

July 27, 2005

Ms. Diana Whitney
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Salt Lake City, Ut 84114-5801

Re: Directional Drilling R649-3-11
SC 4ML-16-10-23: 385' FNL 272' FWL, NW/NW Sec. 16, T10S, R23E (surface)
661' FNL 659' FWL, NW/NW Sec. 16, T10S, R23E (bottom hole)

Dear Ms. Whitney

Pursuant to the filing of SC 4ML-16-10-23 Application for Permit to Drill regarding the above referenced well on July 21, 2005, we are hereby submitting this letter in accordance with Oil & Gas Conservation Rule R649-3-11 pertaining to the Exception to Location and Siting of Well.

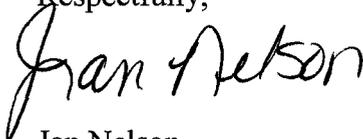
SC 4ML-16-10-23 is located in T10S, R23E, Section 16 in the NW/NW.

QEP Uinta Basin Inc. 11002 East 17500 South, Vernal, Utah 84078, is permitting this well as a directional well due to topographic reasons. Locating the well at the surface location and directionally drilling from this location, Questar will be able to utilize the existing road and pipelines in the area.

Furthermore, Kerr-McGee has consented approval for this location involving the wellsite lease owners and offsetting owners, as required.

There are no other lease owners within 460' of all points along the intended directional wellbore as shown on the attached plat. Therefore, based on the above stated information, QEP Uinta Basin, Inc. requests the permit be granted pursuant to R649-3-11.

Respectfully,



Jan Nelson
Regulatory Affairs Analyst

RECEIVED

JUL 28 2005

DIV. OF OIL, GAS & MINING

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

FORM 3

APPLICATION FOR PERMIT TO DRILL

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------|
| 1A. TYPE OF WORK: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN | | 5. MINERAL LEASE NO: ML-22186 | 6. SURFACE: STATE |
| B. TYPE OF WELL <input type="checkbox"/> OIL <input checked="" 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: QEP UINTA BASIN, 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: SC 4ML-16-10-23 | |
| PHONE NUMBER: (435) 781-4331 | | 10. FIELD AND POOL, OR WILDCAT: NATURAL BUTTES | |
| 4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 385' FNL 272' FWL, NWNW, SECTION 16, T10S, R23E AT PROPOSED PRODUCING ZONE: 661' FNL 659' FWL, NWNW, SECTION 16, T10S, R23E | | 11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNW 16 10S 23E | |
| 14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 26 +/- MILES EAST OF OURAY, UTAH | | 12. COUNTY: UINTAH | 13. STATE: UTAH |
| 15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE(FEET) 272' +/- | 16. NUMBER OF ACRES IN LEASE: 320 | 17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40 | |
| 18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 1000' +/- | 19. PROPOSED DEPTH 8000' TVD 8054' MD | 20. BOND DESCRIPTION: 04127294 | |
| 21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 5279.1' GR | 22. APPROXIMATE DATE WORK WILL START: ASAP | 23. ESTIMATED DURATION: 20 DAYS | |
| 24 PROPOSED CASING AND CEMENTING PROGRAM | | | |
| SIZE OF HOLE | CASING SIZE, GRADE, AND WEIGHT PER FOOT | SETTING DEPTH | CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT |
| 18" | 14" CONDUCTOR | 40' | SEE 8-POINT DRILLING |
| 12 1/4" | 9 5/8" J-55 36# LT&C NEW | 1900' | |
| 7 7/8" | 4 1/2 M-80 11.6# LT&C NEW | 8054' | |
| | | | |
| | | | |
| | | | |
| | | | |
| 25 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

NAME (PLEASE PRINT) Jan Nelson TITLE Regulatory Affairs Analyst

SIGNATURE *Jan Nelson* DATE 7/21/05

(This space for State Use only)

API NUMBER ASSIGNED: 43-047-36912

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

**RECEIVED
JUL 28 2005**

(See Instruction on Reverse Side)
Date: 07-19-05
By: BHL 641942X
4423804Y

(11/2001)

Surf

641822X
4423885Y
39.955112
-109.339706

39.954360
-109.338324

CONFIDENTIAL

T10S, R23E, S.L.B.&M.

QUESTAR EXPLR. & PROD.

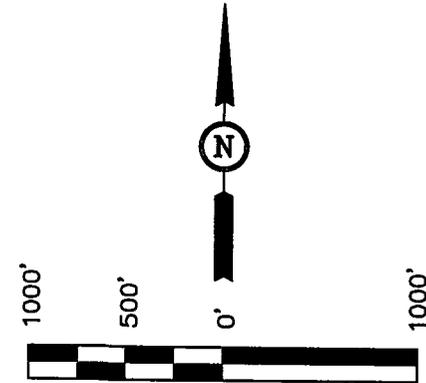
Well location, SC #4ML-16-10-23, located as shown in the NW 1/4 NW 1/4 of Section 16, T10S, R23E, S.L.B.&M. Uintah County, Utah

BASIS OF ELEVATION

SPOT ELEVATION LOCATED IN THE NE 1/4 OF SECTION 30, T9S, R23E, S.L.B.&M. TAKEN FROM THE RED WASH 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 5132 FEET.

BASIS OF BEARINGS

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



SCALE

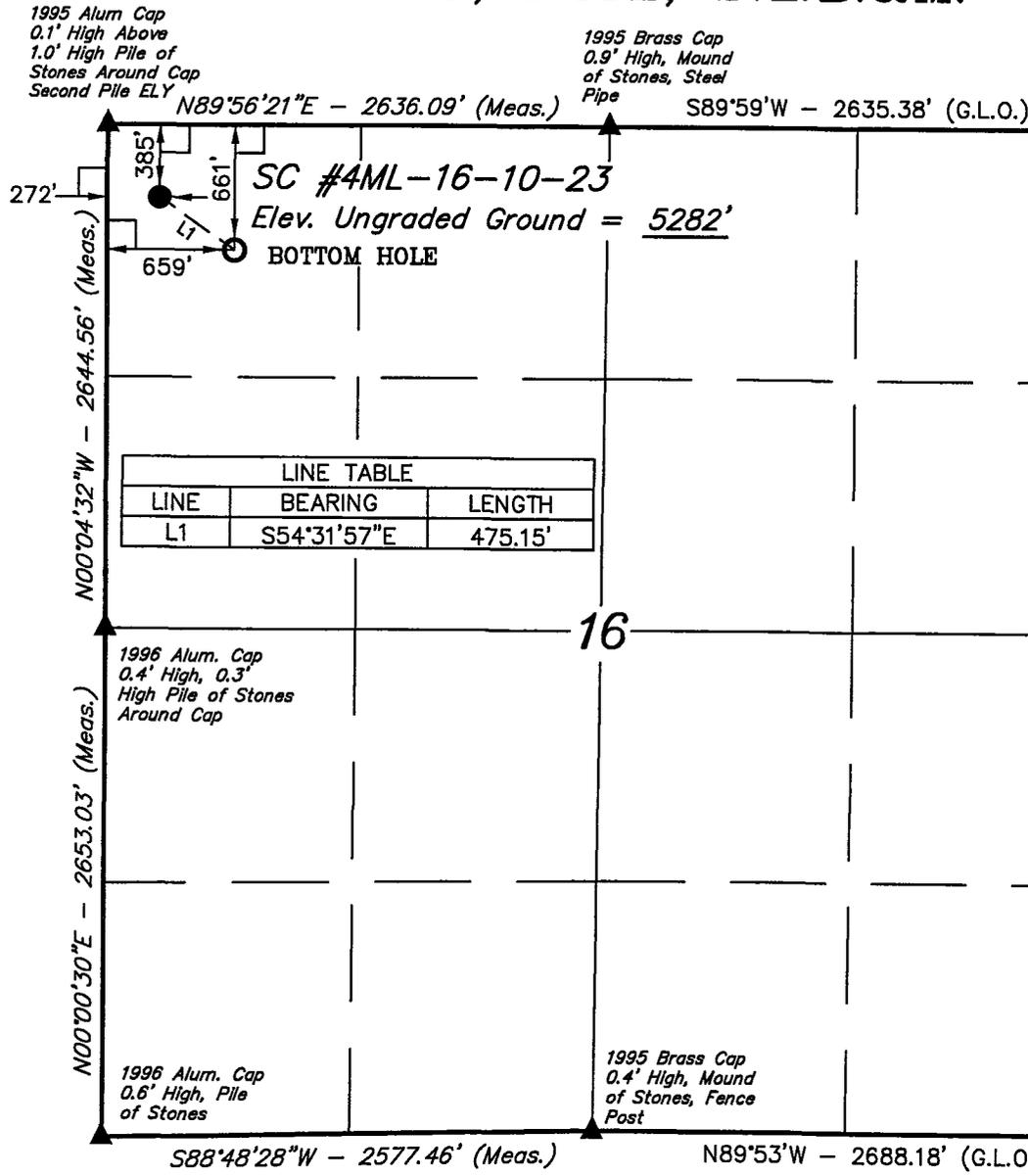
CERTIFICATE

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

J. L. [Signature]
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

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

| | | |
|---------------------------|--------------------------------|-------------------------|
| SCALE 1" = 1000' | DATE SURVEYED: 06-07-05 | DATE DRAWN: 06-09-05 |
| PARTY D.A. T.A. D.R.B. | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE QUESTAR EXPLR. & PROD. | |



LEGEND:

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

(NAD 83)
 LATITUDE = 39°57'18.83" (39.955231)
 LONGITUDE = 109°20'25.23" (109.340342)
 (NAD 27)
 LATITUDE = 39°57'18.95" (39.955264)
 LONGITUDE = 109°20'22.79" (109.339664)

CONFIDENTIAL

QUESTAR

Questar Market Resources

Independence Plaza
1050 17th Street, Suite 500
Denver, CO 80265
Tel 303 672 6900 • Fax 303 294 9632

July 6, 2005

Kerr-McGee
1670 Broadway, Suite 2800
Denver, CO 80202
Attn: Chris Latimer

RE: Location Exception
SC 4ML-16-10-23
Section 16, Township 10 South, Range 23 East
Uintah County, Utah

Gentlemen:

Questar Exploration and Production Company is planning on drilling the above mentioned well located in T10S-R23E Sec. 16 NW/NW. The SC 4ML-16-10-23 will be a directional well due to the topography. The bottom hole location will be within the legal 400 foot window. The BLM will not grant an APD without your exception location approval. As such, please sign below to indicate Kerr-McGee's acceptance of this exception location.

Should you have any questions regarding this matter please feel free to call me at 303-672-6931.

Very truly yours,

Angela Page
Landman

AGREED TO THIS 22 DAY
OF July, 2005.

Name: [Signature]
Title: Landman

7/21/05

PLEASE SEND DIRECTIONAL
SURVEY WHEN AVAILABLE
TO ROBERT SINGLE AT
KERR MCGEE

RECEIVED
JUL 28 2005

T10S, R23E, S.L.B.&M.

QUESTAR EXPLR. & PROD.

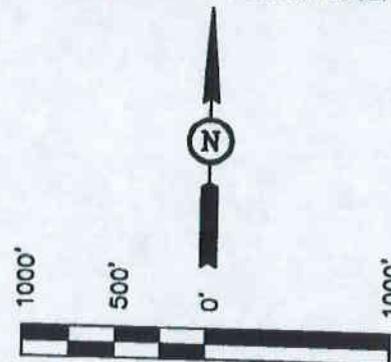
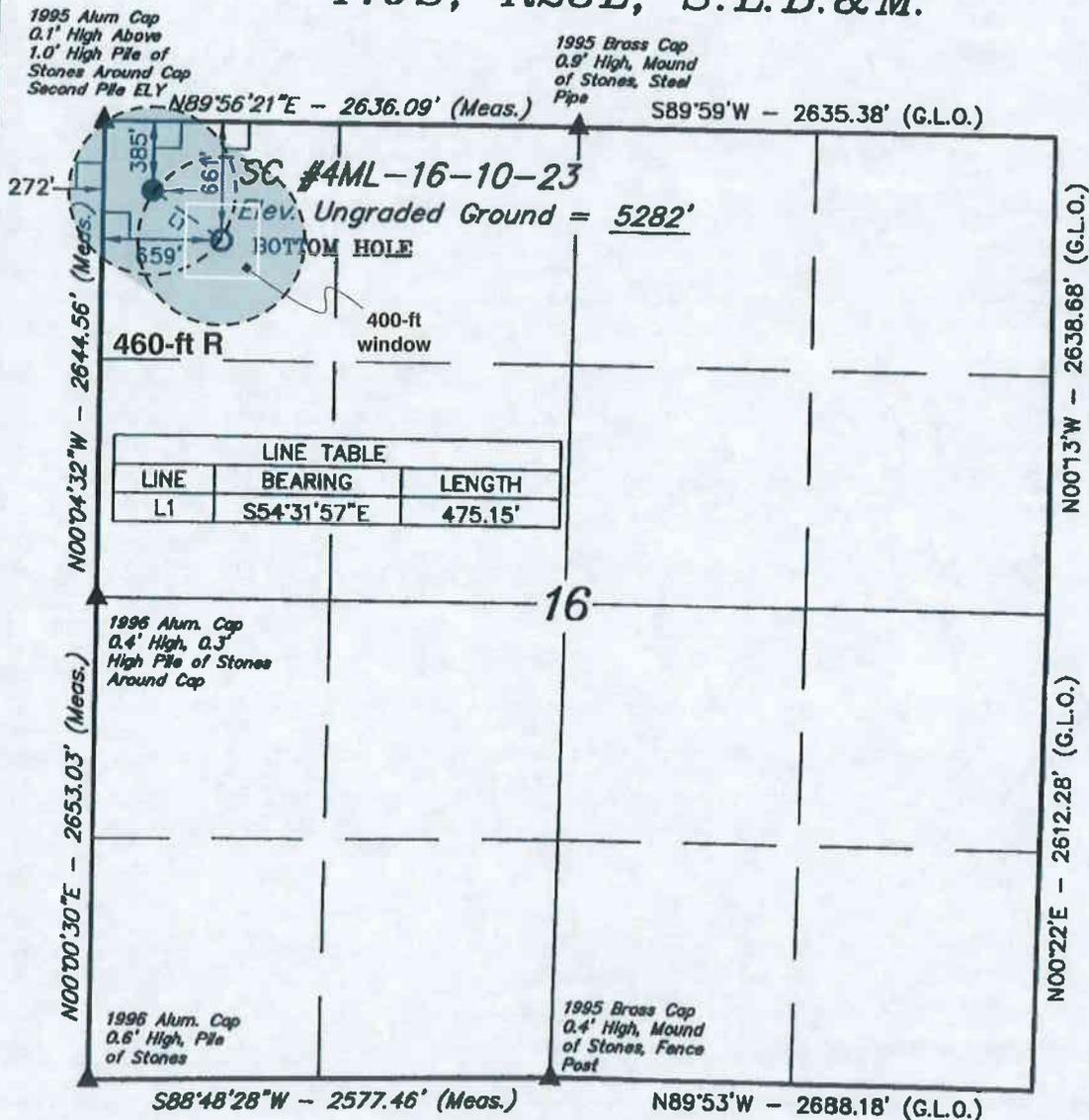
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[Signature]
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 10187
 STATE OF UTAH

LEGEND:

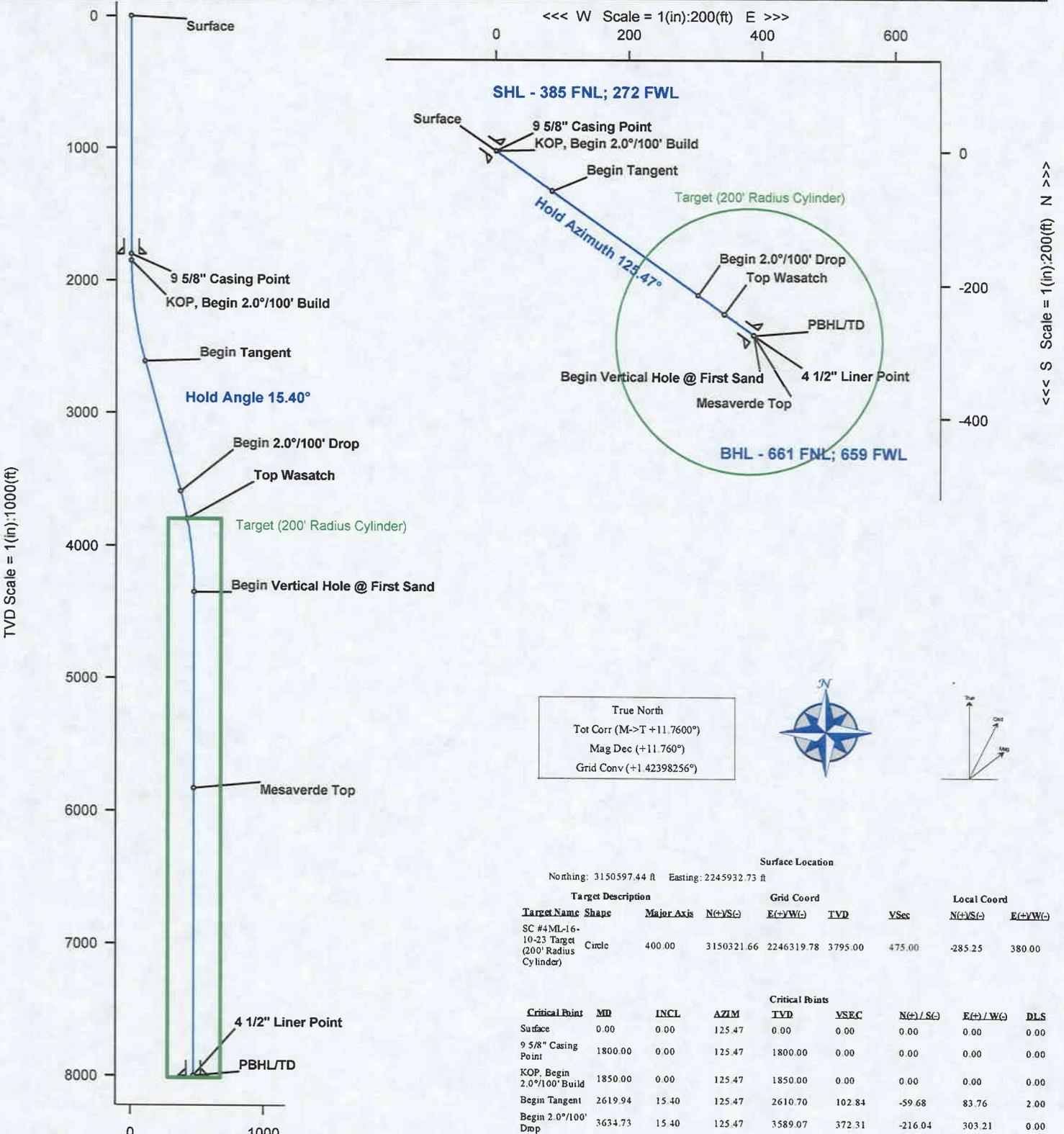
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| PARTY D.A. T.A. D.R.B. | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE QUESTAR EXPLR. & PROD. | |

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------|
| WELL SC #4ML-16-10-23 | FIELD Uintah County, Utah | STRUCTURE Questar 16-10S-23E |
| Magnetic Parameters Model BGGM 2005 Dip 66.041° Mag Dec +11.760° | Date August 20, 2005 FS 52912.3 nT | Surface Location Lat N38 57 18.830 Lon W109 20 25.230 |
| HAZD03 Utah State Planes, Northern Zone, US Feet 3150567.44 NUS 2245932.73 RUS Gnd Conv +1.42398256° Scale Fact 1.0002098546 | Miscellaneous Slot SC #4ML-16-10-23 Plan R1 jw 20-Jul-05 | TVD Ref RKB (5290.00 ft above MSL) Srvy Date July 20, 2005 |



True North
Tot Corr (M->T +11.7600°)
Mag Dec (+11.760°)
Grid Conv (+1.42398256°)

| Target Description | | Grid Coord | | Local Coord | | | | |
|------------------------------------------------|--------|------------|------------|-------------|---------|---------|-----------|-----------|
| Target Name | Shape | Major Axis | N(+)/S(-) | E(+)/W(-) | TVD | VSec | N(+)/S(-) | E(+)/W(-) |
| SC #4ML-16-10-23 Target (200' Radius Cylinder) | Circle | 400.00 | 3150321.66 | 2246319.78 | 3795.00 | -475.00 | -285.25 | 380.00 |

| Critical Point | | MD | | INCL | | AZIM | | TVS | | YSEC | | N(+)/S(-) | | E(+)/W(-) | | DLS | |
|----------------------------------|---------|-------|--------|---------|--------|---------|-----------|-----------|------|------|--|-----------|--|-----------|--|-----|--|
| Point | Depth | MD | INCL | AZIM | TVS | YSEC | N(+)/S(-) | E(+)/W(-) | DLS | | | | | | | | |
| Surface | 0.00 | 0.00 | 125.47 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | | | | | | |
| 9 5/8" Casing Point | 1800.00 | 0.00 | 125.47 | 1800.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | | | | | | |
| KOP, Begin 2.0°/100' Build | 1850.00 | 0.00 | 125.47 | 1850.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | | | | | | |
| Begin Tangent | 2619.94 | 15.40 | 125.47 | 2610.70 | 102.84 | -59.68 | 83.76 | 2.00 | | | | | | | | | |
| Begin 2.0°/100' Drop | 3634.73 | 15.40 | 125.47 | 3589.07 | 372.31 | -216.04 | 303.21 | 0.00 | | | | | | | | | |
| Top Wasatch | 3846.37 | 11.17 | 125.47 | 3795.00 | 420.92 | -244.25 | 342.80 | 2.00 | | | | | | | | | |
| Begin Vertical Hole @ First Sand | 4404.67 | 0.00 | 125.47 | 4349.77 | 475.15 | -275.72 | 386.97 | 2.00 | | | | | | | | | |
| Mesaverde Top | 5884.90 | 0.00 | 125.47 | 5830.00 | 475.15 | -275.72 | 386.97 | 0.00 | | | | | | | | | |
| 4 1/2" Liner Point | 8054.89 | 0.00 | 125.47 | 7999.99 | 475.15 | -275.72 | 386.97 | 0.00 | | | | | | | | | |
| PBHL/TD | 8054.90 | 0.00 | 125.47 | 8000.00 | 475.15 | -275.72 | 386.97 | 0.00 | | | | | | | | | |

Vertical Section (ft) Azim = 125.47°, Scale = 1(in):1000(ft) Origin = 0 N/-S, 0 E/-W

Quality Control
Date Drawn: Wed 10:04 AM July 20, 2005
Drawn by: Jim Wimbeg
Checked by: Steve Hall
Client OK:



SC #4ML-16-10-23 R1 Proposal Surveys

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Report Date: July 20, 2005 Client: Questar Exploration & Production Field: UT, Uintah County (NAD 83 NZ) Structure / Slot: Questar 16-10S-23E (SC #4ML-16-10-23) / SC #4ML-16-10-23 Well: SC #4ML-16-10-23 Borehole: Original Hole (Est RKB) UWI/API#: Survey Name / Date: SC #4ML-16-10-23 R1 jaw 20-Jul-05 / July 20, 2005 Tort / AHD / DDI / ERD ratio: 30.798° / 475.15 ft / 4.168 / 0.059 Grid Coordinate System: NAD83 Utah State Planes, Northern Zone, US Feet Location Lat/Long: N 39 57 18.830, W 109 20 25.230 Location Grid N/E Y/X: N 3150597.440 ftUS, E 2245932.725 ftUS Grid Convergence Angle: +1.42398256° Grid Scale Factor: 1.00020985</p> | <p>Survey / DLS Computation Method: Minimum Curvature / Lubinski Vertical Section Azimuth: 125.470° Vertical Section Origin: N 0.000 ft, E 0.000 ft TVD Reference Datum: RKB TVD Reference Elevation: 5290.0 ft relative to MSL Sea Bed / Ground Level Elevation: 5282.000 ft relative to MSL Magnetic Declination: 11.760° Total Field Strength: 52912.331 nT Magnetic Dip: 66.041° Declination Date: August 20, 2005 Magnetic Declination Model: BGGM 2005 North Reference: True North Total Corr Mag North -> True North: +11.760° Local Coordinates Referenced To: Well Head</p> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| Comments | Measured Depth (ft) | Inclination (deg) | Azimuth (deg) | TVD (ft) | Vertical Section (ft) | NS (ft) | EW (ft) | DLS (deg/100 ft) | Northing (ftUS) | Easting (ftUS) | Latitude | Longitude |
|----------------------------------|---------------------|-------------------|---------------|----------|-----------------------|---------|---------|------------------|-----------------|----------------|----------------|-----------------|
| Surface | 0.00 | 0.00 | 125.47 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3150597.44 | 2245932.73 | N 39 57 18.830 | W 109 20 25.230 |
| 9 5/8" Casing Point | 1800.00 | 0.00 | 125.47 | 1800.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3150597.44 | 2245932.73 | N 39 57 18.830 | W 109 20 25.230 |
| KOP, Begin 2.0°/100' Build | 1850.00 | 0.00 | 125.47 | 1850.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3150597.44 | 2245932.73 | N 39 57 18.830 | W 109 20 25.230 |
| Begin Tangent | 2619.94 | 15.40 | 125.47 | 2610.70 | 102.84 | -59.68 | 83.76 | 2.00 | 3150539.85 | 2246017.96 | N 39 57 18.240 | W 109 20 24.154 |
| Begin 2.0°/100' Drop | 3634.73 | 15.40 | 125.47 | 3589.07 | 372.31 | -216.04 | 303.21 | 0.00 | 3150388.96 | 2246241.28 | N 39 57 16.695 | W 109 20 21.336 |
| Top Wasatch | 3846.37 | 11.17 | 125.47 | 3795.00 | 420.92 | -244.25 | 342.80 | 2.00 | 3150361.73 | 2246281.57 | N 39 57 16.416 | W 109 20 20.828 |
| Begin Vertical Hole @ First Sand | 4404.67 | 0.00 | 125.47 | 4349.77 | 475.15 | -275.72 | 386.97 | 2.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |
| Mesaverde Top | 5884.90 | 0.00 | 125.47 | 5830.00 | 475.15 | -275.72 | 386.97 | 0.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |
| 4 1/2" Liner Point | 8054.89 | 0.00 | 125.47 | 7999.99 | 475.15 | -275.72 | 386.97 | 0.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |
| PBHL/TD | 8054.90 | 0.00 | 125.47 | 8000.00 | 475.15 | -275.72 | 386.97 | 0.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |

Survey Type: Raw Proposal

Survey Error Model: SLB ISCWSA version 21 *** 3-D 95.00% Confidence 2.7955 sigma

Surveying Prog:

MD From (ft)

0.00

MD To (ft) EOU Freq Survey Tool Type

8054.90 1/100.00 ft SLB_MWD-STD

Additional Operator Remarks

QEP, Uinta Basin Inc. proposes to directional drill a well to 8054' MD to test the Mesa Verde. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements

See Onshore Order No. 1 attached

Please be advised that QEP, Uinta Basin Inc. agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No.04127294. The principal is QEP, Uinta Basin Inc. via surety as consent as provided for the 43 CFR 3104.2.

DRILLING PROGRAM

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

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

1. Formation Tops

The estimated tops of important geologic markers are as follows:

| <u>Formation</u> | <u>Depth TVD</u> | <u>Depth MD</u> | <u>Prod. Phase anticipated</u> |
|------------------|------------------|-----------------|--------------------------------|
| Green River | Surface | Surface | |
| Wasatch | 3795' | 3846' | Gas |
| Mesa Verde | 5830' | 5884' | |
| TD | 8000' | 8054' | |

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 TVD</u> | <u>Depth MD</u> |
|------------------|------------------|------------------|-----------------|
| Oil/Gas | Mesa Verde | 8000' | 8054' |

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

All water shows and water-bearing sands will be reported to the BLM in Vernal, Utah. Copies of State of Utah form OGC-8-X are acceptable. If no flows are detected, samples will be submitted to the BLM along with any water analyses conducted. Fresh water will be obtained from Wonsits Valley water right #36125 or Red Wash water right # 49-2153 to supply fresh water for drilling purposes.

All water resulting from drilling operations will be disposed of at Red Wash Central Battery Disposal Site; SWSE, Section 27, T7S, R23E or Red Wash Disposal Site; Section 28, T7S, R22E.

DRILLING PROGRAM

3. 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, (or 70% of burst 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 50 percent of internal yield pressure of casing whichever is less. BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc..., for a 3M system and individual components shall be operable as designed.

4. Casing Program

| | <u>Depth</u> | <u>Hole Size</u> | <u>Csg Size</u> | <u>Type</u> | <u>Weight</u> |
|------------|--------------|------------------|-----------------|-------------|----------------------|
| | 40' | 18" | 14" | CONDUCTOR | |
| Surface | 1900' | 12-1/4" | 9 5/8" | J-55 | 36lb/ft (new)LT&C |
| Production | 8054' | 7 7/8" | 4 - 1/2" | M-80 | 11.60lb/ft (new)LT&C |

5. Auxiliary Equipment

- A. Kelly Cock – yes
- B. Float at the bit – no
- C. Monitoring equipment on the mud system – visually and/or PVT/Flow Show
- D. Full opening safety valve on the rig floor – yes
- E. Rotating Head – yes
If drilling with air the following will be used:
- 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.
- 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.

DRILLING PROGRAM

- I. A mister with a continuous stream of water shall be installed near the end of the blooie lines for dust suppression.

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.

6. 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: Mesa Verde 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

7. Cementing Program

| <u>Casing</u> | <u>Volume</u> | <u>Type & Additives</u> |
|---------------|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Conductor | | Ready Mix |
| Surface | 1200sx* | Premium Plus type 5 + 2 % CaC12, 15.6 ppg, 1.18ft3, 5.2 gal/sk. |
| Production | Lead-688sx* Tail-1268sx* | Lead/Tail oilfield type cement circulated in place . Tail slurry: Class "G" + gilsonite and additives as required, mixed to 14.8 ppg, yield = 1.34 cf/sx. Tail to 3846' ($\pm 500'$ above production zone). |

Cement Characteristics:
Lead slurry: Class "G" + extender and additives as
required, mixed to 11.0 ppg, yield = 3.82 cf/sx.
Lead to surface. Tail plug used. Allowed to set
under pressure.

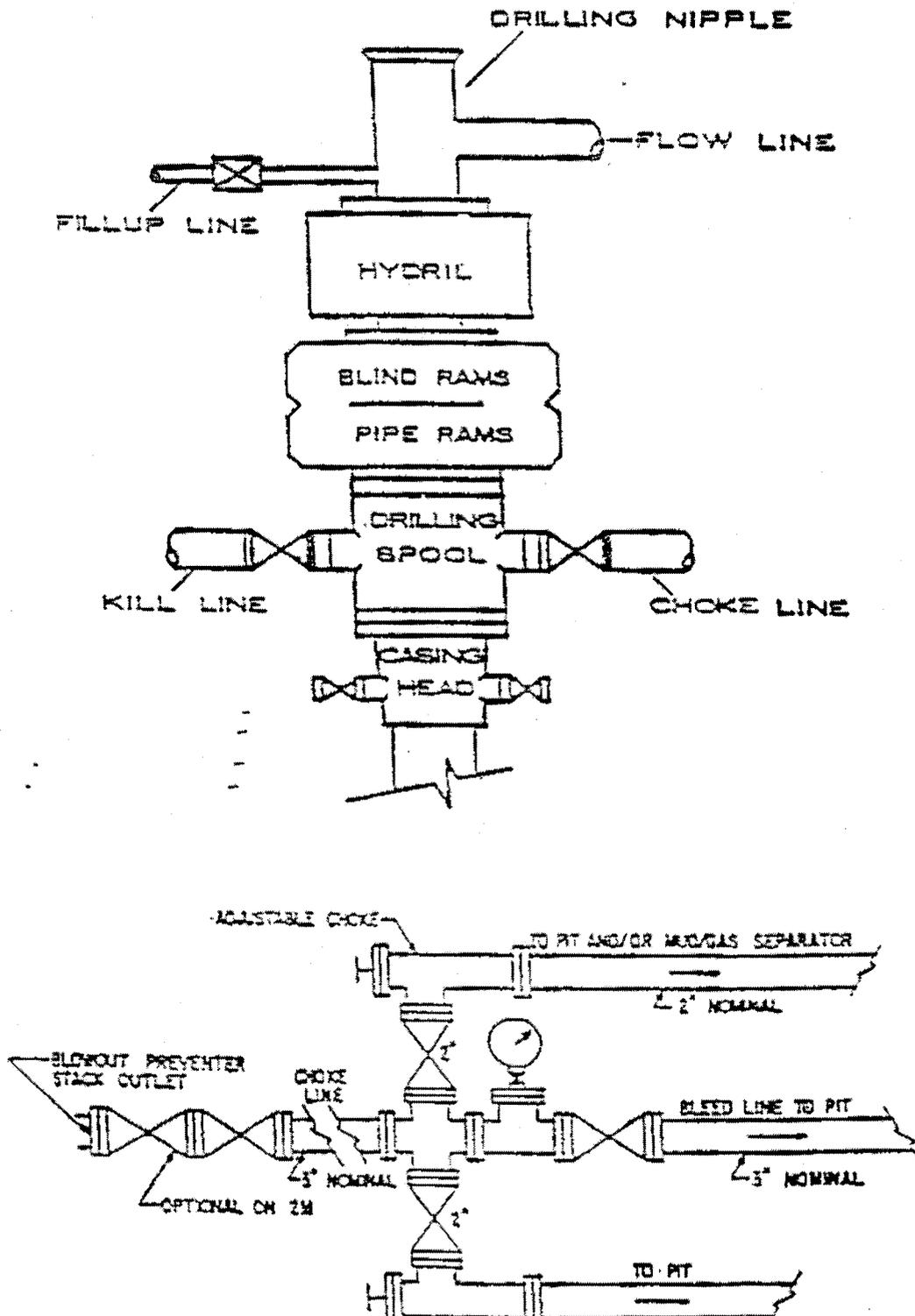
*Final cement volumes to be calculated from caliper log with an attempt to be made to circulate cement to the surface. A bond log will be run across the zone of interest and across zones as required by the authorized officer to insure protection of natural resources.

8. 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 3469.0 psi. Maximum anticipated bottom hole temperature is 140° F.

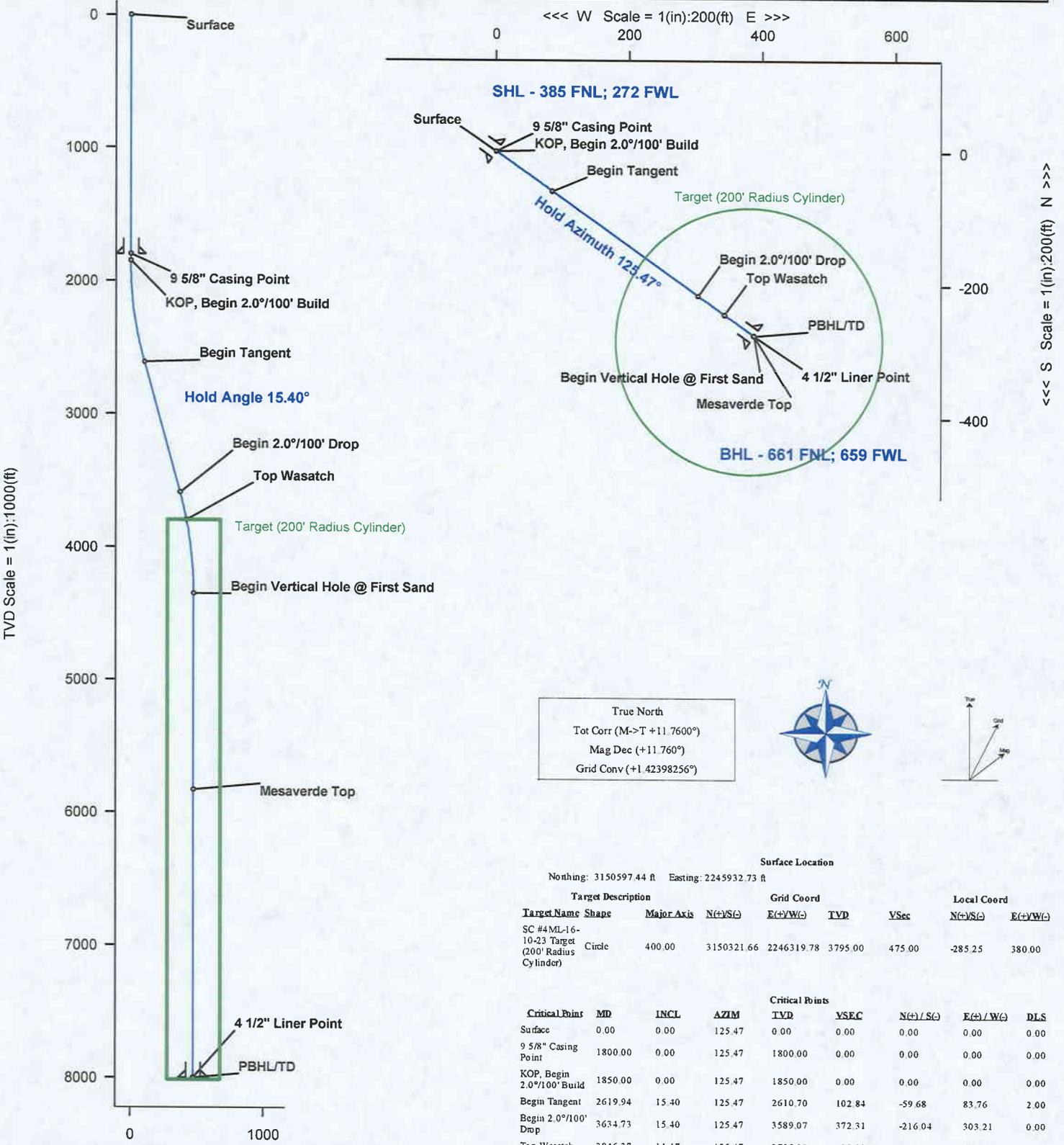
DRILLING PROGRAM

SCHEMATIC DIAGRAM OF 3,000 PSI BOP STACK

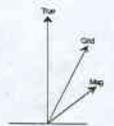


| | | |
|---------------------------------|-------------------------------------|----------------------------------------|
| WELL SC #4ML-16-10-23 | FIELD Uintah County, Utah | STRUCTURE Questar 16-10S-23E |
|---------------------------------|-------------------------------------|----------------------------------------|

| | | | | | |
|------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|----------------------------------------------------------------|
| Magnetic Parameters Model: BGGM 2005 Dip: 66.041° Mag Dec: +11.760° | Date: August 20, 2005 FS: 52912.3 nT | Surface Location Lat: N39 57 18.830 Lon: W109 20 25.230 | NAD83 Utah State Plane, Northern Zone, US Feet Northing: 3150597.44 RUS Easting: 2245932.73 RUS Grid Conv: +1.42398256° Scale Fact: 1.0002068546 | Miscellaneous SC #4ML-16-10-23 Plan: R1 jw 20-Jul-05 | TVD Ref: RIG (5390.00 ft above MSL) Shy Date: July 20, 2005 |
|------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|----------------------------------------------------------------|



True North
Tot Corr (M->T +11.7600°)
Mag Dec (+11.760°)
Grid Conv (+1.42398256°)



| Target Description | | Grid Coord | | Local Coord | | | | |
|------------------------------------------------|--------|------------|------------|-------------|---------|--------|-----------|-----------|
| Target Name | Shape | Major Axis | N(+)/S(-) | E(+)/W(-) | TVD | VSec | N(+)/S(-) | E(+)/W(-) |
| SC #4ML-16-10-23 Target (200' Radius Cylinder) | Circle | 400.00 | 3150321.66 | 2246319.78 | 3795.00 | 475.00 | -285.25 | 380.00 |

| Critical Point | | Critical Points | | | | | | |
|----------------------------------|---------|-----------------|--------|---------|--------|-----------|-----------|------|
| Surface | MD | INCL | AZIM | TVD | YSEC | N(+)/S(-) | E(+)/W(-) | DLS |
| Surface | 0.00 | 0.00 | 125.47 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 9 5/8" Casing Point | 1800.00 | 0.00 | 125.47 | 1800.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| KOP, Begin 2.0°/100' Build | 1850.00 | 0.00 | 125.47 | 1850.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Begin Tangent | 2619.94 | 15.40 | 125.47 | 2610.70 | 102.84 | -59.68 | 83.76 | 2.00 |
| Begin 2.0°/100' Drop | 3634.73 | 15.40 | 125.47 | 3589.07 | 372.31 | -216.04 | 303.21 | 0.00 |
| Top Wasatch | 3846.37 | 11.17 | 125.47 | 3795.00 | 420.92 | -244.25 | 342.80 | 2.00 |
| Begin Vertical Hole @ First Sand | 4404.67 | 0.00 | 125.47 | 4349.77 | 475.15 | -275.72 | 386.97 | 2.00 |
| Mesaverde Top | 5884.90 | 0.00 | 125.47 | 5830.00 | 475.15 | -275.72 | 386.97 | 0.00 |
| 4 1/2" Liner Point | 8054.89 | 0.00 | 125.47 | 7999.99 | 475.15 | -275.72 | 386.97 | 0.00 |
| PBHL/TD | 8054.90 | 0.00 | 125.47 | 8000.00 | 475.15 | -275.72 | 386.97 | 0.00 |

Vertical Section (ft) Azim = 125.47°, Scale = 1(in):1000(ft) Origin = 0 N/-S, 0 E/-W

Quality Control
Date Drawn: Wed 10:04 AM July 20, 2005
Drawn by: Jim Wimborg
Checked by: Steve Hall
Client OK:

SC #4ML-16-10-23 R1 Proposal Surveys

| | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Report Date: July 20, 2005 Client: Questar Exploration & Production Field: UT, Uintah County (NAD 83 NZ) Structure / Slot: Questar 16-10S-23E (SC #4ML-16-10-23) / SC #4ML-16-10-23 Well: SC #4ML-16-10-23 Borehole: Original Hole (Est RKB) UWI/API#: Survey Name / Date: SC #4ML-16-10-23 R1 jaw 20-Jul-05 / July 20, 2005 Tort / AHD / DDI / ERD ratio: 30.798° / 475.15 ft / 4.168 / 0.059 Grid Coordinate System: NAD83 Utah State Planes, Northern Zone, US Feet Location Lat/Long: N 39 57 18.830, W 109 20 25.230 Location Grid N/E Y/X: N 3150597.440 ftUS, E 2245932.725 ftUS Grid Convergence Angle: +1.42398256° Grid Scale Factor: 1.00020985 | Survey / DLS Computation Method: Minimum Curvature / Lubinski Vertical Section Azimuth: 125.470° Vertical Section Origin: N 0.000 ft, E 0.000 ft TVD Reference Datum: RKB TVD Reference Elevation: 5290.0 ft relative to MSL Sea Bed / Ground Level Elevation: 5282.000 ft relative to MSL Magnetic Declination: 11.760° Total Field Strength: 52912.331 nT Magnetic Dip: 66.041° Declination Date: August 20, 2005 Magnetic Declination Model: BGGM 2005 North Reference: True North Total Corr Mag North -> True North: +11.760° Local Coordinates Referenced To: Well Head |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| Comments | Measured Depth (ft) | Inclination (deg) | Azimuth (deg) | TVD (ft) | Vertical Section (ft) | NS (ft) | EW (ft) | DLS (deg/100 ft) | Northing (ftUS) | Easting (ftUS) | Latitude | Longitude |
|----------------------------------|---------------------|-------------------|---------------|----------|-----------------------|---------|---------|------------------|-----------------|----------------|----------------|-----------------|
| Surface | 0.00 | 0.00 | 125.47 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3150597.44 | 2245932.73 | N 39 57 18.830 | W 109 20 25.230 |
| 9 5/8" Casing Point | 1800.00 | 0.00 | 125.47 | 1800.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3150597.44 | 2245932.73 | N 39 57 18.830 | W 109 20 25.230 |
| KOP, Begin 2.0°/100' Build | 1850.00 | 0.00 | 125.47 | 1850.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3150597.44 | 2245932.73 | N 39 57 18.830 | W 109 20 25.230 |
| Begin Tangent | 2619.94 | 15.40 | 125.47 | 2610.70 | 102.84 | -59.68 | 83.76 | 2.00 | 3150539.85 | 2246017.96 | N 39 57 18.240 | W 109 20 24.154 |
| Begin 2.0°/100' Drop | 3634.73 | 15.40 | 125.47 | 3589.07 | 372.31 | -216.04 | 303.21 | 0.00 | 3150388.96 | 2246241.28 | N 39 57 16.695 | W 109 20 21.336 |
| Top Wasatch | 3846.37 | 11.17 | 125.47 | 3795.00 | 420.92 | -244.25 | 342.80 | 2.00 | 3150361.73 | 2246281.57 | N 39 57 16.416 | W 109 20 20.828 |
| Begin Vertical Hole @ First Sand | 4404.67 | 0.00 | 125.47 | 4349.77 | 475.15 | -275.72 | 386.97 | 2.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |
| Mesaverde Top | 5884.90 | 0.00 | 125.47 | 5830.00 | 475.15 | -275.72 | 386.97 | 0.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |
| 4 1/2" Liner Point | 8054.89 | 0.00 | 125.47 | 7999.99 | 475.15 | -275.72 | 386.97 | 0.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |
| PBHL/TD | 8054.90 | 0.00 | 125.47 | 8000.00 | 475.15 | -275.72 | 386.97 | 0.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |

Survey Type: Raw Proposal

Survey Error Model: SLB ISCWSA version 21 *** 3-D 95.00% Confidence 2.7955 sigma

Surveying Prog:

MD From (ft)

0.00

MD To (ft) EOU Freq Survey Tool Type

8054.90 1/100.00 ft SLB_MWD-STD

Lessee's or Operator's Representative: Jan

Jan Nelson
Red Wash Rep.
QEP Uinta Basin, Inc.
11002 East 17500 South
Vernal, Utah 84078
(435) 781-4331

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.

QEP Uinta Basin 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 QEP Uinta Basin, 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.



Jan Nelson
Red Wash Representative

July 21, 2005

Date

QUESTAR EXPLR. & PROD.

SC #4ML-16-10-23

LOCATED IN UINTAH COUNTY, UTAH
SECTION 16, T10S, R23E, S.L.B.&M.

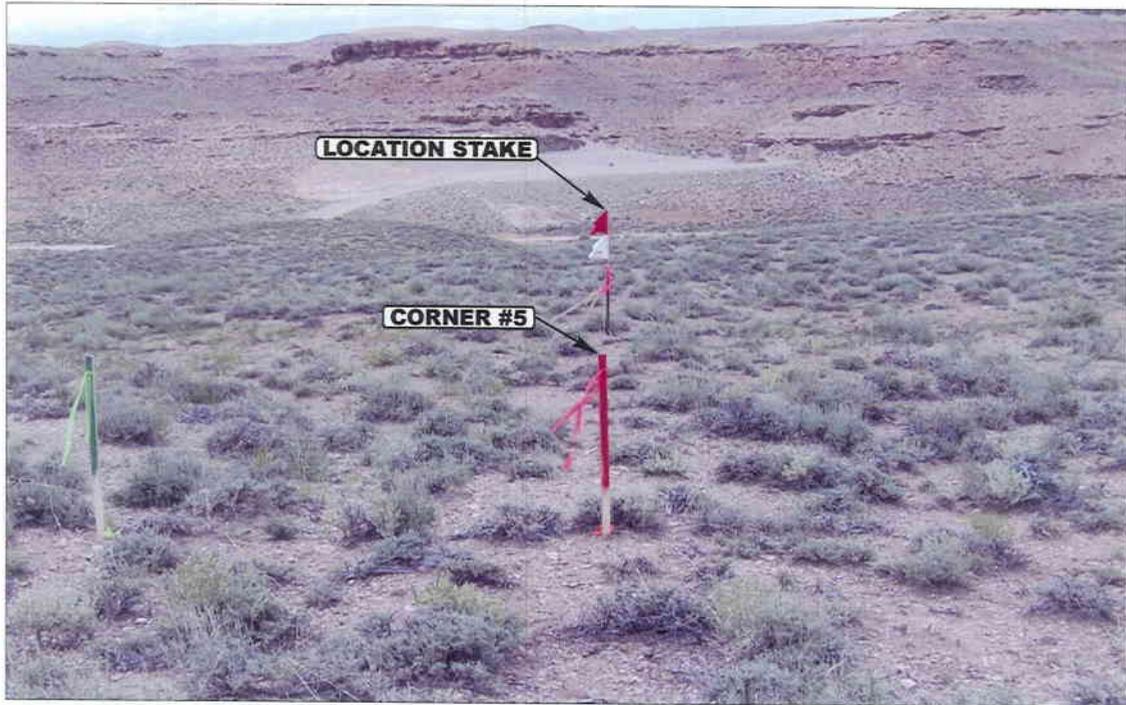


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: EASTERLY



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

LOCATION PHOTOS

06 17 05
MONTH DAY YEAR

PHOTO

TAKEN BY: D.A.

DRAWN BY: L.K.

REVISED: 00-00-00

CONFIDENTIAL

QUESTAR EXPLR. & PROD.

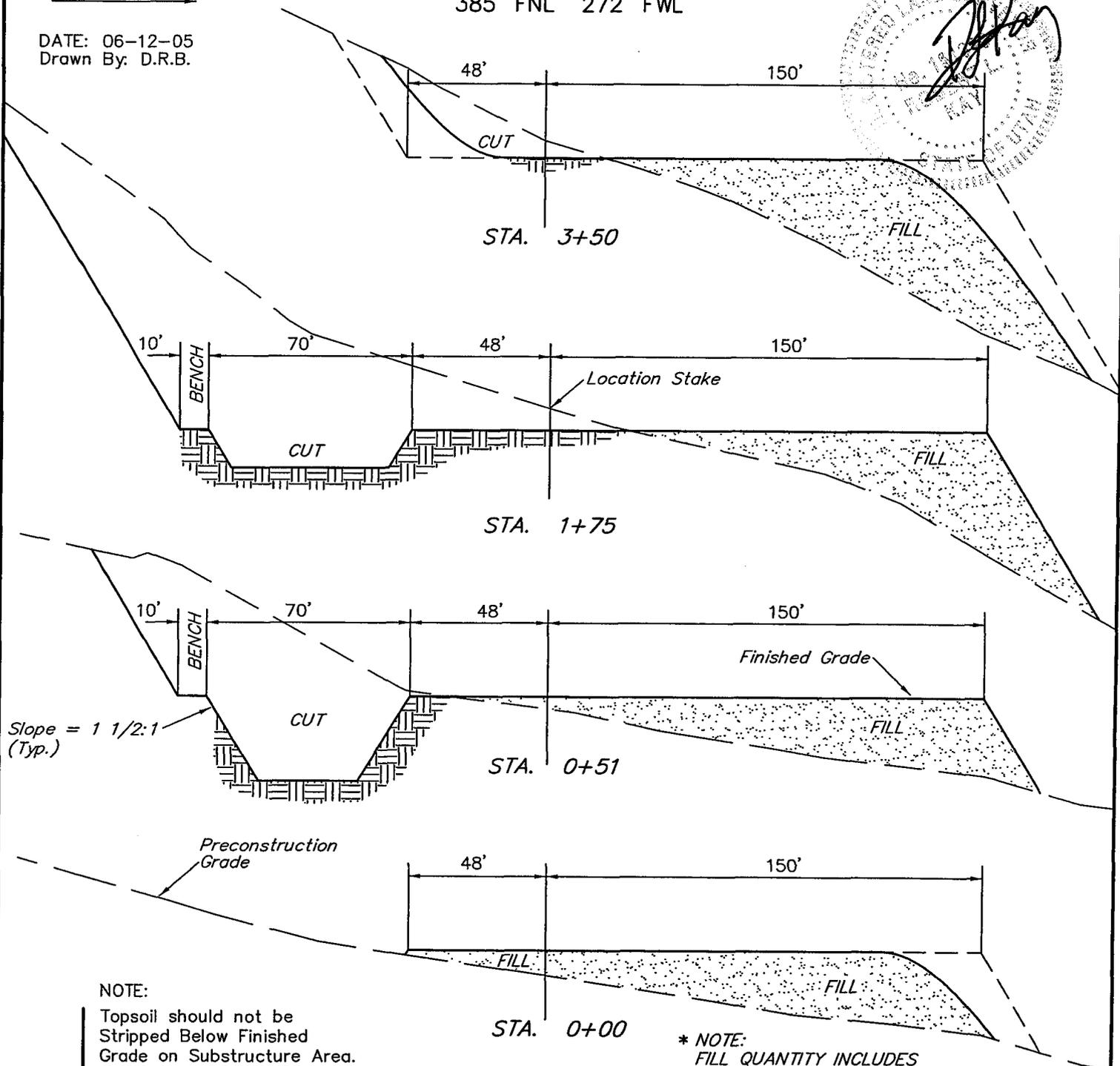
FIGURE #2

TYPICAL CROSS SECTIONS FOR

SC #4ML-16-10-23
SECTION 16, T10S, R23E, S.L.B.&M.
385' FNL 272' FWL

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

DATE: 06-12-05
Drawn By: D.R.B.



NOTE:

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

* NOTE:

FILL QUANTITY INCLUDES 5% FOR COMPACTION

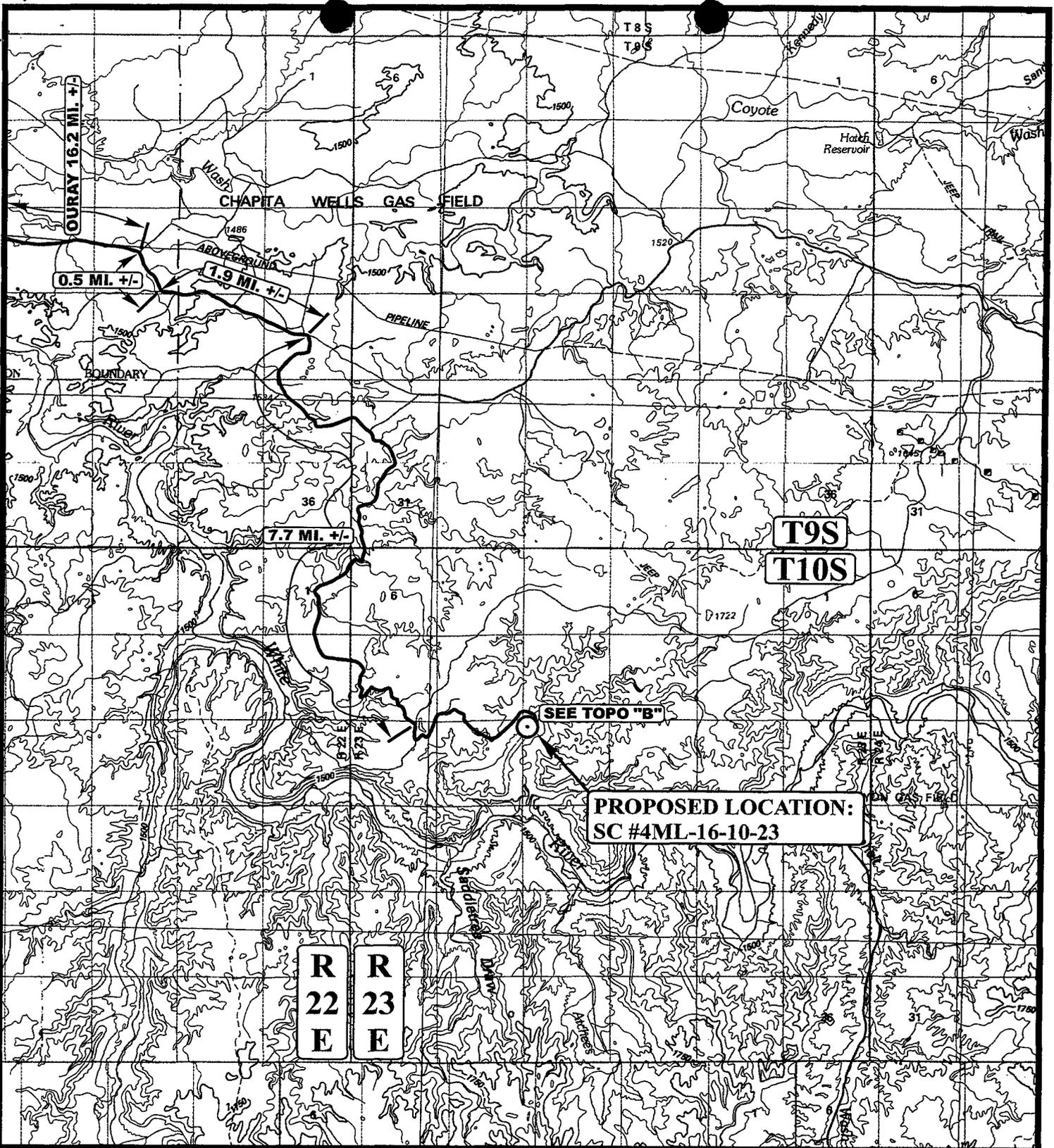
APPROXIMATE YARDAGES

| | |
|------------------------|-------------------------|
| CUT | |
| (6") Topsoil Stripping | = 2,270 Cu. Yds. |
| Remaining Location | = 18,940 Cu. Yds. |
| TOTAL CUT | = 21,210 CU.YDS. |
| FILL | = 17,500 CU.YDS. |

| | |
|--------------------------------------------|------------------|
| EXCESS MATERIAL | = 3,710 Cu. Yds. |
| Topsoil & Pit Backfill (1/2 Pit Vol.) | = 3,710 Cu. Yds. |
| EXCESS UNBALANCE (After Rehabilitation) | = 0 Cu. Yds. |

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

CONFIDENTIAL



LEGEND:

○ PROPOSED LOCATION



QUESTAR EXPLR. & PROD.

SC #4ML-16-10-23
SECTION 16, T10S, R23E, S.L.B.&M.
385' FNL 272' FWL

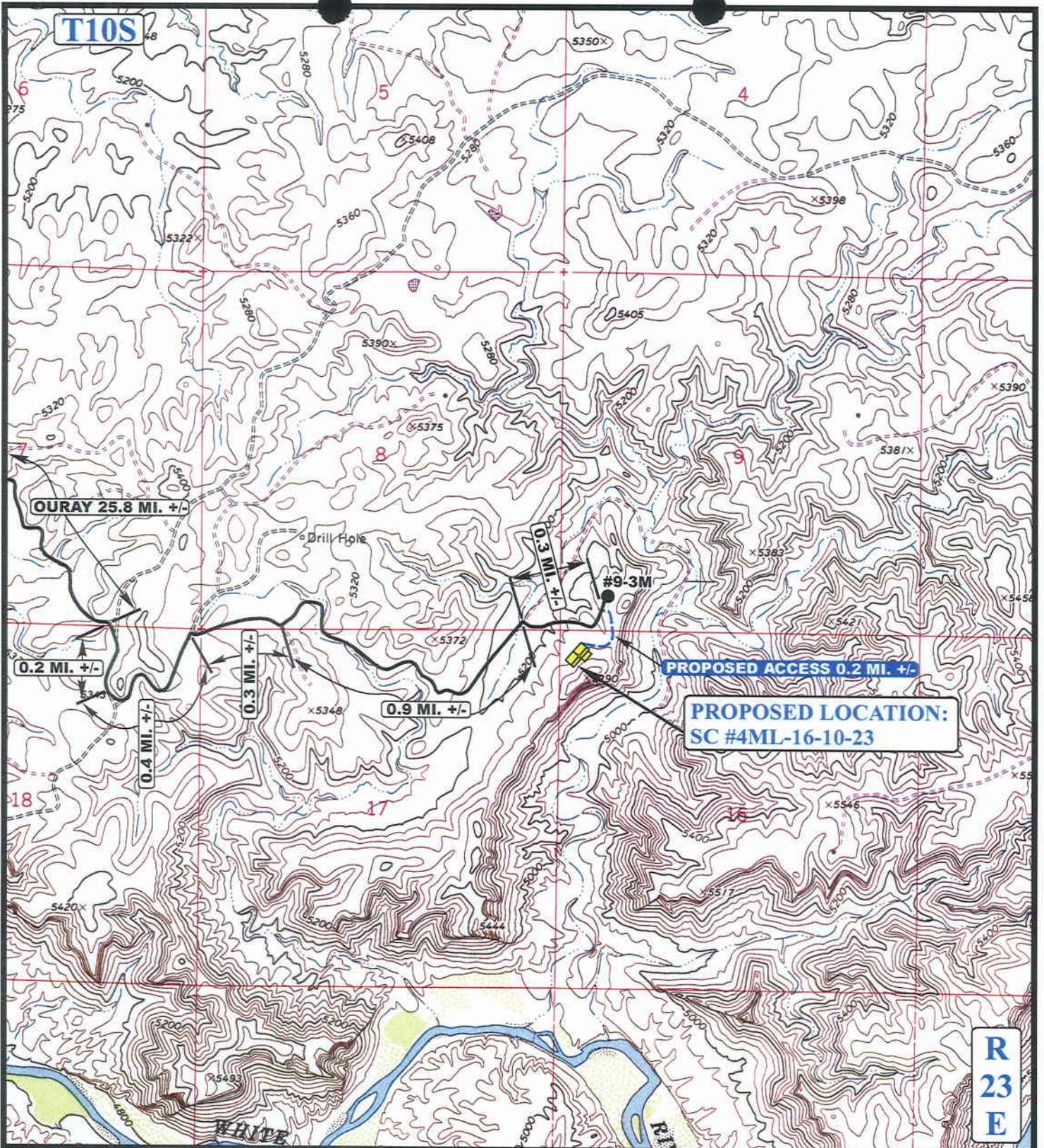


Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

| | | | |
|------------------|----------------|-----|-------------------|
| TOPOGRAPHIC | 06 | 17 | 05 |
| MAP | MONTH | DAY | YEAR |
| SCALE: 1:100,000 | DRAWN BY: L.K. | | REVISED: 00-00-00 |



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LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD



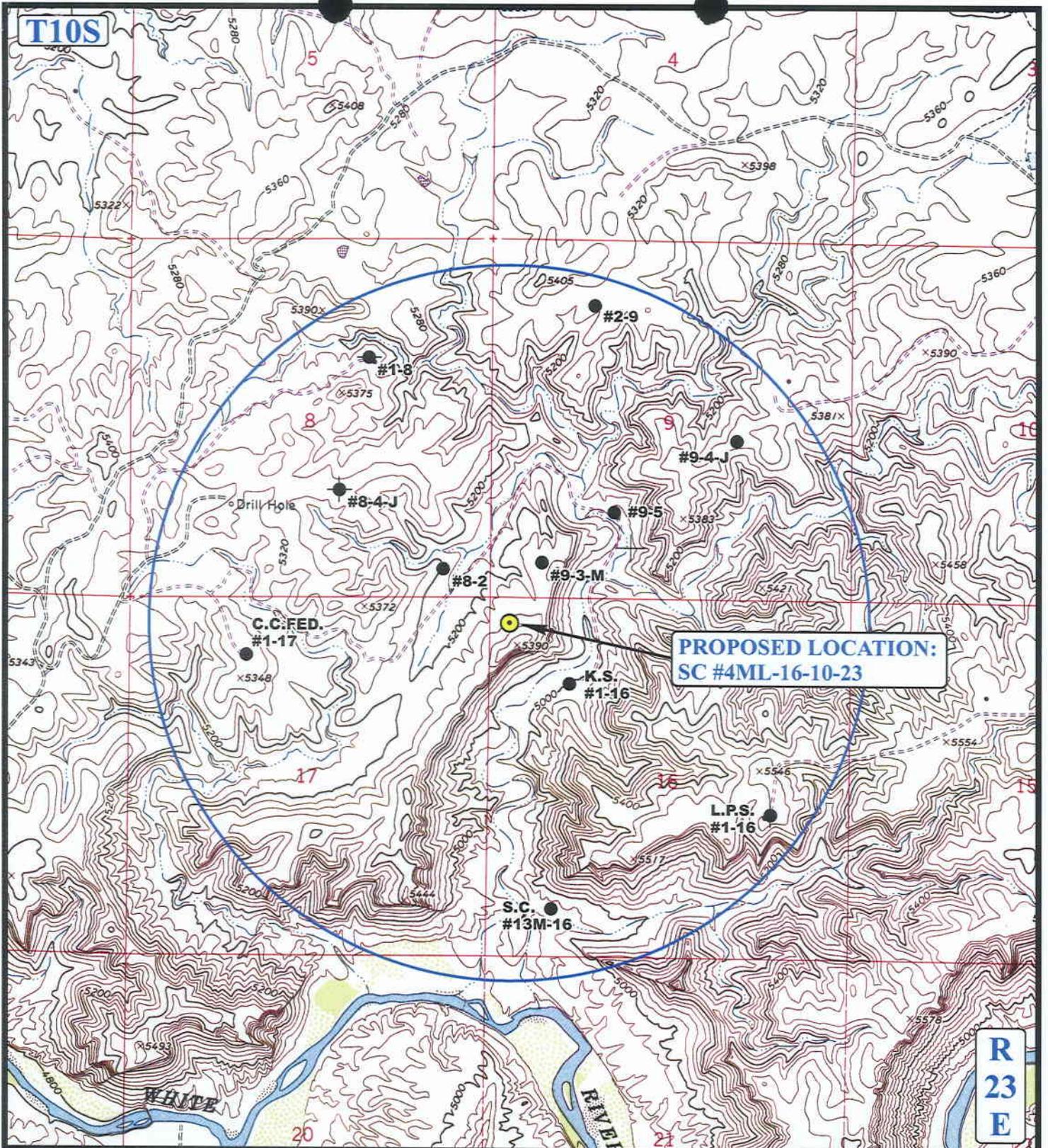
QUESTAR EXPLR. & PROD.

SC #4ML-16-10-23
 SECTION 16, T10S, R23E, S.L.B.&M.
 385' FNL 272' FWL

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

TOPOGRAPHIC MAP 06 17 05
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: L.K. REVISED: 00-00-00 **B TOPO**

CONFIDENTIAL



LEGEND:

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

QUESTAR EXPLR. & PROD.

SC #4ML-16-10-23
 SECTION 16, T10S, R23E, S.L.B.&M.
 385' FNL 272' FWL

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

TOPOGRAPHIC MAP 06 17 05
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: L.K. REVISED: 00-00-00 **C TOPO**

CONFIDENTIAL

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 07/28/2005

| |
|--------------------------------|
| API NO. ASSIGNED: 43-047-36912 |
|--------------------------------|

WELL NAME: SC 4ML-16-10-23
 OPERATOR: QEP UINTA BASIN, INC. (N2460)
 CONTACT: JAN NELSON

PHONE NUMBER: 435-781-4331

PROPOSED LOCATION:

NWNW 16 100S 230E
 SURFACE: 0385 FNL 0272 FWL
 BOTTOM: 0500 FNL 0500 FEL
 UINTAH
 NATURAL BUTTES (630)

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

LEASE TYPE: 3 - State
 LEASE NUMBER: ML-22816
 SURFACE OWNER: 3 - State
 PROPOSED FORMATION: MVRD
 COALBED METHANE WELL? NO

LATITUDE: 39.95511
 LONGITUDE: -109.3397

RECEIVED AND/OR REVIEWED:

___ Plat
 ___ Bond: Fed[] Ind[] Sta[] Fee[]
 (No. 965003033)
 ___ Potash (Y/N)
 ___ Oil Shale 190-5 (B) or 190-3 or 190-13
 ___ Water Permit
 (No. 49-2153)
 ___ RDCC Review (Y/N)
 (Date: _____)
 ___ Fee Surf Agreement (Y/N)
 ___ Intent to Commingle (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: _____

STIPULATIONS: _____

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 07/28/2005

| |
|--------------------------------|
| API NO. ASSIGNED: 43-047-36912 |
|--------------------------------|

WELL NAME: SC 4ML-16-10-23
 OPERATOR: QEP UINTA BASIN, INC. (N2460)
 CONTACT: JAN NELSON

PHONE NUMBER: 435-781-4331

PROPOSED LOCATION:

NWNW 16 100S 230E
 SURFACE: 0385 FNL 0272 FWL
 BOTTOM: 0661 FNL 0659 FWL
 UINTAH
 NATURAL BUTTES (630)

| INSPECT LOCATN BY: / / | | |
|------------------------|------------|---------|
| Tech Review | Initials | Date |
| Engineering | <i>DNW</i> | 8/14/05 |
| Geology | | |
| Surface | | |

LEASE TYPE: 3 - State
 LEASE NUMBER: ML-22816
 SURFACE OWNER: 3 - State
 PROPOSED FORMATION: MVRD
 COALBED METHANE WELL? NO

LATITUDE: 39.95511
 LONGITUDE: -109.3397

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[] Sta[] Fee[]
(No. 465003033)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 49-2153)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)
- Intent to Commingle (Y/N)
(wasatch mesa verde)

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: 179-9
Eff Date: 8-28-1999
Siting: 460' fr ext drillu bdrq 920' fr other wells.
- R649-3-11. Directional Drill

COMMENTS: NLuds sp... (08-09-05)

STIPULATIONS: 1 - STATEMENT OF BASIS
2 - Commingle Approval (wasatch mesa verde)



OPERATOR: QEP UINTA BASIN INC (N2460)

SEC: 16 T. 10S R. 23E

FIELD: NATURAL BUTTES (630)

COUNTY: UINTAH

CAUSE: 179-9 / 8-28-1999



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

Units.shp

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

Fields.shp

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED



PREPARED BY: DIANA WHITNEY
DATE: 29-JULY-2005

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

OPERATOR: QEP UINTA BASIN, INC.
WELL NAME & NUMBER: SC 4ML-16-10-23
API NUMBER: 43-047-36912
LOCATION: 1/4,1/4 NW/NW Sec: 16 TWP: 10S RNG: 23E 385' FNL 272' FWL

Geology/Ground Water:

QEP proposes to set 1900' of surface casing at this location, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at a depth of 4,300'. The base of the moderately saline water should be found in the upper Wasatch Formation, well down into the production string. A search of Division of Water Rights records shows no water wells within a 10,000 foot radius of the proposed well. The surface formation at this site is the Green River Formation. The Green River Formation is made up of interbedded limestones, sandstones and shales. The Green River Formation is deeply dissected in the area of the proposed well and is probably not a significant source of ground water. The proposed casing and cement should adequately protect any useable ground water in this area.

Reviewer: Brad Hill **Date:** 08/10/2005

Surface:

The predrill investigation of the surface was performed on 8/09/05. This site is on State surface, with State minerals, and appears to be a good site for a well in this drilling window. Ed Bonner of SITLA was invited to attend this investigation, but was not present. Ben Williams from DWR was present, but stated no wildlife concerns with drilling on this location. Jan Nelson and Darryl Knop stated that they plan to shrink the location dimensions from 350' to 330' in length, from 48' to 35' from center stake to pit, and the pit to be reduced from 150' in length to 120'.

Reviewer: Richard Powell **Date:** 8/10/2005

Conditions of Approval/Application for Permit to Drill:

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

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

OPERATOR: QEP UINTA BASIN, INC.

WELL NAME & NUMBER: SC 4ML-16-10-23

API NUMBER: 43-047-36912

LEASE: ML-22186 FIELD/UNIT: NATURAL BUTTES

LOCATION: 1/4, 1/4 NW/NW Sec: 16 TWP: 10S RNG: 23E 385' FNL 272' FWL

LEGAL WELL SITING: 460' from unit boundary and 920' from another well.

GPS COORD (UTM): 12T 0641827 4423902 SURFACE OWNER: SITLA.

PARTICIPANTS

RICHARD POWELL (DOGM), BEN WILLIAMS (DWR), JAN NELSON (QEP), DARRYL KNOP (QEP).

REGIONAL/LOCAL SETTING & TOPOGRAPHY

This site is located on a gradually sloped bench near the top of the east side of a large ridge. The ridge slopes westerly to a narrow valley, which drains to the north for approximately .5 miles until the drainage enters a deep canyon wash on the east side of the ridge which then drains south to the White river approximately 1 mile from the location. There are large rock outcropping at the top of the ridge.

SURFACE USE PLAN

CURRENT SURFACE USE: Wildlife Grazing.

PROPOSED SURFACE DISTURBANCE: Location as proposed will be 350' by 278'. Proposed new access road 0.2 miles.

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. Pipeline will follow access road.

SOURCE OF CONSTRUCTION MATERIAL: All construction material will be borrowed from site during construction of location.

ANCILLARY FACILITIES: None required.

WILL DRILLING AT THIS LOCATION GENERATE PUBLIC INTEREST OR CONCERNS? (EXPLAIN): Unlikely.

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. Portable toilets, sewage holding tanks, and onsite sewage treatment equipment will be handled by commercial contractors and

regulated by the appropriate health authority. Trash will be contained in trash baskets and disposed of at an approved landfill.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: None.

FLORA/FAUNA: The area of location contains sparse, low growing sagebrush, with some bunch grass, needle and thread grass, rabbit brush and prickly pear. Wildlife found in this area may include: Rodents, Raptors, Coyote, Pronghorn, Bobcat, and Rabbits.

SOIL TYPE AND CHARACTERISTICS: Poor, light brown silt soil with broken shale and rock outcroppings.

EROSION/SEDIMENTATION/STABILITY: It does not appear that construction will affect erosion or the potential of sediment leaving the site.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: 150' by 70' and twelve feet deep. Reserve pit to be placed in cut. Jan Nelson and Darryl Knop stated they plan to reduce pit length to 120'.

LINER REQUIREMENTS (Site Ranking Form attached): A liner and felt sub-liner will be required for reserve pit. Site ranking score is 30.

SURFACE RESTORATION/RECLAMATION PLAN

As per SITLA

SURFACE AGREEMENT: As per SITLA

CULTURAL RESOURCES/ARCHAEOLOGY: Archeology study completed by Montgomery on 6/27/2005

OTHER OBSERVATIONS/COMMENTS

ATTACHMENTS

PHOTOS OF THIS SITE WERE TAKEN AND PLACED ON FILE.

RICHARD POWELL
DOGM REPRESENTATIVE

08/09/2005 11:50 AM
DATE/TIME

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

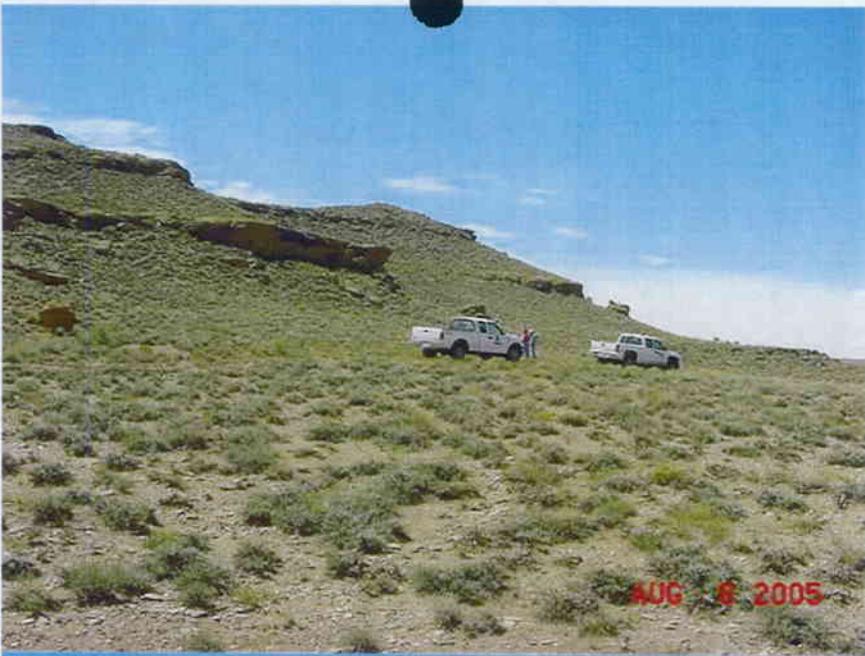
| <u>Site-Specific Factors</u> | <u>Ranking</u> | <u>Site Ranking</u> |
|---------------------------------------------------------|----------------|---------------------|
| Distance to Groundwater (feet) | | |
| >200 | 0 | |
| 100 to 200 | 5 | |
| 75 to 100 | 10 | |
| 25 to 75 | 15 | |
| <25 or recharge 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> |

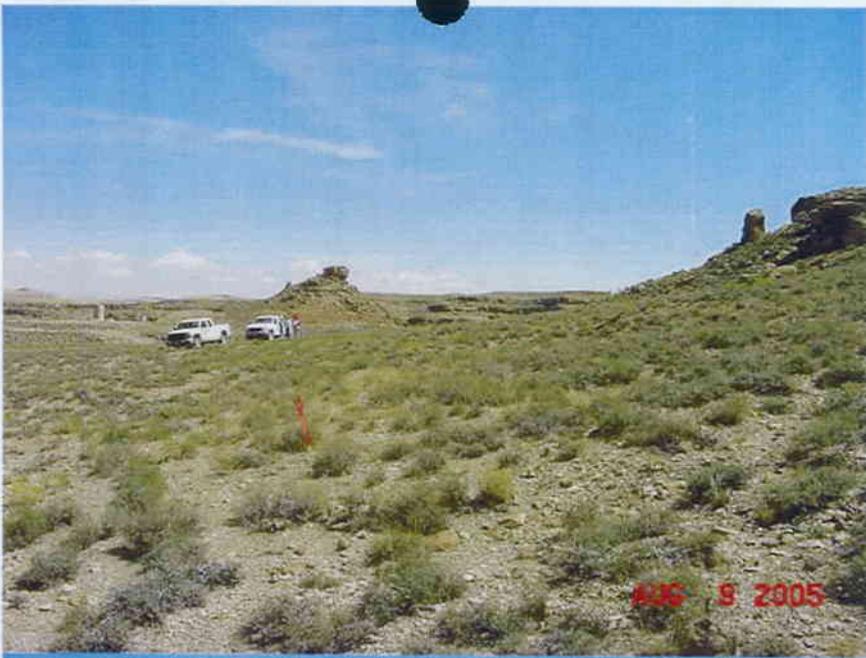
Final Score 30 (Level I Sensitivity)

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.





Casing Schematic

Green River

Surface

9-5/8"
MW 8.4
Frac 19.3

TOC @
0.

TOC @
0.

Surface
1900. MD
1900. TVD

with 8% washout

BHP

$$(0.052)(9.5)(7998) = 3951$$

Anticipate 3469

G_{cs}

$$(612)(7998) = 959$$

MASP = 2992

BOPE - 3,000 ✓

Seaf σ_{sg} - 3520

70% = 2464

Max Pressure @ Seaf/shoe = 2610

Propose Test to 2400 ✓

✓ Adequate DWD 8/16/05

4-1/2"
MW 9.5

Production
8054. MD
7998. TVD

3010 TOC Tail

3795 Washout

4300 Rmsw

5830 Mesaverde

with 15% washout

| | | | |
|--------------|-------------------------------|-------------|--------------|
| Well name: | 08-05 QEP 4ML-16-10-23 | | |
| Operator: | QEP Uinta Basin Inc. | | |
| String type: | Surface | Project ID: | 43-047-36912 |
| Location: | Uintah County | | |

Design parameters:

Collapse

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

Burst

Max anticipated surface pressure: 1,672 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP: 1,900 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 buoyed weight.
 Neutral point: 1,664 ft

Environment:

H2S considered? No
 Surface temperature: 75 °F
 Bottom hole temperature: 102 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 450 ft

Cement top: Surface

Directional well information:

Kick-off point 0 ft
 Departure at shoe: 2 ft
 Maximum dogleg: 1.88 °/100ft
 Inclination at shoe: 1.87 °

Re subsequent strings:

Next setting depth: 7,998 ft
 Next mud weight: 9.500 ppg
 Next setting BHP: 3,947 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 1,900 ft
 Injection pressure 1,900 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 | 1900 | 9.625 | 36.00 | J-55 | LT&C | 1900 | 1900 | 8.796 | 135.3 |
| 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 | 829 | 1978 | 2.385 | 1900 | 3520 | 1.85 | 60 | 453 | 7.56 J |

Prepared by: Clint Dworshak
 Utah Div. of Oil & Mining

Phone: 810-538-5281
 FAX: 801-359-3940

Date: August 11, 2005
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1900 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

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

| | | |
|--------------|-------------------------------|--------------|
| Well name: | 08-05 QEP 4ML-16-10-23 | |
| Operator: | QEP Uinta Basin Inc. | Project ID: |
| String type: | Production | 43-047-36912 |
| Location: | Uintah County | |

Design parameters:

Collapse

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

Burst

Max anticipated surface pressure: 2,987 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP: 3,947 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 buoyed weight.
 Neutral point: 6,918 ft

Environment:

H2S considered? No
 Surface temperature: 75 °F
 Bottom hole temperature: 187 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,500 ft

Cement top: Surface

Directional well information:

Kick-off point: 0 ft
 Departure at shoe: 482 ft
 Maximum dogleg: 2 °/100ft
 Inclination at shoe: 0 °

| 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 | 8054 | 4.5 | 11.60 | M-80 | LT&C | 7998 | 8054 | 3.875 | 186.7 |
| 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 | 3947 | 6350 | 1.609 | 3947 | 7780 | 1.97 | 80 | 267 | 3.35 B |

Prepared by: Clint Dworshak
 Utah Div. of Oil & Mining

Phone: 810-538-5281
 FAX: 801-359-3940

Date: August 11, 2005
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 7998 ft, a mud weight of 9.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

NOTICE OF INTENT TO COMPLETE INTO MULTIPLE POOLS

SC 4ML-16-10-23

In compliance with the stated objectives of section R649-3-22 of the Utah Administrative Code and the Utah Oil and Gas Conservation Act, Questar Exploration and Production Company hereby requests the commingling of production between intervals in the SC 4ML-16-10-23. Questar considers this commingling to be in the public interest in that it promotes maximum ultimate economic recovery, prevents waste, provides for orderly and efficient production of oil and gas and presents no detrimental effects from commingling the two gas streams.

Questar requests approval for the commingling between the Mesa Verde and Wasatch intervals. As the well is not in a Unit PA and the ownership is the same between formations, production will be reported as combined Mesa Verde / Wasatch production.

This well will be completed using multiple stage hydraulic fracturing. Bridge plugs will be used to isolate completion intervals during fracturing operations and will be drilled up prior to putting the well on production. Mesa Verde and Wasatch intervals will be fractured separately, except where they occur too close together to make isolation unfeasible.

A plat of all contiguous owners will follow along with an affidavit stating that all contiguous owners have been notified and given a 15 day objection period.

I hereby certify that the foregoing is true and correct

Mike Stahl
Completion Engineer
Questar Exploration & Production

RECEIVED
AUG
SEP 25 2005

DIV. OF OIL, GAS & MINING

AFFIDAVIT OF NOTICE

STATE OF COLORADO)
COUNTY OF DENVER) ss:

Angela Page, being duly sworn, deposes and says:

1. That I am employed by Questar Market Resources in the capacity as a Landman. My business address is Independence Plaza
1050 17th Street, Suite 500
Denver, CO 80265
2. In my capacity as a Landman, pursuant to the provisions of Utah Administrative Rule 615-3-22 I have provided a copy of Questar Market Resource's application for completion of the SC 4ML-16-10-23 well into two or more pools, in the form of Utah Division of Oil, Gas and Mining's Form 9 Sundry Notice, to owners of all contiguous oil and gas leases or drilling units overlying the pools which are the subject of that application.
3. In my capacity as a Landman I am authorized to provide such notice of Questar Market Resource's application to contiguous owners and to make this affidavit on this 27th day of July, 2005.

Angela Page
Printed Name: Angela Page

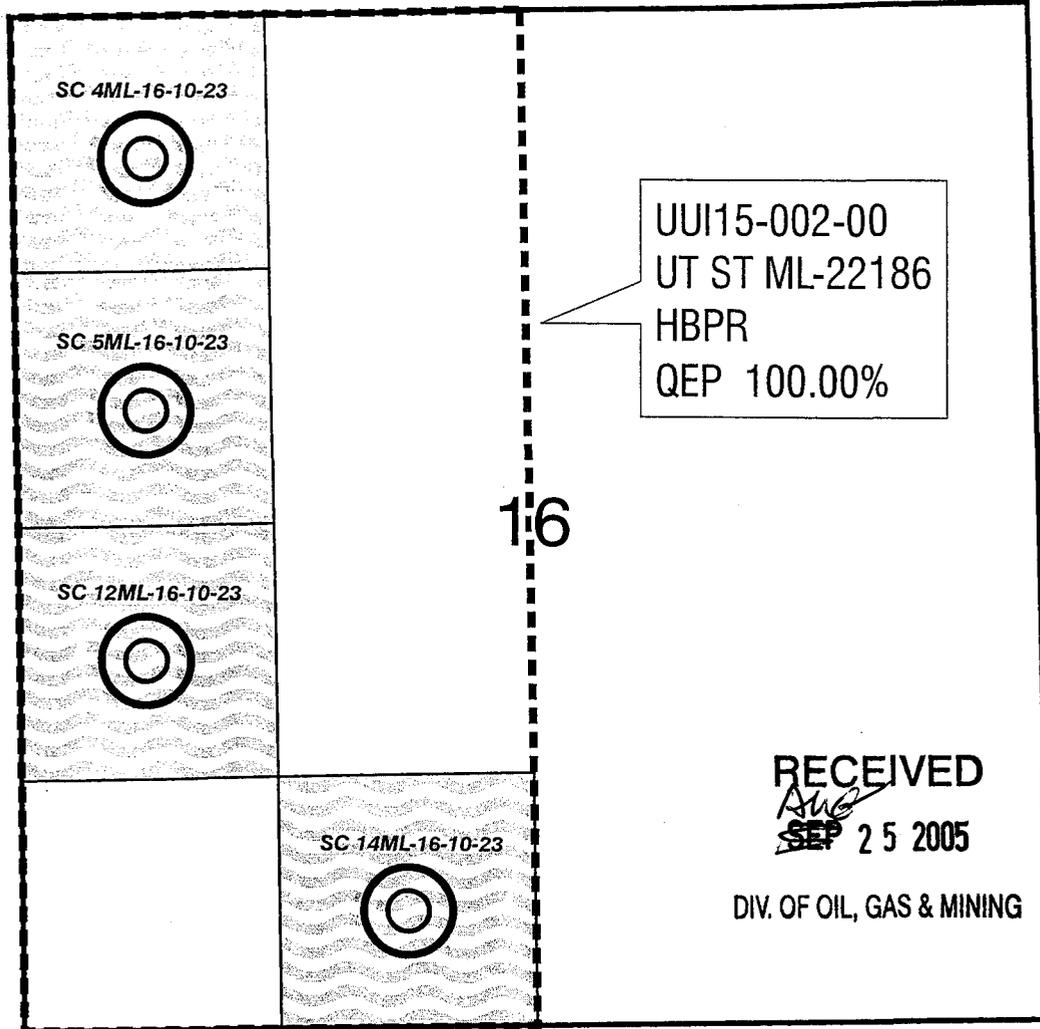
The foregoing instrument was sworn to and subscribed before me this 27th day of July, 2005, by Angela Page

Heather Lang
Notary Public
My Commission Expires 07/08/2008

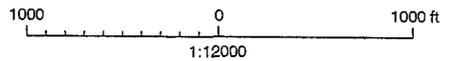


RECEIVED
ASG
SEP 25 2005

DIV. OF OIL, GAS & MINING



Sec 16, T10S-R23E



40-acre pool



Commingled well

----- Lease line

Tw / Kmv
COMMINGLED PRODUCTION
 Uinta Basin—Uintah County, Utah

Wells: SC 4M-16-10-23
SC 5ML-16-10-23, SC 12ML-16 10-23,
SC 14ML-16 10-23
Lease: ML-22186

| | | |
|------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------------|
| QUESTAR Exploration and Production <small>1050 17th St., # 500 Denver, CO 80265</small> | Geologist: JD Herman | Landman: Angela Page |
| | Engineer: | Technician: |
| | Date: August 16, 2005 | 05722MapsUtah mapsComm 2005161023.cdr |

From: Ed Bonner
To: Whitney, Diana
Date: 9/6/2005 12:46:56 PM
Subject: Well Clearance

The following wells have been given cultural resource clearance by the Trust Lands Cultural Resources Group:

Dominion Exploration & Production, Inc

AP 1-2J
AP 2-2J
AP 3-2J
AP 5-2J
AP 8-2J
AP 9-2J
AP 10-2J
AP 15-2J

EnCana Oil & Gas (USA) Inc
Middle Mesa State 36-14-29-24

EOG Resources, Inc
East Chapita 6-16
East Chapita 7-16
East Chapita 8-16

The Houston Exploration Company

Rock House 13-36
Asphalt Wash 3-16-11-24
Asphalt Wash 4-16-11-24
Asphalt Wash 7-16-11-24
Asphalt Wash 8-16-11-24
Asphalt Wash 12-16-11-24
Asphalt Wash 14-16-11-24
Gusher 6-2

QEP Uinta Basin, Inc
SC 4ML-16-10-23
SC 5ML-16-10-23
SC 12ML-16-10-23
SC 14ML-16-10-23
RW 01-36BG

XTO Energy Inc
State of Utah 17-8-7-34
State of Utah 17-8-15-14

If you have any questions regarding this matter please give me a call.

CC: Garrison, LaVonne; Hill, Brad; Hunt, Gil



State of Utah

**Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Oil, Gas & Mining**

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

September 19, 2005

QEP Uinta Basin, Inc.
11002 E 17600 S
Vernal, UT 84078

Re: Southman Canyon 4ML-16-10-23 Well, 385' FNL, 272' FWL, NW NW,
Sec. 16, T. 10 South, R. 23 East, Bottom Location 661' FNL, 659' FWL,
NW NW, Sec. 16, T. 10 South, R. 23 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.

Administrative approval for commingling the production from the Wasatch formation and the Mesaverde formation in this well is hereby granted. Appropriate information has been submitted to DOGM in accordance with R649-3-22. No written objections from owners were received by DOGM.

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 43-047-36912.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Uintah County Assessor
SITLA

Operator: QEP Uinta Basin, Inc.
Well Name & Number Southman Canyon 4ML-16-10-23
API Number: 43-047-36912
Lease: ML-22186

Location: NW NW Sec. 16 T. 10 South R. 23 East
Bottom Location: NW NW Sec. 16 T. 10 South R. 23 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. In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

5. 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.

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

4304736912

QUESTAR

Questar Market Resources

Independence Plaza

1050 17th Street, Suite 500

Denver, CO 80265

Tel 303 672 6900 • Fax 303 294 9632

July 6, 2005

Kerr-McGee
1670 Broadway, Suite 2800
Denver, CO 80202
Attn: Chris Latimer

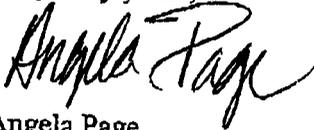
RE: Location Exception
SC 4ML-16-10-23
Section 16, Township 10 South, Range 23 East
Uintah County, Utah

Gentlemen:

Questar Exploration and Production Company is planning on drilling the above mentioned well located in T10S-R23E Sec. 16 NW/NW. The SC 4ML-16-10-23 will be a directional well due to the topography. The bottom hole location will be within the legal 400 foot window. The BLM will not grant an APD without your exception location approval. As such, please sign below to indicate Kerr-McGee's acceptance of this exception location.

Should you have any questions regarding this matter please feel free to call me at 303-672-6931.

Very truly yours,



Angela Page
Landman

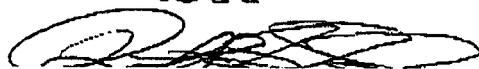
AGREED TO THIS 22nd DAY
OF July, 2005.

7/21/05

OK

Name: [Signature]
Title: [Signature]

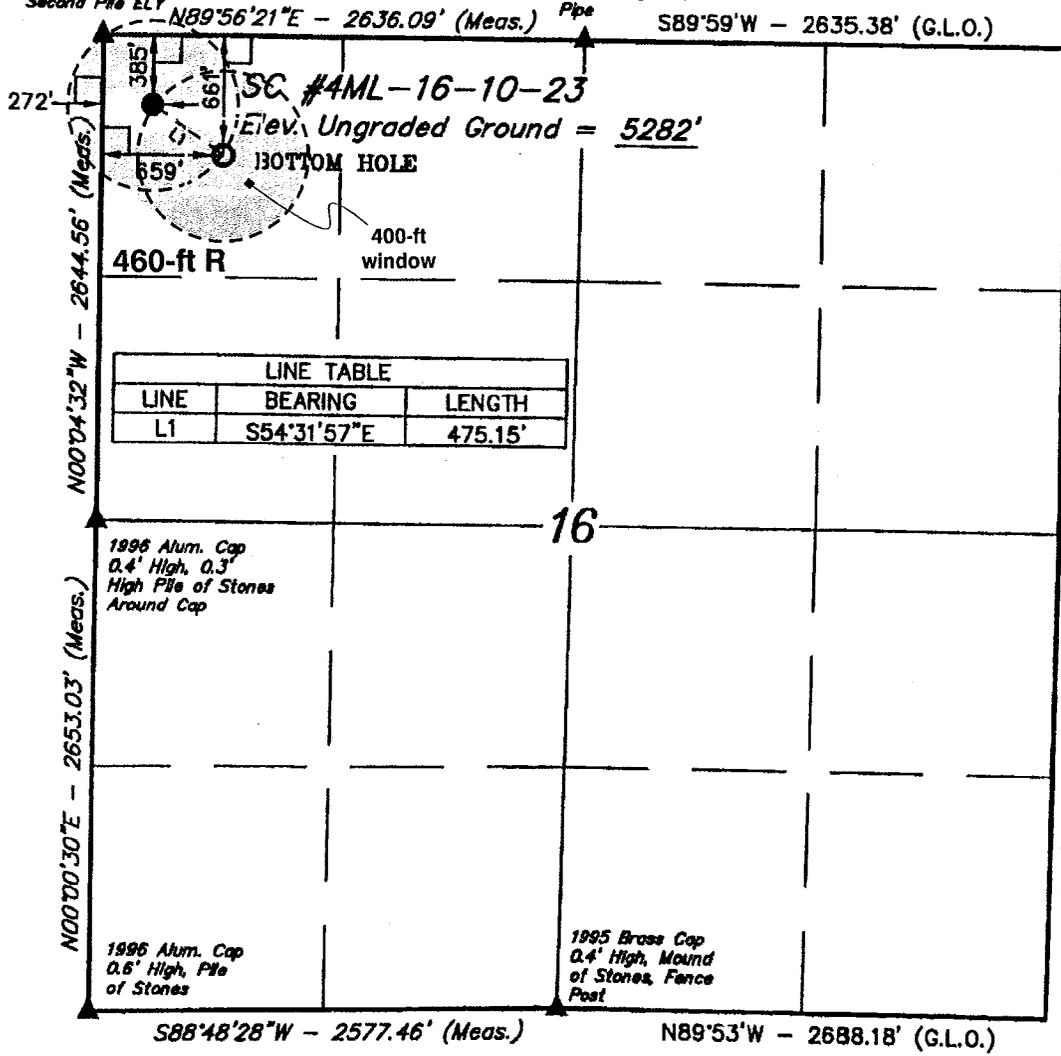
PLEASE SEND DIRECTIONAL
SURVEY WHEN AVAILABLE
TO ROBERT SINGLE AT
KERR MCGEE



T10S, R23E, S.L.B.&M.

1995 Alum Cap
0.1' High Above
1.0' High Pile of
Stones Around Cap
Second Pile ELY

1995 Brass Cap
0.9' High, Mound
of Stones, Steel
Pipe



QUESTAR EXPLR. & PROD.

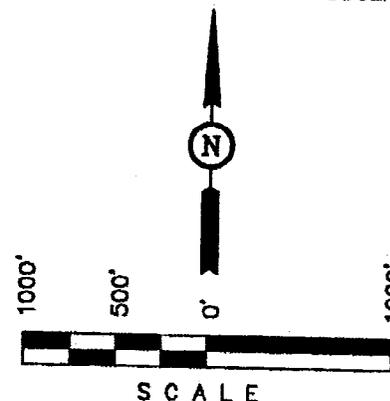
Well location, SC #4ML-16-10-23, located as shown in the NW 1/4 NW 1/4 of Section 16, T10S, R23E, S.L.B.&M. Uintah County, Utah

BASIS OF ELEVATION

SPOT ELEVATION LOCATED IN THE NE 1/4 OF SECTION 30, T9S, R23E, S.L.B.&M. TAKEN FROM THE RED WASH 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 5132 FEET.

BASIS OF BEARINGS

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



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.

[Signature]
REGISTERED LAND SURVEYOR
REGISTRATION NO. 101178
STATE OF UTAH

LEGEND:

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

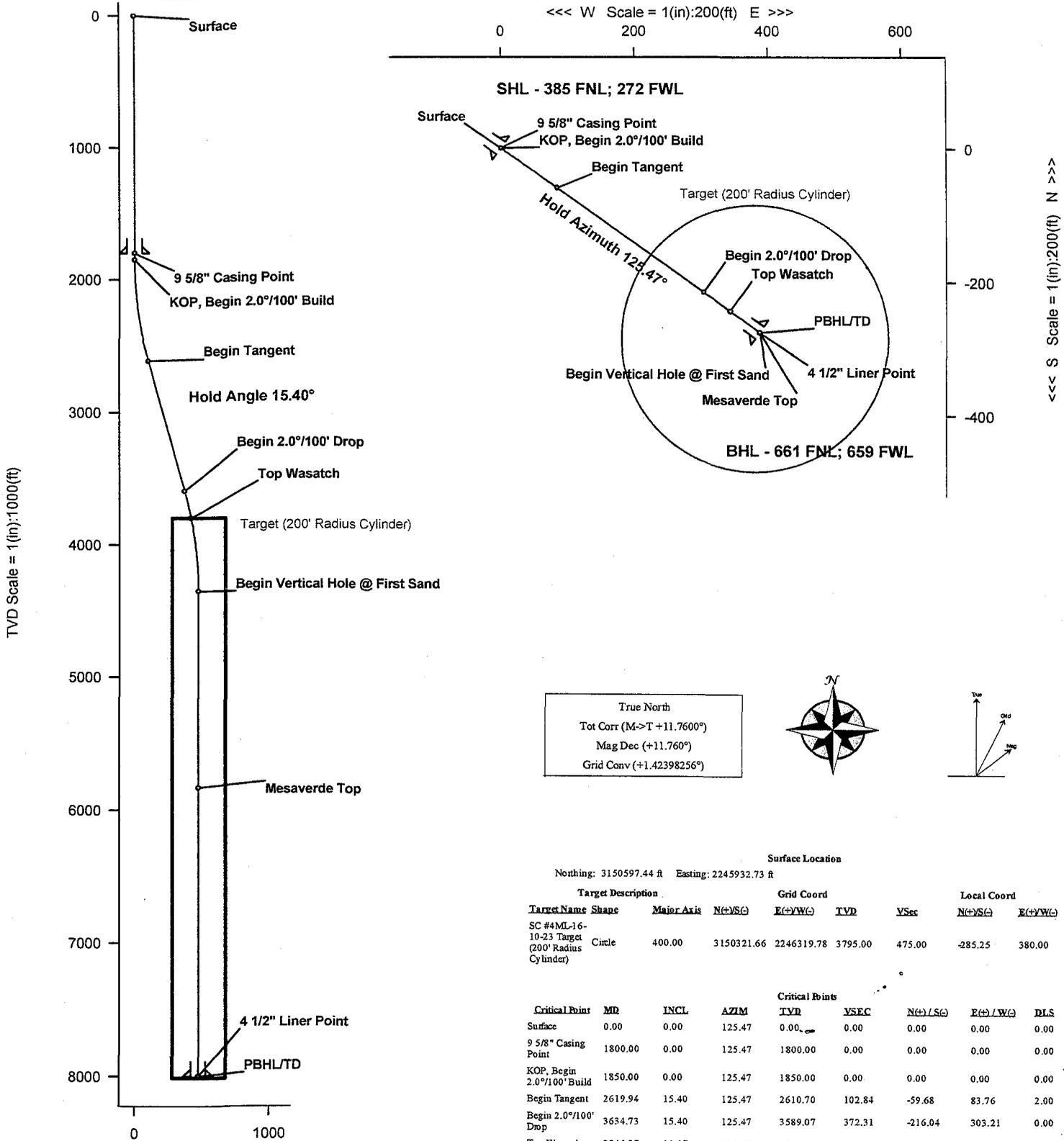
(NAD 83)
LATITUDE = 39°57'18.83" (39.955231)
LONGITUDE = 109°20'25.23" (109.340342)
(NAD 27)
LATITUDE = 39°57'18.95" (39.955264)
LONGITUDE = 109°20'22.79" (109.339664)

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

| | | |
|---------------------------|--------------------------------|-------------------------|
| SCALE 1" = 1000' | DATE SURVEYED: 06-07-05 | DATE DRAWN: 06-09-05 |
| PARTY D.A. T.A. D.R.B. | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE QUESTAR EXPLR. & PROD. | |

| | | |
|---------------------------------|-------------------------------------|----------------------------------------|
| WELL SC #4ML-16-10-23 | FIELD Uintah County, Utah | STRUCTURE Questar 16-10S-23E |
|---------------------------------|-------------------------------------|----------------------------------------|

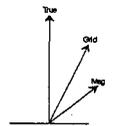
| | | | | | |
|------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|----------------------------------------------------------------|
| Magnetic Parameters Model: BGSW 2005 Dip: 66.041° Mag Dec: +11.760° | Date: August 20, 2005 FS: 52912.3 FT | Surface Location Lat: N29 57 18.830 Lon: W108 20 25.230 | NAD83 Utah State Plane, Northern Zone, US Feet Northing: 3150597.44 FUS Easting: 2245932.73 FUS Grid Conv: +1.42398256° Scale Fact: 1.0002098546 | Mechanisms Sct: SC #4ML-16-10-23 Plan: R1 jw 20-Jul-05 | TVD Ref: FKB (8290.00 ft above MSL) Srv Date: July 20, 2005 |
|------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|----------------------------------------------------------------|



TVD Scale = 1 (in):1000(ft)

Scale = 1 (in):200(ft)

True North
Tot Corr (M->T +11.7600°)
Mag Dec (+11.760°)
Grid Conv (+1.42398256°)



| Target Description | | Major Axis | | Grid Coord | | Local Coord | | | |
|------------------------------------------------|--------|------------|--|------------|------------|-------------|--------|-----------|-----------|
| Target Name | Shape | | | N(+)/S(-) | E(+)/W(-) | TVD | VSec | N(+)/S(-) | E(+)/W(-) |
| SC #4ML-16-10-23 Target (200' Radius Cylinder) | Circle | 400.00 | | 3150321.66 | 2246319.78 | 3795.00 | 475.00 | -285.25 | 380.00 |

| Critical Point | | Major Axis | | Grid Coord | | Local Coord | | DLS |
|----------------------------------|---------|------------|--------|------------|-----------|-------------|--------|------|
| MD | INCL | AZIM | TVD | YSEC | N(+)/S(-) | E(+)/W(-) | | |
| Surface | 0.00 | 0.00 | 125.47 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 9 5/8" Casing Point | 1800.00 | 0.00 | 125.47 | 1800.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| KOP, Begin 2.0°/100' Build | 1850.00 | 0.00 | 125.47 | 1850.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Begin Tangent | 2619.94 | 15.40 | 125.47 | 2610.70 | 102.84 | -59.68 | 83.76 | 2.00 |
| Begin 2.0°/100' Drop | 3634.73 | 15.40 | 125.47 | 3589.07 | 372.31 | -216.04 | 303.21 | 0.00 |
| Top Wasatch | 3846.37 | 11.17 | 125.47 | 3795.00 | 420.92 | -244.25 | 342.80 | 2.00 |
| Begin Vertical Hole @ First Sand | 4404.67 | 0.00 | 125.47 | 4349.77 | 475.15 | -275.72 | 386.97 | 2.00 |
| Mesaverde Top | 5884.90 | 0.00 | 125.47 | 5830.00 | 475.15 | -275.72 | 386.97 | 0.00 |
| 4 1/2" Liner Point | 8054.89 | 0.00 | 125.47 | 7999.99 | 475.15 | -275.72 | 386.97 | 0.00 |
| PBHL/TD | 8054.90 | 0.00 | 125.47 | 8000.00 | 475.15 | -275.72 | 386.97 | 0.00 |

Vertical Section (ft) Azim = 125.47°, Scale = 1 (in):1000(ft) Origin = 0 N-S, 0 E-W

Quality Control
Date Drawn: Wed 10:04 AM July 20, 2005
Drawn by: Jim Wimberg
Checked by: Steve Hall
Client OK:



SC #4ML-16-10-23 R1 Proposal Surveys

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Report Date: July 20, 2005</p> <p>Client: Questar Exploration & Production</p> <p>Field: UT, Uintah County (NAD 83 NZ)</p> <p>Structure / Slot: Questar 16-10S-23E (SC #4ML-16-10-23) / SC #4ML-16-10-23</p> <p>Well: SC #4ML-16-10-23</p> <p>Borehole: Original Hole (Est RKB)</p> <p>UWI/API#:</p> <p>Survey Name / Date: SC #4ML-16-10-23 R1 jaw 20-Jul-05 / July 20, 2005</p> <p>Tort / AHD / DDI / ERD ratio: 30.798° / 475.15 ft / 4.168 / 0.059</p> <p>Grid Coordinate System: NAD83 Utah State Planes, Northern Zone, US Feet</p> <p>Location Lat/Long: N 39 57 18.830, W 109 20 25.230</p> <p>Location Grid N/E Y/X: N 3150597.440 ftUS, E 2245932.725 ftUS</p> <p>Grid Convergence Angle: +1.42398258°</p> <p>Grid Scale Factor: 1.00020985</p> | <p>Survey / DLS Computation Method: Minimum Curvature / Lubinski</p> <p>Vertical Section Azimuth: 125.470°</p> <p>Vertical Section Origin: N 0.000 ft, E 0.000 ft</p> <p>TVD Reference Datum: RKB</p> <p>TVD Reference Elevation: 5290.0 ft relative to MSL</p> <p>Sea Bed / Ground Level Elevation: 5282.000 ft relative to MSL</p> <p>Magnetic Declination: 11.760°</p> <p>Total Field Strength: 52912.331 nT</p> <p>Magnetic Dip: 66.041°</p> <p>Declination Date: August 20, 2005</p> <p>Magnetic Declination Model: BGGM 2005</p> <p>North Reference: True North</p> <p>Total Corr Mag North -> True North: +11.760°</p> <p>Local Coordinates Referenced To: Well Head</p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| Comments | Measured Depth (ft) | Inclination (deg) | Azimuth (deg) | TVD (ft) | Vertical Section (ft) | NS (ft) | EW (ft) | DLS (deg/100 ft) | Northing (ftUS) | Easting (ftUS) | Latitude | Longitude |
|----------------------------------|---------------------|-------------------|---------------|----------|-----------------------|---------|---------|------------------|-----------------|----------------|----------------|-----------------|
| Surface | 0.00 | 0.00 | 125.47 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3150597.44 | 2245932.73 | N 39 57 18.830 | W 109 20 25.230 |
| 9 5/8" Casing Point | 1800.00 | 0.00 | 125.47 | 1800.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3150597.44 | 2245932.73 | N 39 57 18.830 | W 109 20 25.230 |
| KOP, Begin 2.0"/100' Build | 1850.00 | 0.00 | 125.47 | 1850.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3150597.44 | 2245932.73 | N 39 57 18.830 | W 109 20 25.230 |
| Begin Tangent | 2619.94 | 15.40 | 125.47 | 2610.70 | 102.84 | -59.68 | 83.76 | 2.00 | 3150539.85 | 2246017.96 | N 39 57 18.240 | W 109 20 24.154 |
| Begin 2.0"/100' Drop | 3634.73 | 15.40 | 125.47 | 3589.07 | 372.31 | -216.04 | 303.21 | 0.00 | 3150388.96 | 2246241.28 | N 39 57 16.695 | W 109 20 21.336 |
| Top Wasatch | 3846.37 | 11.17 | 125.47 | 3795.00 | 420.92 | -244.25 | 342.80 | 2.00 | 3150361.73 | 2246281.57 | N 39 57 16.416 | W 109 20 20.828 |
| Begin Vertical Hole @ First Sand | 4404.67 | 0.00 | 125.47 | 4349.77 | 475.15 | -275.72 | 386.97 | 2.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |
| Mesaverde Top | 5884.90 | 0.00 | 125.47 | 5830.00 | 475.15 | -275.72 | 386.97 | 0.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |
| 4 1/2" Liner Point | 8054.89 | 0.00 | 125.47 | 7999.99 | 475.15 | -275.72 | 386.97 | 0.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |
| PBHL/TD | 8054.90 | 0.00 | 125.47 | 8000.00 | 475.15 | -275.72 | 386.97 | 0.00 | 3150331.37 | 2246326.51 | N 39 57 16.105 | W 109 20 20.261 |

Survey Type: Raw Proposal

Survey Error Model: SLB ISCWSA version 21 *** 3-D 95.00% Confidence 2.7955 sigma

Surveying Prog:

| | | | |
|-----------------------|---------------------|-----------------|-------------------------|
| <u>MD From (ft)</u> | <u>MD To (ft)</u> | <u>EOU Freq</u> | <u>Survey Tool Type</u> |
| 0.00 | 8054.90 | 1/100.00 ft | SLB_MWD-STD |



July 6, 2005

Kerr-McGee
1670 Broadway, Suite 2800
Denver, CO 80202
Attn: Chris Latimer

RE: Location Exception
SC 4ML-16-10-23
Section 16, Township 10 South, Range 23 East
Uintah County, Utah

Gentlemen:

Questar Exploration and Production Company is planning on drilling the above mentioned well located in T10S-R23E Sec. 16 NW/NW. The SC 4ML-16-10-23 will be a directional well due to the topography. The bottom hole location will be within the legal 400 foot window. The BLM will not grant an APD without your exception location approval. As such, please sign below to indicate Kerr-McGee's acceptance of this exception location.

Should you have any questions regarding this matter please feel free to call me at 303-672-6931.

Very truly yours,

Angela Page
Landman

AGREED TO THIS 23rd DAY
OF July, 2005.

7/21/05

OK

Name: [Signature]
Title: LANDMAN

PLEASE SEND DIRECTIONAL
SURVEY WHEN AVAILABLE
TO ROBERT SINGLE AT
KERR MCGEE

T10S, R23E, S.L.B.&M.

QUESTAR EXPLR. & PROD.

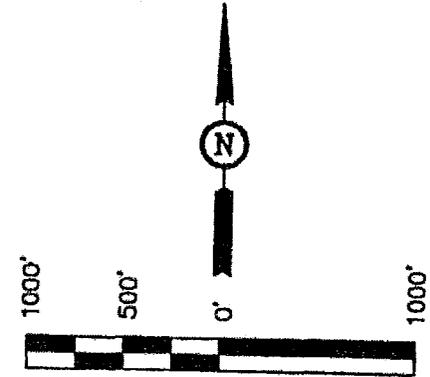
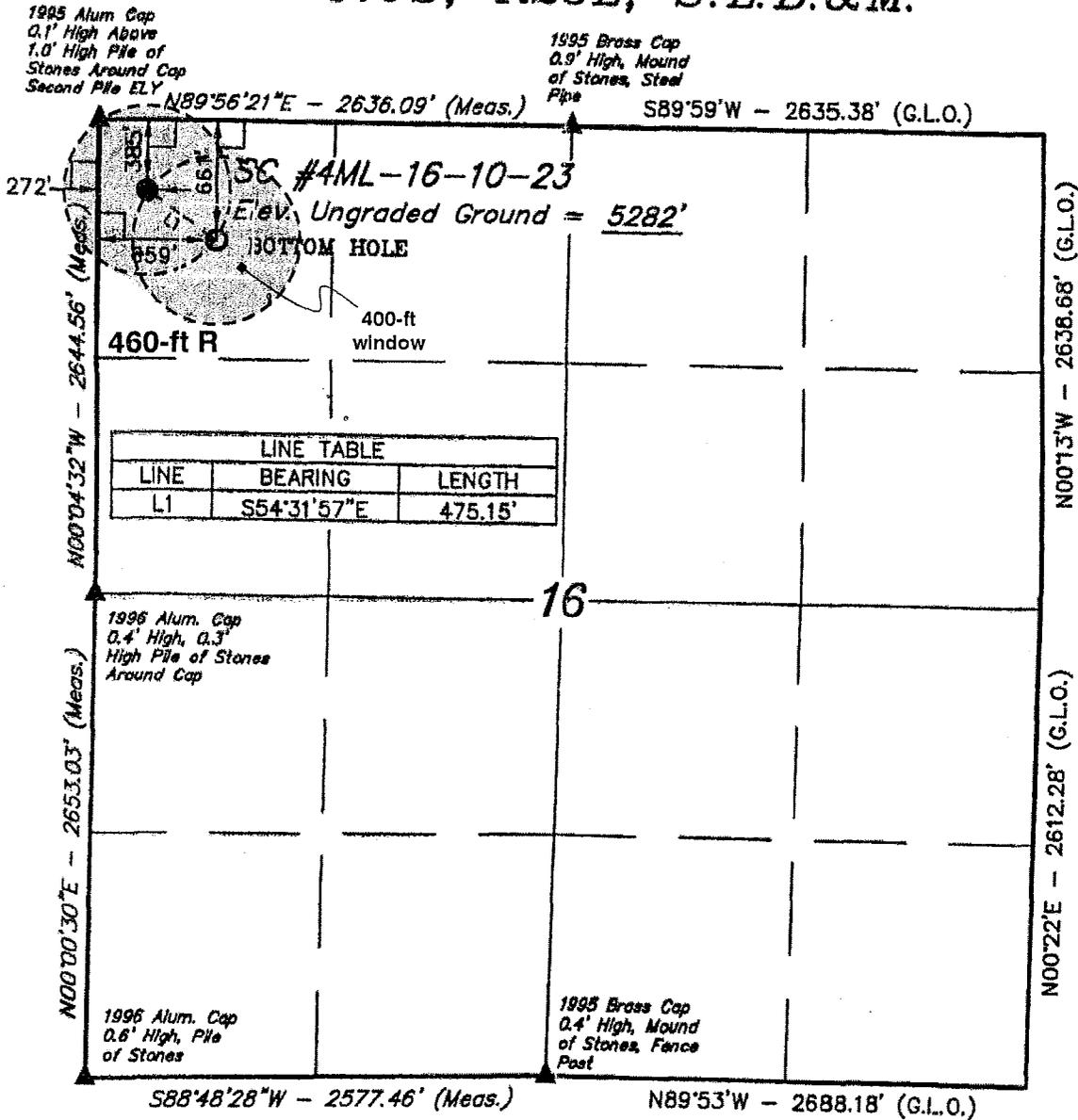
Well location, SC #4ML-16-10-23, located as shown in the NW 1/4 NW 1/4 of Section 16, T10S, R23E, S.L.B.&M. Uintah County, Utah

BASIS OF ELEVATION

SPOT ELEVATION LOCATED IN THE NE 1/4 OF SECTION 30, T9S, R23E, S.L.B.&M. TAKEN FROM THE RED WASH 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 5132 FEET.

BASIS OF BEARINGS

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



SCALE

CERTIFICATE

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

[Signature]
REGISTERED LAND SURVEYOR
REGISTRATION NO. 14512
STATE OF UTAH

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

(NAD 83)
LATITUDE = 39°57'18.83" (39.955231)
LONGITUDE = 109°20'25.23" (109.340342)
(NAD 27)
LATITUDE = 39°57'18.95" (39.955264)
LONGITUDE = 109°20'22.79" (109.339664)

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

| | | |
|---------------------------|--------------------------------|-------------------------|
| SCALE 1" = 1000' | DATE SURVEYED: 06-07-05 | DATE DRAWN: 06-09-05 |
| PARTY D.A. T.A. D.R.B. | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE QUESTAR EXPLR. & PROD. | |

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

FORM 9

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------|
| SUNDRY NOTICES AND REPORTS ON WELLS | | 5. LEASE DESIGNATION AND SERIAL NUMBER: ML-22186 |
| Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals. | | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A |
| 1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____ | | 7. UNIT or CA AGREEMENT NAME: N/A |
| 2. NAME OF OPERATOR: QEP UINTA BASIN, INC. | | 8. WELL NAME and NUMBER: SC 4ML-16-10-23 |
| 3. ADDRESS OF OPERATOR: 11002 E. 17500 S. CITY VERNAL STATE UT ZIP 84078 | | 9. API NUMBER: 4304736912 |
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: 385' FNL 272' FWL | | 10. FIELD AND POOL, OR WILDCAT: NATURAL BUTTES |
| QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNW 16 10S 23E | | 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>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.

QEP Uinta Basin, Inc. proposes to change the bottom hole from what was originally approved 661' FNL 659' FWL to 500' FNL 500' FWL.

Please see revised drilling plans and legal plat.

641892X 39.454799
4423852Y -109.332297

COPY SENT TO OPERATOR
Date: 11-7-05
Initials: CH

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

Date: 10-27-05
By: [Signature]

RECEIVED
OCT 27 2005
DIV. OF OIL, GAS & MINING

| | |
|---------------------------------------|---------------------------------|
| NAME (PLEASE PRINT) <u>Jan Nelson</u> | TITLE <u>Regulatory Affairs</u> |
| SIGNATURE <u>Jan Nelson</u> | DATE <u>10/25/2005</u> |

(This space for State use only)

QUESTAR EXPLR. & PROD.

T10S, R23E, S.L.B.&M.

Well location, SC #4ML-16-10-23, located as shown in the NW 1/4 NW 1/4 of Section 16, T10S, R23E, S.L.B.&M. Uintah County, Utah

1995 Alum Cap
0.1' High Above
1.0' High Pile of
Stones Around Cap
Second Pile ELY

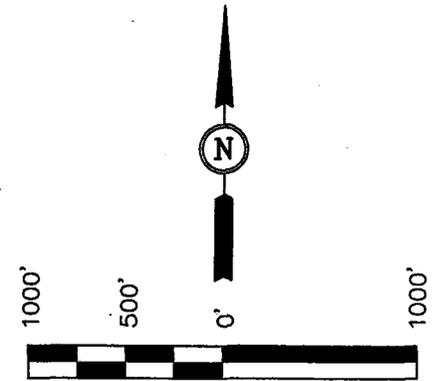
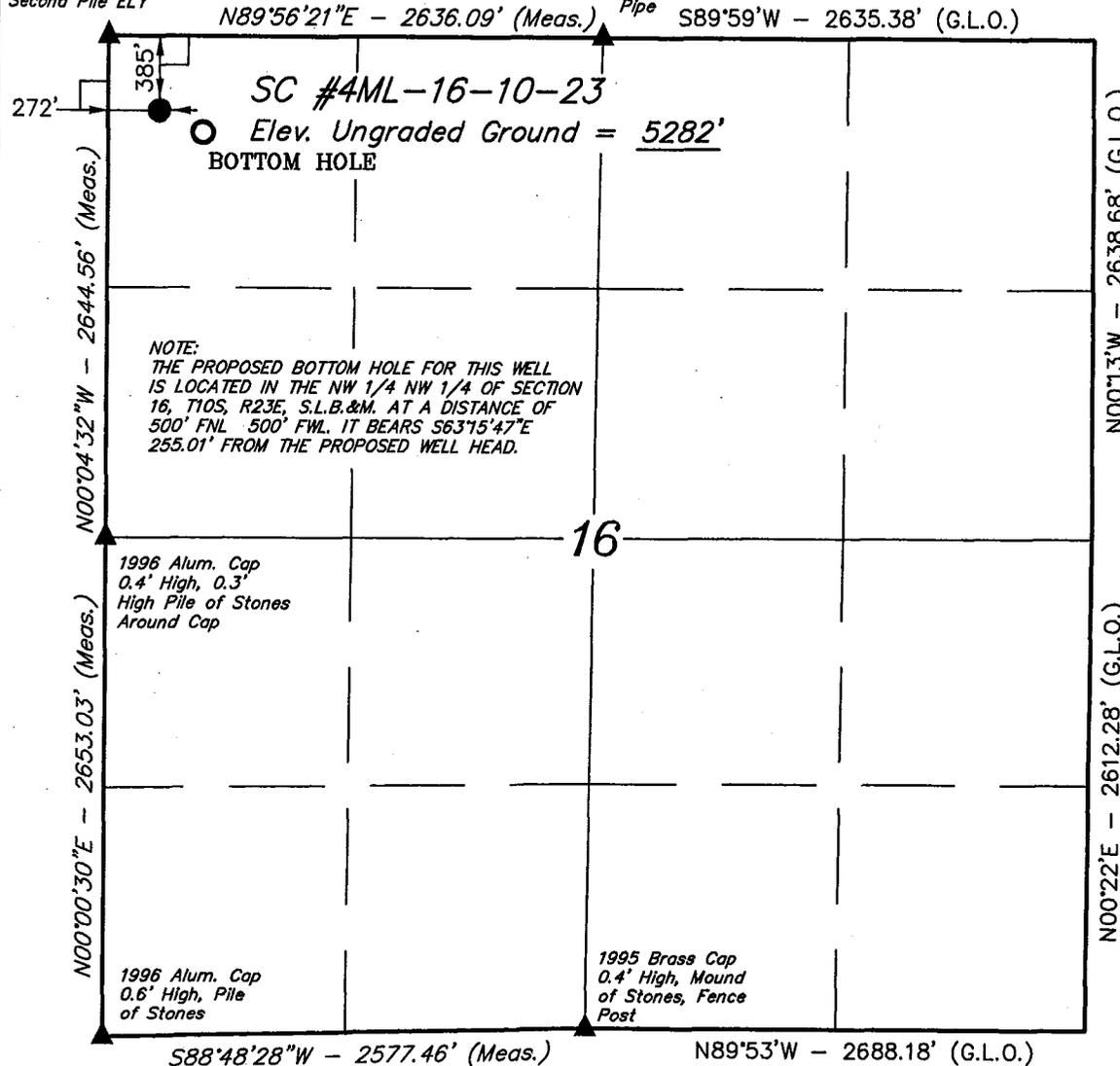
1995 Brass Cap
0.9' High, Mound
of Stones, Steel
Pipe
N89°56'21"E - 2636.09' (Meas.)
S89°59'W - 2635.38' (G.L.O.)

BASIS OF ELEVATION

SPOT ELEVATION LOCATED IN THE NE 1/4 OF SECTION 30, T9S, R23E, S.L.B.&M. TAKEN FROM THE RED WASH 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 5132 FEET.

BASIS OF BEARINGS

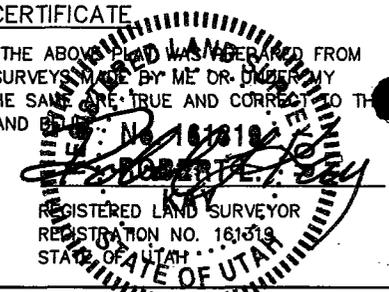
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS DERIVED 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.



REVISED: 10-11-05 L.K.

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

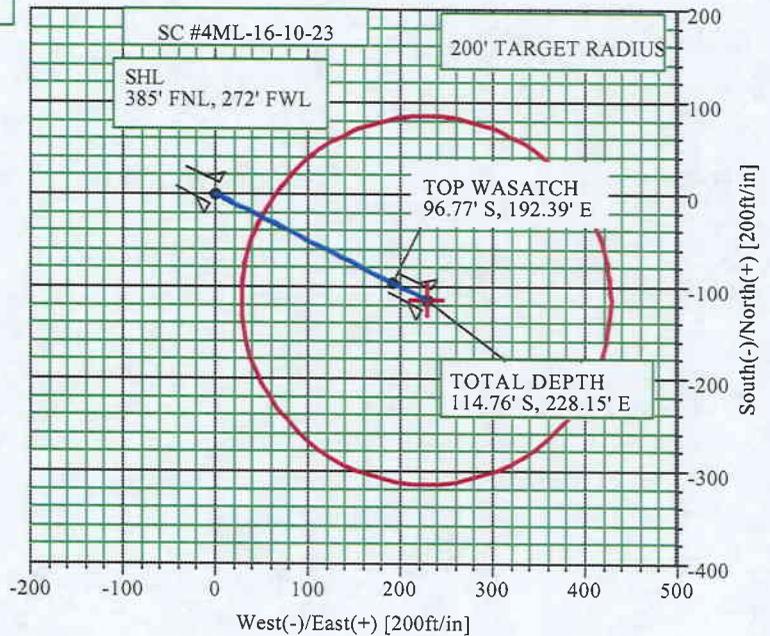
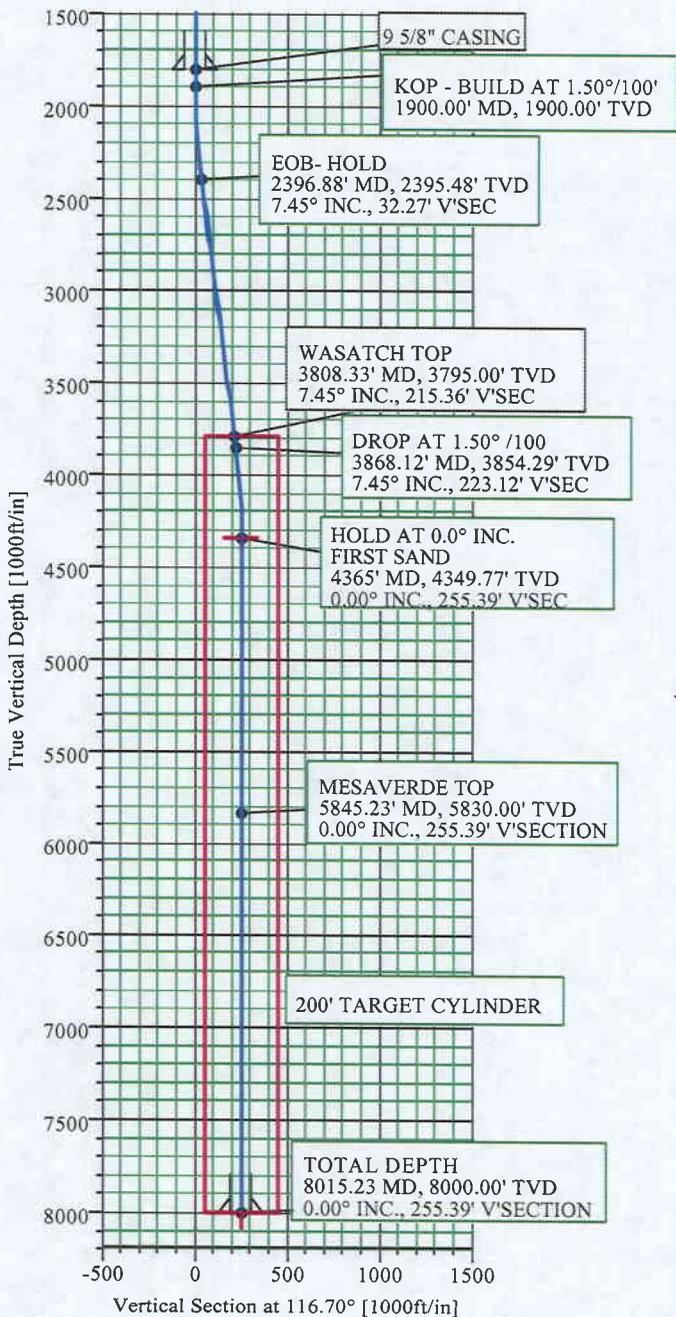
LEGEND:

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

(NAD 83)
LATITUDE = 39°57'18.83" (39.955231)
LONGITUDE = 109°20'25.23" (109.340342)
(NAD 27)
LATITUDE = 39°57'18.95" (39.955264)
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| | | |
|---------------------------|--------------------------------|-------------------------|
| SCALE 1" = 1000' | DATE SURVEYED: 06-07-05 | DATE DRAWN: 06-09-05 |
| PARTY D.A. T.A. D.R.B. | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE QUESTAR EXPLR. & PROD. | |

| SECTION DETAILS | | | | | | | | | | |
|-----------------|---------|------|--------|---------|---------|--------|------|--------|--------|------------|
| Sec | MD | Inc | Azi | TVD | +N-S | +E-W | DLeg | TFace | VSec | Target |
| 1 | 0.00 | 0.00 | 116.70 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 2 | 1900.00 | 0.00 | 116.70 | 1900.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | KOP |
| 3 | 2396.88 | 7.45 | 116.70 | 2395.48 | -14.50 | 28.83 | 1.50 | 116.70 | 32.27 | HOLD |
| 4 | 3868.12 | 7.45 | 116.70 | 3854.29 | -100.26 | 199.32 | 0.00 | 0.00 | 223.12 | DROP |
| 5 | 4365.00 | 0.00 | 116.70 | 4349.77 | -114.76 | 228.15 | 1.50 | 180.00 | 255.39 | FIRST SAND |
| 6 | 8015.23 | 0.00 | 116.70 | 8000.00 | -114.76 | 228.15 | 0.00 | 116.70 | 255.39 | TD |



Azimuths to True North
 Magnetic North: 11.74°

Magnetic Field
 Strength: 52941nT
 Dip Angle: 66.04°
 Date: 10/12/2005
 Model: bggm2005

COMPANY: QUESTAR EXP & PROD

WELL NAME: SC #4ML-16-10-23
 LOCATION: UINTAH COUNTY, UTAH
 FILE: DRAFT
 PROPOSAL/COMPLETION: PROPOSAL
 DATE: OCTOBER 12, 2005
 PREPARED BY: RWJ

PRECISION ENERGY SERVICES

DIRECTIONAL REPORT

| | | | |
|------------------------------------------------|-----------------------------------|-------------------------------------------|-------------------|
| Company: QUESTAR EXPLORATION & PRODUCTI | Date: 10/12/2005 | Time: 14:50:17 | Page: 1 |
| Field: UINTAH COUNTY, UTAH | Co-ordinate(NE) Reference: | Site: SC #4ML 16-10-23, True North | |
| Site: SC #4ML 16-10-23 | Vertical (TVD) Reference: | SITE 0.0 | |
| Well: SC #4ML 16-10-23 | Section (VS) Reference: | Well (0.00N,0.00E,116.70Azi) | |
| Wellpath: 1 | Survey Calculation Method: | Minimum Curvature | Db: Sybase |

| | |
|-----------------------|----------------------------------|
| Plan: Plan #1 | Date Composed: 10/12/2005 |
| Principal: Yes | Version: 1 |
| | Tied-to: From Surface |

Plan Section Information

| MD ft | Incl deg | Azim deg | TVD ft | +N/-S ft | +E/-W ft | DLS deg/100ft | Build deg/100ft | Turn deg/100ft | TFO deg | Target |
|----------|-------------|-------------|-----------|-------------|-------------|------------------|--------------------|-------------------|------------|------------|
| 0.00 | 0.00 | 116.70 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 1900.00 | 0.00 | 116.70 | 1900.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 2396.88 | 7.45 | 116.70 | 2395.48 | -14.50 | 28.83 | 1.50 | 1.50 | 0.00 | 116.70 | |
| 3868.12 | 7.45 | 116.70 | 3854.29 | -100.26 | 199.32 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 4365.00 | 0.00 | 116.70 | 4349.77 | -114.76 | 228.15 | 1.50 | -1.50 | 0.00 | 180.00 | FIRST SAND |
| 8015.23 | 0.00 | 116.70 | 8000.00 | -114.76 | 228.15 | 0.00 | 0.00 | 0.00 | 116.70 | |

Survey

| MD ft | Incl deg | Azim deg | TVD ft | N/S ft | E/W ft | VS ft | DLS deg/100ft | Build deg/100ft | Turn deg/100ft | Comment |
|----------|-------------|-------------|-----------|-----------|-----------|----------|------------------|--------------------|-------------------|---------|
| 1900.00 | 0.00 | 116.70 | 1900.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | KOP |
| 2000.00 | 1.50 | 116.70 | 1999.99 | -0.59 | 1.17 | 1.31 | 1.50 | 1.50 | 0.00 | |
| 2100.00 | 3.00 | 116.70 | 2099.91 | -2.35 | 4.68 | 5.23 | 1.50 | 1.50 | 0.00 | |
| 2200.00 | 4.50 | 116.70 | 2199.69 | -5.29 | 10.52 | 11.77 | 1.50 | 1.50 | 0.00 | |
| 2300.00 | 6.00 | 116.70 | 2299.27 | -9.40 | 18.69 | 20.92 | 1.50 | 1.50 | 0.00 | |
| 2396.88 | 7.45 | 116.70 | 2395.48 | -14.50 | 28.83 | 32.27 | 1.50 | 1.50 | 0.00 | HOLD |
| 2400.00 | 7.45 | 116.70 | 2398.57 | -14.68 | 29.19 | 32.68 | 0.00 | 0.00 | 0.00 | |
| 2500.00 | 7.45 | 116.70 | 2497.73 | -20.51 | 40.78 | 45.65 | 0.00 | 0.00 | 0.00 | |
| 2600.00 | 7.45 | 116.70 | 2596.88 | -26.34 | 52.37 | 58.62 | 0.00 | 0.00 | 0.00 | |
| 2700.00 | 7.45 | 116.70 | 2696.04 | -32.17 | 63.96 | 71.59 | 0.00 | 0.00 | 0.00 | |
| 2800.00 | 7.45 | 116.70 | 2795.19 | -38.00 | 75.54 | 84.56 | 0.00 | 0.00 | 0.00 | |
| 2900.00 | 7.45 | 116.70 | 2894.35 | -43.83 | 87.13 | 97.53 | 0.00 | 0.00 | 0.00 | |
| 3000.00 | 7.45 | 116.70 | 2993.50 | -49.66 | 98.72 | 110.51 | 0.00 | 0.00 | 0.00 | |
| 3100.00 | 7.45 | 116.70 | 3092.66 | -55.48 | 110.31 | 123.48 | 0.00 | 0.00 | 0.00 | |
| 3200.00 | 7.45 | 116.70 | 3191.81 | -61.31 | 121.90 | 136.45 | 0.00 | 0.00 | 0.00 | |
| 3300.00 | 7.45 | 116.70 | 3290.97 | -67.14 | 133.49 | 149.42 | 0.00 | 0.00 | 0.00 | |
| 3400.00 | 7.45 | 116.70 | 3390.12 | -72.97 | 145.07 | 162.39 | 0.00 | 0.00 | 0.00 | |
| 3500.00 | 7.45 | 116.70 | 3489.28 | -78.80 | 156.66 | 175.36 | 0.00 | 0.00 | 0.00 | |
| 3600.00 | 7.45 | 116.70 | 3588.44 | -84.63 | 168.25 | 188.34 | 0.00 | 0.00 | 0.00 | |
| 3700.00 | 7.45 | 116.70 | 3687.59 | -90.46 | 179.84 | 201.31 | 0.00 | 0.00 | 0.00 | |
| 3800.00 | 7.45 | 116.70 | 3786.75 | -96.29 | 191.43 | 214.28 | 0.00 | 0.00 | 0.00 | |
| 3808.33 | 7.45 | 116.70 | 3795.00 | -96.77 | 192.39 | 215.36 | 0.00 | 0.00 | 0.00 | T WAS |
| 3868.12 | 7.45 | 116.70 | 3854.29 | -100.26 | 199.32 | 223.12 | 0.00 | 0.00 | 0.00 | DROP |
| 3900.00 | 6.98 | 116.70 | 3885.92 | -102.06 | 202.90 | 227.12 | 1.50 | -1.50 | 0.00 | |
| 4000.00 | 5.48 | 116.70 | 3985.32 | -106.93 | 212.58 | 237.96 | 1.50 | -1.50 | 0.00 | |
| 4100.00 | 3.98 | 116.70 | 4084.98 | -110.63 | 219.94 | 246.20 | 1.50 | -1.50 | 0.00 | |
| 4200.00 | 2.48 | 116.70 | 4184.82 | -113.16 | 224.97 | 251.82 | 1.50 | -1.50 | 0.00 | |
| 4300.00 | 0.98 | 116.70 | 4284.77 | -114.51 | 227.66 | 254.83 | 1.50 | -1.50 | 0.00 | |
| 4365.00 | 0.00 | 116.70 | 4349.77 | -114.76 | 228.15 | 255.39 | 1.50 | -1.50 | 0.00 | HOLD |
| 4400.00 | 0.00 | 116.70 | 4384.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 4500.00 | 0.00 | 116.70 | 4484.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 4600.00 | 0.00 | 116.70 | 4584.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 4700.00 | 0.00 | 116.70 | 4684.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 4800.00 | 0.00 | 116.70 | 4784.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 4900.00 | 0.00 | 116.70 | 4884.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 5000.00 | 0.00 | 116.70 | 4984.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 5100.00 | 0.00 | 116.70 | 5084.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 5200.00 | 0.00 | 116.70 | 5184.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 5300.00 | 0.00 | 116.70 | 5284.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 5400.00 | 0.00 | 116.70 | 5384.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |

PRECISION ENERGY SERVICES

DIRECTIONAL REPORT

Company: QUESTAR EXPLORATION & PRODUCTI
Field: UINTAH COUNTY, UTAH
Site: SC #4ML 16-10-23
Well: SC #4ML 16-10-23
Wellpath: 1

Date: 10/12/2005 **Time:** 14:50:17 **Page:** 2
Co-ordinate(NE) Reference: Site: SC #4ML 16-10-23, True North
Vertical (TVD) Reference: SITE 0.0
Section (VS) Reference: Well (0.00N,0.00E,116.70Azi)
Survey Calculation Method: Minimum Curvature **Db:** Sybase

Survey

| MD ft | Incl deg | Azim deg | TVD ft | N/S ft | E/W ft | VS ft | DLS deg/100ft | Build deg/100ft | Turn deg/100ft | Comment |
|----------|-------------|-------------|-----------|-----------|-----------|----------|------------------|--------------------|-------------------|---------|
| 5500.00 | 0.00 | 116.70 | 5484.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 5600.00 | 0.00 | 116.70 | 5584.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 5700.00 | 0.00 | 116.70 | 5684.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 5800.00 | 0.00 | 116.70 | 5784.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 5845.23 | 0.00 | 116.70 | 5830.00 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | MES |
| 5900.00 | 0.00 | 116.70 | 5884.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6000.00 | 0.00 | 116.70 | 5984.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6100.00 | 0.00 | 116.70 | 6084.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6200.00 | 0.00 | 116.70 | 6184.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6300.00 | 0.00 | 116.70 | 6284.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6400.00 | 0.00 | 116.70 | 6384.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6500.00 | 0.00 | 116.70 | 6484.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6600.00 | 0.00 | 116.70 | 6584.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6700.00 | 0.00 | 116.70 | 6684.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6800.00 | 0.00 | 116.70 | 6784.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 6900.00 | 0.00 | 116.70 | 6884.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7000.00 | 0.00 | 116.70 | 6984.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7100.00 | 0.00 | 116.70 | 7084.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7200.00 | 0.00 | 116.70 | 7184.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7300.00 | 0.00 | 116.70 | 7284.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7400.00 | 0.00 | 116.70 | 7384.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7500.00 | 0.00 | 116.70 | 7484.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7600.00 | 0.00 | 116.70 | 7584.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7700.00 | 0.00 | 116.70 | 7684.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7800.00 | 0.00 | 116.70 | 7784.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 7900.00 | 0.00 | 116.70 | 7884.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 8000.00 | 0.00 | 116.70 | 7984.77 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | |
| 8015.23 | 0.00 | 116.70 | 8000.00 | -114.76 | 228.15 | 255.39 | 0.00 | 0.00 | 0.00 | TD |

4304736912

QUESTAR

QEP Uinta Basin, Inc.
11002 East 17600 South
Vernal, UT 84078
Tel 435 781 4300 • Fax 435 781 4329

October 27, 2005

Ms. Diana Whitney
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Salt Lake City, Ut 84114-5801

Re: Directional Drilling R649-3-11
SC 4ML-16-10-23: 385' FNL 272' FWL, NW/NW Sec. 16, T10S, R23E (surface)
500' FNL 500' FWL, NW/NW Sec. 16, T10S, R23E (bottom hole)

Dear Ms. Whitney

Pursuant to the filing of SC 4ML-16-10-23 Application for Permit to Drill regarding the above referenced well on July 21, 2005, we are hereby submitting this letter in accordance with Oil & Gas Conservation Rule R649-3-11 pertaining to the Exception to Location and Siting of Well.

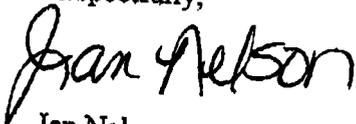
SC 4ML-16-10-23 is located in T10S, R23E, Section 16 in the NW/NW.

QEP Uinta Basin Inc. 11002 East 17500 South, Vernal, Utah 84078, is permitting this well as a directional well due to topographic reasons. Locating the well at the surface location and directionally drilling from this location, Questar will be able to utilize the existing road and pipelines in the area.

Furthermore, Kerr-McGee has consented approval for this location involving the wellsite lease owners and offsetting owners, as required.

There are no other lease owners within 460' of all points along the intended directional wellbore as shown on the attached plat. Therefore, based on the above stated information, QEP Uinta Basin, Inc. requests the permit be granted pursuant to R649-3-11.

Respectfully,



Jan Nelson
Regulatory Affairs Analyst

RECEIVED

OCT 27 2005

DIV. OF OIL, GAS & MINING

QUESTAR

Questar Market Resources

Independence Plaza
1050 17th Street, Suite 500
Denver, CO 80265
Tel 303 672 6900 • Fax 303 294 9632

October 14, 2005

Kerr-McGee
1999 Broadway, Suite 3600
Denver, 80202
Attn: Chris Latimer

RE: Location Exception
SC 4ML-16-10-23
Section 16, Township 10 South, Range 23 East
Uintah County, Utah

Gentlemen:

Questar Exploration and Production Company is planning on drilling the above mentioned well located in T10S-R23E Sec. 16 NW/NW. The SC 4ML-16-10-23 will be a directional well due to the topography. The BLM will not grant an APD without your exception location approval. As such, please sign below to indicate Kerr-McGee's acceptance of this exception location.

Should you have any questions regarding this matter please feel free to call me at 303-672-6931.

Sincerely,



Angela Page
Landman

AGREED TO THIS 21st DAY
OF OCTOBER, 2005.

Name: Chris Latimer

Title: General Landman

SUBJECT TO THE SAME TERMS AS THE
9-6-05 LETTER PREVIOUSLY EXECUTED.

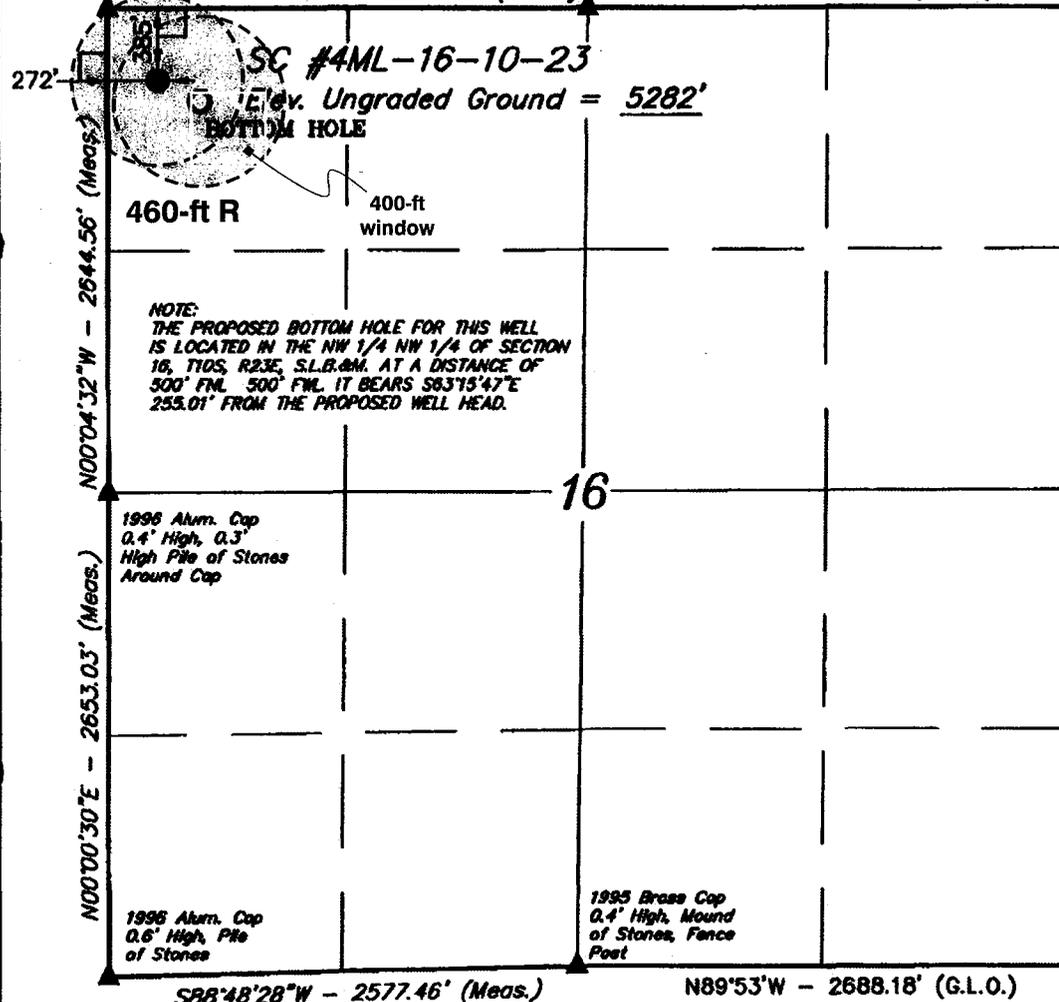
T10S, R23E, S.L.B.&M.

1995 Alum Cap
0.1' High Above
1.0' High Pile of
Stones Around Cap
Second Pile ELY

1995 Brass Cap
0.9' High, Mound
of Stones, Steel
Pipe

N89°56'21"E - 2636.09' (Meas.)

S89°59'W - 2635.38' (G.L.O.)



QUESTAR EXPLR. & PROD.

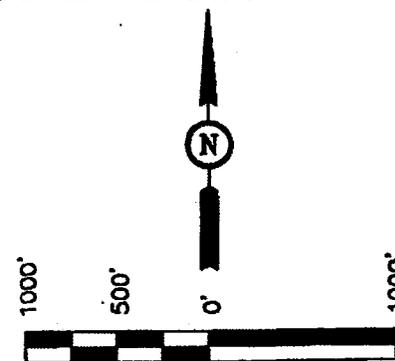
Well location, SC #4ML-16-10-23, located as shown in the NW 1/4 NW 1/4 of Section 16, T10S, R23E, S.L.B.&M. Uintah County, Utah

BASIS OF ELEVATION

SPOT ELEVATION LOCATED IN THE NE 1/4 OF SECTION 30, T9S, R23E, S.L.B.&M. TAKEN FROM THE RED WASH 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 5132 FEET.

BASIS OF BEARINGS

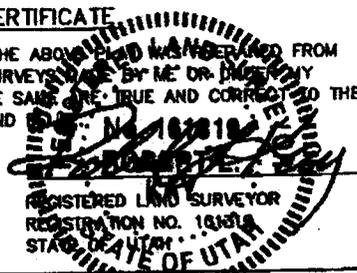
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

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



REVISED: 10-11-05 L.K.

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

LEGEND:

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

(NAD 83)
LATITUDE = 39°57'18.83" (39.955231)
LONGITUDE = 109°20'25.23" (109.340342)
(NAD 27)
LATITUDE = 39°57'18.95" (39.955264)
LONGITUDE = 109°20'22.79" (109.339664)

| | | |
|---------------------------|--------------------------------|-------------------------|
| SCALE 1" = 1000' | DATE SURVEYED: 06-07-05 | DATE DRAWN: 06-09-05 |
| PARTY D.A. T.A. D.R.B. | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE QUESTAR EXPLR. & PROD. | |

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

FORM 9

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------|
| SUNDRY NOTICES AND REPORTS ON WELLS | | 5. LEASE DESIGNATION AND SERIAL NUMBER: ML-22186 |
| Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals. | | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A |
| 1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____ | | 7. UNIT or CA AGREEMENT NAME: N/A |
| 2. NAME OF OPERATOR: QEP UINTA BASIN, INC. | | 8. WELL NAME and NUMBER: SC 4ML-16-10-23 |
| 3. ADDRESS OF OPERATOR: 11002 E. 17500 S. CITY VERNAL STATE UT ZIP 84078 | | 9. API NUMBER: 4304736912 |
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: 385' FNL 272' FWL | | 10. FIELD AND POOL, OR WILDCAT: NATURAL BUTTES |
| QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNW 16 10S 23E | | 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>Re-route</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.

QEP Uinta Basin, Inc. proposes to change the pipeline route and access road from what was originally approved. The new proposed route ties into an existing 8" QGM gathering line located in section 16, T10S, R23E. The new proposed access road is shorter distance and less disturbance.

Please refer to the attached maps.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 11/15/05
By: [Signature]
* Approval should be obtained from appropriate Land Management Agency/submitter
cc: SITLA

11-18-05
CAO

| | |
|---------------------------------------|---------------------------------|
| NAME (PLEASE PRINT) <u>Jan Nelson</u> | TITLE <u>Regulatory Affairs</u> |
| SIGNATURE <u>[Signature]</u> | DATE <u>11/11/2005</u> |

(This space for State use only)

RECEIVED
NOV 14 2005

QUESTAR EXPLR. & PROD.

SC #4ML-16-10-23

LOCATED IN UINTAH COUNTY, UTAH
SECTION 16, T10S, R23E, S.L.B.&M.

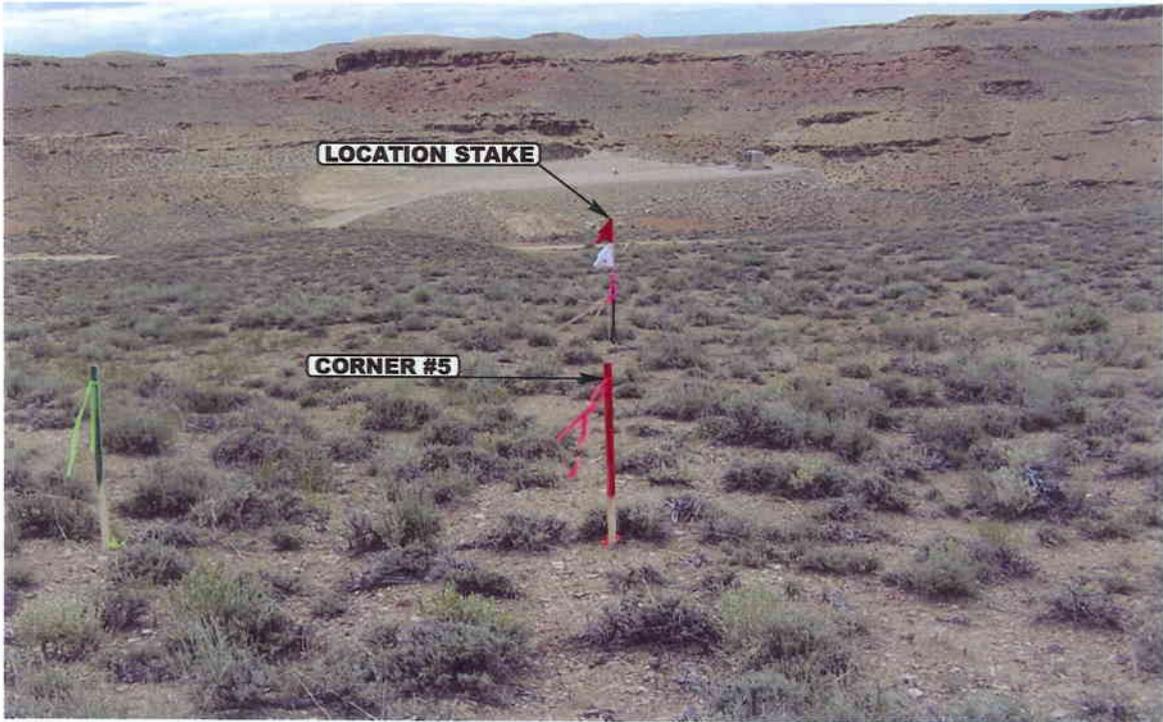


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHEASTERLY



- Since 1964 -

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

LOCATION PHOTOS

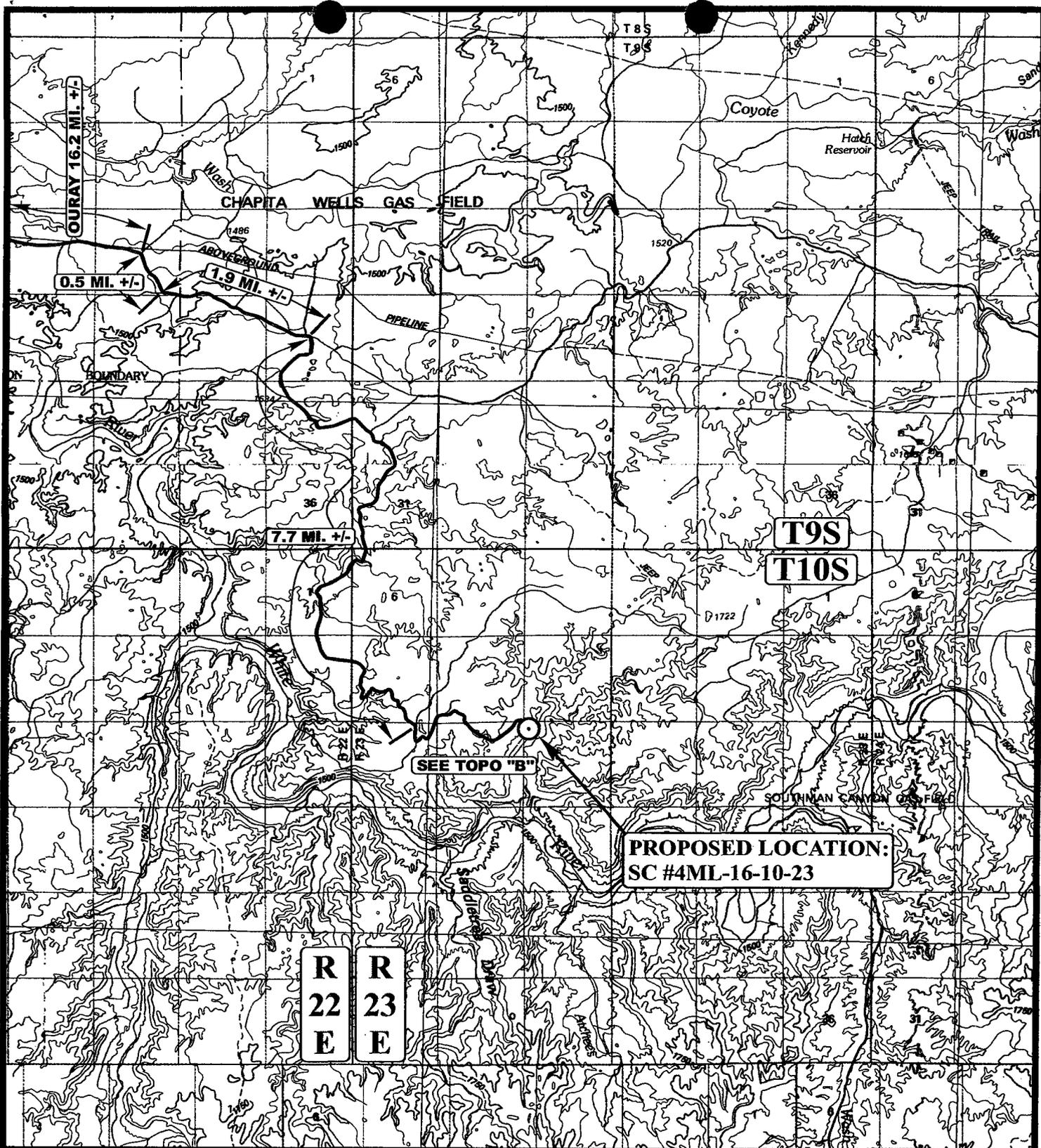
06 17 05
MONTH DAY YEAR

PHOTO

TAKEN BY: D.A.

DRAWN BY: L.K.

REVISED: 11-03-05C.P.



LEGEND:

○ PROPOSED LOCATION



QUESTAR EXPLR. & PROD.

SC #4ML-16-10-23
 SECTION 16, T10S, R23E, S.L.B.&M.
 385' FNL 272' FWL



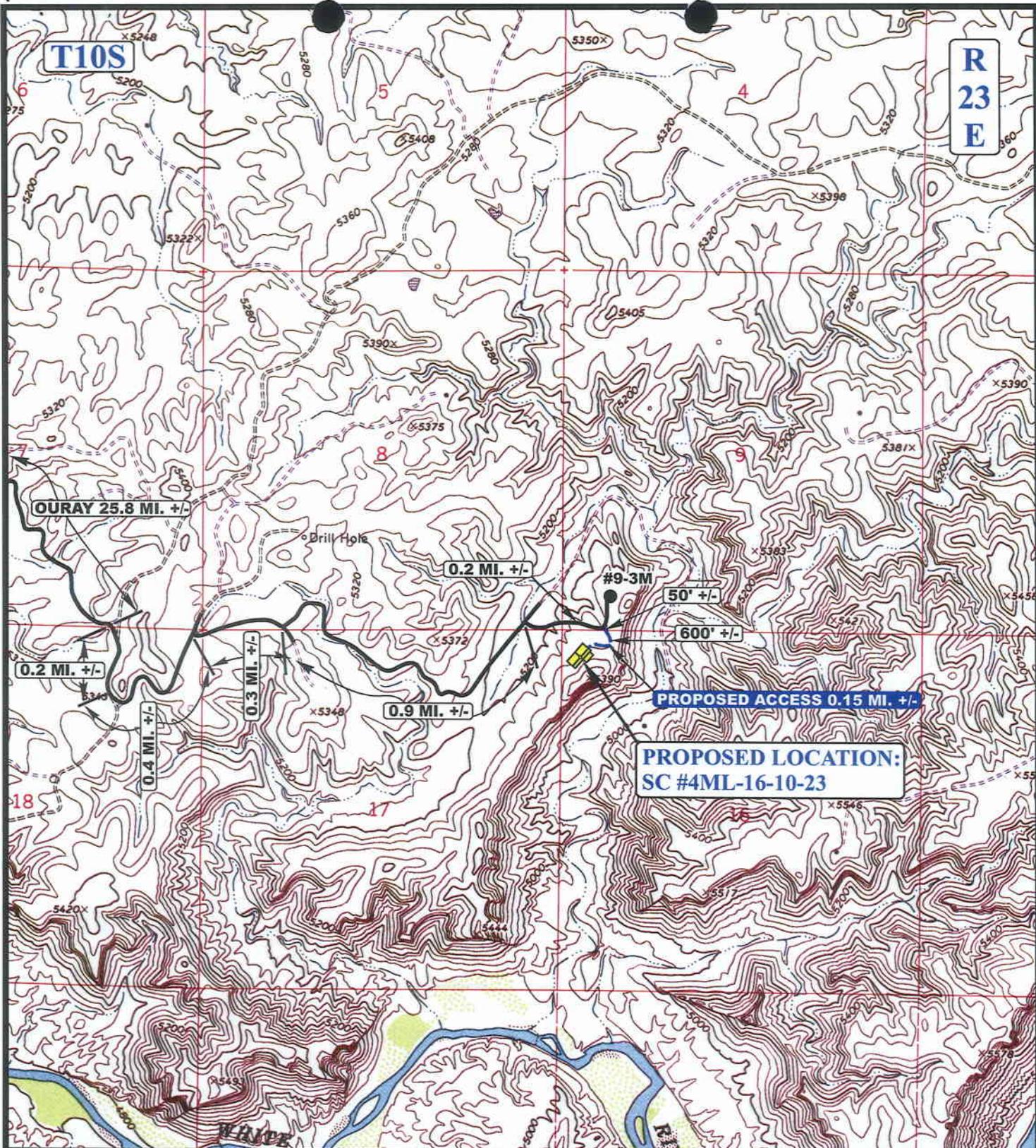
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
 MAP

06 17 05
 MONTH DAY YEAR



SCALE: 1:100,000 DRAWN BY: L.K. REVISED: 11-03-05CP



LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD

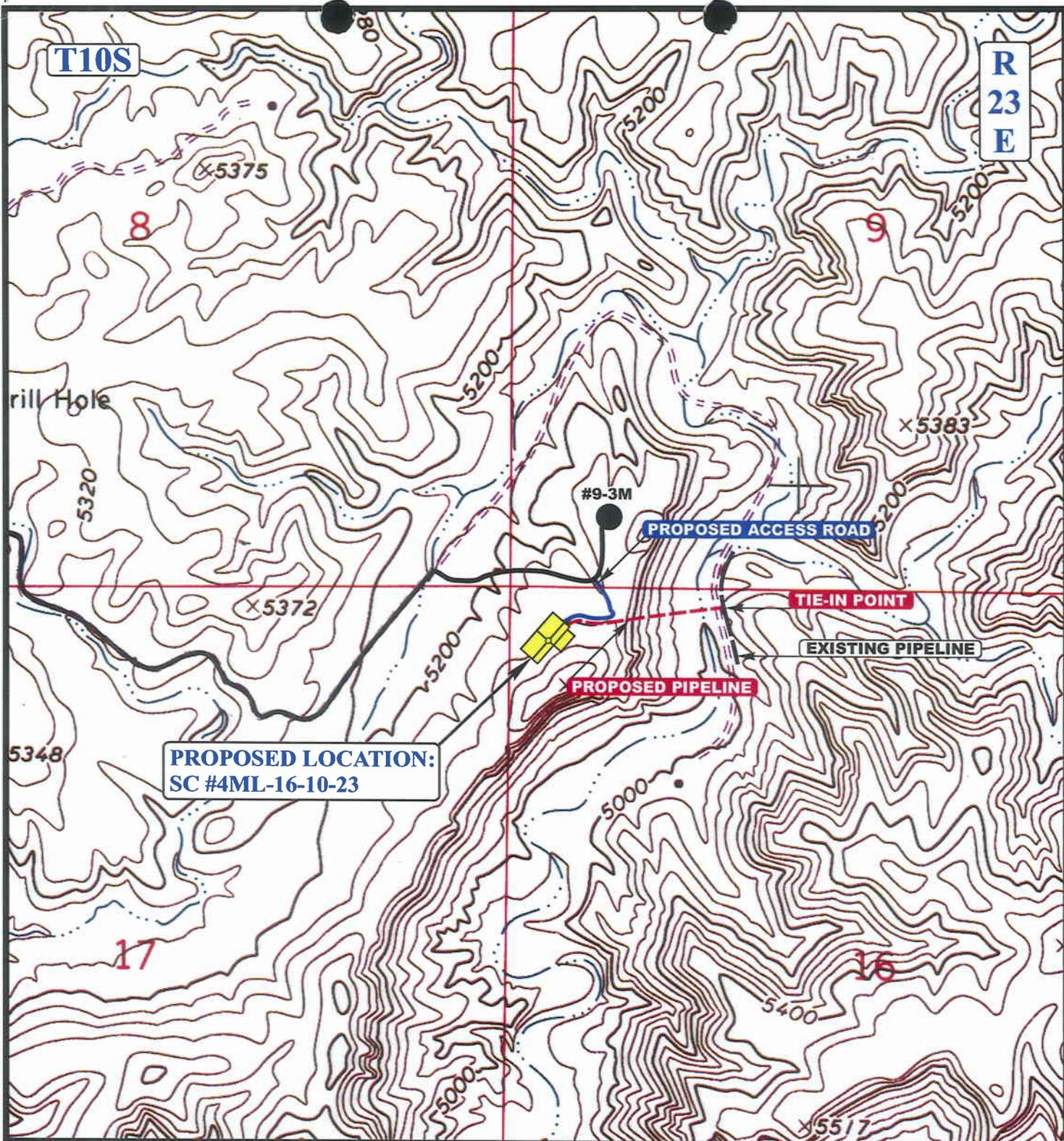


QUESTAR EXPLR. & PROD.

SC #4ML-16-10-23
 SECTION 16, T10S, R23E, S.L.B.&M.
 385' FNL 272' FWL

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

TOPOGRAPHIC MAP 06 17 05
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: L.K. REVISED: 11-03-05C.P. **B**
 TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,051' +/-

LEGEND:

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

QUESTAR EXPLR. & PROD.

SC #4ML-16-10-23
SECTION 16, T10S, R23E, S.L.B.&M.
385' FNL 272' FWL



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

TOPOGRAPHIC
MAP

06 17 05
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: L.K. REVISED: 11-03-05C.P.

D
 TOPO

CULTURAL RESOURCE INVENTORY OF QUESTAR'S PROPOSED
PIPELINE RE-ROUTE FOR WELL LOCATION 4ML-16-10-23
UINTAH COUNTY, UTAH

ADDENDUM TO: CULTURAL RESOURCE INVENTORY OF QUESTAR'S
PROPOSED SOUTHAM CANYON 4ML-16-10-23, 5ML-16-10-23,
12ML-16-10-23, 14ML-16-10-23 WELL LOCATIONS UINTAH COUNTY, UTAH

Meg Thornton
and
Keith Montgomery

CULTURAL RESOURCE INVENTORY OF QUESTAR'S PROPOSED
PIPELINE RE-ROUTE FOR WELL LOCATION 4ML-16-10-23
UINTAH COUNTY, UTAH

ADDENDUM TO: CULTURAL RESOURCE INVENTORY OF QUESTAR'S
PROPOSED SOUTHAM CANYON 4ML-16-10-23, 5ML-16-10-23,
12ML-16-10-23, 14ML-16-10-23 WELL LOCATIONS UINTAH COUNTY, UTAH

Meg Thornton
and
Keith Montgomery

Prepared For:

Bureau of Land Management
Vernal Field Office

Utah State Institutional and
Trust Administration Land (SITLA)

Prepared Under Contract With:

Questar E & P
11002 East 17500 North
Vernal, Utah 84078

Submitted By:

Montgomery Archaeological Consultants
P.O. Box 147
Moab, Utah 84532

MOAC Report No. 05-220b

November 8, 2005

United States Department of Interior (FLPMA)
Permit No. 05-UT-60122

State of Utah Antiquities Project (Survey)
Permit No. U-05-MQ-1308s

INTRODUCTION

A cultural resource inventory was conducted by Montgomery Archaeological Consultants (MOAC) in November 2005 for Questar's proposed pipeline re-route for well location 4ML-16-10-23 in Uintah County, Utah. The well location and pipeline corridor is located in Southam Canyon. The survey was implemented at the request of Jan Nelson of Questar E & P, Vernal, Utah. The land status is public land administered by the Utah State School and Institutional Trust Lands Administration (SITLA) lands.

The objective of the inventory was to locate, document, and evaluate any cultural resources within the project area in order to comply with Section 106 of 36 CFR 800, the National Historic Preservation Act of 1966 (as amended). Also, the inventory was implemented to attain compliance with a number of federal and state mandates, including the National Environmental Policy Act of 1969, the Archaeological and Historic Conservation Act of 1972, the Archaeological Resources Protection Act of 1979, the American Indian Religious Freedom Act of 1978, and Utah State Antiquities Act of 1973 (amended 1990).

The fieldwork was performed on November 5, 2005 by Todd Seacat and Eli Jones under the auspices of U.S.D.I. (FLPMA) Permit No. 05-UT-60122 and State of Utah Antiquities Permit (Survey) No. U-05-MQ-1308s issued to MOAC. The proposed pipeline re-route is approximately 353.5 feet (107.8 m) in length and the inventory was approximately 4.2 acres.

A file search was performed by Keith Montgomery at the BLM Vernal Field Office on June 24, 2005. This consultation indicated that several archaeological inventories have been completed in the project area. To the south of the project area, Nickens and Associates conducted a large inventory in the Seep Ridge Cultural Study Tract in 1981 (Larraide and Chandler 1981). This inventory involved a 10% random sample of 10,944 acres resulting in 274 40-acre units (Ibid 1981:4). A total of 40 sites and 106 isolated finds of artifacts ranging in time periods from Paleolndian to European American were documented. Just to the west of the project area, Archeological-Environmental Research Corporation (AERC) conducted cultural resource evaluations of ten proposed well locations resulting in no sites (Hauck 1985). In May and June 2002, MOAC conducted a cultural resource inventory of seven seismic lines for the Veritas Uintah Seismic Project (Elkins and Montgomery 2002). The inventory resulted in documentation of 69 new archaeological sites and eleven isolated finds of artifacts. Six of the documented sites (42Un3076 through 42Un3081) occur near the current project area. Two of the sites (42Un3076 and 42Un3079) were deemed eligible to the NRHP. Site 42Un3076 is a multi-component site located in T10S, R23E, Section 15 containing a prehistoric lithic scatter and a historic temporary camp. Site 42Un3079 is located in T10S, R23E, Section 11 and consists of a historic corral complex. In March 2004, a cultural resource inventory of ten wells in this area was conducted by MOAC and one non-eligible site was found (Whitfield and Bond 2004). In April 2004, MOAC completed a cultural resource inventory of two wells in T10S, R23E, Sections 17 and 18, no sites were found (Montgomery and Shank 2004). In March 2005, MOAC completed a cultural resource inventory of four well locations in T10S, R23E, Section 17 and 18, no sites were identified during this inventory (Montgomery 2005). Again in March 2005, MOAC surveyed and inventoried one new non-eligible historic site (42Un4727) (Montgomery and Silverman, 2005) and it is located outside the current project area. MOAC completed another inventory for Westport Oil and Gas in T10S, R23E, Sec. 14 and reported no new sites (Seacat, 2005a). While, in May 2005, MOAC documented one new non-eligible historic site (42Un4797) and two previously recorded sites (eligible-42Un2109 and non-eligible-42Un3052) for Westport Oil and Gas in T10S, R23E, Sec 10

(Seacat, 2005b). These sites are located outside of the current project area. MOAC relocated site 42Un3076 while surveying five wells for Westport Oil and Gas in T10S, R23E, Sec15 (Montgomery, 2005, Project No. U-05-MQ-0200b). No new sites were located in the inventory. Finally, in June 2005 MOAC conducted a survey for four well locations with their associated pipeline and access road corridors (Freundenberg and Montgomery 2005). The proposed well locations surveyed were 4ML-16-10-23, 5ML-16-10-23, 12ML-16-10-23, and 14ML-16-10-23. During the inventory no cultural resources were documented.

In summary, several archaeological inventories resulting in the documentation of prehistoric and historic archaeological sites have been conducted in the vicinity of the project area. Although these sites occur near the project area, none of the sites fall within or adjacent to the project boundaries.

DESCRIPTION OF PROJECT AREA

Questar's proposed pipeline re-route corridor is situated near Southam Canyon, southwest of Bonanza, Utah. The legal description is Township 10 South, Range 23 East, Sections 16, N1/2 of the NW 1/4 (Figure 1).

Environment

The study area lies within the Uinta Basin physiographic unit, a distinctly bowl-shaped geologic structure (Stokes 1986:231). The Uinta Basin ecosystem is within the Green River drainage, considered to be the northernmost extension of the Colorado Plateau. The geology is comprised of Tertiary age deposits which include Paleocene age deposits, and Eocene age fluvial and lacustrine sedimentary rocks. The Uinta Formation, which is predominate in the project area, occurs as eroded outcrops formed by fluvial deposited, stream laid interbedded sandstone and mudstone, and is known for its prolific paleontological localities.

Specifically, the project area occurs north of the White River and the Southman Canyon Gas Field on the valley floors which are interspersed by flat topped buttes and narrow steep-sided ridges. The area is heavily dissected and carved by ephemeral drainages. Surface geology consists of hard pan residual soil armored with shale and sandstone pebbles. The elevation ranges between 5200 ft and 5420 ft a.s.l. The project occurs within the Upper Sonoran Desert Shrub Association which includes sagebrush, shadscale, greasewood, mat saltbush, snakeweed, rabbitbrush, prickly pear cactus, Indian ricegrass and other grasses. Modern disturbances include roads and oil/gas development.

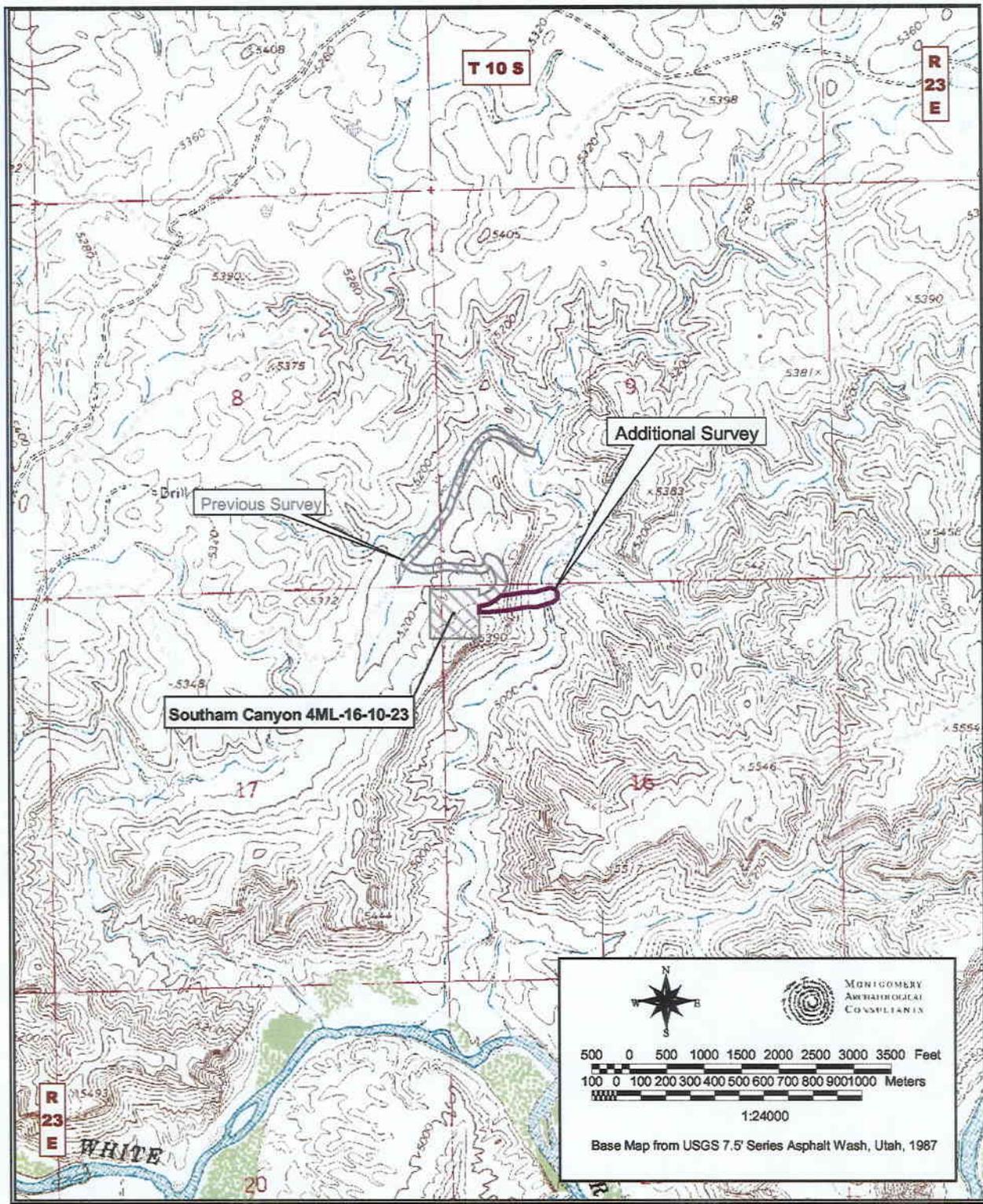


Figure 1. Inventory Area of Questar's Proposed Pipeline Corridor Re-Route and Previous Survey, Uintah Co., UT.

SURVEY METHODOLOGY

An intensive pedestrian survey was performed for this project which is considered 100% coverage. The pipeline corridors was 200 feet wide, surveyed by walking parallel transects along the staked centerline, spaced no more than 10 m (30 ft) apart. Ground visibility was considered to be good. A total of 4.2 acres were inventoried on Utah State Institutional and Trust Administration (SITLA) lands.

RESULTS AND RECOMMENDATIONS

The inventory of Questar's proposed pipeline re-route for well location 4ML-16-10-23 in Uintah County, Utah resulted in no cultural resources. Based on these findings, a determination of "no historic properties affected" is recommended for the undertaking pursuant to Section 106, CFR 800.

REFERENCES CITED

- Elkins, M., and K. Montgomery
2002 Cultural Resource Inventory of Seven Seismic Lines for the Veritas Uintah Seismic Project, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-02-MQ-0243bps.
- Freundenberg, K and K. Montgomery
2005 Cultural Resource Inventory of Questar's Proposed Southam Canyon 4ML-16- 10-23, 5ML-16-10-23, 12ML-16-10-23, 14ML-16-10-23 Well Locations, Uintah County, Utah. Montgomery Archaeological Consultants, Moab Utah. Project No. U-05-MQ-0660b,s.
- Hauck, F.R.
1985 Cultural Resource Evaluation of Ten Proposed Well Locations in Uintah County, Utah. Archeological-Environmental Research Corporation, Bountiful, Utah. Project No. U-84-AF-391.
- Larralde, S.L. and S.M. Chandler
1981 Archaeological Inventory in the Seep Ridge Cultural Study Tract, Uintah County, Northeastern Utah. Nickens and Associates, Montrose, Colorado. Project No. U-81-NH-590.
- Montgomery, K.R.
2005 Cultural Resource Inventory of Westport Oil and Gas Company's Bonanza Four Proposed Well Locations #1023-17F, #1023-17K, #1023-18J, and #1023-18K, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-05-MQ-0199b.
- Montgomery, K.R.
2005 Cultural Resource Inventory of Westport Oil and Gas Company's Proposed Bonanza #1023-15E, G, H, K, and O Well Locations, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-05-MQ-0200b

- Montgomery, K.R. and D. Shank
 2004 Cultural Resource Inventory of Westport Oil & Gas Company's Bonanza Two Proposed Well Locations #1023-17B and #1023-18B, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-04-MQ-0350b.
- Montgomery, K.R. and S. Silverman
 2005 Cultural Resource Inventory of Westport's Proposed NBU 1022-14L, 1022-14M, and 1022-4N Well Locations, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-05-MQ-0038b.
- Seacat, T.
 2005a Cultural Resource Inventory of Westport Oil and Gas Company's Proposed Bonanza #1023-14C, D, E, F, K and L Well Locations, in Section 14, T10S R23E, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-05-MQ-0354b
- 2005b Cultural Resource Inventory of Westport Oil and Gas Company's Proposed Bonanza #1023-10 A, C, E, F, G, J, O, and P Well Locations in Section 10, T10S R23E, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-05-MQ-0351b.
- Stokes, W.L.
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- Whitfield, A. and M. Bond
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Paleontological Reconnaissance Report

Questar's Proposed Reroute of the Access Road and Pipeline for "Southam Canyon #4ML-16-10-23" (Sec. 9 & 16, T 10 S, R 23 E)

Asphalt Wash
Topographic Quadrangle
Uintah County, Utah

November 7, 2005

Prepared by Stephen D. Sandau
Paleontologist for
Intermountain Paleo-Consulting
P. O. Box 548
Springville, Utah 84663

INTRODUCTION

At the request of Jan Nelson, of Questar Energy, and authorized by John Mayers of the BLM Vernal Field Office, and James Kirkland of the Office of the State Paleontologist, a paleontological reconnaissance survey of Questar's proposed access road and pipeline reroute for "Southam Canyon #4ML-16-10-23" (Sec. 9 & 16, T 10 S, R 23 E) was conducted by Stephen Sandau on November 4, 2005. The reconnaissance survey was conducted under the Utah BLM Paleontological Resources Use Permit #UT-S-05-033 and the Utah Paleontological Investigations Permit #04-345. This survey to locate, identify and evaluate paleontological resources was done to meet requirements of the National Environmental Policy Act of 1969 and other State and Federal laws and regulations that protect paleontological resources.

FEDERAL AND STATE REQUIREMENTS

As mandated by the US Department of the Interior Bureau of Land Management, paleontologically sensitive geologic formations in BLM lands that are considered for exchange or may be impacted due to ground disturbance require paleontological evaluation. This requirement complies with:

- 1) The National Environmental Policy Act of 1969 (NEPA)(42 U.S.C. 4321.et. Seq., P.L. 91-190);
- 2) The Federal Land Policy and Management Act (FLPMA) of 1976 (90 Stat. 2743, 43 U.S.C. § 1701-1785, et. Seq., P.L. 94-579).
- 3) The National Historic Preservation Act. 16 U.S.C. § 470-1, P.L. 102-575 in conjunction with 42 U.S.C. § 5320; and
- 4) The Utah Geological Survey. S. C. A.: 63-73-1. (1-21) and U.C.A.: 53B-17-603.

Under policy dictated by the BLM Manual and Handbook H-8270-1 (July, 1998) formations are ranked according to their paleontological potential:

- *Condition 1* is applied to those areas known to contain fossil localities, and special consideration of the known resources is in need of evaluation.
- *Condition 2* is applied to areas that have exposures of geologic rock units known to have produced fossils elsewhere.
- *Condition 3* is applied to areas unlikely to produce fossils based on surficial geology.

Although these guidelines apply mostly to vertebrate fossils, they are equally designed to help protect rare plant and invertebrate fossils. It should be noted that many fossils, though common and unimpressive in and of themselves, can be important paleo-environmental, depositional, and chronostratigraphic indicators.

LOCATION

The proposed access road and pipeline reroute for Questar Energy's "Southam Canyon #4ML-16-10-23" (Sec. 9 & 16, T 10 S, R 23 E) is located on BLM land and on land managed by the State of Utah Trust Lands Administration (SITLA), ½ to 1 mile north of the White River, and some 9 miles southwest of Bonanza, Utah. The project area can be found on the Asphalt Wash 7.5 minute U. S. Geological Survey Quadrangle Map, Uintah County, Utah.

PREVIOUS WORK

The basins of western North America have long produced some of the richest fossil collections in the world. Early Cenozoic sediments are especially well represented throughout the western interior. Paleontologists started field work in Utah's Uinta Basin as early as 1870 (Betts, 1871; Marsh, 1871, 1875a, 1875b). The Uinta Basin is located in the northeastern corner of Utah and covers approximately 31,000 sq. km (12,000 sq. miles) and ranges in elevation from 1,465 to 2,130 m (4,800 to 7,000 ft) (Marsell, 1964; Hamblin et al., 1987). Middle to late Eocene time marked a period of dramatic change in the climate, flora, (Stucky, 1992), and fauna (Black and Dawson, 1966) of North America.

GEOLOGICAL AND PALEONTOLOGICAL OVERVIEW

Early in the geologic history of Utah, some 1,000 to 600 Ma, an east-west trending basin developed creating accommodation for 25,000 feet of siliclastics. Uplift of that filled-basin during the early Cenozoic formed the Uinta Mountains (Rasmussen et al., 1999). With the rise of the Uinta Mountains the asymmetrical synclinal Uinta Basin is thought to have formed through the effects of down warping in connection with the uplift. Throughout the Paleozoic and Mesozoic, deposition fluctuated between marine and non-marine environments laying down a thick succession of sediments in the area now occupied by the Uinta Basin. Portions of these beds crop out on the margins of the basin due to tectonic events occurring during the late Mesozoic.

Early Tertiary Uinta Basin sediments were deposited in alternating lacustrine and fluvial environments. Large shallow lakes periodically covered most of the basin and surrounding areas during early to mid Eocene time (Abbott, 1957). These lacustrine sediments show up in the western part of the basin, dipping 2-3 degrees to the northeast and are lost in the subsurface on the east side. The increase of cross-bedded coarse-grained sandstone and conglomerates preserved in paleo-channels indicates a transition to a fluvial environment toward the end of the epoch.

Four Eocene formations are recognized in the Uinta Basin: the Wasatch, Green River, Uinta, and Duchesne River, respectively (Wood, 1941). The Uinta Formation is subdivided into two lithostratigraphic units namely: the Wagonhound Member (Wood, 1934), formerly known as Uinta A and B (Osborn, 1895, 1929), and the Myton Member previously regarded as the Uinta C.

Within the Uinta Basin in northeast Utah, the Uinta Formation in the western part of the basin is composed primarily of lacustrine sediments inter-fingering with over-bank deposits of silt and mudstone and westward flowing channel sands, fluvial clays, and muds in the east (Bryant et al, 1990; Ryder et al, 1976). Stratigraphic work done by early geologists and paleontologists within the Uinta Formation focused on the definition of rock units and attempted to define a distinction between early and late Uintan faunas (Riggs, 1912; Peterson and Kay, 1931; Kay 1934). More recent work focused on magnetostratigraphy, radioscopic chronology, and continental biostratigraphy (Flynn, 1986; Prothero, 1996). Well known for its fossiliferous nature and distinctive mammalian fauna of mid-Eocene Age, the Uinta Formation is the type formation for the Uintan Land Mammal Age (Wood et al, 1941).

The Duchesne River Formation of the Uinta Basin in northeastern Utah is composed of a succession of fluvial and flood plain deposits composed of mud, silt, and sandstone. The source area for these late Eocene deposits is from the Uinta Mountains indicated by paleocurrent data (Anderson and Picard, 1972). In Peterson's (1931c) paper, the name "Duchesne Formation" was applied to the formation, and it was later changed to the "Duchesne River Formation" by Kay (1934). The formation is divided up into four members: the Brennan Basin, Dry Gulch Creek, Lapoint, and Starr Flat (Anderson and Picard, 1972). Debates concerning the Duchesne River Formation, as to whether its age was late Eocene or early Oligocene, have surfaced throughout the literature of the last century (Wood et al., 1941; Scott 1945). Recent paleo-magnetostratigraphic work (Prothero, 1996) shows that the Duchesne River Formation is late Eocene in time.

FIELD METHODS

In order to determine if the proposed access road and pipeline reroute for this project contained any paleontological resources, a brief reconnaissance survey of the project area was conducted. An on-site observation of proposed areas undergoing any surficial disturbance is necessary, because judgments made from topographic maps alone are often unreliable. Areas of low relief have potential to be erosional surfaces with the possibility of bearing fossil materials rather than surfaces covered by unconsolidated sediment or soils.

When found within the proposed construction areas, outcrops and erosional surfaces were checked to determine if fossils were present and to assess needs. Careful effort is made during surveys to identify and evaluate significant fossil materials or fossil horizons when they are found. Microvertebrates, although rare, are occasionally found in anthills or upon erosional surfaces, and are of particular importance.

SURVEYED AREA

The proposed access road and pipeline are situated in the Wagonhound Member (Uinta A & B) of the Uinta Formation. The proposed pipeline reroute for this well location starts at a tie-point on an existing pipeline in the NW/NW quarter-quarter section of Sec. 16, T 10 S, R 23 E at the bottom of a canyon and climbs a steep slope heading west to the staked well pad at the top of the ridge (Figure 1). The route traverses over soil-covered ground and over an ephemeral wash before climbing up the slope exposed in stacked gray, tan, and purple sandstones, siltstones, and mudstones. The proposed access road reroute departs south off an existing road in the SW/SW quarter-quarter of Sec. 9, T 10 S, R 23 E and climbs a colluvial covered slope with exposed sandstone, siltstones and mudstone units to the proposed well pad. No fossils were found.

SURVEY RESULTS

| WELLS | GEOLOGY | PALEONTOLOGY |
|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|
| "Southam Canyon #4ML-16-10-23" (Sec. 9 & 16, T 10 S, R 23 E) | The route traverses over soil-covered ground and over an ephemeral wash before climbing up the slope exposed in stacked gray, tan, and purple sandstones, siltstones, and mudstones. The proposed access road reroute climbs a colluvial covered slope with exposed sandstone, siltstones and mudstone units to the proposed well pad. | No fossils were found. Condition 2. |

RECOMMENDATIONS

The reconnaissance survey executed for Questar's "Southam Canyon #4ML-16-10-23" (Sec. 9 & 16, T 10 S, R 23 E) access road and pipeline reroute was brief. The staked area showed no signs of fossil materials inside or outside of the proposed construction areas. Therefore, no credible reason to limit construction within the staked areas was found.

However, if vertebrate fossil(s) are found during construction process, recommendations are that a paleontologist is immediately notified in order to collect fossil materials in danger of being destroyed. Any vertebrate fossils found should be carefully moved outside of the construction areas to be checked by a permitted paleontologist

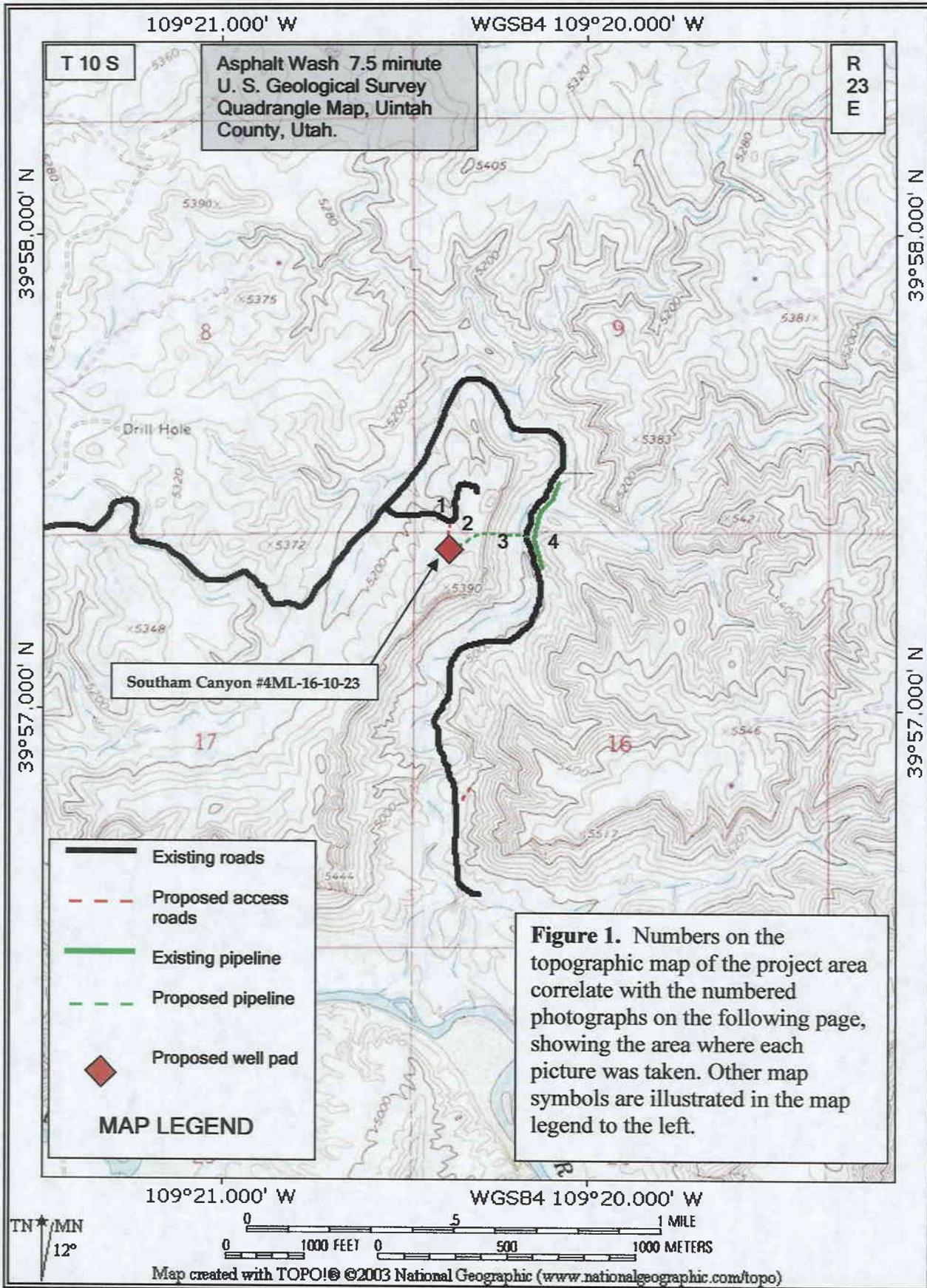


Figure 1. continued...



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UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir
Use "APPLICATION FOR PERMIT—" for such proposals

5. Lease Designation and Serial No.
ML-22186

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

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

8. Well Name and No.
SC 4ML 16 10 23

9. API Well No.
43-047-36912

10. Field and Pool, or Exploratory Area
NATURAL BUTTES

11. County or Parish, State
UINTAH COUNTY, UTAH

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Gas
Well Well Other

2. Name of Operator
QEP, UINTA BASIN, INC.

3. Address and Telephone No. **Contact: Dahn.Caldwell@questar.com**
11002 E. 17500 S. VERNAL, UT 84078-8526 **435-781-4342 Fax 435-781-4357**

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
NWNW, SEC 16-T10S-R23E, 385' FNL, 272' FWL
BOTTOM LOCATION - NWNW, SEC 16-T10S-R23E, 661' FNL, 659' FWL

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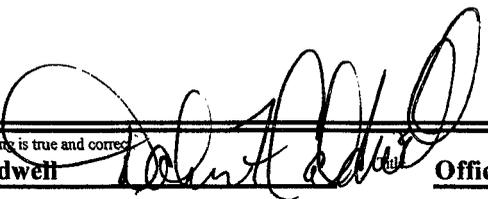
12. **CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

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

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

13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work)
On 2/12/06, Drilled 40' of 20" conductor hole. Ran 1 jt of 14" conductor pipe 40'. Cement w/ Ready Mix.

3 - BLM, 2- Utah OG&M, 1 - Denver, 1 - file Word file-server

14. I hereby certify that the foregoing is true and correct.
Signed **Dahn F. Caldwell**  **Office Administrator II** Date **2/15/06**

(This space for Federal or State office use)
Approved by: _____ Title _____ Date _____
Conditions of approval, if any _____

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

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OPERATOR: **QEP Uinta Basin, 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 | 15208 | 43-047-36912 | SC 4ML 16 10 23 | NWNW | 16 | 10S | 23E | Uintah | 2/12/2006 | 2/22/06 |
| WELL 1 COMMENTS: Bottom Location: 661' FNL, 659' FWL, NWNW, Sec 16-T10S-R23E <i>m v r s</i> | | | | | | | | | CONFIDENTIAL | | K |
| WELL 2 COMMENTS: | | | | | | | | | | | |
| WELL 3 COMMENTS: | | | | | | | | | | | |
| WELL 4 COMMENTS: | | | | | | | | | | | |
| WELL 5 COMMENTS: | | | | | | | | | | | |

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DIV. OF OIL, GAS & MINING

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


Signature

Office Administrator II 2/15/06
Title Date

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

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

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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

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WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

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

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

2. NAME OF OPERATOR
QEP UINTA BASIN, INC.

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

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)*
A: surface **NWNW, 385' FNL, 272' FW, SEC 16-T10S-R23E**
At top rod. interval reported below
At total depth **BOTTOMHOLE: 454 FNL 494 FWL 661' FNL, 659' FWL, SEC 16-T10S-R23E**

5. LEASE DESIGNATION AND SERIAL NO.
ML-22186

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

7. UNIT AGREEMENT NAME
N/A

8. FARM OR LEASE NAME

9. WELL NO.
SC 4ML 16 10 23

10. FIELD AND POOL, OR WILDCAT
NATURAL BUTTES

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
SEC 16-T10S-R23E

14. PERMIT NO. **43-047-36912** DATE ISSUED _____

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

15. DATE SPUNDED **2/12/06** 16. DATE T.D. REACHED **3/19/06** 17. DATE COMPL. (Ready to prod.) **4/7/06** 18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* **KB** 19. ELEV. CASING HEAD

20. TOTAL DEPTH, MD & TVD **8170', 8159'** 21. PLUG BACK T.D., MD & TVD **8080', 8069'** 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)*
7422' - 7780'
7096' - 7218'
6756' - 6898'
4622' - 5216'

25. WAS DIRECTIONAL SURVEY MADE
YES

26. TYPE ELECTRIC AND OTHER LOGS RUN
SPECTRAL DENSITY-CEMENT BOND/GR, HRT, HRT/SD/DSV

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 |
|-------------|-----------------|----------------|-----------|------------------|---------------|
| 9-5/8" | 36# | 1601' | 12-1/4" | 960 SXS | |
| 7-7/8" | 4-1/2# | 8170' | 7-7/8" | 1810 SXS | |

29. LINER RECORD 30. TUBING RECORD

| SIZE | TOP (MD) | BOTTOM (MD) | SACKS CEMENT* | SCREEN (MD) | SIZE | DEPTH SET (MD) | PACKER SET (MD) |
|------|----------|-------------|---------------|-------------|--------|----------------|-----------------|
| | | | | | 2-3/8" | 7394' | |

31. PERFORATION RECORD (Interval, size and number)

| INTERVAL | SIZE | NUMBER |
|---------------|---------|--------|
| 7422' - 7780' | LMV | |
| 7096' - 7218' | LMV | |
| 6756' - 6898' | LMV | |
| 4622' - 5216' | WASATCH | |

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

| DEPTH INTERVAL (MD) | AMOUNT AND KIND OF MATERIAL USED |
|---------------------|--------------------------------------|
| 7422' - 7780' | Frac w/ 73,300# sand in 46,116 gals |
| 7096' - 7218' | Frac w/ 138,500# sand in 66,360 gals |
| 6756' - 6898' | Frac w/ 210,000# sand in 91,938 gals |
| 4622' - 5216' | Frac w/ 103,400# sand in 33,810 gals |

33.* PRODUCTION

DATE FIRST PRODUCTION **4/7/06** PRODUCTION METHOD (Flowing, gas lift, pumping--size and type of pump) **Flowing** 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 |
|--------------|--------------|------------|------------------------|-----------|-----------|-------------|---------------|
| 4/10/06 | 24 | 12 | → | 14 | 1257 | 119 | |

| FLOW. TUBING PRESS. | CASING PRESSURE | CALCULATED 24-HOUR RATE | OIL--BBL. | GAS--MCF | WATER--BBL. | OIL GRAVITY-API (CORR.) |
|---------------------|-----------------|-------------------------|-----------|----------|-------------|-------------------------|
| 1864 | 2326 | → | | | | |

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

35. LIST OF ATTACHMENTS

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

SIGNED **JIM SIMONTON** *Jim Simonton* COMPLETION SUPERVISOR

DIV. OF OIL, GAS & MINING 7/19/06

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

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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
SC 4ML-16-10-23

| FORMATION | TOP | BOTTOM | DESCRIPTION, CONTENTS, ETC. | NAME | TOP | |
|------------|-------|--------|-----------------------------|------------|-------------|------------------|
| | | | | | MEAS. DEPTH | TRUE VERT. DEPTH |
| WASATCH | 3904' | | | WASATCH | 3904' | |
| MESA VERDE | 5839' | | | MESA VERDE | 5839' | |
| SEGO | 8016' | | | SEGO | 8016' | |
| TD | 8170' | | | TD | 8170' | |

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QUESTAR EXPLORATION & PRODUCTION

SC #4ML-16-10-23
SEC. 16-T10S-R23E
SHL: 385' FNL, 272' FWL
UINTAH COUNTY, UTAH

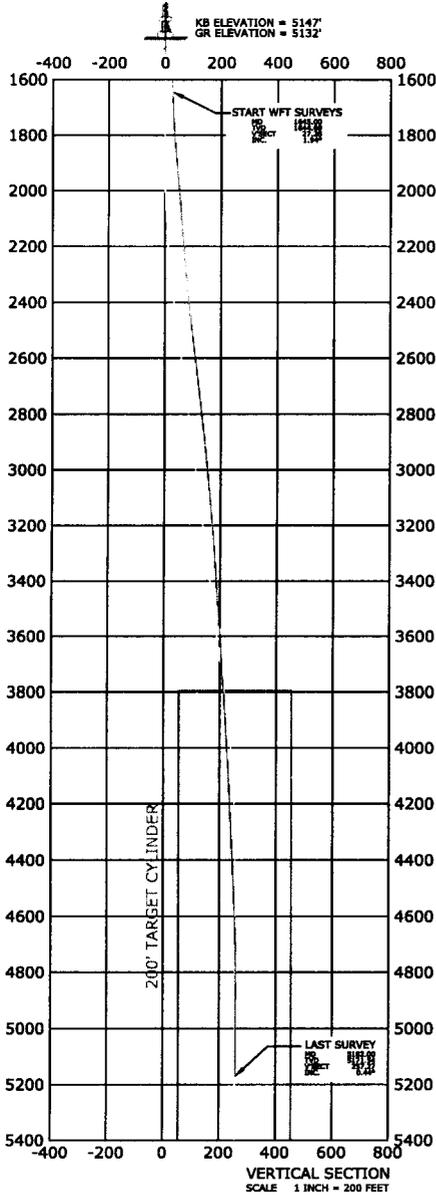
43.047.36912

TRUE NORTH

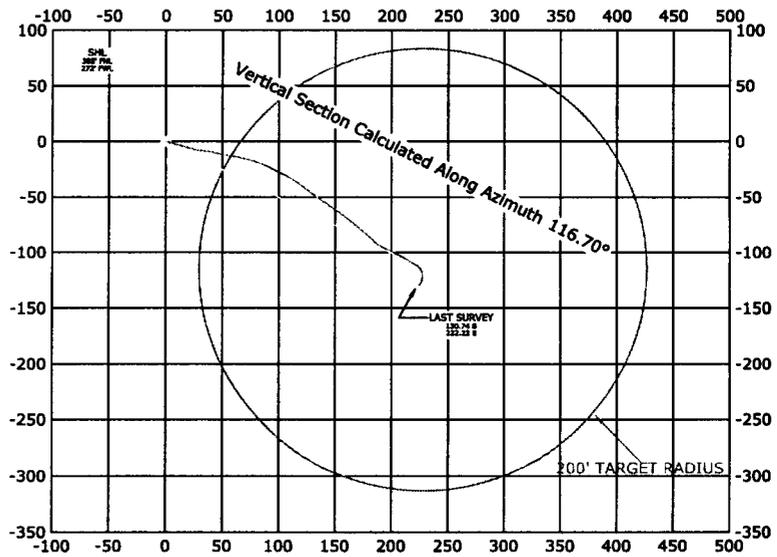


ALL BEARINGS ARE ALONG TRUE NORTH
TRUE NORTH CORRECTION +11.729

Vertical Section Calculated Along Azimuth 116.70°



| MAGNETIC CORRECTION FACTORS | |
|--------------------------------------------|----------|
| TRUE NORTH MAGNETIC DECLINATION: | +11.729 |
| MODEL: | BGM 2005 |
| LAT 39° 57' 18.83"N, LONG 109° 20' 25.23"W | |
| DATUM: NAD 1983 | |
| SECTION 16, T10S, R23E | |



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JAN 16 2007

DIV. OF OIL, GAS & MINING



Weatherford

CARPER, WYOMING
PHONE: (307) 877-8878
FAX: (307) 877-8188

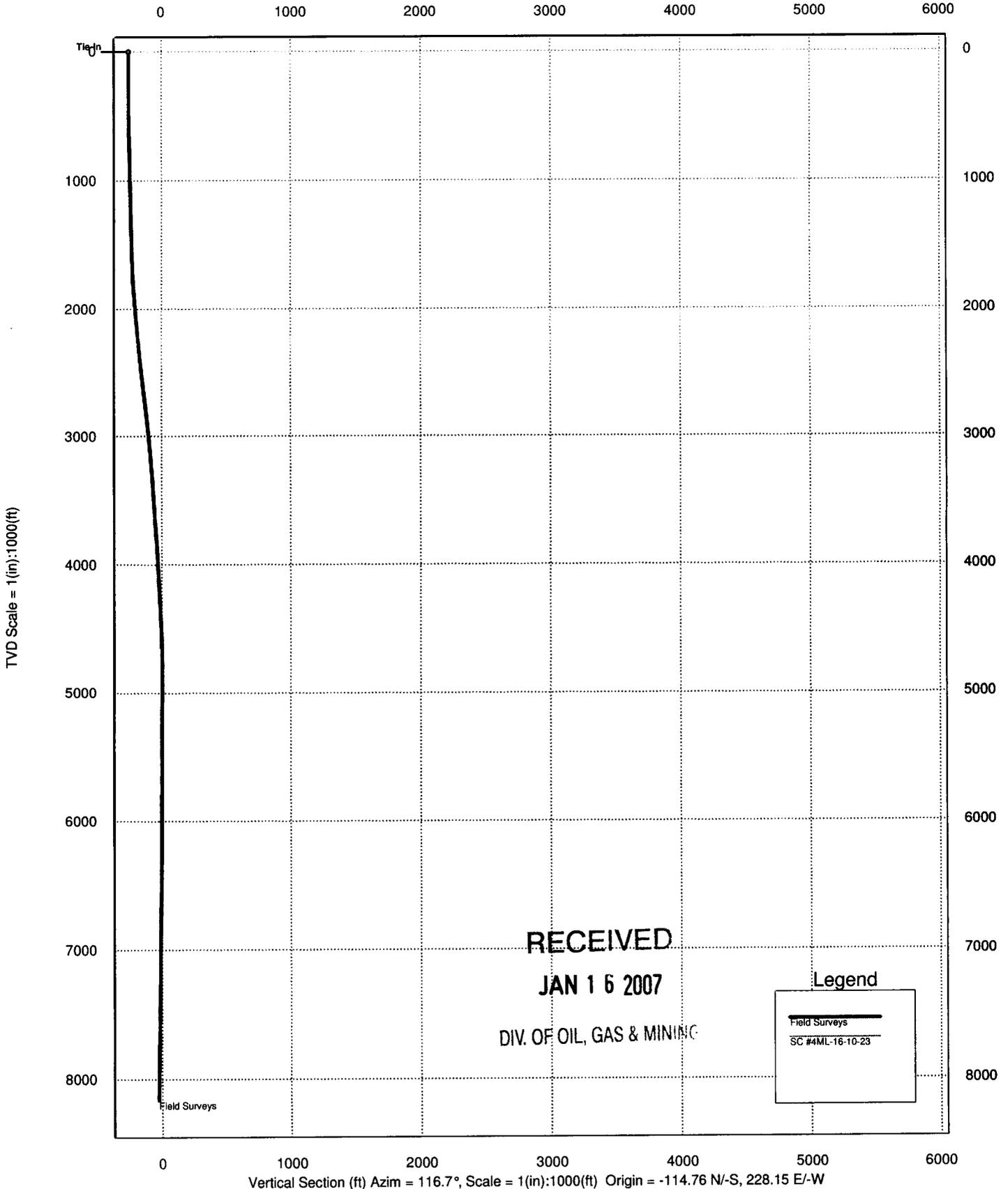
HOURSTON, TEXAS
PHONE: (281) 380-8888
FAX: (281) 380-2700

COMPANY: QUESTAR EXPLORATION

| | |
|----------------------|---------------------|
| WELLNAME: | SC #4ML-16-10-23 |
| LOCATION: | UINTAH COUNTY, UTAH |
| FILE: | 4006416C |
| PROPOSAL/COMPLETION: | COMPLETION |
| DATE: | MARCH 22, 2006 |
| PREPARED BY: | CAT |

| | | |
|---------------------------------|----------------------|-----------------------------------|
| WELL SC #4ML-16-10-23 | FIELD Utah | STRUCTURE Uintah County |
|---------------------------------|----------------------|-----------------------------------|

| | | | | | | | |
|-----------------------------------------|-----------------------------------|--------------------------------------------|--------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------------------------------------|
| Magnetic Parameters Model: IGRF 2005 | Dip: 65.979° Mag Dec: +11.555° | Date: January 10, 2007 F.S.: 52788-4-NT | Surface Location Lat: N29 57 4.838 Lon: W109 20 20.350 | NAD27 UTM Zone 12N, US Feet Northing: 14512660.81 RLUS Easting: 2105938.99 RLUS | Grid Conv: +1.06677822° Scale Fact: 0.9998478554 | Miscellaneous Slot: SC #4ML-16-10-23 Plan: Field Surveys | TVD Ref: Rotary Bushing (7015.00 ft above Geod @ MSL) Svy Date: January 10, 2007 |
|-----------------------------------------|-----------------------------------|--------------------------------------------|--------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------------------------------------|



Vertical Section (ft) Azim = 116.7°, Scale = 1(in):1000(ft) Origin = -114.76 N-S, 228.15 E-W

CONFIDENTIAL

| | Comment | Type | Status | MD (ft) | INCL (°) | Azim (°) | TVD (ft) | VSEC (ft) | NS (ft) | EW (ft) | DLS (°/100ft) | TF (°) | BR (°/100ft) | TR (°/100ft) |
|----|---------|------|--------|---------|----------|----------|----------|-----------|---------|---------|---------------|--------|--------------|--------------|
| 1 | Tie-In | | ACC | 0.00 | 0.00 | 0.00 | 0.00 | -255.39 | 0.00 | 0.00 | | 105.8 | | |
| 2 | | | ACC | 1645.00 | 1.94 | 105.85 | 1644.69 | -228.04 | -7.61 | 26.79 | 0.12 | 94.1 | 0.12 | 0.00 |
| 3 | | | ACC | 1737.00 | 2.94 | 94.10 | 1736.60 | -224.33 | -8.20 | 30.64 | 1.21 | 98.6 | 1.09 | -12.77 |
| 4 | | | ACC | 1829.00 | 4.69 | 98.60 | 1828.39 | -218.58 | -8.93 | 36.71 | 1.93 | 104.0 | 1.90 | 4.89 |
| 5 | | | ACC | 2200.00 | 5.56 | 103.98 | 2197.91 | -186.63 | -15.54 | 69.15 | 0.27 | 169.4 | 0.23 | 1.45 |
| 6 | | | ACC | 2292.00 | 4.88 | 105.48 | 2289.53 | -178.44 | -17.66 | 77.25 | 0.75 | 114.2 | -0.74 | 1.63 |
| 7 | | | ACC | 2384.00 | 6.06 | 114.23 | 2381.11 | -169.75 | -20.70 | 85.45 | 1.57 | -153.5 | 1.28 | 9.51 |
| 8 | | | ACC | 2476.00 | 5.88 | 113.35 | 2472.61 | -160.19 | -24.56 | 94.20 | 0.22 | 36.1 | -0.20 | -0.96 |
| 9 | | | ACC | 2568.00 | 6.88 | 119.23 | 2564.04 | -149.98 | -29.12 | 103.34 | 1.30 | 164.0 | 1.09 | 6.39 |
| 10 | | | ACC | 2658.00 | 6.63 | 119.85 | 2653.42 | -139.41 | -34.34 | 112.55 | 0.29 | 81.0 | -0.28 | 0.69 |
| 11 | | | ACC | 2750.00 | 6.88 | 128.73 | 2744.78 | -128.72 | -40.43 | 121.45 | 1.17 | -145.7 | 0.27 | 9.65 |
| 12 | | | ACC | 2842.00 | 6.38 | 125.60 | 2836.16 | -118.28 | -46.85 | 129.91 | 0.67 | 176.1 | -0.54 | -3.40 |
| 13 | | | ACC | 2934.00 | 6.00 | 125.85 | 2927.63 | -108.48 | -52.64 | 137.96 | 0.41 | -175.3 | -0.41 | 0.27 |
| 14 | | | ACC | 3026.00 | 5.56 | 125.48 | 3019.16 | -99.33 | -58.05 | 145.49 | 0.48 | -172.0 | -0.48 | -0.40 |
| 15 | | | ACC | 3119.00 | 5.31 | 125.10 | 3111.74 | -90.62 | -63.14 | 152.68 | 0.27 | 152.6 | -0.27 | -0.41 |
| 16 | | | ACC | 3211.00 | 4.81 | 128.23 | 3203.38 | -82.63 | -67.97 | 159.19 | 0.62 | 129.1 | -0.54 | 3.40 |
| 17 | | | ACC | 3304.00 | 4.38 | 129.10 | 3296.08 | -75.34 | -72.62 | 165.01 | 0.47 | 132.8 | -0.46 | 0.94 |
| 18 | | | ACC | 3396.00 | 3.88 | 132.85 | 3387.84 | -68.92 | -76.96 | 170.02 | 0.62 | 128.1 | -0.54 | 4.08 |
| 19 | | | ACC | 3490.00 | 4.00 | 128.10 | 3481.62 | -62.65 | -81.14 | 174.93 | 0.37 | 132.3 | 0.13 | -5.05 |
| 20 | | | ACC | 3582.00 | 3.94 | 132.35 | 3573.40 | -56.46 | -85.25 | 179.79 | 0.33 | 134.5 | -0.07 | 4.62 |
| 21 | | | ACC | 3674.00 | 3.63 | 134.48 | 3665.20 | -50.65 | -89.42 | 184.20 | 0.37 | 123.5 | -0.34 | 2.32 |
| 22 | | | ACC | 3766.00 | 3.81 | 123.48 | 3757.01 | -44.84 | -93.15 | 188.83 | 0.80 | 115.0 | 0.20 | -11.96 |
| 23 | | | ACC | 3858.00 | 3.69 | 114.98 | 3848.81 | -38.84 | -96.08 | 194.06 | 0.62 | 115.6 | -0.13 | -9.24 |
| 24 | | | ACC | 3950.00 | 3.44 | 115.60 | 3940.63 | -33.12 | -98.53 | 199.24 | 0.27 | 118.3 | -0.27 | 0.67 |
| 25 | | | ACC | 4073.00 | 3.13 | 118.35 | 4063.43 | -26.08 | -101.72 | 205.52 | 0.28 | 119.5 | -0.25 | 2.24 |
| 26 | | | ACC | 4196.00 | 2.81 | 119.48 | 4186.27 | -19.71 | -104.79 | 211.10 | 0.26 | 122.1 | -0.26 | 0.92 |
| 27 | | | ACC | 4318.00 | 2.75 | 122.10 | 4308.12 | -13.81 | -107.82 | 216.18 | 0.12 | 120.8 | -0.05 | 2.15 |
| 28 | | | ACC | 4441.00 | 2.69 | 120.85 | 4430.98 | -7.99 | -110.87 | 221.16 | 0.07 | 133.7 | -0.05 | -1.02 |
| 29 | | | ACC | 4534.00 | 2.69 | 133.73 | 4523.88 | -3.73 | -113.50 | 224.61 | 0.65 | 152.0 | 0.00 | 13.85 |

RECEIVED
 JAN 16 2007
 DIV. OF OIL, GAS & MINING

| | Comment | Type | Status | MD (ft) | INCL (°) | Azim (°) | TVD (ft) | VSEC (ft) | NS (ft) | EW (ft) | DLS (°/100ft) | TF (°) | BR (°/100ft) | TR (°/100ft) | |
|----|---------|------|--------|------------|-------------|-------------|-------------|--------------|------------|------------|------------------|-----------|-----------------|-----------------|--------|
| 30 | | | *** | ACC | 4625.00 | 2.38 | 151.98 | 4614.79 | -0.14 | -116.64 | 227.04 | 0.95 | -175.1 | -0.34 | 20.05 |
| 31 | | | *** | ACC | 4717.00 | 2.44 | 184.85 | 4706.72 | 2.14 | -120.28 | 227.77 | 1.48 | -173.7 | 0.07 | 35.73 |
| 32 | | | *** | ACC | 4810.00 | 2.50 | 186.35 | 4799.63 | 3.59 | -124.27 | 227.38 | 0.09 | -144.7 | 0.06 | 1.61 |
| 33 | | | *** | ACC | 4901.00 | 2.00 | 215.35 | 4890.56 | 4.04 | -127.53 | 226.24 | 1.35 | -132.9 | -0.55 | 31.87 |
| 34 | | | *** | ACC | 4993.00 | 0.94 | 227.10 | 4982.53 | 3.53 | -129.36 | 224.76 | 1.19 | -130.9 | -1.15 | 12.77 |
| 35 | | | *** | ACC | 5085.00 | 1.19 | 229.10 | 5074.52 | 2.91 | -130.50 | 223.49 | 0.27 | -20.3 | 0.27 | 2.17 |
| 36 | | | *** | ACC | 5182.00 | 0.44 | 339.73 | 5171.51 | 2.25 | -130.81 | 222.60 | 1.45 | 0.0 | -0.77 | 114.05 |
| 37 | | | *** | ACC | 5360.00 | 0.25 | 0.00 | 5349.51 | 1.58 | -129.78 | 222.36 | 0.13 | 0.0 | -0.11 | 11.39 |
| 38 | | | *** | ACC | 5910.00 | 0.00 | 0.00 | 5899.50 | 1.04 | -128.58 | 222.36 | 0.05 | 0.0 | -0.05 | 0.00 |
| 39 | | | *** | ACC | 6016.00 | 1.00 | 0.00 | 6005.50 | 0.62 | -127.65 | 222.36 | 0.94 | 0.0 | 0.94 | 0.00 |
| 40 | | | *** | ACC | 6462.00 | 1.50 | 0.00 | 6451.39 | -3.75 | -117.92 | 222.36 | 0.11 | 0.0 | 0.11 | 0.00 |
| 41 | | | *** | ACC | 8170.00 | 1.80 | 0.00 | 8158.68 | -25.85 | -68.74 | 222.36 | 0.02 | | 0.02 | 0.00 |

| | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING | FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: ML-22816 |
| 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. | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME: |
| 1. TYPE OF WELL Gas Well | 8. WELL NAME and NUMBER: SC 4ML-16-10-23 |
| 2. NAME OF OPERATOR: QUESTAR EXPLORATION & PRODUCTION CO | 9. API NUMBER: 43047369120000 |
| 3. ADDRESS OF OPERATOR: 11002 East 17500 South , Vernal, UT, 84078 | PHONE NUMBER: 435 781-4362 Ext |
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: 0385 FNL 0272 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 16 Township: 10.0S Range: 23.0E Meridian: S | 9. FIELD and POOL or WILDCAT: NATURAL BUTTES COUNTY: UINTAH STATE: UTAH |

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

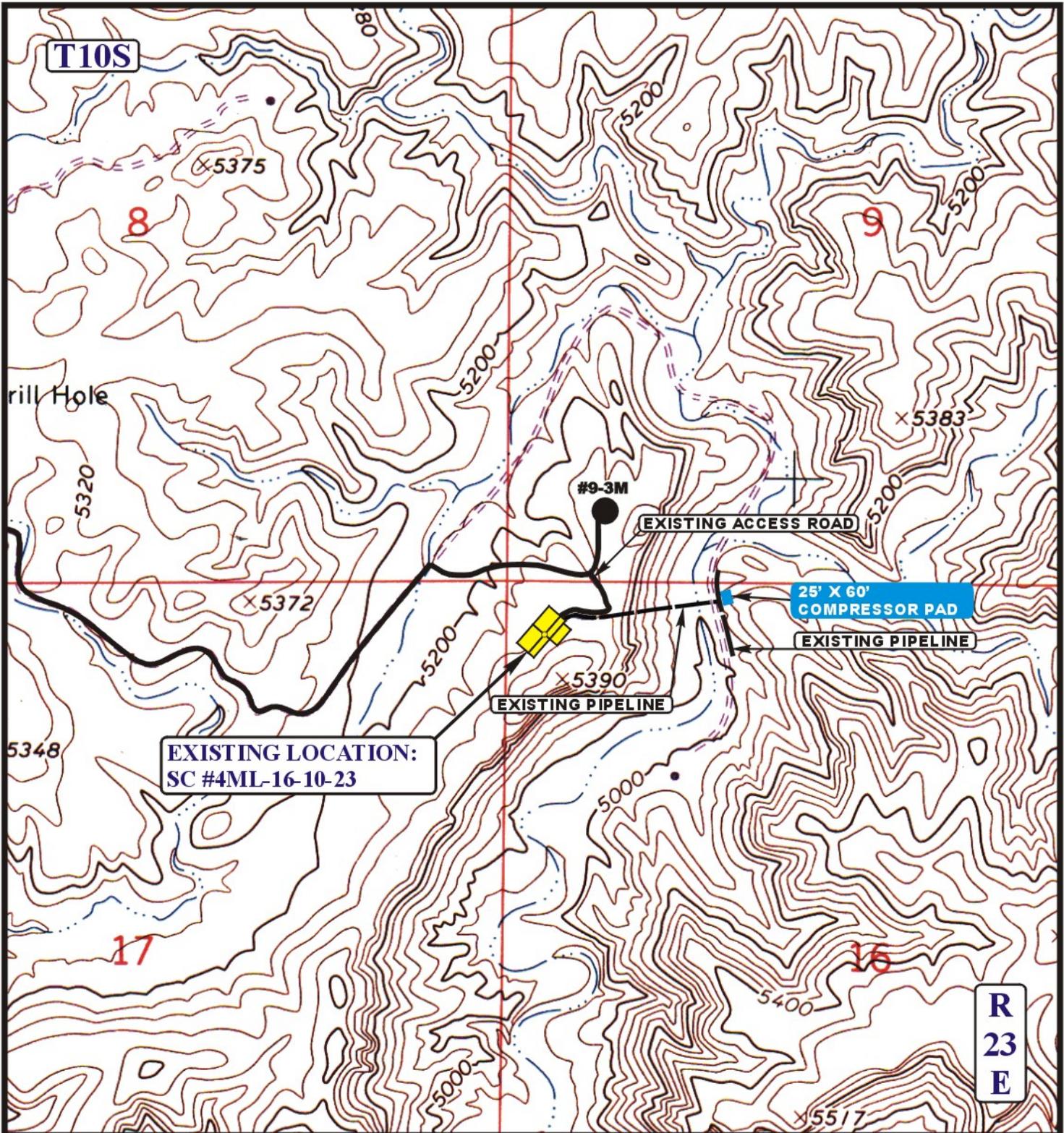
| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------|
| <input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 10/30/2009 | <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 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 checked="" type="checkbox"/> OTHER | OTHER: Compressor Pad |

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

Questar Exploration and Production Company hereby requests approval to place a Cummins 855 C 225 natural gas engine or equivalent skid mount compressor and a 100 bbl tank in order to increase production in Section 16, T10S, R23E, Lease # ML-22186. The disturbance for this compressor pad would need to be 25' x 60' and all construction would take place within the area shown on the plat. Installation will be done in such a manner that disturbance will be held to a minimum using existing pipeline corridor and will require minimal grading or surface disturbance. There will be some minor realignment of the piping coming into the compressor from the existing tie-in point from the SC 4ML-16-10-23 location. Please refer to attachment Topo D.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 October 13, 2009

| | | |
|------------------------------------------|-------------------------------------|------------------------------|
| NAME (PLEASE PRINT) Jan Nelson | PHONE NUMBER 435 781-4331 | TITLE Permit Agent |
| SIGNATURE N/A | DATE 9/29/2009 | |



APPROXIMATE TOTAL EXISTING PIPELINE DISTANCE = 1,051' +/-

LEGEND:

--- EXISTING PIPELINE

QUESTAR EXPLR. & PROD.

**SC #4ML-16-10-23
SECTION 16, T10S, R23E, S.L.B.&M.
385' FNL 272' FWL**

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



TOPOGRAPHIC MAP 06 17 05
MONTH DAY YEAR
SCALE: 1" = 1000' DRAWN BY: L.K. REVISED: 09-28-09 ZL

D
TOPO

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