sec. 36, T. 8 South,
R. 21 East, Uintah County, Utah

Gentlemen:

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

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-34894.

Sincerely,

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

John R. Baza
Associate Director

er

Enclosures

cc: Uintah County Assessor
SITLA

Operator: Shenandoah Energy, Inc.
Well Name & Number Glen Bench 3W-36-8-21
API Number: 43-047-34894
Lease: ML 22051

Location: NE NW **Sec.** 36 **T.** 8 South **R.** 21 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)



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)

RECEIVED

JUL 29 2003

DIV. OF OIL, GAS & MINING

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-01116	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	

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

(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
A	99999	13791	43-047-34894	GB 3W 36 8 21	NENW	36	8S	21E	Uintah	5/21/03	6/4/03

WELL 1 COMMENTS:

CONFIDENTIAL

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)

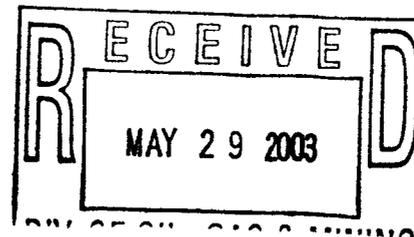
NOTE: Use COMMENT section to explain why each Action Code was selected

John F Caldwell

Signature

Clerk Specialist 05/28/03
Title Date

Phone No. **(435) 781-4342**



CONFIDENTIAL

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

007

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

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		8. Well Name and No. GB 3W 36-8-21
2. Name of Operator <i>SHEVANDDAH QEP UINTA BASIN, INC. ENERGY INC</i> Contact: DAHN F. CALDWELL E-Mail: Dahn.Caldwell@questar.com		9. API Well No. 43-047-34894
3a. Address 11002 E. 17500 S. VERNAL, UT 84078	3b. Phone No. (include area code) Ph: 435.781.4342 Fx: 435.781.4357	10. Field and Pool, or Exploratory NATURAL BUTTES
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 36 T8S R21E NENW 824FNL 2378FWL		11. County or Parish, and State UINTAH COUNTY, UT

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

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

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

This well was spud on 5/21/03. Drill 12 1/4" hole to 473'KB. Ran 10 joints 9-5/8" 36# csg to 463' KB.

RECEIVED
MAY 30 2003

DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.
Electronic Submission #22316 verified by the BLM Well Information System For QEP UINTA BASIN, INC., sent to the Vernal

Name (Printed/Typed) DAHN F. CALDWELL	Title AUTHORIZED REPRESENTATIVE
Signature <i>Dahn F Caldwell</i> (Electronic Submission)	Date 05/23/2003

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 ****

CONFIDENTIAL

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

009

5. LEASE DESIGNATION AND SERIAL NO.
ML-22051

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

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

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

7. UNIT AGREEMENT NAME
N/A

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

8. FARM OR LEASE NAME

2. NAME OF OPERATOR
QEP Uinta Basin, Inc.

9. WELL NO.
GB 3W 36 8 21

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

10. FIELD AND POOL, OR WILDCAT
Natural Buttes

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

At surface **NENW, 824' FNL, 2378' FWL**
At top rod. interval reported below **NENW, 824' FNL, 2378' FWL**
At total depth **NENW, 824' FNL, 2378' FWL**

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
Sec 36 T8S R21E Mer SLB

12. COUNTY OR PARISH **Uintah** 13. STATE **UT**

14. PERMIT NO. **43-040-34894** DATE ISSUED _____

15. DATE SPUNDED **5/21/03** 16. DATE T.D. REACHED **06/01/03** 17. DATE COMPL. (Ready to prod.) **6/16/03** 18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* **KB** 19. ELEV. CASINGHEAD _____

20. TOTAL DEPTH, MD & TVD **7175'** 21. PLUG BACK TD, MD & TVD **7026'** 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)*
6667' - 6696'
6308' - 6318'
5970' - 6101'

25. WAS DIRECTIONAL SURVEY MADE
No

26. TYPE ELECTRIC AND OTHER LOGS RUN
CBL, AI, Comp Neutron TLD - Acc. 6-4-03

27. WAS WELL CORED
No

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT PULLED
9.625	36.0	463	12-1/4	175 sxs	
4.50	11.6	7175	7.875	1000 sxs	

29. LINER RECORD				30. TUBING RECORD			
SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SIZE	DEPTH SET (MD)	PACKER SET (MD)	
				2.375	6641		

31. PERFORATION RECORD (Interval, size and number)		32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.	
DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED	DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
6667' - 6696'	Frac w/ 150,000# in 60,858 Gals	6667' - 6696'	Frac w/ 150,000# in 60,858 Gals
6308' - 6318'	Frac w/ 40,000# in 19,824 Gals	6308' - 6318'	Frac w/ 40,000# in 19,824 Gals
5970' - 6101'	Frac w/ 60,000# in 25,830 Gals	5970' - 6101'	Frac w/ 60,000# in 25,830 Gals

33. PRODUCTION
DATE FIRST PRODUCTION **6/16/03** PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump) **Flows from well** WELL STATUS (Producing or shut-in) **Producing**

DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N FOR TEST PERIOD	OIL—BBL.	GAS—MCF.	WATER—BBL.	GAS-OIL RATIO
6/18/03	24			2.11	1281	13.8	

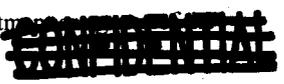
34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)
Sold

35. LIST OF ATTACHMENTS

RECEIVED
SEP 23 2003

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records
SIGNED Jim Simonton (WIS is Down - manual Copy) TITLE Completion Manager DATE 9/10/03

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



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

38. GEOLOGIC MARKERS

FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.	NAME	TOP	
					MEAS. DEPTH	TRUE VERT. DEPTH
Wasatch	5408'	7175'		Green River Mahogany G1 Lime Wasatch TD	2284' 2899' N/A 5414' 7175'	

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
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
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 <i>Debra K. Stanberry</i>	DATE <u>3/16/2007</u>

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APR 19 2007

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
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>Well Name Changes</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

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

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

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APR 19 2007

DIV. OF OIL, GAS & MINING

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

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

SUNDRY NOTICES AND REPORTS ON WELLS

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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