



May 19, 2006

VIA OVERNIGHT MAIL

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

**RE: Application for Permit to Drill
Roosevelt Unit 28-33
NWSE Section 28-1S-1E USB&M
Uintah County, UT**

Dear Diana:

Enclosed is our Application for Permit to Drill for the subject well location. Please keep this application "**CONFIDENTIAL**". Included with the APD is the following supplemental information:

- Exhibit "A" – Survey plats and layouts of the proposed well site;
- Exhibit "B" – Proposed location map with access corridors;
- Exhibit "C" – Drilling Plan;
- Exhibit "D" – Surface Use Plan;
- Exhibit "E" – Typical BOP and Choke Manifold diagram;
- Exhibit "F" – Surface Damage Agreement

Should you require any additional information, please contact me or Layle Robb at (303) 296-4505.

Sincerely,


Karin Kuhn
Engineering Technician

RECEIVED

MAY 23 2006

DIV. OF OIL, GAS & MINING

cc: Fluid Minerals Group, Bureau of Land Management, Vernal Field Ofc.
ELK PRODUCTION, LLC

1401 17TH STREET, SUITE 700, DENVER, COLORADO 80202
PHONE: (303) 296-4505 FAX: (303) 296-4506 E-MAIL: POSTMASTER@ELKRESOURCES.NET

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

FORM 3

AMENDED REPORT
(highlight changes)

APPLICATION FOR PERMIT TO DRILL		5. MINERAL LEASE NO: 14-20-H62-4691	6. SURFACE: Indian
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute Tribe/Uintah & Ouray Res.	
B. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		8. UNIT or CA AGREEMENT NAME: Roosevelt Unit 892000886A	
2. NAME OF OPERATOR: Elk Production LLC		9. WELL NAME and NUMBER: Roosevelt Unit 28-33	
3. ADDRESS OF OPERATOR: 1401 17th. St. #700 CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (303) 296-4505	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 2178' FSL, 1846' FEL 594714X 4468804Y 40.366327 AT PROPOSED PRODUCING ZONE: 2178' FSL, 1846' FEL - 109.884469		10. FIELD AND POOL, OR WILDCAT: Bluebell/Wasatch <i>UE</i>	
11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 28 1S 1E U		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 28 1S 1E U	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: Approx. 14.9 miles Northeast of Roosevelt, UT		12. COUNTY: Uintah	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 1846'	16. NUMBER OF ACRES IN LEASE: 1205	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 1700'	19. PROPOSED DEPTH: 14,000	20. BOND DESCRIPTION: B000969	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 5315' GR	22. APPROXIMATE DATE WORK WILL START: 9/1/2006	23. ESTIMATED DURATION: 60 Days	

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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
17 1/2"	13 3/8"	H-40	48#	2,500	See Drig Plan 1500/165 sx SeeDrigPlan
8 3/4"	7"	P-110	26#	10,700	See Drig Plan 445/195/145 SeeDrigPlan
6 1/8"	5"	P-110	18#	14,000	See Drig Plan 245 sx SeeDrigPlan

25. **ATTACHMENTS**

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

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER	<input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

NAME (PLEASE PRINT) Karin Kuhn TITLE Engineering Technician

SIGNATURE *Karin Kuhn* DATE 5/19/2006

(This space for State use only)

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

**RECEIVED
MAY 23 2006**

API NUMBER ASSIGNED: 43-047-38142

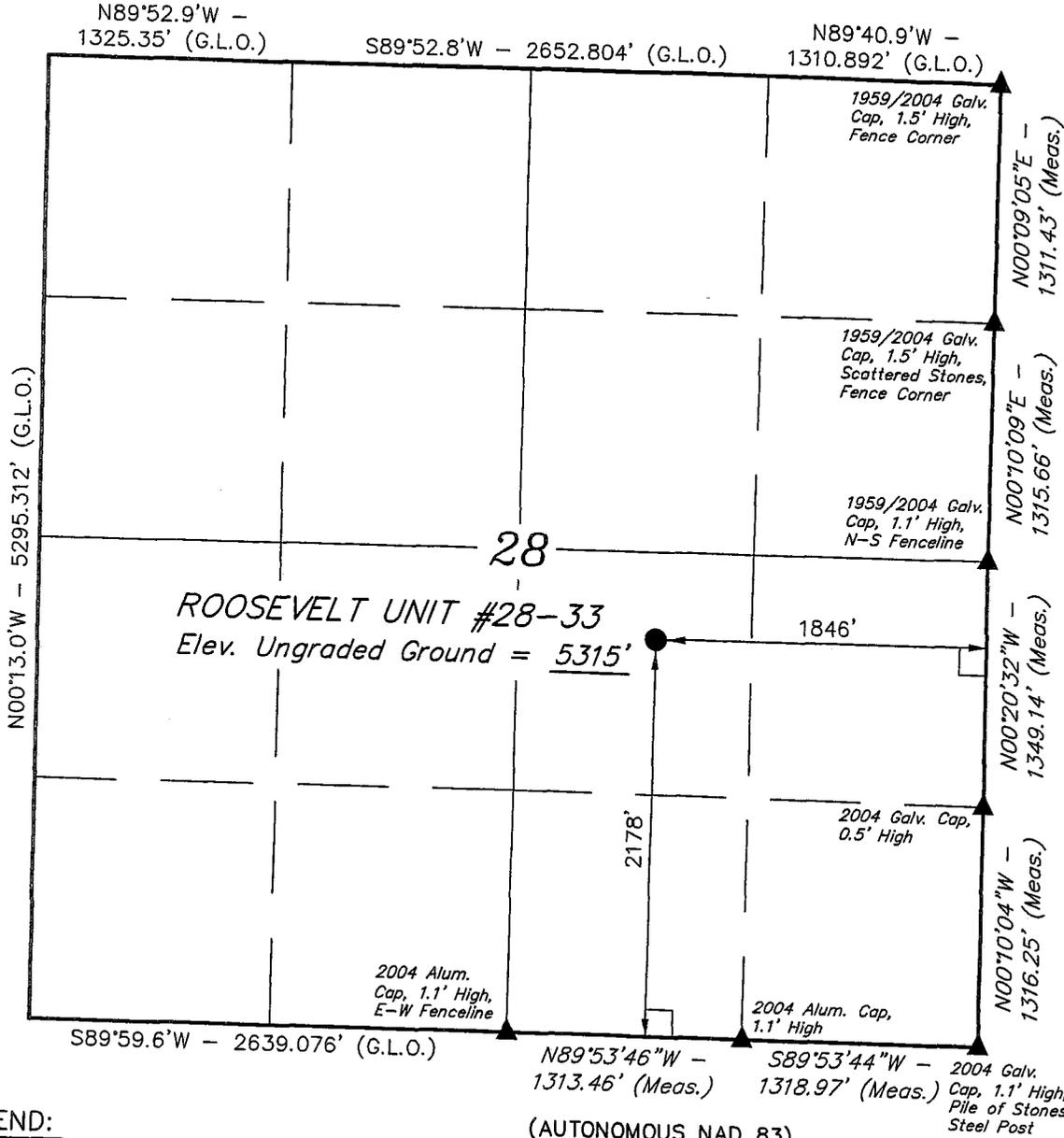
APPROVAL:
Date: 09-28-06
By: *[Signature]*

DIV. OF OIL, GAS & MINING

T1S, R1E, U.S.B.&M.

ELK PRODUCTION, LLC

Well location, ROOSEVELT UNIT #28-33, located as shown in the NW 1/4 SE 1/4 of Section 28, T1S, R1E, U.S.B.&M. Uintah County, Utah.

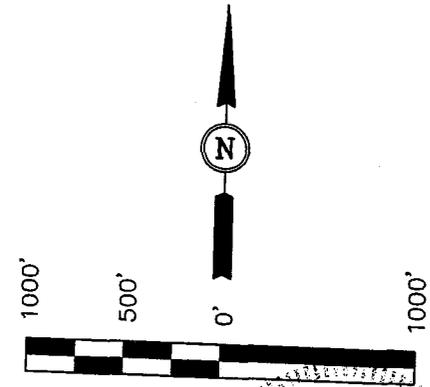


BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHWEST CORNER OF SECTION 19, T1S, R1E, U.S.B.&M. TAKEN FROM THE WHITEROCKS QUADRANGLE, UTAH, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5519 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.

REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

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

UINTAH ENGINEERING & LAND SURVEYING 85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 11-17-05	DATE DRAWN: 12-2-05
PARTY D.A. C.F. K.G.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE ELK PRODUCTION, LLC	

DRILLING PLAN

Elk Production, LLC
Roosevelt Unit #28-33
NWSE of Section 28, T-1-S, R-1-E
Uintah County, Utah

1,2,3 Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth</u>
Uinta	2530'
Green River	5550'*
Lower Green River	8560'*
Wasatch	9610'*

PROSPECTIVE PAY* oil and gas

4 Casing Program

<u>HOLE SIZE</u>	<u>SETTING DEPTH</u>		<u>SIZE</u>	<u>WEIGHT</u>	<u>GRADE</u>	<u>THREAD</u>	<u>COND.</u>
	<u>from</u>	<u>to</u>					
26"	surface	40'	20" OD	94#			
12 1/4"	40'	2500'	9 5/8" OD	36#	H-40	ST&C	New
8 3/4"	2500'	10700'	7" OD	26#	P-110	LT&C	New
6 1/8"	10700'	14000'	5" OD	18#	P-110	Flush Jt.	New

5 Cementing Program

(Volumes other than tail volumes will be calculated from caliper logs.)

20" Conductor Ready mix

9 5/8" Surface Lead: 329 sx light wt. with 1% CaCl and 1/4 lb/sk celloflake mixed
12.8 lb/gal, yield 1.78 cf/sk, 75% excess
Tail: 165 sx Type V with 2% CaCl and 1/4 lb/sx celloflake mixed 15.6
lb/gal, yield 1.20 cf/sk, 15% excess

7" Production
(Stage Collar @
6850') First stage: Caliper volume plus 20%. 371 sx 50/50 Poz + 2% gel,
0.2% fluid loss (Halad-322), 0.1% retarder (HR-5), 5% salt bwow,
0.2% suspension agent (WG-17), 3% silicate, 1/4 lb/sk celloflake, 1
lb/sk granulite. Mixed 13.4 ppg, yield 1.56 ft³/sk.

Second stage cement top to be @ 2500' less excess.

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Second stage lead: Caliper plus 15% (est. volume less excess = 140 sx). 195 sx Premium cement containing 16% gel, 0.75% econolite, 7½ #/sk gilsonite, ¼ #/sk celloflake, 3% salt bwoc, 0.8% retarder (HR-7). Mixed 11.0 ppg, yield 3.81 cf/sk.

Second stage tail: 100 sx 50/50 Poz Premium AG containing 2% gel, 0.6% fluid loss control (Halad R-322), 1lb/sk granulite, 5% salt bwow, ¼lb/sk celloflake. Mix at 14.35 ppg, yield 1.22 cf/sk.

5" Liner

Caliper plus 15%. 145 sx Class G (Premium AG) containing 0.5% dispersant (CFR-3), 0.5% fluid loss control (Halad R-322), 0.3% retarder (HR-12), 35% heavy weight additive (SSA-1). Mix at 15.9 ppg, yield 1.55 cf/sk.

6 Mud Program

<u>INTERVAL</u>	<u>WEIGHT</u>	<u>VISCOSITY</u>	<u>FLUID LOSS</u>	<u>REMARKS</u>
Surf. - 40'	N/A	Drilled with surface hole rig.		
40' - 2500'	8.8 ppg	32	NC	Spud Mud
2500' - 8000'	8.5 ppg	28	NC	Fresh Water & LSND Mud as needed
8000' - 10700'	to 9.5 ppg	36	20	LSND
10700' - 12400'	to 10 ppg	42	10-20	Semi-Dispersed
12400' - 14000'	to 11 ppg	42	<10	Dispersed

Mud weight increases to be dictated by hole conditions.

7 BOP and Pressure Containment Data

Depth Intervals

Surf. - 2,500'
 2,500' to 10,700'

10,700' to TD

BOP Equipment

None required
 5M, Ram-Type, double BOP, 5M annular (minimum)
 5M, Ram-Type, double BOP, 5M annular 3", 5M Choke Manifold from 2500' to TD

Drilling spool to accommodate choke and kill lines.

ANCILLARY EQUIPMENT RATED AT 5000# TO MATCH BOPE. ALL BOP AND BOPE TESTS WILL BE IN ACCORDANCE WITH THE REQUIREMENTS OF THE STATE OF UTAH. Elk plans to use an 11", 5000# BOP stack. Based on drilling information from our offset well, the Roosevelt Unit #5-19, Elk was able to drill to TD with 11 ppg mud on the RU 5-19 well without any problems (11 x 0.052 x 14,000' = 8000 psi less 3000 psi fluid expansion = 5000 psi). In addition, a recent recompletion of the RU 5-19 in the Wasatch resulted in an ISIP of less than 5000 psi.

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THE STATE OF UTAH, DIVISION OF OIL, GAS AND MINING WILL BE NOTIFIED 24 HOURS IN ADVANCE OF ALL BOPE PRESSURE TESTS. THE BUREAU OF LAND MANAGEMENT WILL BE NOTIFIED 24 HOURS IN ADVANCE OF ALL BOPE PRESSURE TESTS.

8 Auxiliary equipment

- a) Upper and Lower Kelly cock
- b) 5000# Floor stabbing valve
- c) Safety valve(s) and subs to fit all string connections in use

9 Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated
Samples	30' samples; surface casing to 7500'. 10' samples from 7500' to TD.
Surveys	Run every 1000' and on trips
Logging	Resistivity, neutron density, gamma ray, and caliper from TD to surface casing

10 Anticipated Abnormal Pressures or Temperatures

Minor over-pressuring begins near the top of the Wasatch at 9610' with 9.5 ppg typically being required as TD is approached.

11 Drilling Schedule

Spud	Approximately September 1, 2006
Duration	30 days drilling time 30 days completion time

HAZARDOUS MATERIAL DECLARATION

Roosevelt Unit #28-33

Elk Production, LLC guarantees that during the drilling and completion of the above referenced well, we will not use, produce, or store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Super Amendments and Reauthorization Act (SARA) of 1986.

Elk Production, LLC guarantees that during the drilling and completion of the above-referenced well, we will use, produce, store, transport, or dispose less than the threshold planning quantity (TPQ) of any extremely hazardous substances as defined in 40 CFR 355.

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SURFACE USE PLAN

Roosevelt Unit 28-33

Attachment to Permit to Drill

The dirt contractor will be provided with an approved copy of the surface use plan of operations before initiating construction.

The onsite inspection for the referenced well is pending with the Division of Oil, Gas and Mining and the landowner:

1. Existing Roads:

- a. The proposed well site is located approximately 14.9 miles to Roosevelt, Utah.
- b. The following are directions to the proposed well site:
Proceed in an Easterly direction from Roosevelt, Utah along U.S. Highway 40 approximately 5.2 miles to the junction of this road and an existing road to the North; turn left and proceed in a Northerly, then Westerly direction approximately 4.0 miles to the junction of this road and an existing road to the North; turn right and proceed in a Northerly direction approximately 3.1 miles to the junction of this road and an existing road to the East; turn right and proceed in an Easterly the Southeasterly direction approximately 1.6 miles to the junction of this road and an existing road to the South; turn right and proceed in a Southerly direction approximately 0.4 miles to the beginning of the proposed access to the Southeast; follow road flags in a Southeasterly direction approximately 0.6 miles to the proposed location.
- c. The use of roads under State and County Road Department maintenance are necessary to access the Roosevelt Unit.
- d. All existing roads will be maintained and kept in good repair during all phases of operation.
- e. Vehicle operators will obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions.
- f. Since no improvements are anticipated to the State, County, Tribal or BLM access roads, no topsoil striping will occur.

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2. Planned Access Roads:

- a. From the existing road, a new access is proposed trending southerly approximately 0.4 miles to the beginning of the proposed access road and approximately 0.6 miles in a Southeasterly direction to the proposed well site. The access consists of entirely new disturbance and crosses no significant drainages.
- b. The proposed access road crosses surface owned by the Ute Indian Tribe/Uintah and Ouray Reservation in which a surface use agreement to construct and utilize the road is attached. A tribal surface damage agreement will be submitted to the DOGM prior to approval of the APD.
- c. A Joint Permit Application Form has been submitted to construct a culvert across a low-water crossing across the West Channel of the Uinta River, which requires the installation of 4 – 18" CMP in shallow drainages.
- d. The proposed access road will consist of a 14' travel surface within a 30' disturbed area.
- e. A maximum grade of 4% will be maintained throughout the project with no cuts and fills required to access the well.
- f. No turnouts are proposed since the access road is only 0.6 miles long and adequate site distance exists in all directions.
- g. No surfacing material will come from Federal or SITLA lands.
- h. Surface disturbance and vehicular travel will be limited to the approved location access road.
- i. All access roads and surface disturbing activities will conform to the standards outlined in the tribal surface damage agreement.
- j. The operator will be responsible for all maintenance of the access road including drainage structures.

3. Location of Existing Wells:

- a. Exhibit B has a map reflecting these wells within a one-mile radius of the proposed well.

4. Location of Production Facilities:

- a. All permanent structures will be painted a flat, non-reflective Desert Brown to match the standard environmental colors. All facilities will be painted within six month of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.
- b. If productive, a gas meter run will be constructed and located on lease within 500 feet of the wellhead. Meter runs will be housed and/or fenced. All gas production and measurement shall comply with the provisions of 43 CFR 3162. 7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- c. If productive, a tank battery will be constructed on this lease, it will be surrounded by a dike of sufficient capacity to contain the storage capacity of the largest tank. All loading lines and valves will be placed inside the berm surrounding the tank battery. All liquid hydrocarbons production and measurement shall conform to the provisions of 43 CFR 3162.7-3 and

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Onshore Oil and Gas Order No. 4 and Onshore Oil and Gas Order No. 5 for oil and natural gas production and measurement.

- d. Any necessary pits will be properly fenced to prevent any wildlife and livestock entry.
- e. All access roads will be maintained as necessary to prevent erosion and accommodate year-round traffic. The road will be maintained in a safe useable condition.
- f. The site will require periodic maintenance to ensure that drainages are kept open and free of debris, ice, and snow, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water:

Water for the drilling of the Roosevelt Unit 28-33 will be pumped or trucked to the well site by Art Chesspooch, AC/DC WATER SERVICE. Per Kermit Wapsock, representative of the Ute Indian Tribe, the source of the water is privately owned surface ponds or streams on property owned by the Ute Indian Tribe located in Section 20 and 29 -T1S-R1E, Uintah County, Utah.

6. Source of Construction Material:

- a. No construction materials will be removed from Ute Tribal, SITLA or BLM lands.
- b. If any gravel is used, it will be obtained from a State-approved gravel pit.

7. Methods of Handling Waste Disposal:

- a. All wastes associated with this application will be contained and disposed of utilizing approved facilities.
- b. Drill cuttings will be contained and buried onsite.
- c. The reserve pit will be located outboard of the location and along the southwest side of the pad.
- d. The reserve pit will be constructed so as not to leak, break, or allow any discharge.
- e. The reserve pit will be lined with 12-mil minimum thickness plastic nylon-reinforced liner material. The liner will overlay a felt pad only if rock is encountered during excavation. The pit liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. No trash, scrap pipe, etc., that could puncture the liner will be disposed of in the pit. Pit walls will be sloped no greater than 2:1. A minimum 2-foot freeboard will be maintained in the pit at all times during the drilling and completion operation.
- f. The reserve pit has been located in cut material. Three sides of the reserve pit will be fenced before drilling starts. The fourth side will be fenced as soon as drilling is completed, and shall remain until the pit is dry. After the reserve pit has dried, all areas not needed for production will be rehabilitated.
- g. Trash will be contained in a trash cage and hauled away to an approved disposal site as necessary but no later than at the completion of drilling

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operations. The contents of the trash container will be hauled off periodically to the approved Uintah County Landfill near Vernal, Utah.

- h. Produced fluids from the well other than water will be produced into a test tank until such time as construction of production facilities is completed. Any spills of oil, gas, saltwater or other produced fluids will be cleaned up and removed.
- i. Any salts and/or chemicals, which are an integral part of the drilling system, will be disposed of in the same manner as the drilling fluid.
- j. Sanitary facilities will be onsite at all times during operations. Sewage will be placed in a portable chemical toilet and the toilet replaced periodically utilizing a licensed contractor to transport by truck the portable chemical toilet so that its contents can be delivered to the Vernal Wastewater Treatment Facility in accordance with State and County regulations.

8. Ancillary Facilities:

- a. Garbage containers and portable toilets are the only ancillary facilities proposed in this application.

9. Well Site Layout:

- a. The well will be properly identified in accordance with State regulations.
- b. Access to the well pad will be from the northeast.
- c. The pad and road designs are consistent with State and Federal specifications.
- d. A pre-construction meeting with responsible company representative, contractors, landowner representatives and the Utah Division of Oil, Gas and Mining will be conducted at the project site prior to commencement of surface-disturbing activities. The pad and road will be construction-staked prior to this meeting.
- e. The pad has been staked at its maximum size; however, it will be constructed smaller if possible, depending upon rig availability. Should the layout change, this application will be amended and approved utilizing a sundry notice.
- f. All surface disturbing activities will be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specification in the approved plans.
- g. All cut and fill slopes will be such that stability can be maintained for the life of the activity.
- h. The site surface will be graded to drain away from the pit to avoid pit spillage during large storm events.
- i. The stockpiled topsoil (first 6 inches or maximum available) will be stored in a window on the uphill side of the location to prevent any possible contamination. All topsoil will be stockpiled for reclamation in such a way as to prevent soil loss and contamination.
- j. Pits will remain fenced until site cleanup.
- k. The blooie line will be located at least 100 feet from the well head.

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- i. Water injection may be implemented if necessary to minimize the amount of fugitive dust.
- 10. Plans for Restoration of the Surface:**
- a. Site reclamation for a producing well will be accomplished for portions of the site not required for the continued operation of the well.
 - b. The Operator will control noxious weeds along access road use authorizations, well sites, or other applicable facilities by spraying or mechanical removal. A list of noxious weeds may be obtained from the Utah Division of Oil, Gas and Mining or the appropriate County Extension Office.
 - c. Upon well completion, any hydrocarbons in the pit shall be removed. Once the reserve pit is dry, the plastic nylon-reinforced liner shall be torn and perforated before backfilling of the reserve pit. The reserve pit and that portion of the location not needed for production facilities/operations will be recontoured to the approximate natural contours.
 - d. The cut and fill slopes and all other disturbed areas not needed for the production operation will be top soiled and re-vegetated. The stockpiled topsoil will be evenly distributed over the disturbed area.
 - e. Prior to reseeding the site, all disturbed areas, including the access road, will be scarified and left with a rough surface. The site will then be seeded and/or planted as prescribed by the landowner. The landowner recommended seed mix will be detailed within their surface-use documents.
- 11. Surface and Mineral Ownership:**
- a. Surface Ownership: Ute Tribe/Uintah and Ouray Reservation
 - b. Mineral Ownership: Roosevelt Unit
- 12. Other Information:**
- a. A tribal surface use agreement with the Ute Indian Tribe is attached.

Self-Certification Statement

Please be advised that Elk Production LLC is considered to be the operator of Roosevelt Unit #28-33; NW1/4 SE1/4, Section 28, Township 1 South, Range 1 East; Lease 14-20-H62-4691; Uintah County, Utah; and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. Bond coverage is provided by BIA Collective Bond #B001061."

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13. Operator's Representative and Certification:

I hereby certify that I, or person 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 the plan are, to the best of my knowledge, true and correct; and that the work associated with operations herein will be performed by _____, (construction contractor has not been determined) and 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.

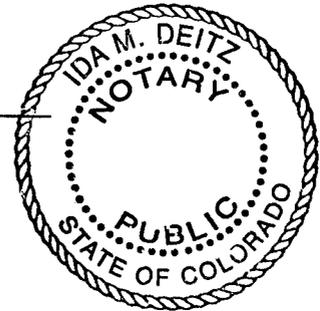
Name and Title Layle Robb
Layle Robb, Operations Manger

STATE OF COLORADO
COUNTY OF DENVER

Subscribed and sworn to before me this 19th day of May, 2006.

My commission Expires: 9/25/2007

Ida M. Deitz
Notary Public



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WATER SOURCE

Water for the drilling of the Roosevelt Unit 28-33 will be pumped or trucked to the well site by Art Chesspooch, AC/DC WATER SERVICE. Per Kermit Wapsock, representative of the Ute Indian Tribe, the source of the water is privately owned surface ponds or streams on property owned by the Ute Indian Tribe located in Section 20 and 29 -T1S-R1E, Uintah County, Utah.

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SURFACE USE AND ACCESS AGREEMENT

between

ELK PRODUCTION, LLC

and

THE UTE INDIAN TRIBE OF THE UINTAH AND OURAY RESERVATION

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SURFACE USE AND ACCESS AGREEMENT

between

ELK RESOURCES, INC.,
and

THE UTE INDIAN TRIBE OF THE UINTAH AND OURAY RESERVATION

THIS SURFACE USE AND ACCESS AGREEMENT (this "Agreement"), dated effective as of the _____, 2005 (the "Effective Date"), is between ELK PRODUCTION, LLC., a Texas limited liability company, with an address of 1401 17th Street, Suite 700, Denver, Colorado 80202 ("EPL") and THE UTE INDIAN TRIBE OF THE UINTAH AND OURAY RESERVATION (the "Tribe"), with an address of P.O. Box 190, Fort Duchesne, Utah 84026. EPL and the Tribe shall be referred to herein, individually, as a "Party," and, collectively, as the "Parties."

Recitals

A. The Tribe owns or controls the surface of certain lands (the "Property") within the area described in Exhibit A hereto.

B. EPL owns certain rights and interests (the "Interests") in, to and under the oil and gas leasehold estates covering the Property.

C. EPL desires to develop the Interests in, to and under the Property by drilling additional wells on the Property and/or deepening, recompleting, or reworking existing wells.

D. EPL, as the owner of record title, operating rights, and other rights of the oil and gas leasehold estates covering the Properties, and as operator of such leasehold interests, desires to obtain from the Tribe, and the Tribe desires to grant to EPL the right of access to the surface of the Property in accordance with the terms and conditions of this Agreement.

Agreement

In consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. GRANT OF ACCESS.

Subject to the terms and conditions of this Agreement, and as further set out in Sections 2 and 3 of this Agreement, the Tribe hereby grants to EPL the right to use so much of the surface

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of the Property as is reasonably necessary for the exploration, drilling, development, production, operation, and ownership of the Interests in, to and under the Property including, without limitation, the right of ingress, egress and access to the surface of the Property, surface storage, treatment, pressure maintenance, secondary recovery and transportation of oil, gas and other minerals, and injected and produced water, together with the right to construct, maintain, improve and use roads and pipelines for oil and gas operations thereon. Further, EPL shall comply with all applicable federal and Tribal laws and regulations, and secure all permits and licenses required by applicable law. EPL shall file applications for new rights of way for all future uses within the Property pursuant to applicable Tribal and federal law.

2. EXISTING WELL SITES.

The Parties hereby agree to the existing well-site locations, oil and gas facilities and roads (the "Existing Oil and Gas Operations Areas") described in Exhibit A hereto. The Tribe hereby grants to EPL the right of access described in Section 1 above with respect to the Existing Oil and Gas Operations Areas.

3. AREAS RESERVED FOR FUTURE WELLS.

The Tribe and EPL shall use their reasonable efforts in good faith to mutually agree upon the surface locations (the "Future Oil and Gas Operations Areas") for future wells (collectively, the "Wells") for any operations conducted by EPL in connection with the Wells, including, but not limited to, drilling, directional drilling, completions, work-overs, well deepening, recompletions, fracturing and lease operating activities within the Oil and Gas Operations Areas. ("Future Oil and Gas Operations Areas" and "Existing Oil and Gas Operations Areas" are collectively the "Oil and Gas Operations Areas"). The Tribe hereby grants to EPL such reasonable access as is necessary to conduct oil and gas operations within the Oil and Gas Operations Areas in relation to the Wells, subject to the terms and conditions set forth below.

4. THROUGHPUT FEE

As and for consideration of the rights granted by the Tribe under this Agreement, EPL, on behalf of itself and any of its affiliates, assigns or designees shall, during the term of this Agreement, pay monthly to the Tribe an amount all of the crude oil produced from any well that is located within the boundaries of the Roosevelt Unit and operated by EPL or any of its affiliates, assigns or designees. Similarly, EPL shall pay on all of the natural gas produced from any well that is located within the boundaries of the Roosevelt Unit and operated by EPL or any of its affiliates, assigns or designees.

Commencing three (3) years following the Effective Date, the Oil Base Rate and the Gas Base Rate above shall be adjusted upward annually based upon the percentage change in the Annual Average Consumer Price Index ("CPI"), as published by the Bureau of Labor Statistics, for all Urban Consumers, U.S. City Average, from the preceding calendar year, provided, however, that any adjustment due to an increase in the CPI shall never exceed ten percent (10%) for any calendar year. The first escalation will be effective on the third anniversary of the

Effective Date, and subsequent escalations will be effective on each subsequent anniversary of this Agreement. If the annual average change in the CPI is not available by February 15th of each year, the differential based on the above index shall be payable to the Tribe when such annual average is published by the Federal Government.

Throughput Fee payments shall be made within sixty (60) days following the last day of each calendar month. Included with each such payment, EPL shall provide written information regarding the gross volumes of oil and gas produced from any wells located within the boundaries of the Roosevelt Unit and operated by EPL, its affiliates, assigns or designees. During reasonable business hours, representatives of the Tribe shall have the right to inspect any of EPL's operating facilities within the Property with EPL's personnel including, without limitation, pipeline, pumps, compressors, volume and pressure measuring devices, etc., in order to verify EPL's compliance with the stipulations in this Agreement.

5. WELL LOCATIONS.

EPL shall have the right to drill Wells at any location within the Oil and Gas Operations Areas, so long as such locations are permitted under the then applicable law and regulations, including but not limited to those of the Energy and Minerals Department of the Tribe. Notwithstanding anything to the contrary, in the event of a conflict between the Federal and state laws and regulations regarding well permitting, location, and spacing and pooling with respect to the Interests, and Tribal laws and regulations, the federal and state laws shall control and govern such matters to the extent necessary to avoid a material adverse effect on the ownership or operation of a state or federal oil and gas lease; provided, however, that to the extent any potential conflict has been addressed through Tribal laws or as a matter of practice between the Tribe, the United States, and/or the State, there shall be deemed to be no conflict in the application of such laws; and provided further that should a conflict nonetheless exist Tribal regulations related to well permitting, location, spacing and pooling shall be harmonized and adopted to the greatest extent possible.

6. SURFACE RECLAMATION AND SURFACE DAMAGES.

EPL shall be responsible for all costs of reclamation on the Property, and shall comply with all applicable federal and Tribal laws and regulations related thereto.

7. ACCESS.

- (a) The Tribe shall provide to EPL a 30-foot wide easement for access to each Oil and Gas Operations Area. EPL shall survey, describe, construct and maintain any access road at its sole cost and expense during the period of time that EPL conducts operations within the applicable Oil and Gas Operations Area. Within each Oil and Gas Operations Area, EPL may locate such roads as convenient for its operations, subject to the prior written approval of the Tribe and applicable Bureau of Indian Affairs regulations; provided, however, that EPL shall use existing roadways and easements to the extent practicable.

- (b) EPL shall be entitled to conduct operations, and shall provide all required bonds. If EPL uses a contract operator or assigns a participating interest to any third party who operates the wells, the third party shall be the bonded responsible party under this Agreement.
- (c) Access to a Well may be changed by mutual agreement of the Tribe and EPL; provided, however, all costs and expenses of the relocation shall be borne by EPL.
- (d) EPL shall have the right to use the surface of the Property for the acquisition of seismic data, provided that EPL applies for all required permits for such activities, and complies with applicable laws and regulations. EPL shall provide to the Tribe a copy of all such data, as well as access to all analyses of such data. Copying and disclosure of data shall be made pursuant to appropriate confidentiality provisions, and if such data is acquired from a third party pursuant to an agreement with that third party, only to the extent allowed by that agreement.
- (e) EPL operations shall not conflict with existing operations conducted on or in the vicinity of the Property by third parties holding rights to surface access from the Tribe.

8. BATTERIES AND EQUIPMENT.

EPL shall have the right to locate, build, repair and maintain tanks, separators, dehydrators, heaters, meters, compressors and other equipment reasonably appropriate for the operation and production of the Wells within the Oil and Gas Operations Areas, subject to compliance with permits and licenses issued by the Tribe and with applicable Tribal law.

9. SALT WATER DISPOSAL

EPL shall have the right to install and maintain water lines and access roads used to gather and dispose of water produced from oil and gas operations on the Property into the _____ well. The Tribe shall, in accordance with Tribal law and regulations, grant to EPL the rights-of-way needed by EPL for any such gathering lines or access roads. EPL further agrees to comply with any and all applicable tribal or federal regulations pertaining to the location of such lines and roads. The survey, description, construction and maintenance of gathering lines and access roads shall be at the sole cost and expense of EPL.

In consideration of the salt water disposal rights granted under this Agreement, EPL agrees to submit to the Tribe by the end of each calendar month a payment of ten cents (\$0.10) per forty-two gallons ("Barrel") of produced water injected into the _____ disposal well during the preceding calendar month.

10. FLOWLINES AND PIPELINES.

EPL shall have the right to lay any and all new flowlines and gathering pipelines for gas and liquids necessary in connection with EPL's production and gathering of oil and gas from any

Wells. The Tribe shall, in accordance with Tribal law and regulations, grant to EPL the rights-of-way needed by EPL for any new flowlines or gathering pipelines. EPL further agrees to comply with any and all applicable tribal or federal regulations pertaining to the location of such lines. The survey, description, construction and maintenance of flow-lines and gathering pipelines shall be at the sole cost and expense of EPL. The Tribe and EPL shall consult and cooperate regarding their respective development plans.

11. NOTICE OF OPERATIONS.

EPL shall provide at least 14 days prior written notice to the Tribe of any operations in connection with the reworking, fracturing, deepening or other operation on any Wells; provided, however, that EPL shall provide at least 30 days prior written notice to the Tribe of the drilling of any Wells. Regardless of the foregoing notice requirements, EPL shall have immediate access to the Property in the event of an emergency.

The Notification shall describe the following:

- (a) The proposed starting date for the proposed activity;
- (b) The proposed operations to be performed at the site; and
- (c) The approximate duration of the proposed activities.

12. ASSIGNMENT AND SUCCESSORS.

EPL may not assign this Agreement without the prior written consent of the Tribe, except to one of EPL's affiliated companies. The Tribe's consent shall not be unreasonably withheld, but all Parties recognize that the Tribe reserves the right to approve or disapprove of assignees based on financial capability, operating record, prior activities on the Reservation, and ability to work with the Tribe. The terms, covenants and conditions hereof shall be binding upon and shall inure to the benefit of the Parties, and their permitted successors and assigns.

13. TERM.

This Agreement shall remain in full force and effect until the earlier of (1) twenty years from the Effective Date, renewable for an additional 20 year term at then prevailing market conditions for surface use or (2) until the Interests owned by EPL, or their permitted successors or assigns, expire or are terminated, and EPL or its permitted successors or assigns, have plugged and abandoned all Wells and complied with the requirements of all applicable oil and gas leases pertaining to removal of equipment, reclamation, cleanup and all other applicable provisions of the leases and existing laws and regulations.

14. COMPLIANCE WITH APPLICABLE LAWS.

EPL agrees to abide by all applicable laws, regulations and ordinances, including but not limited to Tribal laws. Should any conflict arise between Tribal laws and regulations and this Agreement, Tribal laws and regulations shall control.

15. INDEMNIFICATION.

EPL will be responsible for any damage to or loss of property or injury to or death of any person directly or indirectly caused by the enjoyment of the surface use and access rights granted hereunder, and EPL shall hold the Tribe harmless and indemnify the Tribe against any and all claims therefor; and shall further hold the Tribe harmless from and indemnify the Tribe against damage to or loss of property belonging to EPL, or injury to or death of any person on or about any right of way on behalf of or at the invitation of EPL excluding any claim, damage, loss or liability arising solely from the gross negligence or willful misconduct of the Tribe. EPL affirmatively represents to the Tribe that it has proper and complete legal title to the Interests, and EPL shall indemnify, defend, save and hold harmless the Tribe from any claim, loss, cost or damage in any way related to EPL's title to the Interests.

16. NOTICES.

Any notice or other communication required or permitted under this Agreement shall be sufficient if deposited in U.S. mail, postage prepaid, addressed to each of the following:

If to EPL:

Elk Production, LLC
1401 17th Street, Suite 700
Denver, Colorado 80202
Facsimile: [303-296-4506]

If to the Tribe:

Ute Indian Tribe of the Uintah and Ouray Reservation
P.O. Box 190
Ft. Duchesne, Utah 84026
Attn: Business Committee
Fax: (435) 722-2374

copy to:

Ute Tribe Energy and Minerals Department
P.O. Box 70
Ft. Duchesne, Utah 84026
Fax: (435) 722-9270

Any party may, by written notice so delivered to the other parties, change the address or individual to which delivery shall thereafter be made.

17. EXHIBITS.

All exhibits attached to this Agreement are hereby incorporated by reference herein and made a part hereof for all purposes as if set forth in their entirety herein.

18. INTEGRATION.

This Agreement, the exhibits hereto and all documents to be executed hereunder constitute the entire agreement between the Parties pertaining to the subject matter hereof, and supersede all prior agreements, understandings, negotiations and discussions, whether oral or written, of the Parties pertaining to the subject matter hereof.

19. AMENDMENTS.

This Agreement may not be altered or amended, nor may any rights hereunder be waived, except by an instrument in writing executed by the Party or Parties to be charged with such amendment or waiver.

20. FURTHER ASSURANCES.

The Parties agree to execute, acknowledge and deliver such additional instruments, agreements or other documents, and take such other action as may be necessary or advisable to consummate the transactions contemplated by this Agreement.

21. COUNTERPARTS.

This Agreement may be executed in any number of counterparts, and each of which shall be deemed to be an original, but all of which shall be deemed to be one agreement. In the event this Agreement is circulated and executed by facsimile transmission, the signatures of the Parties shall be deemed original and self-proving for all purposes under applicable law.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

EXECUTED on the dates below the signatures hereto, to be effective for all purposes as
of the Effective Date.

ELK PRODUCTION, LLC

By: Richard P. Crist

Name: RICHARD P. CRIST

Title: Executive VP and Chief Operating Officer

UTE INDIAN TRIBE OF THE UINTAH AND
OURAY RESERVATION

By: Maxine Natchees

Name: Maxine Natchees

Title: Chairman

STATE OF Colorado
COUNTY OF Kenai) ss.

The foregoing instrument was acknowledged before me this 8th day of August
2004, by Richard P. Crist as Elk Production, LLC for Elk Production, LLC, a Texas
limited liability company, on behalf of that company. (Executive VP/CEO)

Witness my hand and official seal.

(SEAL)

Carolyn J. West
Notary Public

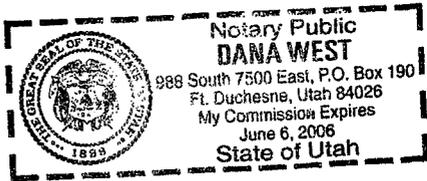
My Commission Expires
01/18/2009

My Commission Expires: _____

ACKNOWLEDGMENT OF THE UTE INDIAN TRIBE

State of Utah)
County of Uintah)) ss.

On the 20th day of July, 2005, personally appeared before me Maxine Natchees,
who being by me duly sworn did say that she is the Chairman of the Tribal Business Committee
of the Ute Indian Tribe of the Uintah and Ouray Reservation, Utah, and that this Surface Use and
Access Agreement was signed on behalf of the Ute Tribe by authority of its Constitution and
Bylaws and Resolution #05-216 of the Tribal Business Committee dated July 19, 2005, and
acknowledged to me that the Ute Tribe executed the same.



Dana West
Notary Public
Residing at: Ft. Duchesne, Ut.

My Commission Expires: June 6, 2006

CONFIDENTIAL

Exhibit A

Attached to that certain Surface Use and Access Agreement dated July 20, 2005, between
The Ute Indian Tribe of the Uintah and Ouray Reservation and Elk Production, LLC

Joint Management Lease No. 14-20-H62-4692

Township 1 South, Range 1 East, USM

Section 18: W2SWSESE

Section 20: NESW, NWNE, S2NE, E2SE

Section 21: SESW, SWSE, E2SE, S2N2, N2SW, SWSW, NWSE

Section 27: W2NW, NWSW

Section 28: NE, N2NW, SENW, N2SE

Containing 1205.00 acres, more or less

All in Uintah County, Utah

CONFIDENTIAL

SURFACE USE AND ACCESS AGREEMENT

among
ELK RESOURCES, INC.,

and
THE UTE INDIAN TRIBE OF THE UINTAH AND OURAY RESERVATION

APPROVAL

All actions and/or operations by the parties to this agreement shall be subject to all applicable Federal laws and regulations.

It has been determined that approval of this document is not such a major federal action significantly affecting the quality of the human environment as to require the preparation of an environmental impact statement under Section 102(c) of the National Environmental Policy Act of 1969 (42 U.S.C. §4332(s)(c)).

DATED AND APPROVED this 28TH day of OCTOBER, 2005, by the United States of America, acting through the Bureau of Indian Affairs, and delegated to the Superintendent by Phoenix Area Redlegation Order No. 3, Amendment 6, Section 2.17 (34 Fed. Reg. 11109), and pursuant to authority delegated to the Assistant Secretary - Indian Affairs by 209 DM 8, 230 DM 1, and to the Western Regional Director by 3 IAM 4 (Release No. 99-03), and to the Superintendent/Field Representative by 10 BIAM 11, as amended by Western Regional Release No. 97-1, and any further delegations needed to effectuate the reorganization embodied in DM Releases dated April 21, 2003.

Pursuant to Pub. L. 108-204, 18 Stat. 542 (Mar. 2, 2004), the approval above does not address or affect the Naval Oil Shale Reserve No. 2 lands conveyed to the Ute Tribe pursuant to the Strom Thurmond Act, 10 U. S. C. 7420 note, Pub. L 105-261.

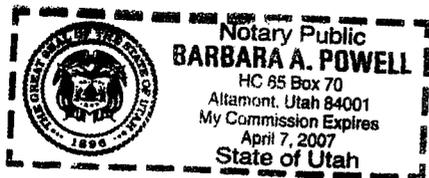
STATE OF UTAH }
County of Uintah } ss.

Chetan D. Mills

Superintendent
Bureau of Indian Affairs
Uintah and Ouray Agency
Fort Duchesne, Utah 84026

Subscribed to this 28TH day of Oct., 2005
by Chetan Mills

Barbara A. Powell
Notary



CONFIDENTIAL

ELK PRODUCTION, LLC
ROOSEVELT UNIT #28-33
 LOCATED IN UINTAH COUNTY, UTAH
 SECTION 28, T1S, R1E, U.S.B.&M.

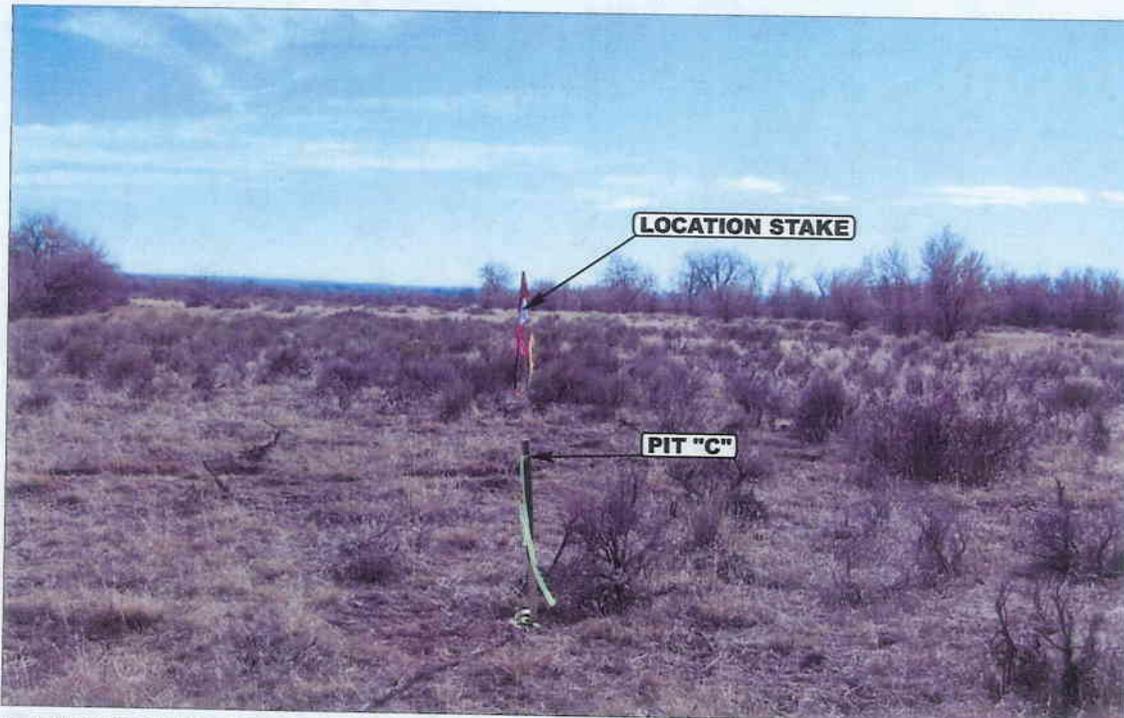


PHOTO: VIEW FROM PIT "C" TO LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHEASTERLY



- Since 1964 -

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

LOCATION PHOTOS

11 29 05
 MONTH DAY YEAR

PHOTO

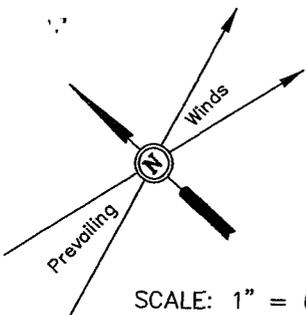
TAKEN BY: D.A. | DRAWN BY: C.P. | REVISED: 00-00-00

EELK PRODUCTION, LLC

FIGURE #1

LOCATION LAYOUT FOR ROOSEVELT UNIT #28-33 SECTION 28, T1S, R1E, U.S.B.&M.

2178' FSL 1846' FEL



SCALE: 1" = 60'
DATE: 12-1-05
Drawn By: K.G.

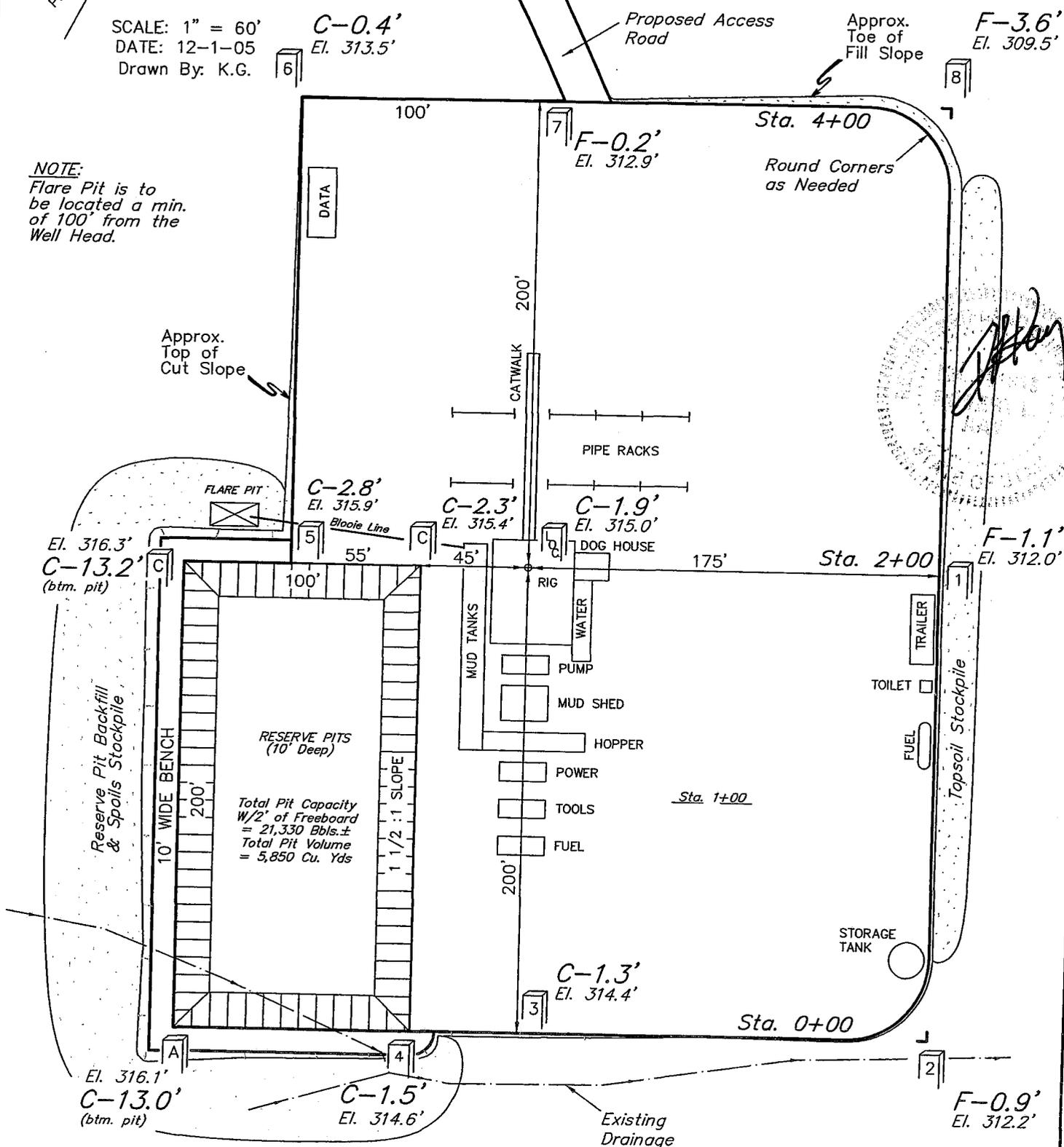
C-0.4'
El. 313.5'

Proposed Access Road

Approx. Toe of Fill Slope

F-3.6'
El. 309.5'

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



Elev. Ungraded Ground at Location Stake = 5315.0'
Elev. Graded Ground at Location Stake = 5313.1'

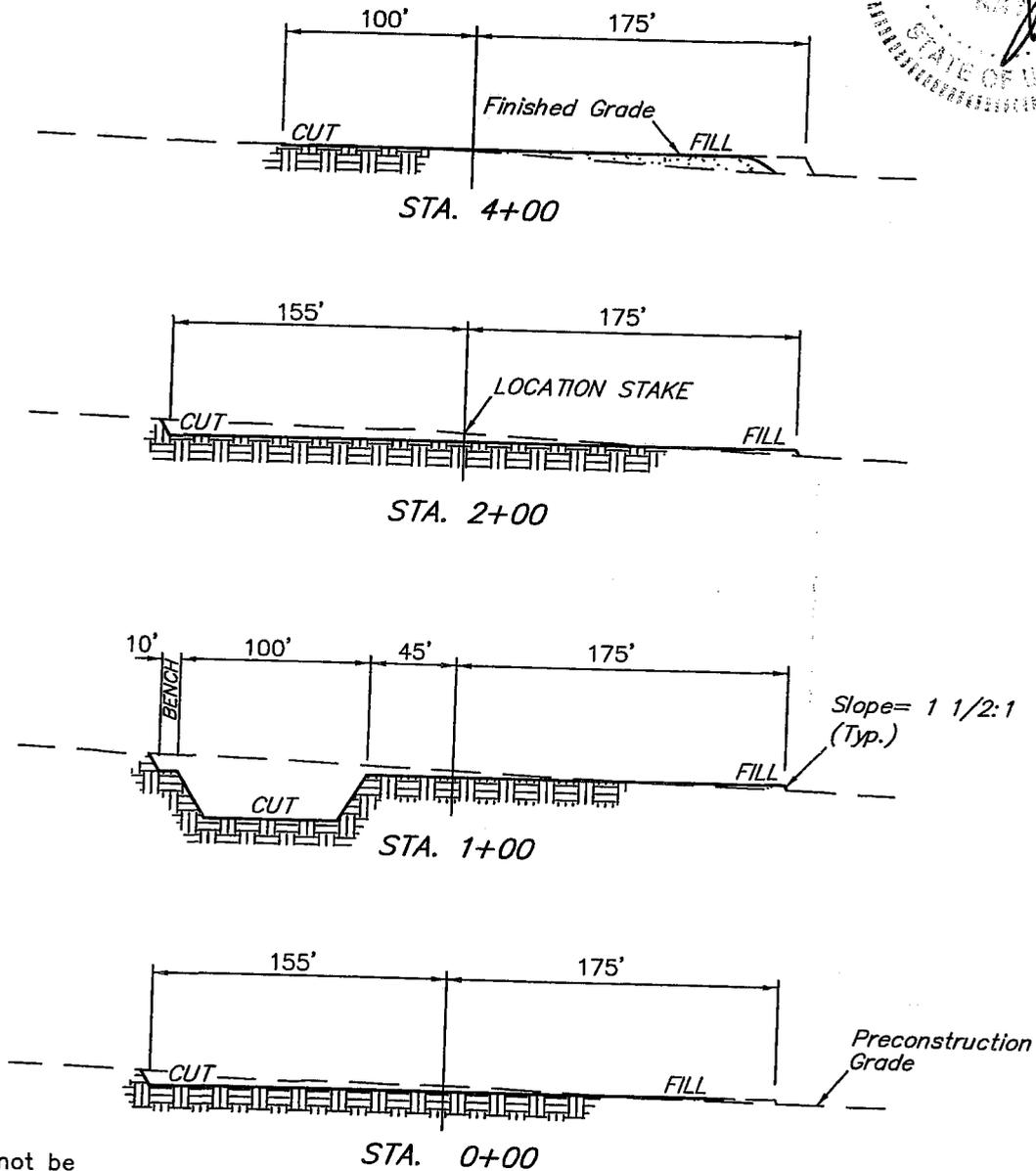
UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

ELK PRODUCTION, LLC
TYPICAL CROSS SECTIONS FOR
ROOSEVELT UNIT #28-33
SECTION 28, T1S, R1E, U.S.B.&M.
2178' FSL 1846' FEL

FIGURE #2

1" = 40'
 X-Section
 Scale
 1" = 100'

DATE: 12-1-05
 Drawn By: K.G.



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

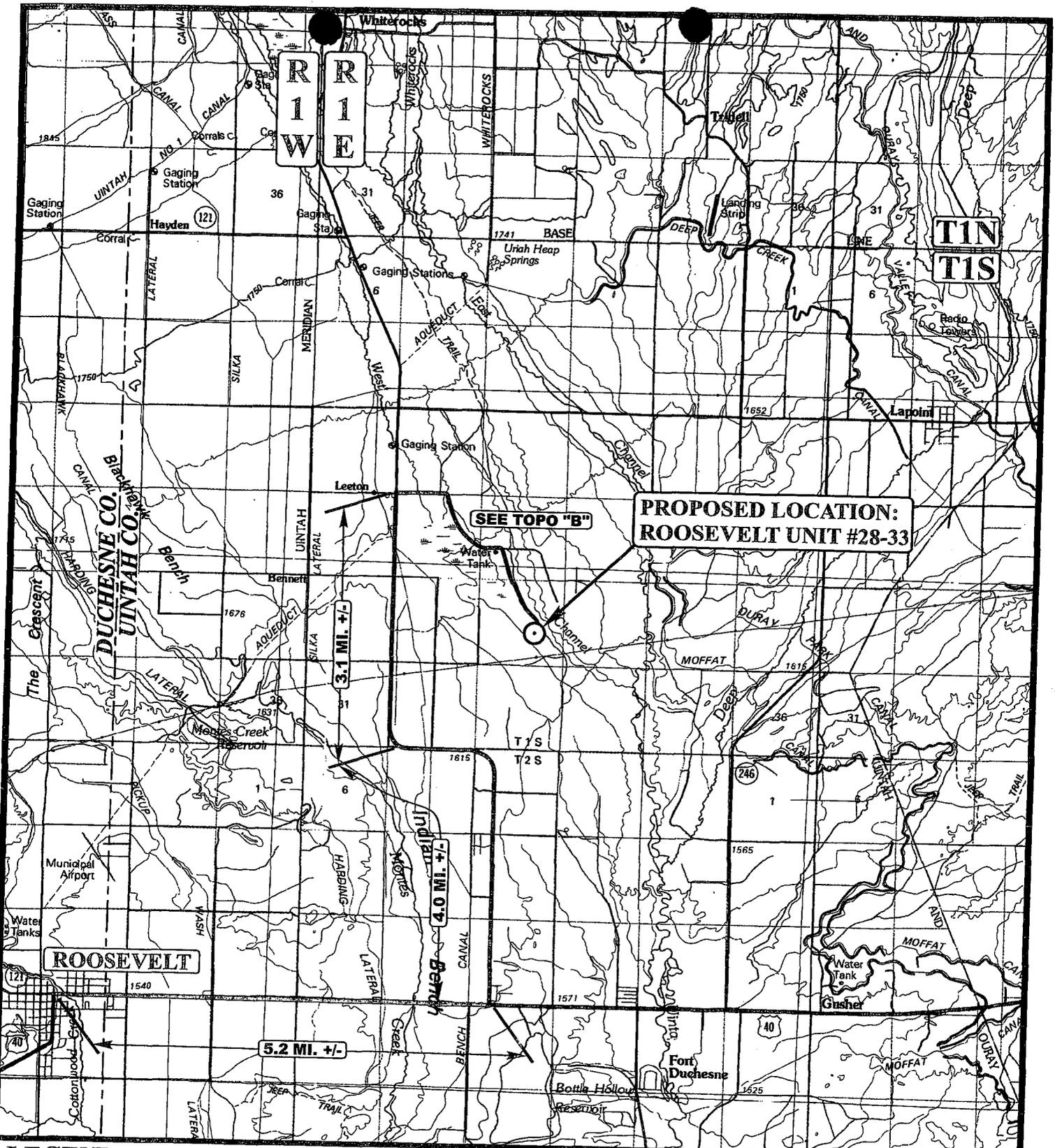
APPROXIMATE YARDAGES

(12") Topsoil Stripping	= 4,770 Cu. Yds.
Remaining Location	= 7,850 Cu. Yds.
TOTAL CUT	= 12,620 CU.YDS.
FILL	= 4,920 CU.YDS.

* NOTE:
 FILL QUANTITY INCLUDES
 5% FOR COMPACTION

EXCESS MATERIAL	= 7,700 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 7,700 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 0 Cu. Yds.

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



LEGEND:

○ PROPOSED LOCATION

U
E
S
U
S

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

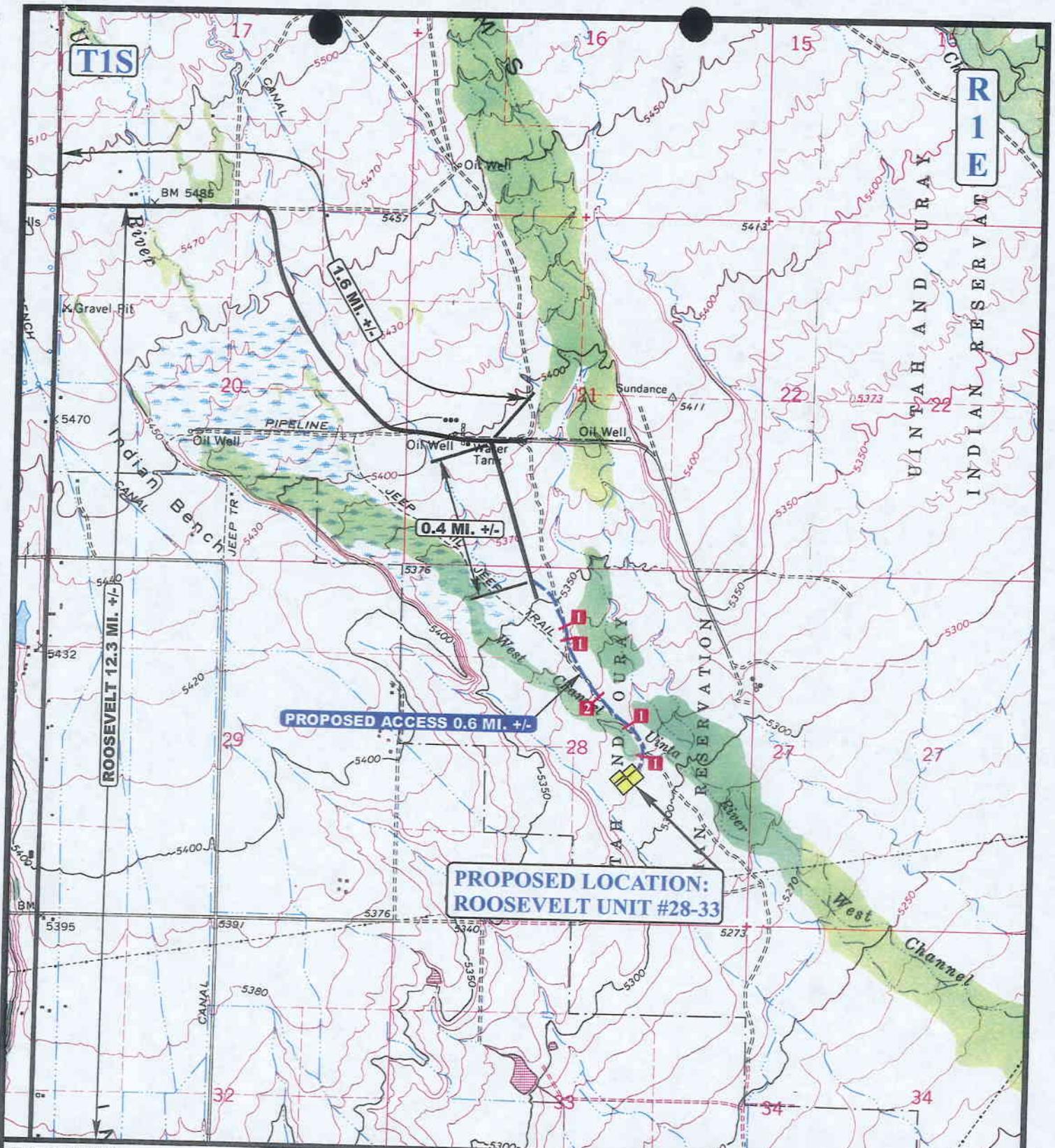


ELK PRODUCTION, LLC
ROOSEVELT UNIT #28-33
SECTION 28, T1S, R1E, U.S.B.&M.
2178' FSL 1846' FEL

TOPOGRAPHIC	11	29	05
MAP	MONTH	DAY	YEAR

SCALE: 1:100,000 | DRAWN BY: C.P. | REVISED: 00-00-00





LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- 1 18" CMP REQUIRED
- 2 LOW WATER CROSSING REQUIRED



ELK PRODUCTION, LLC

ROOSEVELT UNIT #28-33
SECTION 28, T1S, R1E, U.S.B.&M.
2178' FSL 1846' FEL



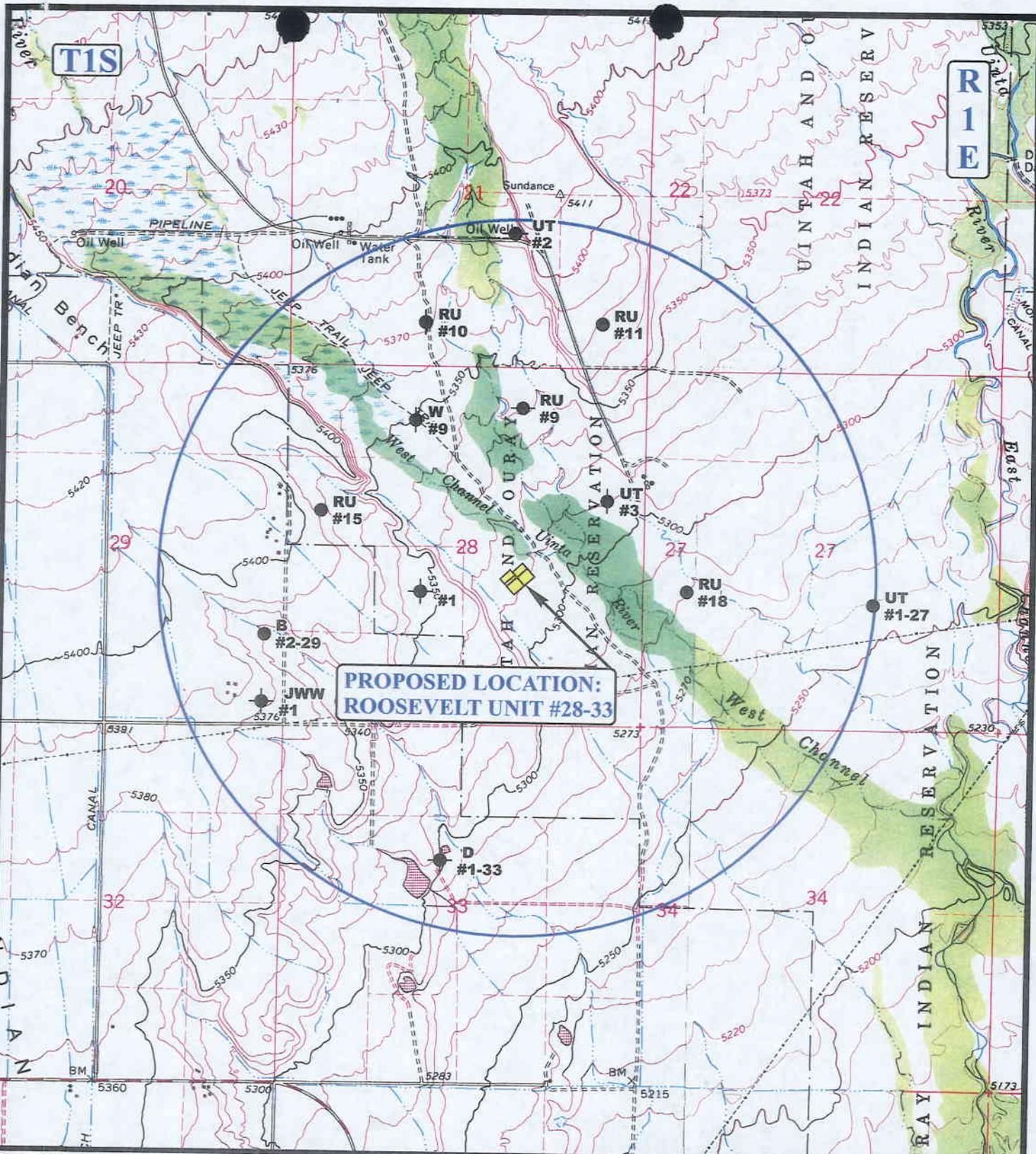
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

11	29	05
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00





**PROPOSED LOCATION:
ROOSEVELT UNIT #28-33**

LEGEND:

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



ELK PRODUCTION, LLC

ROOSEVELT UNIT #28-33
SECTION 28, T1S, R1E, U.S.B.&M.
2178' FSL 1846' FEL



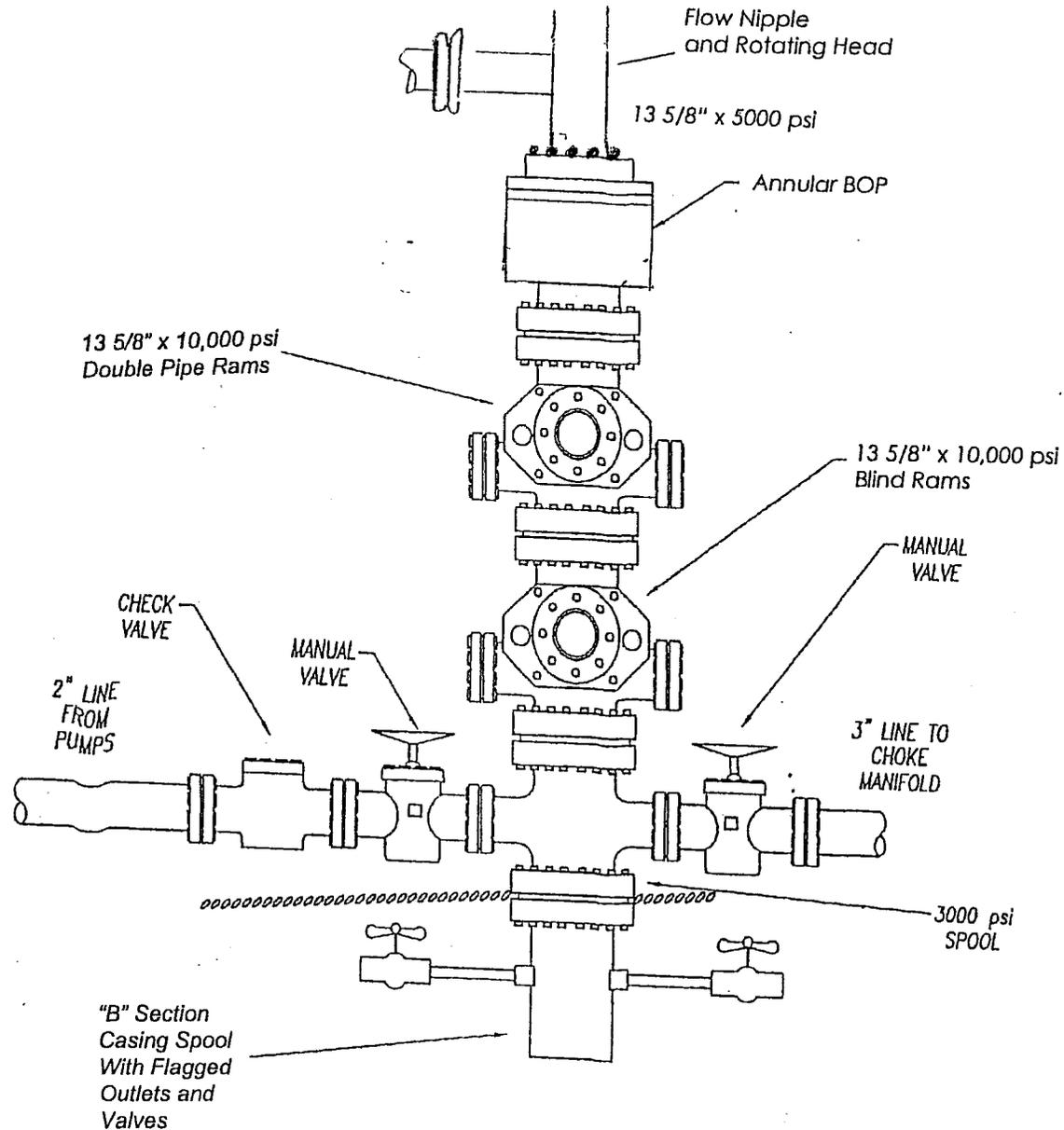
Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP
 11 29 05
 MONTH DAY YEAR

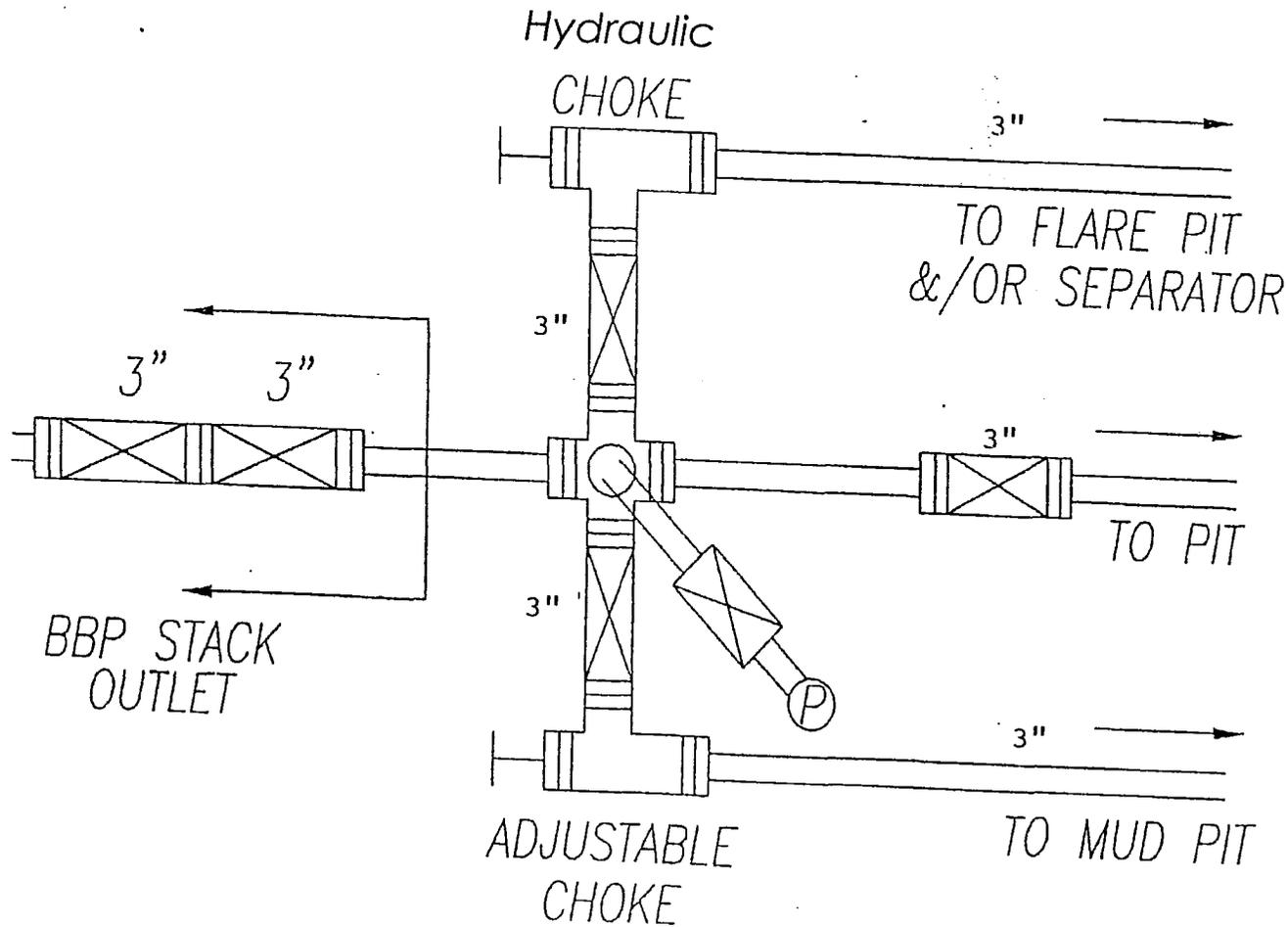
SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00



BOP Equipment



CHOKE MANIFOLD



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 05/23/2006

API NO. ASSIGNED: 43-047-38142

WELL NAME: ROOSEVELT U 28-33
 OPERATOR: ELK PRODUCTION LLC (N2650)
 CONTACT: KARIN KUHN

PHONE NUMBER: 303-296-4505

PROPOSED LOCATION:

NWSE 28 010S 010E
 SURFACE: 2178 FSL 1846 FEL
 BOTTOM: 2178 FSL 1846 FEL
 COUNTY: UINTAH
 LATITUDE: 40.36633 LONGITUDE: -109.8845
 UTM SURF EASTINGS: 594714 NORTHINGS: 4468804
 FIELD NAME: BLUEBELL (65)

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

LEASE TYPE: 2 - Indian
 LEASE NUMBER: 14-20-H62-4691
 SURFACE OWNER: 2 - Indian

PROPOSED FORMATION: WSTC
 COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

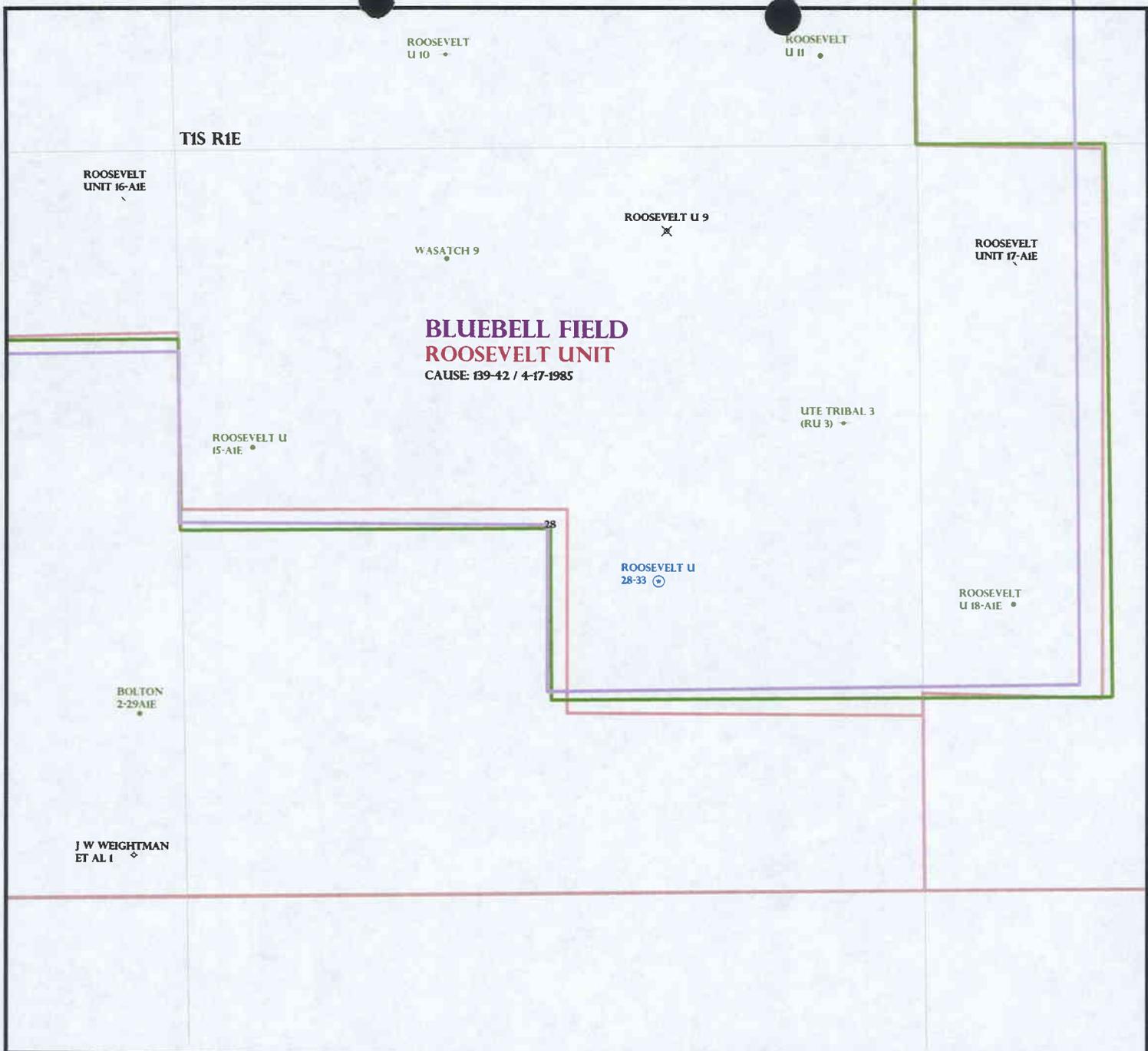
- Plat
- Bond: Fed[] Ind[2] Sta[] Fee[]
(No. B000969)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 05-05-209)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)
- Intent to Commingle (Y/N)

LOCATION AND SITING:

- R649-2-3.
- Unit: ROOSEVELT
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: 139-42
Eff Date: 4-17-1985
Siting: 400' fr ext u b d r g & 1320' fr other wells.
- R649-3-11. Directional Drill

COMMENTS: _____

STIPULATIONS: 1- Federally Approved



OPERATOR: ELK PRODUCTION CO (N2650)

SEC: 28 T. 1S R. 1E

FIELD: BLUEBELL (65)

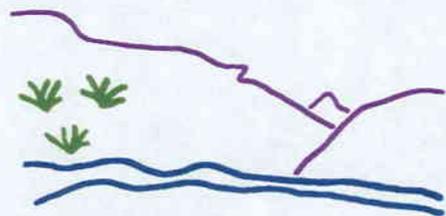
COUNTY: UINTAH

CAUSE: 139-42 / 4-17-1985

- Field Status**
- ABANDONED
 - ACTIVE
 - COMBINED
 - INACTIVE
 - PROPOSED
 - STORAGE
 - TERMINATED

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

- Wells Status**
- ⊗ 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
 - ⊙ DRILLING



Utah Oil Gas and Mining



PREPARED BY: DIANA WHITNEY
DATE: 25-MAY-2006

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

IN REPLY REFER TO:
3160
(UT-922)

May 25, 2006

Memorandum

To: Assistant District Manager Minerals, Vernal District
From: Michael Coulthard, Petroleum Engineer
Subject: 2006 Plan of Development Roosevelt Unit, Duchesne
County, Utah.

Pursuant to email between Diana Whitney, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management, the following well is planned for calendar year 2006 within Roosevelt Unit, Duchesne County, Utah.

API#	WELL NAME	LOCATION
	(Proposed PZ Wasatch)	
43-047-38142	Roosevelt U 28-33 Sec 28	T01S R01E 2178 FSL 1846 FEL

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

/s/ Michael L. Coulthard

bcc: File – Roosevelt Unit
Division of Oil Gas and Mining
Central Files
Agr. Sec. Chron
Fluid Chron

MCoulthard:mc:5-25-06



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 28, 2006

Elk Production LLC
1401 17th St., #700
Denver, CO 80202

Re: Roosevelt Unit 28-33 Well, 2178' FSL, 1846' FEL, NW SE, Sec. 28,
T. 1 South, R. 1 East, Uintah County, Utah

Gentlemen:

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

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-38142.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

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

Operator: Elk Production LLC
Well Name & Number Roosevelt Unit 28-33
API Number: 43-047-38142
Lease: 14-20-H62-4691

Location: NW SE Sec. 28 T. 1 South R. 1 East

Conditions of Approval

1. General

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

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

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

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

- Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

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

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.



DEPARTMENT OF THE ARMY
U.S. ARMY ENGINEER DISTRICT, SACRAMENTO
CORPS OF ENGINEERS
COLORADO/GUNNISON BASIN
REGULATORY OFFICE
400 ROOD AVENUE, ROOM 142
GRAND JUNCTION, COLORADO 81501-2563

43-247-38142

REPLY TO
ATTENTION OF

January 31, 2007

Regulatory Branch (200675533)

RECEIVED

FEB 05 2007

DIV. OF OIL, GAS & MINING

Jeffrey J. Johnson
Elk Production, LLC
P.O. Box 817
Roosevelt, Utah 84066

Dear Mr. Johnson:

I am writing to you concerning proposed plans by Elk Production, LLC to develop the proposed Roosevelt Unit #28-33 oil/gas well located on Ute Indian land near Lapoint. A stream alteration permit has been filed with the State of Utah (assigned number 06-43-23SA) and was forwarded to our office at the request of the U.S. Fish and Wildlife Service. The subject site is located on Ute Indian land west of Vernal within the E 1/2 of Section 28, Township 1 South, Range 1 East, in Uintah County, Utah. You, Brad Pinnecoose with the Ute Indian Tribe, and I visited the area on January 10, 2007. The purpose of this letter is to reiterate our discussion during the site visit and advise you on next steps for this project.

The Corps of Engineers' jurisdiction within the study area is under the authority of Section 404 of the Clean Water Act for the discharge of dredged or fill material into waters of the United States. Waters of the United States include, but are not limited to, rivers, perennial or intermittent streams, lakes, ponds, wetlands, vernal pools, marshes, wet meadows, and seeps. Project features that result in the discharge of dredged or fill material into waters of the United States will require Department of the Army authorization prior to starting work.

The subject site currently proposes four culvert crossings and a bridge or low water crossing on the West Channel of the Uinta River to access the proposed well site. Based on our visit to the area, a number of locations appear to contain waters of the United States. To ascertain the extent of waters on the project site, the applicant should prepare a wetland delineation, in accordance with the "Minimum Standards for Acceptance of Preliminary Wetland Delineations", under "Jurisdiction" on our website at the address below, and submit it to this office for verification. A list of consultants that prepare wetland delineations and permit application documents is also available on our website at the same location.

Furthermore, the U.S. Fish and Wildlife has identified that the Ute ladies'-tresses orchid (*Spiranthes diluvialis*) occurs in the vicinity of the proposed project (see enclosed letter dated September 26, 2006). This plant is listed as threatened under the Endangered

Species Act and occurs in moist soils near springs, lakes, and perennial streams. The project site provides potential habitat for this species. As such, a plant survey and formal Section 7 consultation may be required prior to issuance of any Department of the Army permits by our office.

Because of the extent of waters of the United States occurring in the project area, we discussed alternative access from the south side of the West Channel of the Uinta River. If an alternative access can be obtained from the south and avoid impact to water resources and the threatened orchid's habitat, a Department of the Army permit will not be required. Alternatively, Elk Production should consider directional drilling this well from a nearby existing well pad.

This was discussed during our meeting in the field on January 10, 2007. Please evaluate alternative access or directional drilling options and contact me with your findings. We can arrange another site visit if needed. In the event it can be clearly demonstrated there are no practicable alternatives to filling waters of the United States, a Department of the Army permit will be required. As stated above, you will be required to delineate the water resources to be impacted, survey and provide information on the threatened Ute Ladies'-tresses orchid, and apply for a Department of the Army permit with this office. Additionally, you must obtain Section 401 Water Quality Certification from the U.S. Environmental Protection Agency on tribal lands.

I have assigned identification number 200675533 to this project. Please refer to this number in any future correspondence concerning this project. I am hopeful that an alternative can be found for successful development of the Roosevelt Unit #28-33 well. If you have any questions, please contact me at the letterhead address, email Susan.Nall@usace.army.mil, or telephone 970-243-1199, extension 16. You may also use our website: www.spk.usace.army.mil/regulatory.html.

Sincerely,



Susan Bachini Nall
Environmental Engineer
Corps of Engineers

Enclosure

Copy furnished:

Mr. Layle L. Robb, Elk Production, LLC, 1401 17th Street, Suite 700, Denver, Colorado 80202

Mr. Brad Pinnecoose, Ute Indian Tribe, P.O. Box 70, Fort Duchesne, Utah 84026
w/Enclosure

Mr. Dave Ruitter (Wetlands Section - 8EPR-EP), U.S. Environmental Protection Agency, 1595 Wynkoop Street, Denver, Colorado 80202-1129

Ms. Betsy Herrmann, Utah Field Office, U.S. Fish and Wildlife Service, 2369 West Orton Circle, Suite 50, West Valley City, Utah 84119

Mr. Jerry Olds and Mr. Daren Rasmussen, Utah Division of Water Rights, P.O. Box 146300, Salt Lake City, Utah 84114-6300

✓ Utah Division of Oil, Gas, and Mining, P.O. Box 145801, Salt Lake City, Utah 84114-5801
Uintah County Planning, 152 East 100 North, Vernal, Utah 84078

Northeastern Region, Utah Division of Wildlife Resources, 152 East 100 North, Vernal, Utah 84078



February 8, 2007

Bureau of Land Management
Vernal Field Office
170 South 500 East
Vernal, UT 84078

**RE: APPLICATION FOR PERMIT TO DRILL
REVISED PLATS FOR ACCESS ROAD
[REDACTED] UNIT 26-33 (43-047-38142)
[REDACTED] NWSE SECTION 28-T13-R1E
UINTAH COUNTY, UT**

Enclosed are plats showing our revised access road entrance. Due to this change, Elk will not seek the joint 404 permit mentioned in the Surface Use Plan. The revised access road now only crosses a dry, abandoned irrigation ditch to the location. Also enclosed are copies of revised directions to the location.

If you require any additional information, please do not hesitate to call me at 303-296-4505.

Sincerely,

Karin Kuhn
Sr. Engineering Technician

Enclosures

cc: Diana Mason, DOGM, PO Box 145801, Salt Lake City, UT 84114-5801
Dave Davenport

RECEIVED

FEB 12 2007

ELK PRODUCTION, LLC
ROOSEVELT UNIT #28-33
SECTION 28, T1S, R1E, U.S.B.&M.

PROCEED IN AN EASTERLY DIRECTION FROM ROOSEVELT, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 5.2 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN LEFT AND PROCEED IN A NORTHERLY, THEN WESTERLY, THEN NORTHERLY DIRECTION APPROXIMATELY 5.1 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE EAST; TURN RIGHT AND PROCEED IN AN EASTERLY DIRECTION APPROXIMATELY 1.3 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING TWO-TRACK ROAD TO THE EAST; PROCEED IN AN EASTERLY DIRECTION APPROXIMATELY 0.35 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE NORTH; FOLLOW ROAD FLAGS IN A NORTHERLY DIRECTION APPROXIMATELY 0.4 MILES TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM ROOSEVELT, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 12.35 MILES.

ELK PRODUCTION, LLC
ROOSEVELT UNIT #28-33
 LOCATED IN UINTAH COUNTY, UTAH
 SECTION 28, T1S, R1E, U.S.B.&M.

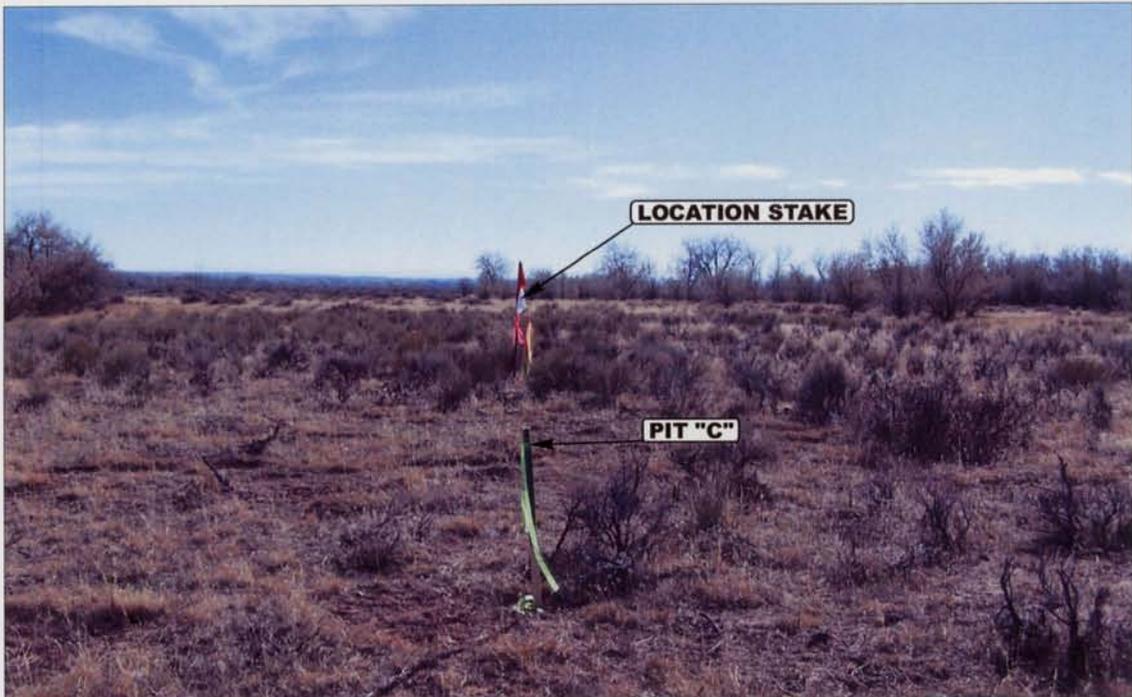


PHOTO: VIEW FROM PIT "C" TO LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: NORTHERLY



- Since 1964 -

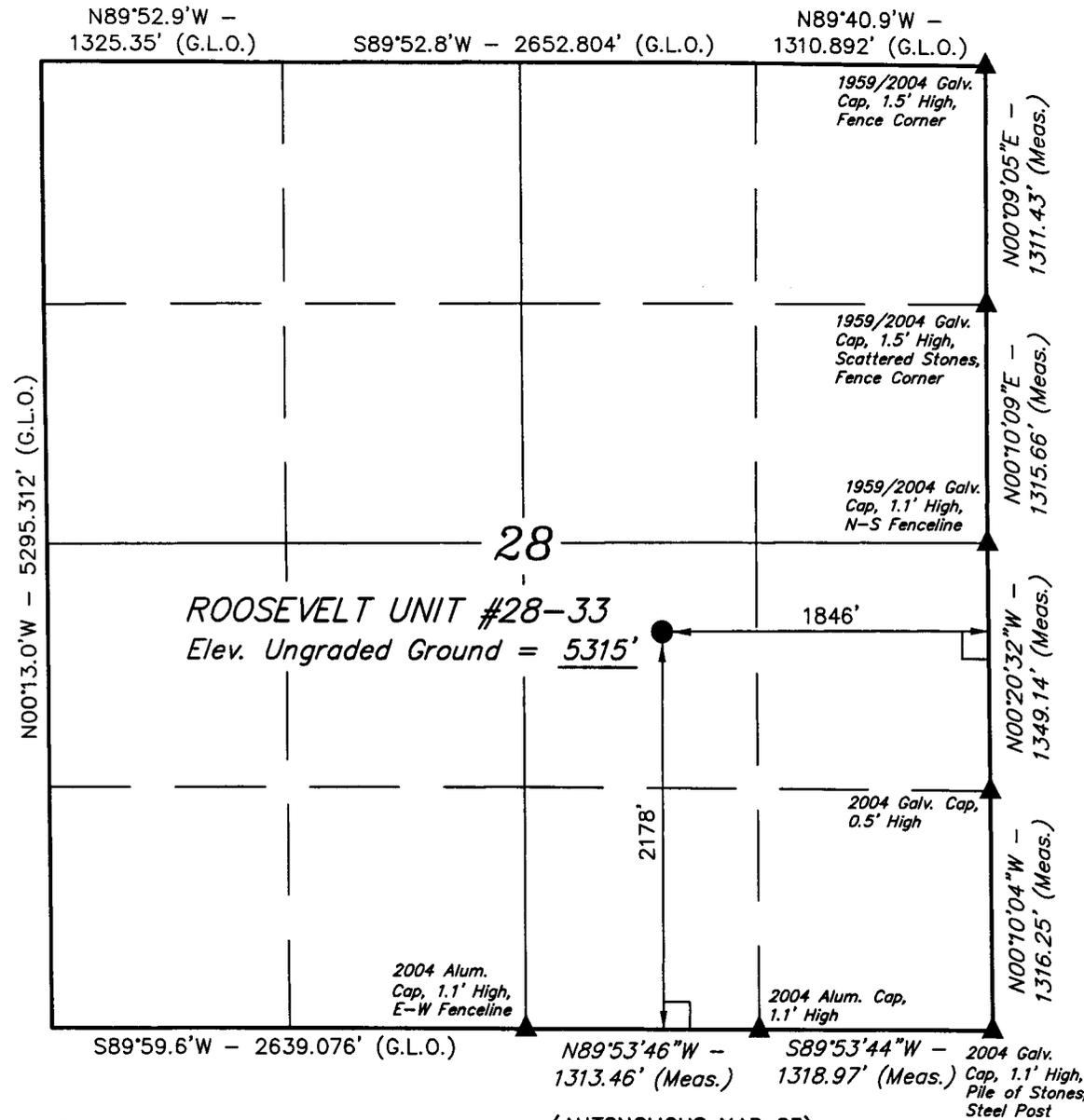
UELS Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 435-789-1017 uels@uelsinc.com

LOCATION PHOTOS			11	29	05	PHOTO
			MONTH	DAY	YEAR	
TAKEN BY: D.A.	DRAWN BY: C.P.	REVISED: 02-05-07				

T1S, R1E, U.S.B.&M.

ELK PRODUCTION, LLC

Well location, ROOSEVELT UNIT #28-33, located as shown in the NW 1/4 SE 1/4 of Section 28, T1S, R1E, U.S.B.&M. Uintah County, Utah.

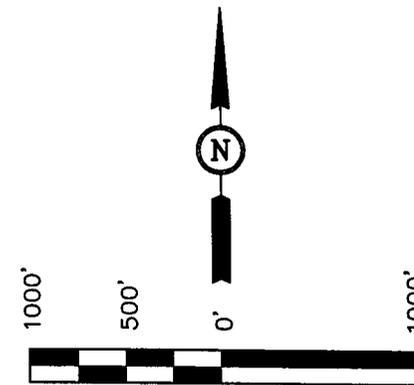


BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHWEST CORNER OF SECTION 19, T1S, R1E, U.S.B.&M. TAKEN FROM THE WHITEROCKS QUADRANGLE, UTAH, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5519 FEET.

BASIS OF BEARINGS

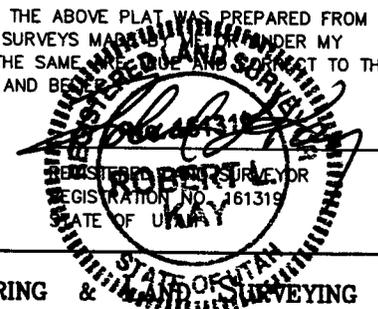
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

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



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

LEGEND:

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

(AUTONOMOUS NAD 83)
 LATITUDE = 40°21'58.54" (40.366261)
 LONGITUDE = 109°53'06.49" (109.885136)
 (AUTONOMOUS NAD 27)
 LATITUDE = 40°21'58.69" (40.366303)
 LONGITUDE = 109°53'03.96" (109.884433)

SCALE 1" = 1000'	DATE SURVEYED: 11-17-05	DATE DRAWN: 12-2-05
PARTY D.A. C.F. K.G.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE ELK PRODUCTION, LLC	

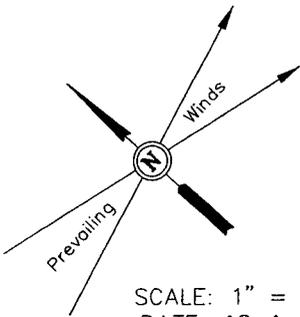
ELK PRODUCTION, LLC

LOCATION LAYOUT FOR

Roosevelt Unit #28-33
SECTION 28, T1S, R1E, U.S.B.&M.

2178' FSL 1846' FEL

FIGURE #1



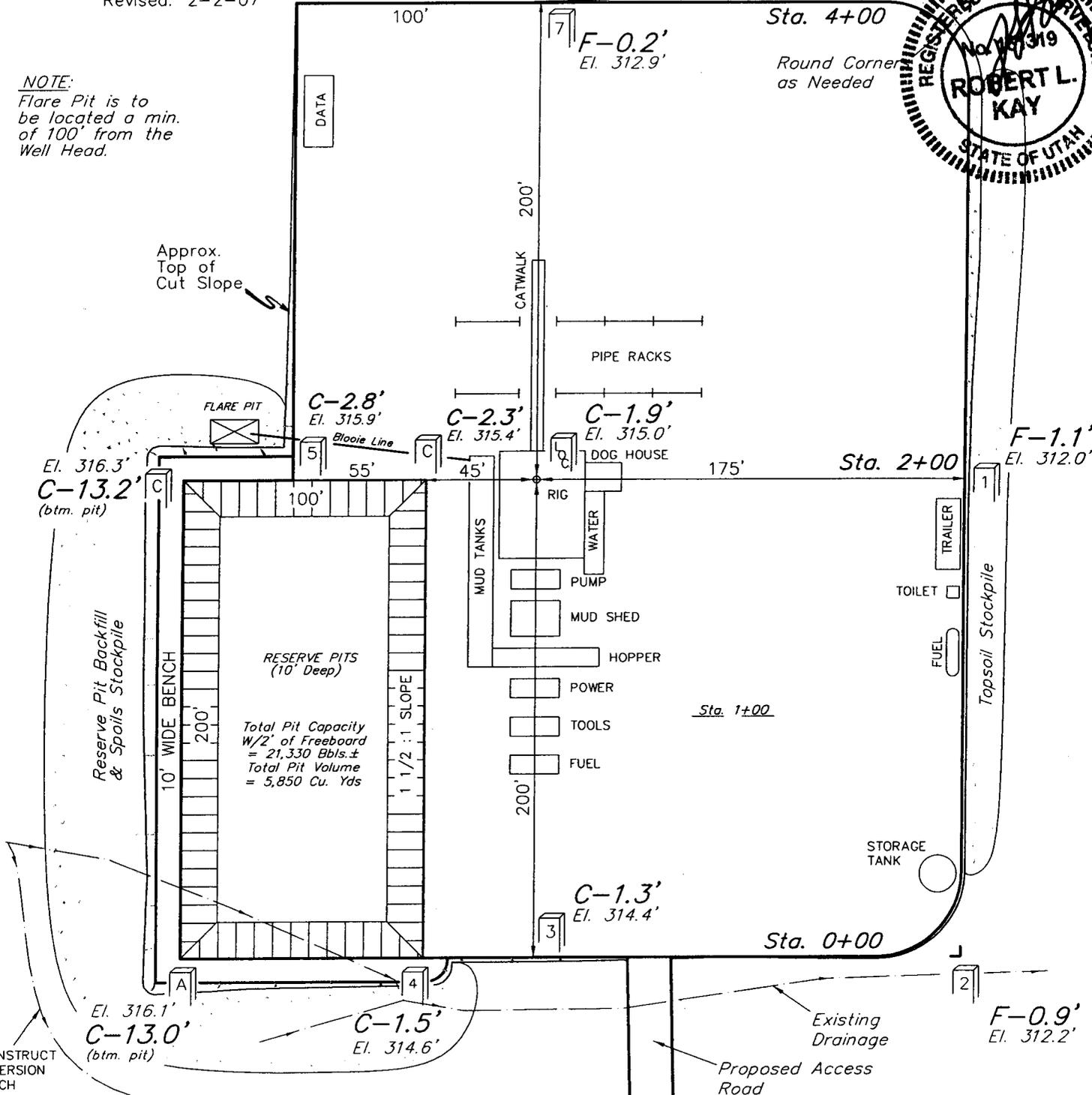
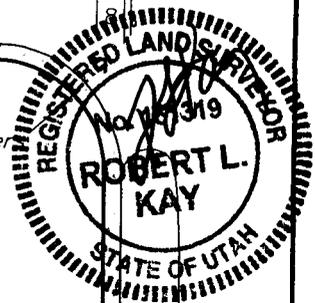
SCALE: 1" = 60'
DATE: 12-1-05
Drawn By: K.G.
Revised: 2-2-07

C-0.4'
El. 313.5'

Approx. Toe of Fill Slope

F-3.6'
El. 309.5'

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



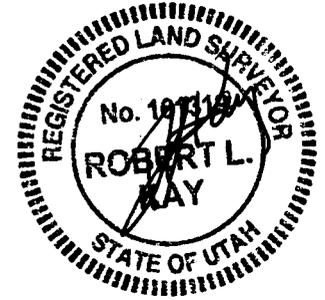
Elev. Ungraded Ground at Location Stake = 5315.0'
Elev. Graded Ground at Location Stake = 5313.1'

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

ELK PRODUCTION, LLC
TYPICAL CROSS SECTIONS FOR

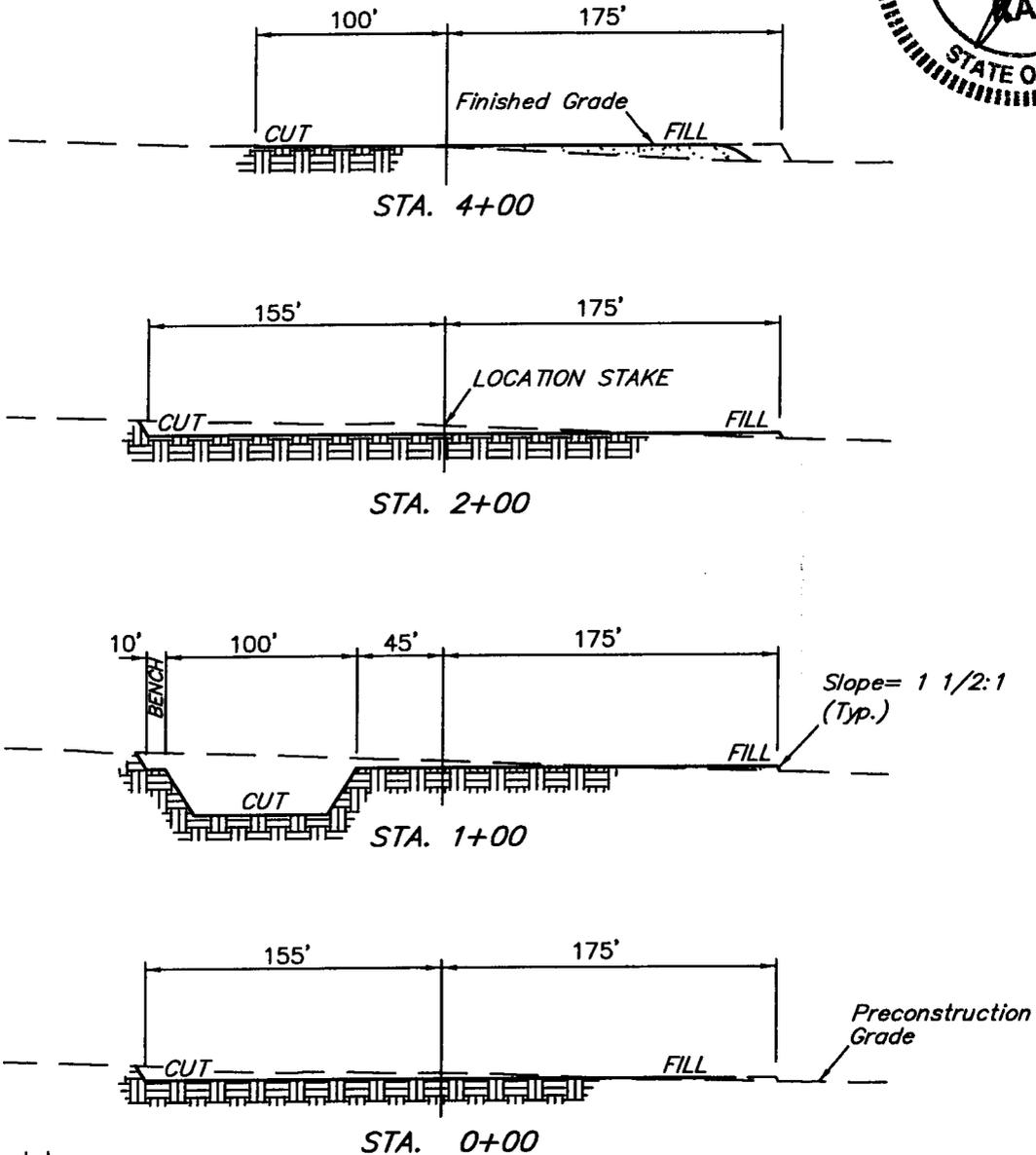
FIGURE #2

ROOSEVELT UNIT #28-33
 SECTION 28, T1S, R1E, U.S.B.&M.
 2178' FSL 1846' FEL



1" = 40'
 X-Section
 Scale
 1" = 100'

DATE: 12-1-05
 Drawn By: K.G.



NOTE:

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

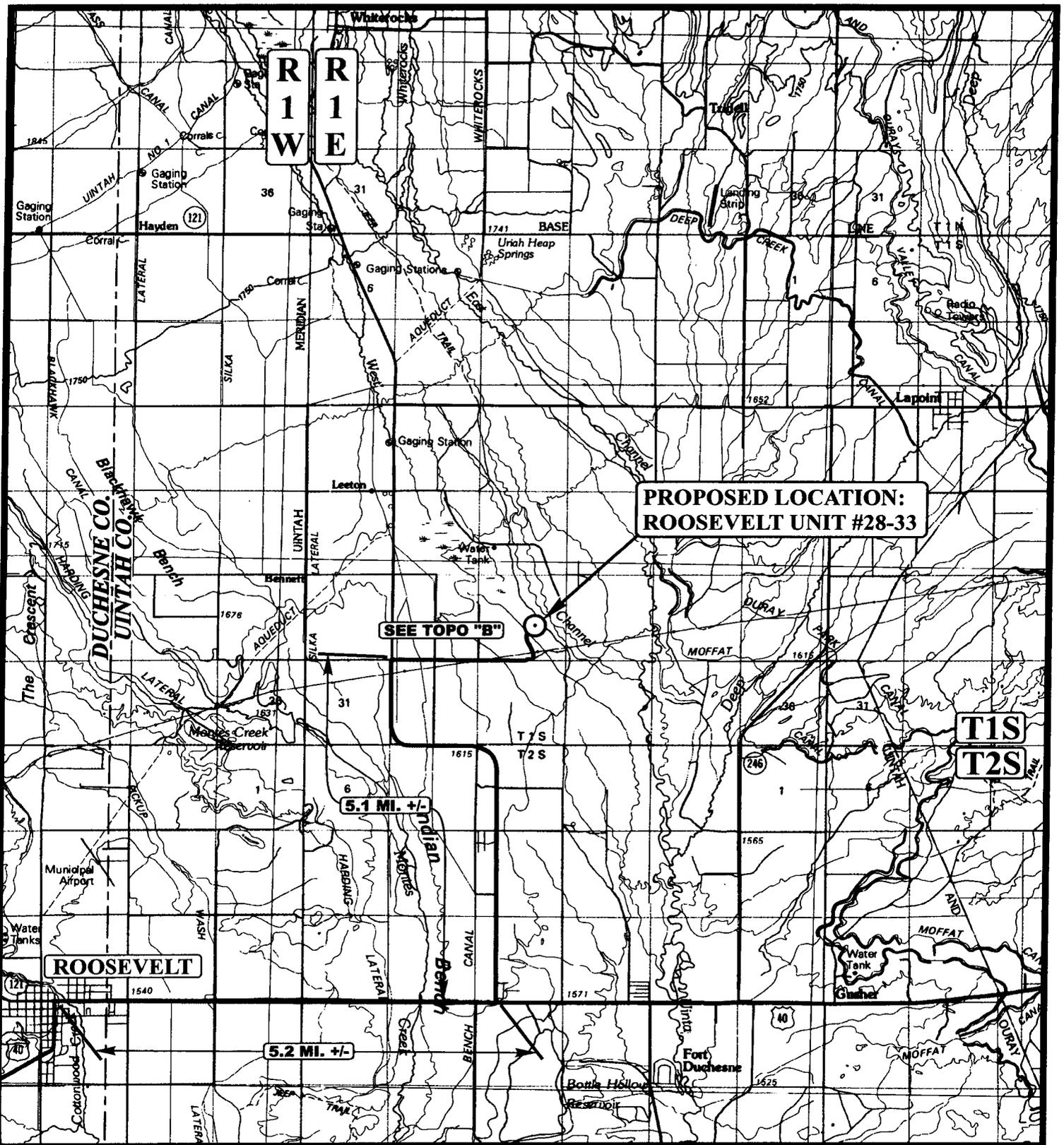
* NOTE:
 FILL QUANTITY INCLUDES
 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping	= 4,770 Cu. Yds.
Remaining Location	= 7,850 Cu. Yds.
TOTAL CUT	= 12,620 CU.YDS.
FILL	= 4,920 CU.YDS.

EXCESS MATERIAL	= 7,700 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 7,700 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 0 Cu. Yds.

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



LEGEND:

⊙ PROPOSED LOCATION



ELK PRODUCTION, LLC

ROOSEVELT UNIT #28-33
SECTION 28, T1S, R1E, U.S.B.&M.
2178' FSL 1846' FEL



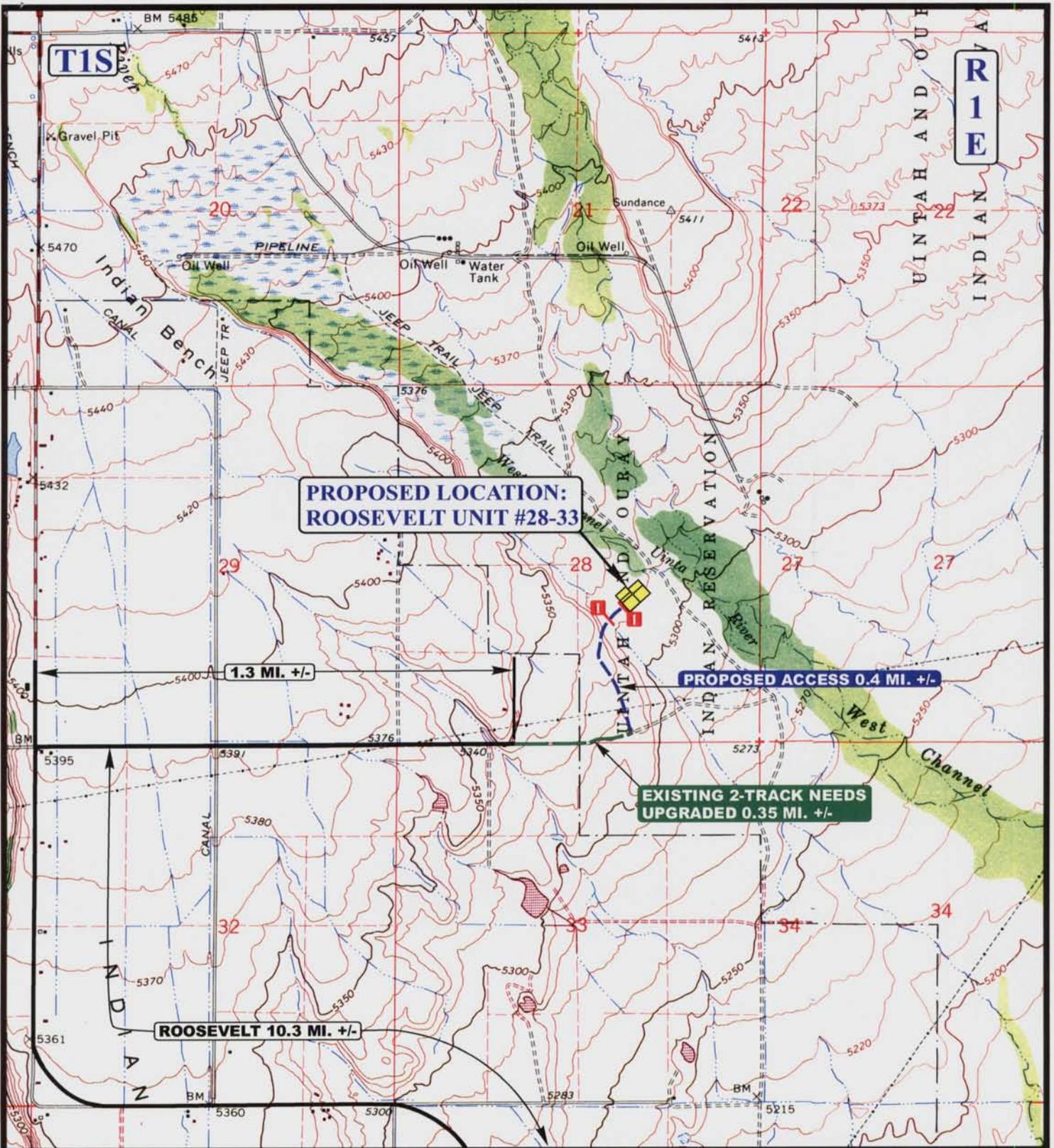
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

11	29	05
MONTH	DAY	YEAR

SCALE: 1:100,000 | DRAWN BY: C.P. | REVISED: 02-05-07





**PROPOSED LOCATION:
ROOSEVELT UNIT #28-33**

1.3 MI. +/-

PROPOSED ACCESS 0.4 MI. +/-

**EXISTING 2-TRACK NEEDS
UPGRADED 0.35 MI. +/-**

ROOSEVELT 10.3 MI. +/-

LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED
- 18" CMP REQUIRED



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



ELK PRODUCTION, LLC

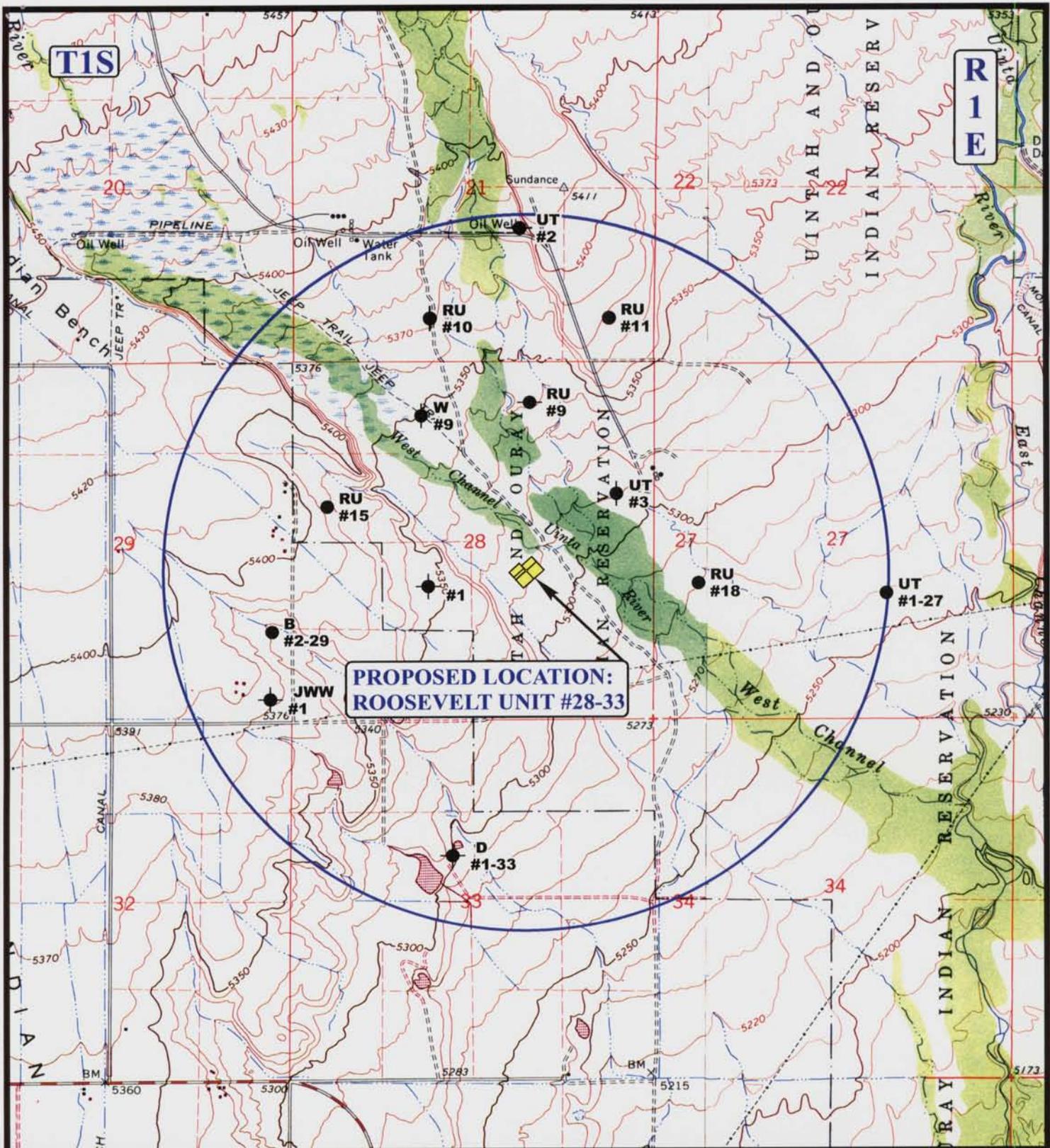
ROOSEVELT UNIT #28-33
SECTION 28, T1S, R1E, U.S.B.&M.
2178' FSL 1846' FEL

**TOPOGRAPHIC
MAP**

11	29	05
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 02-05-07





**PROPOSED LOCATION:
ROOSEVELT UNIT #28-33**

LEGEND:

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

ELK PRODUCTION, LLC

ROOSEVELT UNIT #28-33
SECTION 28, T1S, R1E, U.S.B.&M.
2178' FSL 1846' FEL



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



**TOPOGRAPHIC
MAP**

11 29 05
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00



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

5. LEASE DESIGNATION AND SERIAL NUMBER:
14-20-H62-4691

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Ute Tribe/Uintah & Ouray Res.

7. UNIT or CA AGREEMENT NAME:
Roosevelt Unit 892000886A

8. WELL NAME and NUMBER:
Roosevelt Unit 28-33

9. API NUMBER:
4304738142

10. FIELD AND POOL, OR WILDCAT:
Bluebell/GreenRiver/Wasatch

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

1. TYPE OF WELL
OIL WELL [X] GAS WELL [] OTHER []

2. NAME OF OPERATOR:
Elk Production, LLC

3. ADDRESS OF OPERATOR:
1401 17th. St., Suite 700 CITY Denver STATE CO ZIP 80202
PHONE NUMBER: (303) 296-4505

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 2178' FSL, 1846' FEL COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 28 T1S R1E U STATE: UTAH

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

Table with columns: TYPE OF SUBMISSION, TYPE OF ACTION. Includes checkboxes for NOTICE OF INTENT, SUBSEQUENT REPORT, ACIDIZE, ALTER CASING, CASING REPAIR, CHANGE TO PREVIOUS PLANS, CHANGE TUBING, CHANGE WELL NAME, CHANGE WELL STATUS, COMMINGLE PRODUCING FORMATIONS, CONVERT WELL TYPE, DEEPEN, FRACTURE TREAT, NEW CONSTRUCTION, OPERATOR CHANGE, PLUG AND ABANDON, PLUG BACK, PRODUCTION (START/RESUME), RECLAMATION OF WELL SITE, RECOMPLETE - DIFFERENT FORMATION, REPERFORATE CURRENT FORMATION, SIDETRACK TO REPAIR WELL, TEMPORARILY ABANDON, TUBING REPAIR, VENT OR FLARE, WATER DISPOSAL, WATER SHUT-OFF, OTHER: Extend APD.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
Elk requests to extend APD expiration date for one year (expiring 8/28/08). This drilling location has not received Federal approval yet; waiting on the BIA to submit their concurrence letter to the BLM (see attached letter from Ute Tribe). There have been no changes to the APD.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 09-11-07
By: [Signature]

NAME (PLEASE PRINT) Karin Kuhn TITLE Sr. Engineering Technician
SIGNATURE [Signature] DATE 9/6/2007

(This space for State use only)
COPY SENT TO OPERATOR
Date: 9-13-07
Initials: pm

RECEIVED
SEP 11 2007

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 4304738142
Well Name: Roosevelt Unit 28-33
Location: NWSE Section 28-T1S-R1E, Uintah County, UT
Company Permit Issued to: Elk Production, LLC
Date Original Permit Issued: 9/28/2006

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes No

Has the approved source of water for drilling changed? Yes No

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

Is bonding still in place, which covers this proposed well? Yes No



Signature

9/6/2007

Date

Title: Sr. Engineering Technician

Representing: Elk Production, LLC

**RECEIVED
SEP 11 2007**

DIV. OF OIL, GAS & MINING



UTE INDIAN TRIBE

Energy and Minerals Department

P.O. Box 70
988 South 7500 East
Fort Duchesne, Utah 84026

Phone: 435-725-4040

Fax: 435-722-9270

Email: energy_minerals@utetribe.com

June 12, 2007

Bureau of Indian Affairs - Uintah and Ouray Agency
Attention: Mr Bucky Secakuku
P.O. Box 130
Fort Duchesne, UT 84026

Subject: Elk Production Wells
Roosevelt Unit

Dear Mr. Secakuku,

Elk Production has advised me that it is waiting on BIA concurrence on four wells in the Roosevelt Unit. These wells are:

Roosevelt Unit 20-13	Roosevelt Unit 20-14
Roosevelt Unit 21-41	Roosevelt Unit 21-43

Elk has advised that the APDs on these wells were submitted in 2006 and they are waiting on Federal approval on these APDs. However the BLM has advised that it can not issue approval of these until the BIA grants its concurrence. Elk has advised that it will commence drilling these wells within months of receiving the approved APDs.

It is requested that the concurrence on these wells be processed within the next week, if possible. If not please advise what is necessary to get these processed.

Elk has also advised that it has had APDs pending on three additional wells in the Roosevelt Unit since last year. These wells are:

Roosevelt Unit 28-14	Roosevelt Unit 28-33
Roosevelt Unit 29-14	

It is requested that these be processed in your normal course of business. Thank you for your earliest attention to this request.

Sincerely yours,

Samuel O Kuntz
Consulting Landman

RECEIVED

SEP 11 2007

DIV. OF OIL, GAS & MINING

RECEIVED
VERNAL FIELD OFFICE

Form 3160-3
(February 2005)

2006 MAY 23 PM 3:29

FORM APPROVED
OMB No. 1004-0137
Expires March 31, 2007

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

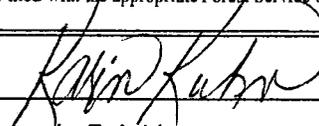
APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 14-20-H62-4691	
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name Ute Tribe/Uintah & Ouray Res.	
2. Name of Operator Elk Production LLC		7. If Unit or CA Agreement, Name and No. Roosevelt Unit 892000886A	
3a. Address 1401 17th Street, Suite 700 Denver, CO 80202		8. Lease Name and Well No. Roosevelt Unit 28-33	
3b. Phone No. (include area code) 303-296-4505		9. API Well No. 43 047 38142	
4. Location of Well (Report location clearly and in accordance with any State requirements*) At surface 2178' FSL, 1846' FEL At proposed prod. zone 2178' FSL, 1846' FEL		10. Field and Pool, or Exploratory Bluebell/Wasatch	
14. Distance in miles and direction from nearest town or post office* Approximately 14.9 miles Northeast of Roosevelt, UT		11. Sec., T. R. M. or Blk. and Survey or Area NWSE 28, T1S, R1E, USB&M	
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1846'	16. No. of acres in lease 1205	17. Spacing Unit dedicated to this well 40	
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 1700'	19. Proposed Depth 14000'	20. BLM/BIA Bond No. on file BIA: B001061	
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 5315'GR	22. Approximate date work will start* 09/01/2006	23. Estimated duration 60 days	

24. Attachments

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

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

25. Signature 	Name (Printed/Typed) Karin Kuhn	Date 05/19/2006
Title Engineering Technician		

Approved by (Signature) 	Name (Printed/Typed) JERRY KAVALLA	Date 4-16-2008
Title Assistant Field Manager Office VERNAL FIELD OFFICE		

Application approved does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

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

*(Instructions on page 2)

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED

RECEIVED

APR 21 2008

DIV. OF OIL, GAS & MINING



**UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE**

170 South 500 East VERNAL, UT 84078 (435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Elk Production LLC
Well No: Roosevelt Unit 28-33
API No: 43-047-38142

Location: NWSE, Sec 28, T1S, R1E
Lease No: 14-20-H62-4691
Agreement: Roosevelt Unit

Title	Name	Office Phone Number	Cell Phone Number
Petroleum Engineer:	Matt Baker	(435) 781-4490	(435) 828-4470
Petroleum Engineer:	Michael Lee	(435) 781-4432	(435) 828-7875
Petroleum Engineer:	James Ashley	(435) 781-4470	(435) 828-7874
Petroleum Engineer:	Ryan Angus	(435) 781-4430	(435) 828-7368
Supervisory Petroleum Technician:	Jamie Sparger	(435) 781-4502	(435) 828-3913
NRS/Enviro Scientist:		(435) 781-4475	(435) 828-4029
NRS/Enviro Scientist:	Karl Wright	(435) 781-4484	(435) 828-7381
NRS/Enviro Scientist:	Holly Villa	(435) 781-4404	(435) 828-3544
NRS/Enviro Scientist:		(435) 781-4476	
NRS/Enviro Scientist:	Chuck Macdonald	(435) 781-4441	(435) 828-7482
NRS/Enviro Scientist:		(435) 781-3400	(435) 828-3544
NRS/Enviro Scientist:	Michael Cutler	(435) 781-3401	(435) 828-3546
NRS/Enviro Scientist:	Anna Figueroa	(435) 781-3407	(435) 828-3548
NRS/Enviro Scientist:	Verlyn Pindell	(435) 781-3402	(435) 828-3547
NRS/Enviro Scientist:	Darren Williams	(435) 781-4447	(435) 828-4029
NRS/Enviro Scientist:	Nathan Packer	(435) 781-3405	(435) 828-3545

Fax: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity	-	The Ute Tribe Energy & Minerals Dept. shall be notified in writing 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion	-	Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion.
Spud Notice (Notify Petroleum Engineer)	-	Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to running casing and cementing all casing strings.
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	-	Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

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

- Paint tanks Desert Brown.
- Berm the entire location.
- Moon lake Electric needs to apply for a Right of Way (submit plats for power line).

Specific Conditions of Approval:

- A 30 foot corridor right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.
- A qualified Archaeologist accompanied by a Tribal Technician will monitor trenching construction of pipeline.
- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipeline.
- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.
- The Company shall inform contractors to maintain construction of pipelines within the approved ROWs.
- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.
- You are hereby notified that working under the "umbrella" of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.
- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.
- The Company will implement "Safety and Emergency Plan." The Company's safety director will ensure its compliance.
- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's and/or ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- All personnel shall refrain from collecting artifacts, any paleontological fossils, and from disturbing any significant cultural resources in the area.

- The personnel from the Ute Tribe Energy & Minerals Department shall be notified shall cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- All mitigative stipulations contained in the Bureau of Indian Affairs Site Specific Environmental Assessment (EA) will be strictly adhered.
- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

**DOWNHOLE CONDITIONS OF APPROVAL
DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- Production casing cement shall be brought up and into the surface casing. The minimum cement top is 200 ft above the surface casing shoe.
- A cement Bond Log (CBL) shall be run from the 'liner' casing shoe to the surface casing shoe. A field copy of the CBL shall be submitted to the BLM Vernal Field Office.
- The lessee must report all shows of water or water bearing sands to the BLM. If flowing water is encountered, it must be sampled and analyzed (a copy of the analyses to be submitted to the BLM Field Office in Vernal, Utah).

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain-unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.

- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" (Oil and Gas Operations Report ((OGOR)) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid,

and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

CONFIDENTIAL

Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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

5. Lease Serial No.
14-20-H62-4691

6. If Indian, Allottee or Tribe Name
Ute Tribe
Ouray and Uintah Reservation

SUBMIT IN TRIPLICATE - Other instructions on page 2.

7. If Unit of CA/Agreement, Name and/or No.
Roosevelt Unit - 892000886A

1. Type of Well
 Oil Well Gas Well Other

8. Well Name and No.
Roosevelt Unit 28-33

2. Name of Operator
Elk Production, LLC

9. API Well No.
43-047-38142

3a. Address
1401 17th Street, Suite 700
Denver, CO 80202

3b. Phone No. (include area code)
303-296-4505

10. Field and Pool or Exploratory Area
Bluebell/Wasatch/Green River

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2178' FSL, 1846' FEL
NWSE Section 28-T1S-R1E

11. Country or Parish, State
Uintah County, UT

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

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

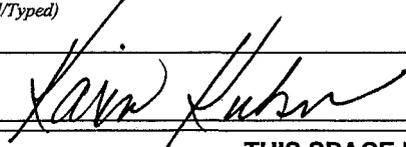
13. Describe Proposed or Completed Operation: Clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths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

Attached is a revised drilling plan for the subject well. Due to the uncertainty of the availability of casing, Elk is submitting two alternatives to our casing and cement programs. There are no other additional changes to the approved APD. Elk anticipates spudding the subject well on or before September 1, 2008.

COPY SENT TO OPERATOR

Date: 7-16-2008

Initials: KS

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed) Karin Kuhn		Title Sr. Engineering Technician
Signature 		Date 07/10/2008

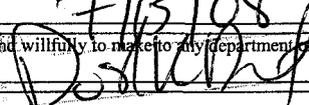
THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by	Title	Date
	Accepted by the Utah Division of Oil, Gas and Mining	7/15/08
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.		

Federal Approval Of This
Action is Necessary

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

(Instructions on page 2)


RECEIVED
JUL 11 2008
DIV. OF OIL, GAS & MINING

DRILLING PLAN

Elk Production, LLC
Roosevelt Unit #28-33
NWSE of Section 28, T-1-S, R-1-E
Uintah County, Utah
REVISED July 8, 2008

1,2,3 Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth</u>
Uinta	2530'
Green River	5550'*
Lower Green River	8560'*
Wasatch	9610'*
TD	14000'

PROSPECTIVE PAY* oil and gas

4 Casing Program

Because of difficulties locating casing at this time, two alternate (and equivalent) casing designs are being sourced. The two designs are presented for consideration. It is proposed to notify which design will be used at the spud notification.

ALTERNATIVE #1

<u>HOLE SIZE</u>	<u>SETTING DEPTH</u>		<u>SIZE</u>	<u>WEIGHT</u>	<u>GRADE</u>	<u>THREAD</u>	<u>COND.</u>
	<u>from</u>	<u>to</u>					
20"	surface	40'	16"				Used
12-1/4"	surface	2600'	9-5/8"	36#	J-55	ST&C	New
8-3/4"	surface	12,100	7"	29#	P-110	LT&C	New
6-1/8"	12,100	14,000'	4-1/2"	13.5#	P-110	LT&C	New

ALTERNATIVE #2

<u>HOLE SIZE</u>	<u>SETTING DEPTH</u>		<u>SIZE</u>	<u>WEIGHT</u>	<u>GRADE</u>	<u>THREAD</u>	<u>COND.</u>
	<u>from</u>	<u>to</u>					
20"	surface	40'	16"				Used
12-1/4"	surface	2600'	10-3/4"	45.5#	J-55	ST&C	New
9-1/2"	surface	12,100	7-5/8"	42.8#	N-80	LT&C	New
6-1/8"	12,100	14,000'	5-1/2"	23#	N-80	LT&C	New

In the event a liner seal mechanism is used, the seal will be tested using a negative (fluid entry) test and a pressure test to maximum pressure anticipated (80% of joint strength maximum).

5 Cementing Program

ALTERNATIVE #1 – to be used with casing design #1
(Volumes other than tail volumes will be calculated from caliper logs.)

16" Conductor	Redi-Mix as needed
9-5/8" Surface	Lead: 410 sx Varicem + ¼ pps Flocele + 1% CaCl; 11 ppg with 3.355 ft ³ /sk yield. (100% excess on lead) Tail: 270 sx Premium V + 1/4 pps Flocele + 2% CaCl; 15.6 ppg, 1.197 ft ³ /sk yield.
7" Intermediate	1170 sx Elastiseal with 0.5% HR-601 retarder, 35% SSA-1, 1.5% foamer foamed with Nitrogen to 12.5 ppg, 1.564 cf.sk yield (20% over caliper) with cap of 200 sx of Premium Cement and 2% CACl at 15.6 ppg and 1.197 ft ³ /sk.
4-1/2" Prod.Liner.	(200' to 300' overlap) 250 sx 50/50 Poz + 2% gel + 0.3% CFR-3 + 0.15% HR-12 + 20% SSA-1 + 0.4% HALAD-344; 14.35 ppg, 1.41 cf/sk yield (25% excess)

ALTERNATIVE #2 – to be used with casing design #2
(Volumes other than tail volumes will be calculated from caliper logs.)

16" Conductor	Redi-Mix as needed
10-3/4" Surface	Lead: 250 sx Varicem + ¼ pps Flocele + 1% CaCl; 11 ppg with 3.355 ft ³ /sk yield. (100% excess on lead) Tail: 170 sx Premium V + 1/4 pps Flocele + 2% CaCl; 15.6 ppg, 1.197 ft ³ /sk yield.
7-5/8" Intermediate	1410 sx Elastiseal with 0.5% HR-601 retarder, 35% SSA-1, 1.5% foamer foamed with Nitrogen to 12.5 ppg, 1.564 cf.sk yield (20% over caliper) with cap of 200 sx of Premium Cement and 2% CACl at 15.6 ppg and 1.197 ft ³ /sk.
5-1/2" Prod.Liner.	(200' to 300' overlap) 500 sx 50/50 Poz + 2% gel + 0.3% CFR-3 + 0.15% HR-12 + 20% SSA-1 + 0.4% HALAD-344; 14.35 ppg, 1.41 cf/sk yield (25% excess)

6 Mud Program

Elk Production, LLC will record slow pump speed on daily drilling report after mudding up.

Elk shall use electronic/mechanical mud monitoring equipment, which shall include a pit volume totalizer (PVT); stroke counter; and flow sensor.

A mud test will be performed at least every 24 hours after mudding up to determine density, viscosity, gel strength, filtration, and pH.

Gas-detecting equipment will be installed and operated in the mud-return system.

A flare system will be used that gathers and burns all gas. The flare line(s) shall discharge at least 100 feet from the well head with straight lines and shall be positioned downwind of the prevailing wind direction and shall be anchored.

A mud-gas separator (gas buster) shall be used from surface casing to TD.

As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, C. Mud Program Requirements.

<u>INTERVAL</u>	<u>WEIGHT</u>	<u>VISCOSITY</u>	<u>FLUID LOSS</u>	<u>REMARKS</u>
Surf. - 40'	N/A	Drilled with surface hole rig.		
40' - 2600'	8.8 ppg	32	NC	Spud Mud
2600' - 8000'	8.5 ppg	28	NC	Fresh Water & LSND Mud as needed
8000' - 10500'	to 9.5 ppg	36	20	LSND
10500' - 12100'	to 10.8 ppg	42	10-20	Semi-Dispersed
12100' - 14000'	to 11 ppg	42	<10	Dispersed

Mud weight increases to be dictated by hole conditions.

7 BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
Surf. - 2,600'	None required
2,600' to 14,000'	10M, Ram-Type, double BOP, 5M annular (minimum)

Estimated bottom hole pressure at TD will be 9100 psi. Drilling spool to accommodate choke and kill lines.

ANCILLARY EQUIPMENT RATED AT 5000# OR 10,000# AS NEEDED TO MATCH BOPE. ALL BOP AND BOPE TESTS WILL BE IN ACCORDANCE WITH THE REQUIREMENTS OF THE STATE OF UTAH.

THE STATE OF UTAH, DIVISION OF OIL, GAS AND MINING WILL BE NOTIFIED 24 HOURS IN ADVANCE OF ALL BOPE PRESSURE TESTS. THE BUREAU OF LAND

MANAGEMENT WILL BE NOTIFIED 24 HOURS IN ADVANCE OF ALL BOPE PRESSURE TESTS.

8 Auxiliary equipment

- a) Upper and Lower Kelly cock
- b) 10000# Floor stabbing valve
- c) Safety valve(s) and subs to fit all string connections in use

9 Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated
Samples	30' samples; surface casing to 7500'. 10' samples from 7500' to TD.
Surveys	Run every 1000' and on trips
Logging	Resistivity, neutron density, gamma ray, and caliper from TD to surface casing

10 Anticipated Abnormal Pressures or Temperatures

Minor over-pressuring is expected in the Wasatch interval starting at about 12,100' with 11 ppg expected as TD is approached.

11 Drilling Schedule

Spud	Approximately September 1, 2008
Duration	30 days drilling time 30 days completion time

HAZARDOUS MATERIAL DECLARATION

Roosevelt Unit #28-33

Elk Production, LLC guarantees that during the drilling and completion of the above referenced well, we will not use, produce, or store, transport or dispose of more than 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Super Amendments and Reauthorization Act (SARA) of 1986.

Elk Production, LLC guarantees that during the drilling and completion of the above-referenced well, we will use, produce, store, transport, or dispose less than the threshold planning quantity (TPQ) of any extremely hazardous substances as defined in 40 CFR 355.

SUNDRY NOTICES AND REPORTS ON WELLS			5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4691
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: UteTribe/Uintah & Ouray Res.
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____			7. UNIT or CA AGREEMENT NAME: Roosevelt Unit 892000886A
2. NAME OF OPERATOR: Elk Production, LLC			8. WELL NAME and NUMBER: Roosevelt Unit 28-33
3. ADDRESS OF OPERATOR: 1401 17th. St., Suite 700 CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (303) 296-4505	9. API NUMBER: 4304738142
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178' FSL, 1846' FEL			10. FIELD AND POOL, OR WILDCAT: Bluebell/GreenRiver/Wasatch
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 28 T1S R1E U			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>Extend APD</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.

Elk requests to extend APD expiration date for one year (expiring 9/28/09). Elk currently anticipates spudding this location September 1, 2008. A revised drilling plan was submitted and approved. There have been no other changes to the APD.

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

Date: 08-11-08
By: [Signature]

NAME (PLEASE PRINT) <u>Karin Kuhn</u>	TITLE <u>Sr. Engineering Technician</u>
SIGNATURE <u>[Signature]</u>	DATE <u>8/6/2008</u>

(This space for State use only)

COPY SENT TO OPERATOR
Date: 8-12-2008
Initials: KS

(See Instructions on Reverse Side)

RECEIVED
AUG 11 2008
DIV. OF OIL, GAS & MINING

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 4304738142
Well Name: Roosevelt Unit 28-33
Location: NWSE Section 28-T1S-R1E, Uintah County, UT
Company Permit Issued to: Elk Production, LLC
Date Original Permit Issued: 9/28/2006

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes No

Has the approved source of water for drilling changed? Yes No

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

Is bonding still in place, which covers this proposed well? Yes No



Signature

8/6/2008

Date

Title: Sr. Engineering Technician

Representing: Elk Production, LLC

RECEIVED
AUG 11 2008
DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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

SUBMIT IN TRIPLICATE - Other instructions on page 2.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. 14-20-H62-4691	7. If Unit of CA/Agreement, Name and/or No. Roosevelt Unit - 892000886A
2. Name of Operator Elk Production, LLC		6. If Indian, Allottee or Tribe Name Ute Tribe Ouray and Uintah Reservation	8. Well Name and No. Roosevelt Unit 28-33
3a. Address 1401 17th Street, Suite 700 Denver, CO 80202	3b. Phone No. (include area code) 303-296-4505	9. API Well No. 43-047-38142	
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 2178' FSL, 1846' FEL NWSE Section 28-T1S-R1E		10. Field and Pool or Exploratory Area Bluebell/Wasatch/Green River	
		11. Country or Parish, State Uintah County, UT	

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

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

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

Elk requests permission to air drill the surface of the subject location. Attached are plats of the air bowl, surface rig foot print, and an equipment inventory list of the rig. Elk is also requesting a variance that the booeey line be less than 100' from the air compressor to the well head.

COPY SENT TO OPERATOR

Date: 11.25.2008

Initials: KS

Accepted by the
Utah Division of
Oil, Gas and Mining
Date: 11/18/08
By: [Signature]

Federal Approval Of This
Action Is Necessary

RECEIVED

NOV 10 2008

DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.	
Name (Printed/Typed) Karin Kuhn	Title Sr. Engineering Technician
Signature <u>[Signature]</u>	Date 11/06/2008

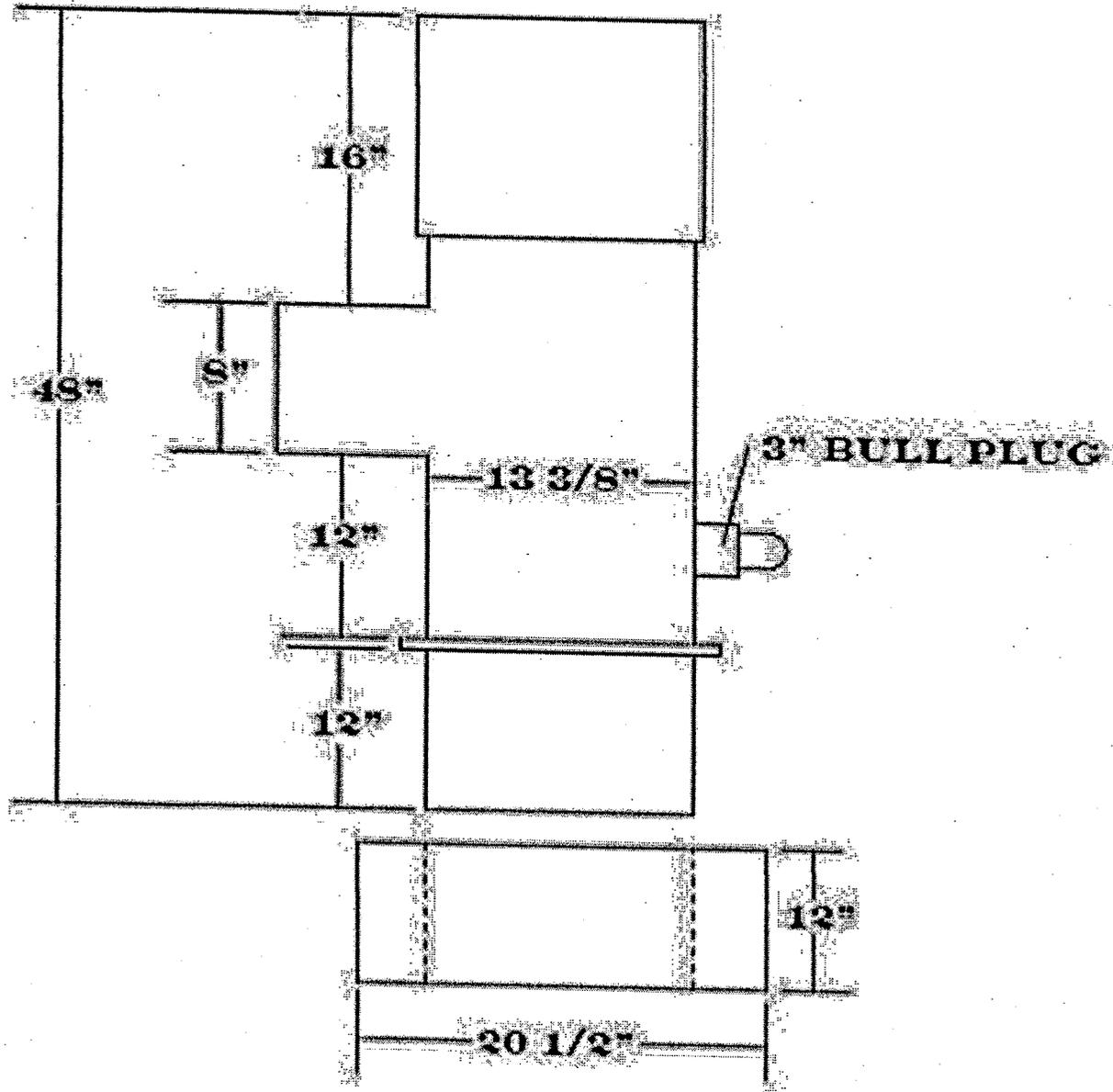
THIS SPACE FOR FEDERAL OR STATE OFFICE USE

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

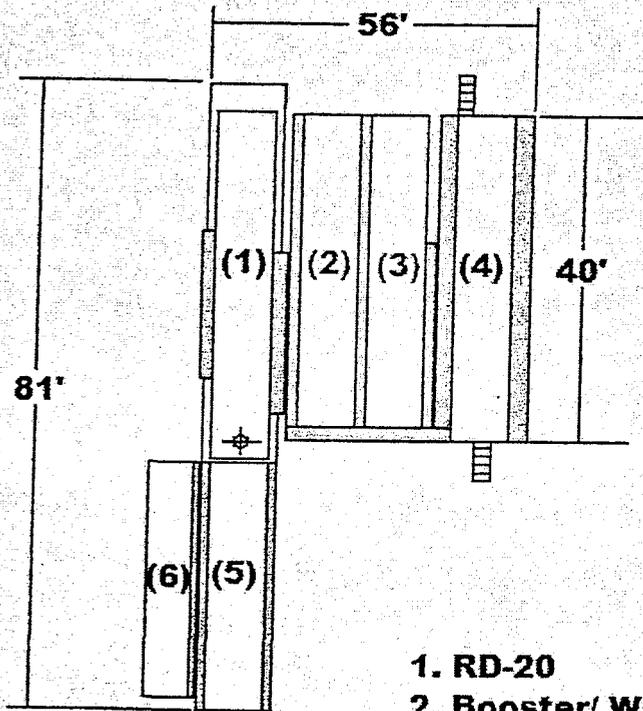
Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

AIR BOWL



DEL-RIO DRILLING RIG #1



1. RD-20
2. Booster/ Water tank
3. Compressor/ Lightplant/ Fuel
4. Doghouse
5. Drill pipe
6. Mud pump- PAH

 Walkways with hand rails

DEL-RIO DRILLING, LLC.

EQUIPMENT INVENTORY

1. ATLAS COPCO RD20 Range 3, 120k derrick rating, 1250 Air Compressor (Deck Air Compressor -1250 CFM, 350 LBS.)
2. Dog House- Torches, Welder, Gas detector, Wired and lighted with explosion proof lights
3. Drill Rod Trailer- 3000' of 4.5"- 16.6# drill rods
4. Collar Trailer- 2- 8" drill collars, 12- 6" drill collars
5. 24" RD20R3 Tridem sub-structure
6. Aerial Booster Trailer- Catwalks, 3000 Gal. fuel tank, Oil bunker with hoses and nozzles, 900# single stage Aerial Booster
7. Cat Generator Trailer- 3500 Gal. fuel tank, R1170f-Cat Compressor (Standby Compressor - 1170f, 350 LBS.)
8. Pump Trailer- PAH Pump, 4.5" liners, 8" stroke, Series 60 Detroit Engine, Manual 6 speed transmission
9. Yellow Dog Pump- 17 barrels a minute on trailer- 4" suction and discharge
10. Cat- shid steer with trailer

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: ELK PRODUCTION, LLC

Well Name: ROOSEVELT U 28-33

Api No: 43-047-38142 Lease Type: INDIAN

Section 28 Township 01S Range 01E County UINTAH

Drilling Contractor PETE MARTIN DRLG RIG # BUCKET

SPUDDED:

Date 12/22/2008

Time _____

How DRY

Drilling will Commence: _____

Reported by R.L. TATMAN

Telephone # (801) 842-1391 "CELL"

Date 12/22/08 Signed CHD

Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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

5. Lease Serial No.
14-20-H62-4691

6. If Indian, Allottee or Tribe Name
Ute Tribe
Ouray and Uintah Reservation

SUBMIT IN TRIPLICATE - Other instructions on page 2.

1. Type of Well

Oil Well Gas Well Other

2. Name of Operator
Elk Production, LLC

3a. Address
1401 17th Street, Suite 700
Denver, CO 80202

3b. Phone No. (include area code)
303-296-4505

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2178' F9L, 1848' FEL
NWSE Section 28-T1S-R1E

7. If Unit of CA/Agreement, Name and/or No.
Roosevelt Unit - 892000886A

8. Well Name and No.
Roosevelt Unit 28-33

9. API Well No.
43-047-38142

10. Field and Pool or Exploratory Area
Bluebell/Wasatch/Green River

11. Country or Parish, State
Uintah County, UT

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

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

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

The subject well was dry spudded on 12/24/2000. The well was drilled to 40' and 16" conductor pipe was set at 40'. The conductor pipe was cemented with 225 ex Type G cement. Currently waiting on the drilling rig.

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

Name (Printed/Typed)
Karin Kuhn

Title Sr. Engineering Technician

Signature

Date 01/08/2009

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

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

Title _____ Date _____
Office _____

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

(Instructions on page 2)

RECEIVED

JAN 08 2009

DIV. OF OIL, GAS & MINING

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

FORM 6

ENTITY ACTION FORM

Operator: Flk Production, LLC Operator Account Number: N 2650
 Address: 1401 17th Street, Suite 700
city Denver
state CO zip 80202 Phone Number: (303) 296-4505

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304738142	Roosevelt Unit 28-33		NWSE	28	1S	1E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
B	99999	221	12/23/08		1/15/09		
Comments: <u>WSTC</u> Dry spudded well <u>12/23/08</u> Set 16" conductor pipe @ 40'. WO drfg rig.							CONFIDENTIAL

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
Comments:							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
Comments:							

ACTION CODES:

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

Karin Kuhn
 Name (Please Print) Karin Kuhn
 Signature [Handwritten Signature]
 Sr. Engineering Technician Title 1/8/2009 Date

RECEIVED
 JAN 08 2009

DIV. OF OIL, GAS & MINING

Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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

5. Lease Serial No.
14-20-H62-4691

6. If Indian, Allottee or Tribe Name
Ute Tribe
Ouray and Uintah Reservation

SUBMIT IN TRIPLICATE - Other instructions on page 2.

7. If Unit of CA/Agreement, Name and/or No.
Roosevelt Unit - 892000886A

1. Type of Well
 Oil Well Gas Well Other

8. Well Name and No.
Roosevelt Unit 28-33

2. Name of Operator
Elk Production, LLC

9. API Well No.
43-047-38142

3a. Address
1401 17th Street, Suite 700
Denver, CO 80202

3b. Phone No. (include area code)
303-296-4505

10. Field and Pool or Exploratory Area
Bluebell/Wasatch/Green River

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2178' FSL, 1846' FEL
NWSE Section 28-T1S-R1E

11. Country or Parish, State
Uintah County, UT

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

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

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

Attached is a revised drilling plan for the subject well. Due to the uncertainty of the availability of casing, Elk is submitting two alternatives to our casing and cement programs. There are no other additional changes to the approved APD. Please contact John Whisler if you have any questions.

COPY SENT TO OPERATOR

Date: 2.5.2009

Initials: KS

RECEIVED

JAN 22 2009

DIV. OF OIL, GAS & MINING

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

Title Sr. Engineering Technician

Signature

Date 01/21/2009

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by Title Pet. Eng. Date 2/3/09

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

Office DOG-M

Federal Approval Of This
Action Is Necessary

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

(Instructions on page 2)

DRILLING PLAN

Elk Production, LLC
Roosevelt Unit #28-33
NWSE of Section 28, T-1-S, R-1-E
Uintah County, Utah
REVISED January 18, 2009

1,2,3 Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth</u>
Uinta	2530'
Green River	5550'*
Lower Green River	8560'*
Wasatch	9610'*
TD	14000'

PROSPECTIVE PAY* oil and gas

4 Casing Program

The two designs are presented for consideration. If Alternative 2 is implemented, we will shoe test the surface casing to a 12 ppg. If a well control condition occurs, using a frac gradient of .68, we will crack the formation with a bottom hole pressure of 1768 psi before reaching 80% of internal burst of the 9 5/8" casing (2816 psi).

ALTERNATIVE #1

<u>HOLE SIZE</u>	<u>SETTING DEPTH</u>		<u>SIZE</u>	<u>WEIGHT</u>	<u>GRADE</u>	<u>THREAD</u>	<u>COND.</u>
	<u>from</u>	<u>to</u>					
24"	surface	40'	16"				Used
12-1/4"	surface	2600'	9-5/8"	36#	J-55	ST&C	New
8-3/4"	2600'	12,100	7"	29#	P-110	LT&C	New
6-1/8"	12,100	14,000'	5"	18#	P-110	LT&C	New

ALTERNATIVE #2

<u>HOLE SIZE</u>	<u>SETTING DEPTH</u>		<u>SIZE</u>	<u>WEIGHT</u>	<u>GRADE</u>	<u>THREAD</u>	<u>COND.</u>
	<u>from</u>	<u>to</u>					
24"	surface	40'	16"				Used
12-1/4"	surface	2600'	9-5/8"	36#	J-55	ST&C	New
8-3/4"	2600'	14,000	5-1/2"	23#	P-110	LT&C	New

In the event a liner seal mechanism is used, the seal will be tested using a negative (fluid entry) test and a pressure test to maximum pressure anticipated (80% of joint strength maximum).

As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part B-1-b.

5 Cementing Program

ALTERNATIVE #1 – to be used with casing design #1
(Volumes other than tail volumes will be calculated from caliper logs.)

16" Conductor	Redi-Mix as needed
9-5/8" Surface	Lead: 410 sx Varicem + ¼ pps Flocele + 1% CaCl; 11 ppg with 3.355 ft³/sk yield. (100% excess on lead) Tail: 270 sx Premium V + 1/4 pps Flocele + 2% CaCl; 15.6 ppg, 1.197 ft³/sk yield.
7" Intermediate	1170 sx Elastiseal with 0.5% HR-601 retarder, 35% SSA-1, 1.5% foamer foamed with Nitrogen to 12.5 ppg, 1.564 cf.sk yield (20% over caliper) with cap of 200 sx of Premium Cement and 2% CACl at 15.6 ppg and 1.197 ft³/sk.
5" Prod.Liner.	(200' to 300' overlap) 250 sx 50/50 Poz + 2% gel + 0.3% CFR-3 + 0.15% HR-12 + 20% SSA-1 + 0.4% HALAD-344; 14.35 ppg, 1.41 cf/sk yield (25% excess)

ALTERNATIVE #2 – to be used with casing design #2
(Volumes other than tail volumes will be calculated from caliper logs.)

16" Conductor	Redi-Mix as needed
9-5/8" Surface	Lead: 410 sx Varicem + ¼ pps Flocele + 1% CaCl; 11 ppg with 3.355 ft³/sk yield. (100% excess on lead) Tail: 270 sx Premium V + 1/4 pps Flocele + 2% CaCl; 15.6 ppg, 1.197 ft³/sk yield.
5-1/2" Prod.	Stage 1 Lead: 999 sx Premium Lite II Hight Strength + .5% bwoc R-3 + .3% bwoc CD-32 + .7% bwoc FL-52 + .2% bwoc BA-59 + 92.9% Fresh H2O; 13.0 ppg, 1.90 cf/sk Tail: 203 sx Premium Lite II High + .5% bwoc R-3 + .3% bwoc CD-32 + .7% bwoc FL-52 + 20% bwoc Silica Flour + .2% bwoc BA-59 + 107.5% Fresh H2O; 13.0 ppg, 2.21 cf/sk Stage 2 Lead: 484 sx Premium Lite II Plus + 3% bwow Potassium Chloride + .25 lbs/sx Cello Flake + 5 lbs/sx Kol Seal + 10% bwoc Bentonite + .5% bwoc Sodium Metasilicate + 213.4% Fresh H2O; 11 ppg, 3.66 cf/sx Tail: 333 sx Premium Lite II High Strength + .2% bwoc R-3 + .3% bwoc CD-32 + .7% bwoc FL-52 + .2% bwoc BA-59 + 93% Fresh H2O; 13 ppg, 1.90 cf/sx

6 Mud Program

Elk Production, LLC will record slow pump speed on daily drilling report after mudding up.

Elk shall use electronic/mechanical mud monitoring equipment, which shall include a pit volume totalizer (PVT); stroke counter; and flow sensor.

A mud test will be performed at least every 24 hours after mudding up to determine density, viscosity, gel strength, filtration, and pH.

Gas-detecting equipment will be installed and operated in the mud-return system.

A flare system will be used that gathers and burns all gas. The flare line(s) shall discharge at least 100 feet from the well head with straight lines and shall be positioned downwind of the prevailing wind direction and shall be anchored.

A mud-gas separator (gas buster) shall be used from surface casing to TD.

As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, C. Mud Program Requirements.

<u>INTERVAL</u>	<u>WEIGHT</u>	<u>VISCOSITY</u>	<u>FLUID LOSS</u>	<u>REMARKS</u>
Surf. - 40'	N/A	Drilled with surface hole rig.		
40' - 2600'	8.8 ppg	32	NC	Spud Mud
2600' - 8000'	8.5 ppg	28	NC	Fresh Water & LSND Mud as needed
8000' - 10500'	to 9.5 ppg	36	20	LSND
10500' - 12100'	to 10 ppg	42	10-20	Semi-Dispersed
12100' - 14000'	to 10.2 ppg	42	<10	Dispersed

Mud weight increases to be dictated by hole conditions.

7 BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
Surf. - 2,600'	None required
2,600' to 14,000'	10M, Ram-Type, double BOP, 5M annular (minimum)

WELL CONTROL WILL BE WITH A SOFT SHUT IN, USING MUD WEIGHT AND LCM TO CONTROL WELL FLOW AND HOLE STABILITY.
 ANCILLARY EQUIPMENT RATED AT 5000# OR 10,000# AS NEEDED TO MATCH BOPE. ALL BOP AND BOPE TESTS WILL BE IN ACCORDANCE WITH THE REQUIREMENTS OF THE STATE OF UTAH.

THE STATE OF UTAH, DIVISION OF OIL, GAS AND MINING WILL BE NOTIFIED 24 HOURS IN ADVANCE OF ALL BOPE PRESSURE TESTS. THE BUREAU OF LAND MANAGEMENT WILL BE NOTIFIED 24 HOURS IN ADVANCE OF ALL BOPE PRESSURE TESTS.

8 Auxiliary equipment

- a) Upper and Lower Kelly cock
- b) 10000# Floor stabbing valve
- c) Safety valve(s) and subs to fit all string connections in use

9 Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated
Samples	30' samples; surface casing to 7500'. 10' samples from 7500' to TD.
Surveys	Run every 1000' and on trips
Logging	Resistivity, neutron density, gamma ray, and caliper from TD to surface casing

10 Anticipated Abnormal Pressures or Temperatures

Minor over-pressuring is expected in the Wasatch interval starting at about 12,100' with 10 ppg expected as TD is approached.

11 Drilling Schedule

Spud	Approximately January 1, 2008
Duration	40 days drilling time 30 days completion time

HAZARDOUS MATERIAL DECLARATION

Roosevelt Unit #28-33

Elk Production, LLC guarantees that during the drilling and completion of the above referenced well, we will not use, produce, or store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Super Amendments and Reauthorization Act (SARA) of 1986.

Elk Production, LLC guarantees that during the drilling and completion of the above-referenced well, we will use, produce, store, transport, or dispose less than the threshold planning quantity (TPQ) of any extremely hazardous substances as defined in 40 CFR 355.

CONFIDENTIAL

Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
DM 1004-0137
Expires: July 31, 2010

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

5. Lease Serial No.
14-20-H62-4691
6. If Indian, Allottee or Tribe Name
Ute Tribe
Ouray and Uintah Reservation

SUBMIT IN TRIPLICATE - Other instructions on page 2.

7. If Unit of CA/Agreement, Name and/or No.
Roosevelt Unit - 892000886A

1. Type of Well
 Oil Well Gas Well Other

8. Well Name and No.
Roosevelt Unit 28-33

2. Name of Operator
Elk Production, LLC

9. API Well No.
43-047-38142

3a. Address
1401 17th Street, Suite 700
Denver, CO 80202

3b. Phone No. (include area code)
303-296-4505

10. Field and Pool or Exploratory Area
Bluebell/Wasatch/Green River

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2178' FSL, 1846' FEL
NWSE Section 28-T1S-R1E

11. Country or Parish, State
Uintah County, UT

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

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

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

Elk requests a 48-hr extension on the 30-day BOP testing policy. It is necessary to set a RTTS in the surface casing and test; once a packer is set, there is no way to monitor the well.

COPY SENT TO OPERATOR

Date: 3.5.2009

Initials: KS

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

Name (Printed/Typed) Karin Kuhn	Title Sr. Engineering Technician
Signature 	Date 02/23/2009

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by 	Title Ret. Eng.	Date 3/4/09
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Office Dogon	Federal Approval Of This Action Is Necessary

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

(Instructions on page 2)

RECEIVED

FEB 26 2009

DIV. OF OIL, GAS & MINING

CONFIDENTIAL

Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
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14-20-H62-4691

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Ouray and Uintah Reservation

SUBMIT IN TRIPLICATE - Other instructions on page 2.

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Roosevelt Unit - 892000886A

1. Type of Well

Oil Well Gas Well Other

8. Well Name and No.
Roosevelt Unit 28-33

2. Name of Operator
Elk Production, LLC

9. API Well No.
43-047-38142

3a. Address
1401 17th Street, Suite 700
Denver, CO 80202

3b. Phone No. (include area code)
303-296-4505

10. Field and Pool or Exploratory Area
Bluebell/Wasatch/Green River

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2178' FSL, 1846' FEL
NWSE Section 28-T1S-R1E

11. Country or Parish, State
Uintah County, UT

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<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other Production Casing Operations Update
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

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Operations Update from 1/22/09 to 3/3/09: Production Casing: Nipple up and test all safety equipment. Drill out cement at 2545', float and shoe. Drill new formation from 2605' to 13620' (TD). Reached TD on 2/15/2009. Set 5 1/2", 23#, P110 production casing @ 13611'. Cement 5 1/2" casing with 1st Stage Lead: 1150 sx Premium Lite II HS, Tail: 200 sx Premium Lite II HS, drop plug, circulate cement. Opened DV Tool. 2nd Stage Lead: 715 sx Premium Lite II Plus, Tail: 180 sx Premium Lite II HS, bumped plug, float held, circulated cement. Released drilling rig. Currently waiting on completion rig.

RECEIVED

MAR 05 2009

DIV. OF OIL, GAS & MINING

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

Name (Printed/Typed)
Karin Kuhn

Title Sr. Engineering Technician

Signature

Date 03/05/2009

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

Title

Date

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

Office

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

(Instructions on page 2)

CONFIDENTIAL

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(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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5. Lease Serial No.
14-20-H62-4691

6. If Indian, Allottee or Tribe Name
Ute Tribe
Ouray and Uintah Reservation

SUBMIT IN TRIPLICATE - Other instructions on page 2.

7. If Unit of CA/Agreement, Name and/or No.
Roosevelt Unit - 892000886A

1. Type of Well

Oil Well Gas Well Other

8. Well Name and No.
Roosevelt Unit 28-33

2. Name of Operator
Elk Production, LLC

9. API Well No.
43-047-38142

3a. Address
1401 17th Street, Suite 700
Denver, CO 80202

3b. Phone No. (include area code)
303-296-4505

10. Field and Pool or Exploratory Area
Bluebell/Wasatch/Green River

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2178' FSL, 1846' FEL
NWSE Section 28-T15-R1E

11. Country or Parish, State
Uintah County, UT

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

TYPE OF SUBMISSION	TYPE OF ACTION			
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<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other <u>Completion</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	<u>Operations Update</u>
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Operations Update from 3/25/09 to 3/31/09: Moved in, rigged up Key Energy Rig #954. Drilled out cement from 8093' to DV tool @ 8111'. Cleaned out well to 13,421'. Rigged up Schlumberger and ran logs from 13,410' to 5,010'. Ran CCL/CBLVDL log from 13,410' to 2,220'. Rig down, move off Schlumberger Wireline. Currently evaluating logs. Plan to perforate and frac well in approximately 30 days.

RECEIVED

APR 01 2009

DIV. OF OIL, GAS & MINING

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

Name (Printed/Typed)
Karin Kuhn

Title Sr. Engineering Technician

Signature

Date 04/01/2009

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Approved by

Title

Date

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DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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OMB No. 1004-0137
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Denver, CO 80202

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4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2178' FSL, 1846' FEL
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Operations Update from 4/1/09 to 4/2/09: Drilled out the float shoe @ 13412'. Pressure tested well to 3500 psi for 15 min, good test. Circulated hole clean. Pull out of hole with tubing; fill well with 2% KCL water. Shut well in. Wait on completion rig. Anticipate perfring and fracture treating well in 30 days.

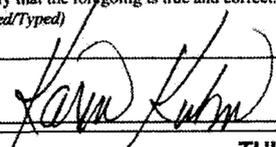
14. I hereby certify that the foregoing is true and correct.

Name (Printed/Typed)

Karin Kuhn

Title Sr. Engineering Technician

Signature



Date 04/16/2009

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APR 16 2009

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CONFIDENTIAL

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(August 2007)

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DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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RECEIVED

APR 16 2009

DIV. OF OIL, GAS & MINING

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

Name (Printed/Typed)

Karin Kuhn

Title Sr. Engineering Technician

Signature

Date 04/16/2009

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STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4691
---	---

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: UTE 7. UNIT or CA AGREEMENT NAME: ROOSEVELT
--	--

1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: ROOSEVELT U 28-33
------------------------------------	--

2. NAME OF OPERATOR: ELK PRODUCTION, LLC	9. API NUMBER: 43047381420000
--	---

3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 , Denver, CO, 80202	PHONE NUMBER: 303 296-4505 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
---	--	--

4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178 FSL 1846 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 28 Township: 01.0S Range: 01.0E Meridian: U	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: 3/31/2010 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: Completion Shut-In Req

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

Elk has temporarily suspended completion operations on the subject well. Elk requests to extend Completion Shut-In until the end of first quarter 2010 due to oil prices.

Accepted by the Utah Division of Oil, Gas and Mining

Date: June 02, 2009

By: *Dan Kuhn*

NAME (PLEASE PRINT) Karin Kuhn	PHONE NUMBER 303 296-4505	TITLE Sr. Engineering Technician
SIGNATURE N/A	DATE 6/1/2009	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4691
---	---

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: UTE 7. UNIT or CA AGREEMENT NAME: ROOSEVELT
--	--

1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: ROOSEVELT U 28-33
------------------------------------	--

2. NAME OF OPERATOR: ELK PRODUCTION, LLC	9. API NUMBER: 43047381420000
--	---

3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 , Denver, CO, 80202	PHONE NUMBER: 303 296-4505 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
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4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178 FSL 1846 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 28 Township: 01.0S Range: 01.0E Meridian: U	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: 3/31/2010 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: Extend Completion Shu

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

Elk requests to continue the Completion Shut-In Status for the subject well until the end of the first quarter 2010 due to oil prices.

Accepted by the Utah Division of Oil, Gas and Mining

Date: August 18, 2009

By: *[Signature]*

NAME (PLEASE PRINT) Karin Kuhn	PHONE NUMBER 303 296-4505	TITLE Sr. Engineering Technician
SIGNATURE N/A		DATE 8/18/2009

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4691
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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: UTE 7. UNIT or CA AGREEMENT NAME: ROOSEVELT
--	--

1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: ROOSEVELT U 28-33
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2. NAME OF OPERATOR: ELK PRODUCTION, LLC	9. API NUMBER: 43047381420000
--	---

3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 , Denver, CO, 80202	PHONE NUMBER: 303 296-4505 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
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4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178 FSL 1846 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 28 Township: 01.0S Range: 01.0E Meridian: U	COUNTY: Uintah STATE: UTAH
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11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input 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 checked="" type="checkbox"/> DRILLING REPORT Report Date: 3/31/2010	<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: Extend Drilling Shut-In €

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

Elk requests to continue Drilling Shut-In status for the subject well until the end of first quarter 2010 due to oil prices.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 September 14, 2009

NAME (PLEASE PRINT) Karin Kuhn	PHONE NUMBER 303 296-4505	TITLE Sr. Engineering Technician
SIGNATURE N/A	DATE 9/10/2009	

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: 14-20-H62-4691
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
	7. UNIT or CA AGREEMENT NAME: ROOSEVELT
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: ROOSEVELT U 28-33
2. NAME OF OPERATOR: ELK PRODUCTION, LLC	9. API NUMBER: 43047381420000
3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 , Denver, CO, 80202	PHONE NUMBER: 303 296-4505 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178 FSL 1846 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 28 Township: 01.0S Range: 01.0E Meridian: U	9. FIELD and POOL or WILDCAT: BLUEBELL
	COUNTY: UINTAH
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: Operations Update
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 9/30/2009			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

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

Work began on 9/22/09 to perf and frac stimulate subject well. Attached Field Activity Report - Well Synopsis for work description.

**Accepted by the
 Utah Division of
 Oil, Gas and Mining
 FOR RECORD ONLY**
 October 01, 2009

NAME (PLEASE PRINT) Karin Kuhn	PHONE NUMBER 303 296-4505	TITLE Sr. Engineering Technician
SIGNATURE N/A	DATE 10/1/2009	

Elk Production LLC Field Activity Report

ROOSEVELT UNIT

RU 28-33 1S-1E-28

GR/WS

1S 1E 28 NWSE

4PUD

43-047-38142-00-0

SYNOPSIS: Work began 9/22/09 to perf and frac stimulate the subject well. Used 3.125 guns, 4 SPF for all stages. Perf'd Stage 1: 12783'-13257', 136 shots total. Frac Stage 1: Acdz w/ 3192 gals 15% HCl w/ 400 ball sealers, 24,125 gals Pad, 102,996 gals treating fluid, 292,371# proppant (100 Mesh, 20/40). Set plug @ 12740'. Perf Stage 2: 12227'-12681', 120 shots total. Frac Stage 2: Acdz w/ 2814 gals 15% HCl w/ 330 ball sealers, 24,671 gals Pad, 10,373 gals treating fluid, 287,068# proppant (100 Mesh, 20/40). Set plug @ 12190'. Perf Stage 3: 11731'-12150', 128 shots total. Frac Stage 3: Acdz w/ 4301 gals 15% HCl w/ 350 ball sealers, 24,100 gals Pad, 112,745 gals treating fluid, 297,195# proppant (100 Mesh, 20/40). Set plug @ 11574'. Perf Stage 4: 10926'-11501', 88 shots total. Frac Stage 4: Acdz w/ 3234 gals 15% HCl w/ 300 ball sealers, 24,158 gals Pad, 84,715 treating fluid, 236,196# proppant (100 mesh, 20/40). Set plug @ 10890'. Perf Stage 5: 10523'-10838', 72 shots total. Frac Stage 5: Acdz w/ 3276 gals 15% HCl w/ 200 ball sealers, 19,782 gals Pad, 39,166 gals treating fluid, 105,177# proppant (100 Mesh, 20/40). Set plug @ 10480'. Perf Stage 6: 10050'-10450', 164 shots total. Frac Stage 6: Acdz w/ 4158 gals 15% HCl w/ 350 ball sealers, 22,907 gals Pad, 127,726 gals treating fluid, 340,355# proppant (100 Mesh, 20/40). Set plug @ 10030'. Perf Stage 7: 9675'-10012', 92 shots total. Frac Stage 7: Acdz w/ 2898 gals 15% HCl w/ 300 ball sealers, 21,269 gals Pad, 80,877 gals treating fluid, 222,896# proppant (100 Mesh, 20/40). Drid out plugs and cleaned out well bore to 13410' PBTd. Currently flowing back frac..

Log Well: MIRU Key Energy Rig #954. Drid out cmt f/ 8093' to DV tool @ 8111'. Cleaned out well to 13,421'. RU Schlumberger, run logs f/ 13,410' to 5,010'. Ran CCL/CBL/VDL log f/ 13,410' to 2,220'. RDMO Schlumberger Wireline. Currently evaluating logs. Drilled out the float shoe @ 13412'. Pressure tested well to 3500 psi for 15 min, good test. Circulated hole clean. Pull out of hole with tubing; fill well with 2% KCL water. Shut well in. Wait on completion rig. Plan to perforate and frac well in approximately 30 days.

Production Casing: Nipple up and test all safety equipment. Drill out cement at 2545', float and shoe. Drill new formation from 2605' to 13620' (TD). Reached TD on 2/15/2009. Set 5 1/2", 23#, P110 production casing @ 13611'. Cement 5 1/2" casing with 1st Stage Lead: 1150 sx Premium Lite II HS, Tail: 200 sx Premium Lite II HS, drop plug, circulate cement. Opened DV Tool. 2nd Stage Lead: 715 sx Premium Lite II Plus, Tail: 180 sx Premium Lite II HS, bumped plug, float held, circulated cement. Released drilling rig. Currently waiting on completion rig.

Surface Casing: Moved in, rigged up DHS Rig #1. Rotary spud well on 1/15/09. Drilled 12 1/4" hole from 40' to 2605'. Set 9 5/8", 36#, surface casing @ 2599'. Rig up BJ and cement 9 5/8" surface casing with Lead: 569 sx Type G @ 15.8 ppg (156 bbls), Tail: 571 sx Type G with 1% calcium @ 15.8 ppg (155 bbls). Dropped plug. Waiting on cement, prepare to nipple up BOPE.

Dry spudded well on 12/23/08. MIRU Peter Martin Drilling; begin drlg w/ 26" bit, drl t/ 9' hole caving & wtr @ 7', PU & restart w/ 36" bit & ctn out hole, set 10' of 30" conductor pipe & cmt w/ ready mix. Drl out w/ 26" bit to 40' w/ 10.1 mud & Poly Plus. Set & cmt 40' of 16" conductor pipe & pressure cmt w/ Big 4 cmtrs. Slurry pmpd: 225 sx type G w/ 2% Cal Chl 2, 1/4# sx, Flocele @ 15.8 ppg. Good returns thru job w/ cmt back to surf, cmt did not fall, (cmt by Jason Tenny, Pro Petro Services). Drl rat & mouse holes, install cellar ring, final grade location. Cut off conductor for rat hole & 30 bore, location is ready.

Daily Detail:

9/22/2009 Perf Stage 1 (2 gun runs): 13255'-13257', 13243'-13246', 13182'-13186', 13154'-13156', 13045'-13048', 12990'-12996', 12962'-12964', 12918'-12921', 12904'-12906', 12889'-12892', 12858'-12860', 12783'-12785'. Perform Pmp-In Tst.

9/23/2009 Acid flush (no ball action). ISIP: 6097 (frac grad 0.90). Pmp Stage 1: 100 Mesh, 1#-5# w/ 292,371# proppent, 3647 bbls recoverable fluid (max pressure: 7600#). ISIP 6374 (0.9 frac grad). Set plug @ 12710'. Perf Stage 2 (2 gun runs): 12678'-12680', 12658'-12661', 12596'-12598', 12548'-12550', 12512'-12515', 12497'-12500', 12401'-12403', 12342'-12344', 12330'-12333', 12309'-12311', 12261'-12263', 12226'-12230'. Btm set of perfs appear to have communication w/ Stage 1. Acid flush (decent ball action). ISIP: 4683# (0.81 frac grad). Pmp Stage 2: 100 Mesh 1#-5#, w/ 287,068# proppent, 3491 bbls recoverable fluid (max pressure). ISIP: 5364# (0.87 frac grad). Set plug @ 12170'. Perf Stage 3: 12146'-12149', 12137'-12140', 12128'-12131', 12105'-12107', 12045'-12047', 11955'-11958', 11875'-11877', 11854'-11856', 11832'-11834', 11811'-11813', 11780'-11783', 11730'-11732'. Guns mis-fired & perf'd interval 12128'-12131' (not a scheduled interval).

9/24/2009 Acid flush (good ball action): ISIP 4570 (0.82 frac grad). Pmp Stage 3 100 Mesh, 1#-5# w/ 297,195# proppent, 3496 bbls recoverable fluid (max pressure 5804#). ISIP 4570 (0.82 frac grad). Pmp Stage 1: 100 Mesh, 1#-5#. ISIP 5351 (0.88 frac grad). Set plug @ 11574'. Perf Stage 4 (1 gun run): 11496'-11498', 11280'-11284', 11220'-11222', 11192'-11198', 11123'-11125', 11013'-11017', 10924'-10926'. Load ball gun & opn well (break @ 5054#). Acid flush (good ball action). ISIP: 4540 (0.84 frac grad). Pmp Stage 4: 100 Mesh 1#-5# w/ 236,196# proppent, 2831 bbls recoverable fluid (max pressure 5355#). ISIP: 4628 (0.8 frac grad). Set plug @ 10890'. Perf Stage 5: 10834'-10836', 10789'-10791', 10751'-10753', 10733'-10735', 10697'-10699', 10683'-10685', 10672'-10674', 10619'-10621', 10521'-10523'. Shot 4 sets of perfs, then gun shorted resulting 2 gun runs. Rlsd BJ Services & scheduled pmp time for tomorrow morning.

Elk Production LLC Field Activity Report

ROOSEVELT UNIT

RU 28-33 1S-1E-28

9/25/2009 Load ball gun & opn well (break @ 5377#). Acid flush (good ball action). ISIP 4133 (0.82 frac grad). Pmp Stage 5: 100 Mesh, 1#-5# w/ 105,177# proppent & 1626 bbbs recoverable fluid (max pressure 5058#). ISIP 4216# (0.8 frac gradient). Set plug @ 10480' & perf Stage 6 (2 gun runs): 10441'-10449', 10419'-10421', 10364'-10368', 10354'-10356', 10307'-10309', 10269'-10271', 10245'-10247', 10230'-10234', 10186'-10186', 10152'-10154', 10120'-10123', 10095'-10098'. Load ball gun & opn well (break @ 4181#). Acid flush (good ball action). ISIP 3124# (0.74 frac grad). Pmp Stage 6: 100 Mesh, 1#-5# w/ 340,355 proppent, 3659 bbbs recoverable fluid (max press 4514#). ISIP: 3565# (.7 frac grad). Set plug @ 10070' & perf Stage 7: 10048'-10050', 100009'-10012', 9962'-9964', 9923'-9927', 9833'-9836', 9751'-9753', 9702'-9704', 9685'-9688', 9675'-9677'. Load ball gun & open well (no break, taking fluid). Acid flush (good ball action). ISIP 3174# (0.76 frac grad). Pmp Stage 7: 100 Mesh, 1#-5#, w/ 222,896# proppent, 2618 bbbs recoverable fluid (max press 4169#). ISIP 3392# (0.7 frac grad). Flow back fac.

9/28/2009 MIRU Coil Tbg Srvc eqpt. MU Baker tools onto coil. BOPs had to be ND, 4 1/2" mill would not fit in coil lubricator. NU BOPs. Pressure tstd surf eqpt to 5000 psi, tstd good. Started coil in well. RIH to tag sand @ 10042' tbg tally, cld out to CBP @ 10070'. Circ well cln before starting to drl out CBP. Drl'd CBP @ 10059' free, saw no pressure under plug. RIH to tag fill @ 10300'. Cld out fill f/ 10300' to CBP @ 10480'. Circ out sand to drl out plug @ 10480'. Drl'd on CBP @ 10480'. NOTE: took 1800 psi kick after plug was drld free. RIH to tag @ 10810', cld out to CBP @ 10890'. Drlg on CBP @ 10890'.

9/29/2009 Cont drlg on CBP @ 10890'. NOTE: drld on plug for 3.45 hrs. POOH w/ coil tbg & mill. Chgd out mills (mill pulled f/ well was smooth). RIH to tag CBP @ 10890', cont drlg on plug. Saw no kick after plug was drld free. RIH to tag CBP @ 11574'. Circ sand f/ well bore. Drl'd CBP 11574' free, took 1200 psi kick drlg out plug. RIH, tag'd CBP @ 12170' & circ well cln. Drl'd out CBP @ 12170', took 1200 psi kick drlg out plug. NOTE: Saw heavy gas after plug was drld out. RIH to tag CBP @ 12710', circ well cln. Drl'd CBP @ 12710'. Saw no kick after drlg out plug. RIH to tag fill @ 13330'. Cld out to PBTD 13410'. Circ well cln. Pmp'd two 20 bbbs gel sweeps @ 15 min apart. POOH w/ coil tbg & mill, pmp'd 2.5 bpm as tbg was pulled f/ well to surf. RD coil tbg unit. Turned well over to flow crew to continue flow tstg well. NOTE: Well f/w'd on 32/64" chk as it cld out to PBTD.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4691
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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: UTE 7. UNIT or CA AGREEMENT NAME: ROOSEVELT
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1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: ROOSEVELT U 28-33
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2. NAME OF OPERATOR: ELK PRODUCTION, LLC	9. API NUMBER: 43047381420000
--	---

3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 , Denver, CO, 80202	PHONE NUMBER: 303 296-4505 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
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4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178 FSL 1846 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 28 Township: 01.0S Range: 01.0E Meridian: U	COUNTY: Uintah STATE: UTAH
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11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
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<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 checked="" type="checkbox"/> DRILLING REPORT Report Date: 10/21/2009	<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 checked="" type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 Flow tested well. Put well on production 10/2/2009. On 10/12/09, attempted to put well on pump. Could not stop well from flowing. Flowing well.

Accepted by the
 Utah Division of
 Oil, Gas and Mining
FOR RECORD ONLY
 October 21, 2009

NAME (PLEASE PRINT) Karin Kuhn	PHONE NUMBER 303 296-4505	TITLE Sr. Engineering Technician
SIGNATURE N/A	DATE 10/21/2009	

Elk Production LLC Field Activity Report

ROOSEVELT UNIT

RU 28-33 1S-1E-28

GR/WS

1S 1E 28 NWSE

4PUD

43-047-38142-00-0

SYNOPSIS: 10/12/09 to 10/15/09: Attempt to install prod eqpt; well kept flwg. Return well to flow.

Work began 9/22/09 to perf and frac stimulate the subject well. Used 3.125 guns, 4 SPF for all stages. Perf'd Stage 1: 12783'-13257', 136 shots total. Frac Stage 1: Acdz w/ 3192 gals 15% HCl w/ 400 ball sealers, 24,125 gals Pad, 102,996 gals treating fluid, 292,371# proppant (100 Mesh, 20/40). Set plug @ 12740'. Perf Stage 2: 12227'-12681', 120 shots total. Frac Stage 2: Acdz w/ 2814 gals 15% HCl w/ 330 ball sealers, 24,671 gals Pad, 10,373 gals treating fluid, 287,068# proppant (100 Mesh, 20/40). Set plug @ 12190'. Perf Stage 3: 11731'-12150', 128 shots total. Frac Stage 3: Acdz w/ 4301 gals 15% HCl w/ 350 ball sealers, 24,100 gals Pad, 112,745 gals treating fluid, 297,195# proppant (100 Mesh, 20/40). Set plug @ 11574'. Perf Stage 4: 10926'-11501', 88 shots total. Frac Stage 4: Acdz w/ 3234 gals 15% HCl w/ 300 ball sealers, 24,158 gals Pad, 84,715 treating fluid, 236,196# proppant (100 mesh, 20/40). Set plug @ 10890'. Perf Stage 5: 10523'-10838', 72 shots total. Frac Stage 5: Acdz w/ 3276 gals 15% HCl w/ 200 ball sealers, 19,782 gals Pad, 39,166 gals treating fluid, 105,177# proppant (100 Mesh, 20/40). Set plug @ 10480'. Perf Stage 6: 10050'-10450', 164 shots total. Frac Stage 6: Acdz w/ 4158 gals 15% HCl w/ 350 ball sealers, 22,907 gals Pad, 127,726 gals treating fluid, 340,355# proppant (100 Mesh, 20/40). Set plug @ 10030'. Perf Stage 7: 9675'-10012', 92 shots total. Frac Stage 7: Acdz w/ 2898 gals 15% HCl w/ 300 ball sealers, 21,269 gals Pad, 80,877 gals treating fluid, 222,896# proppant (100 Mesh, 20/40). Drl'd out plugs and cleaned out well bore to 13410' PBTD. Flow back frac. Well on prod 10/2/09.

Log Well: MIRU Key Energy Rig #954. Drl'd out cmt f/ 8093' to DV tool @ 8111'. Cleaned out well to 13,421'. RU Schlumberger, run logs f/ 13,410' to 5,010'. Ran CCL/CBL/VDL log f/ 13,410' to 2,220'. RDMO Schlumberger Wireline. Currently evaluating logs. Drilled out the float shoe @ 13412'. Pressure tested well to 3500 psi for 15 min, good test. Circulated hole clean. Pull out of hole with tubing; fill well with 2% KCL water. Shut well in. Wait on completion rig. Plan to perforate and frac well in approximately 30 days.

Production Casing: Nipple up and test all safety equipment. Drill out cement at 2545', float and shoe. Drill new formation from 2605' to 13620' (TD). Reached TD on 2/15/2009. Set 5 1/2", 23#, P110 production casing @ 13611'. Cement 5 1/2" casing with 1st Stage Lead: 1150 sx Premium Lite II HS, Tail: 200 sx Premium Lite II HS, drop plug, circulate cement. Opened DV Tool. 2nd Stage Lead: 715 sx Premium Lite II Plus, Tail: 180 sx Premium Lite II HS, bumped plug, float held, circulated cement. Released drilling rig. Currently waiting on completion rig.

Surface Casing: Moved in, rigged up DHS Rig #1. Rotary spud well on 1/15/09. Drilled 12 1/4" hole from 40' to 2605'. Set 9 5/8", 36#, surface casing @ 2599'. Rig up BJ and cement 9 5/8" surface casing with Lead: 569 sx Type G @ 15.8 ppg (156 bbls), Tail: 571 sx Type G with 1% calcium @ 15.8 ppg (155 bbls). Dropped plug. Waiting on cement, prepare to nipple up BOPE.

Dry spudded well on 12/23/08. MIRU Peter Martin Drilling; begin drlg w/ 26" bit, drl t/ 9' hole caving & wtr @ 7', PU & restart w/ 36" bit & ctn out hole, set 10' of 30" conductor pipe & cmt w/ ready mix. Drl out w/ 26" bit to 40' w/ 10.1 mud & Poly Plus. Set & cmt 40' of 16" conductor pipe & pressure cmt'd w/ Big 4 cmtrs. Slurry pmp'd: 225 sx type G w/ 2% Cal Chl 2, 1/4# sx, Flocele @ 15.8 ppg. Good returns thru job w/ cmt back to surf, cmt did not fall, (cmt by Jason Tenny, Pro Petro Services). Drl rat & mouse holes, install cellar ring, final grade location. Cut off conductor for rat hole & 30 bore, location is ready.

Daily Detail:

- 10/12/2009 Moved rig & eqpt to location. Spot'd rig in place; set eqpt to side of location. WOO. RU rig. Flwd well to flow-back tank to blow well dn to removed frac tree & install BOPs w/ no luck. Well started flwg harder. Well was turned backed to flow crew to cont flow tstg.
- 10/13/2009 Opn well to flow-back tank. Bled off pressure. MIRU D&M Hot Oil truck. Pmp'd 30 BW dn csg. ND frac vlv. NU BOPs. Well started flwg. Waited for oil transport to load oil to sell. Spot'd pipe racks & catwalk. Moved 220 jts onto racks. Waited for well to bled off head, but well started flwg stronger. Turned well back to flow crew.
- 10/14/2009 Moved catwalk away f/ WH. MIRU Cudd Well Control snub unit. PU & RIH w/ 2 7/8" tbg, landed tbg on hanger. NOTE: well died then started flwg. RDMO Cudd Well Control. NUD BOPs, NU WH flange. MIRU D&M Hot Oil, filled tbg w/ 47 bbls 2% KCL wtr. RDMO D&M. MIRU Delsco slick line truck. Punch fish plug f/ X-nipple, could not pull plug. RU swab. Made 3 runs to lower FL in tbg to 1600'. RD Delsco Slickline. RIH, tag'd fluid @ 900'. Sheared tool trying to latch plug. POOH, redressed tool. RIH, fished plug. NOTE: plug was full of dirt & small rocks. Well would not flow up tbg. SICP 290 psi. TP 0 psi. No blow seen. SWIFN to build pressure, rlsd flow hand for night.
- 10/15/2009 SITP 700 psi, SICP 800 psi. Opn well to flow back tank. Well started flwg up tbg. Turned well over to flow man. WOO. RDMO.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No.
14-20-H62-4691

6. If Indian, Allottee or Tribe Name
Ute Indian Tribe,
7. Unit or CA Agreement Name and No.
Roosevelt Unit B92000886A
8. Lease Name and Well No.
Roosevelt Unit 28-33

9. API Well No.
43-047-38142

10. Field and Pool or Exploratory
Bluebell/Wasatch
11. Sec., T., R., M., on Block and
Survey or Area NWSE
Section 28-18-1E

12. County or Parish
Uintah County
13. State
UT

17. Elevations (DF, RKB, RT, GL)*
5315' GL, 5342' KB

20. Depth Bridge Plug Set:
MD
TVD

22. Was well cored? No Yes (Submit analysis)
Was DST run? No Yes (Submit report)
Directional Survey? No Yes (Submit copy)

23. Casing and Liner Record (Report all strings set in well)

1a. Type of Well Oil Well Gas Well Dry Other
b. Type of Completion: New Well Work Over Deepen Plug Back Diff. Resvr.,
Other: _____

2. Name of Operator
Eik Production, LLC

3. Address 1401 17th Street, Suite 700
Denver, CO 80202

3a. Phone No. (include area code)
303-296-4505

4. Location of Well (Report location clearly and in accordance with Federal requirements)*
At surface 2178' FSL, 1846' FEL
At top prod. interval reported below 2178' FSL, 1846' FEL
At total depth 2178' FSL, 1846' FEL

14. Date Spudded 12/23/2008
15. Date T.D. Reached 02/15/2009
16. Date Completed 10/02/2009
 D & A Ready to Prod.

18. Total Depth: MD 13620'
TVD
19. Plug Back T.D.: MD 13412'
TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each) *MUD LOG*
CBL/CCL/GR, CN/DEN, ResSat/CCL/GR, Res/Por-GR-SP-Cal, Lith/CN/Lat, HCal-GR-SP

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cement Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26"	20"		0'	40'		225		0'	0
12.25"	9 5/8"	36#	0"	2599'		1320sx Class G	498.3	0'	0'
8.75"	5.5" P110	23#	0'	13608'		2245sx PLIHS	1528.74	0' - Circ/CBL	0'

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2 7/8"	7020.79'							

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) Wasatch			9675'-13257'	3 1/8"	776	Open
B)						
C)						
D)						

Depth Interval	Amount and Type of Material
	See Attached Sheet for Fracture Treatment

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
10/2/09	10/5/09	24	→	318		360			Flowing
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	
26/64	SI	120	→	318		360		Producing	

RECEIVED
OCT 21 2009

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	
	SI		→						

DIV. OF OIL, GAS & MINING

*(See instructions and spaces for additional data on page 2)

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	

29. Disposition of Gas (Solid, used for fuel, vented, etc.)

Vented. Waiting on gas sales pipeline hookup.

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof. Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Meas. Depth
				Duchesne River Ulnia	Surface 2631'
				Green River Mahogany Marker	5535' 8421'
				Lower Green River Wasatch	8472' 9531'
				Lower Wasatch	11580'

32. Additional remarks (include plugging procedure):

33. Indicate which items have been attached by placing a check in the appropriate boxes:

- Electrical/Mechanical Logs (1 full set req'd)
 Geologic Report
 DST Report
 Directional Survey
 Sundry Notice for plugging and cement verification
 Core Analysis
 Other: Fracture Treatment Summary

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions)*

Name (please print) Karin Kuhn Title Sr. Engineering Technician
 Signature *Karin Kuhn* Date 10/21/2009

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

Roosevelt Unit 28-33
NWSE Sec. 28-T1S-R1E
API - 43-047-38142

Formation Treatment: 9-21-09 thru 9-24-09

Stage I

PERFS: 12,783-13,257; 4 SPF, 0.38", 136 Shots Total

Fractured the Wasatch Formation - As measured totals: Pad 24,125 gals, Treating Fluid 102,996 gals, Flush 11,378 gals; White, 100M Sand 12,070 lbs, TerraProp Plus, 20/40 280,301 lbs - MTP @ 7640 psi - ATP @ 7224 psi - Max Rate @ 60 bpm - Frac Grad @ 0.902 psi/ft - ISIP 12121

Stage II

PERFS: 12,226-12,680; 4 SPF, 0.38", 120 Shots Total

Fractured the Wasatch Formation - As measured totals: Pad 24,671 gals, Treating Fluid 101,373 gals, Flush 10,798 gals; White, 100M Sand 11,470 lbs, TerraProp Plus, 20/40 275,598 lbs - MTP @ 6656 psi - ATP @ 6189 psi - Max Rate @ 61 bpm - Frac Grad @ 0.81 psi/ft - ISIP 10765

Stage III

PERFS: 11,730-12,149; 4 SPF, 0.38", 116 Shots Total

Fractured the Wasatch Formation - As measured totals: Pad 24,100 gals, Treating Fluid 112,745 gals, Flush 10,437 gals; White, 100M Sand 11,975 lbs, TerraProp Plus, 20/40 285,220 lbs - MTP @ 5736 psi - ATP @ 5616 psi - Max Rate @ 51 bpm - Frac Grad @ 0.82 psi/ft - ISIP 10529

Stage IV

PERFS: 10,924-11,498; 4 SPF, 0.38", 88 Shots Total

Fractured the Wasatch Formation - As measured totals: Pad 24,158 gals, Treating Fluid 84,715 gals, Flush 9,723 gals; White, 100M Sand 7,507 lbs, TerraProp Plus, 20/40 228,689 lbs - MTP @ 5357 psi - ATP @ 4700 psi - Max Rate @ 41 bpm - Frac Grad @ 0.839 psi/ft - ISIP 9490

Stage V

PERFS: 10,521-10,836; 4 SPF, 0.38", 72 Shots Total

Fractured the Wasatch Formation - As measured totals: Pad 19,782 gals, Treating Fluid 39,166 gals, Flush 9,379 gals; White, 100M Sand 4,600 lbs, Tempered LC, 20/40 100,577 lbs - MTP @ 4757 psi - ATP @ 4442 psi - Max Rate @ 31 bpm - Frac Grad @ 0.821 psi/ft - ISIP 8847

Stage VI

PERFS: 10,095-10,444; 4 SPF, 0.38", 152 Shots Total

Fractured the Wasatch Formation - As measured totals: Pad 22,907 gals, Treating Fluid 127,726 gals, Flush 8,988 gals; White, 100M Sand 15,400 lbs, Tempered LC, 20/40 324,955 lbs - MTP @ 4386 psi - ATP @ 4194 psi - Max Rate @ 53 bpm - Frac Grad @ 0.738 psi/ft - ISIP 8019

Stage VII

PERFS: 9,675-10,050; 4 SPF, 0.38", 92 Shots Total

Fractured the Wasatch Formation - As measured totals: Pad 21,269 gals, Treating Fluid 80,877 gals, Flush 8,610 gals; White, 100M Sand 8,225 lbs, Tempered LC, 20/40 214,671 lbs - MTP @ 3921 psi - ATP @ 3723 psi - Max Rate @ 47 bpm - Frac Grad @ 0.757 psi/ft - ISIP 7653

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4691
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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: UTE 7. UNIT or CA AGREEMENT NAME: ROOSEVELT
--	--

1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: ROOSEVELT U 28-33
------------------------------------	--

2. NAME OF OPERATOR: ELK PRODUCTION, LLC	9. API NUMBER: 43047381420000
--	---

3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 , Denver, CO, 80202	PHONE NUMBER: 303 296-4505 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
---	--	--

4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178 FSL 1846 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 28 Township: 01.0S Range: 01.0E Meridian: U	COUNTY: Uintah STATE: Utah
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11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 10/2/2009	<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 checked="" type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER:

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

Produced water from the subject well is trucked by LaPoint Recycle, LaPoint, Utah, or RN Industries, Roosevelt, Utah, to their nearby commercial evaporating pits.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 November 17, 2009

NAME (PLEASE PRINT) Karin Kuhn	PHONE NUMBER 303 296-4505	TITLE Sr. Engineering Technician
SIGNATURE N/A	DATE 11/12/2009	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4691
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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: UTE 7. UNIT or CA AGREEMENT NAME: ROOSEVELT
--	--

1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: ROOSEVELT U 28-33
------------------------------------	--

2. NAME OF OPERATOR: ELK PRODUCTION, LLC	9. API NUMBER: 43047381420000
--	---

3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 , Denver, CO, 80202	PHONE NUMBER: 303 296-4505 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
---	--	--

4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178 FSL 1846 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 28 Township: 01.0S Range: 01.0E Meridian: U	COUNTY: Uintah STATE: Utah
---	---

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input checked="" type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER:
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 12/2/2009			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 The subject well was flowing gas through a gas sales pipeline on 12/2/2009.

Accepted by the
 Utah Division of
 Oil, Gas and Mining
FOR RECORD ONLY
 December 09, 2009

NAME (PLEASE PRINT) Karin Kuhn	PHONE NUMBER 303 296-4505	TITLE Sr. Engineering Technician
SIGNATURE N/A	DATE 12/9/2009	

CONFIDENTIAL

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4692
2. NAME OF OPERATOR: Elk Production, LLC		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute Tribe
3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME: Roosevelt Unit
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178' FSL & 1846' FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 28 1S 1E		8. WELL NAME and NUMBER: Roosevelt Unit 28-33
PHONE NUMBER: (303) 296-4505		9. API NUMBER: 4304738142
COUNTY: Uintah STATE: UTAH		10. FIELD AND POOL, OR WILDCAT: Bluebell

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: 7/13/2010	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input checked="" type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

Work began 6/28/10; recompleted to Green River formation. Set BP at 9576' and perf'd from 9139' - 9511' (152 holes). Perfs treated with 10,000 gal 15% HCl & 300 bio-balls. Packer set at 8980'. Began producing from the Green River only on 7/13/10.

The plan is to produce from the deeper part of the Green River to evaluate potential, and then complete the second shallower part of the Green River. Once both zones have been tested, then the plugs will be removed and the Green River and Wasatch formations commingled.

NAME (PLEASE PRINT) <u>Merrell Olsen</u>	TITLE <u>Engineer I</u>
SIGNATURE <u><i>Merrell Olsen</i></u>	DATE <u>7/20/2010</u>

(This space for State use only)

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JUL 21 2010

ENTITY ACTION FORM

Operator: Elk Production, LLC Operator Account Number: N 2650
 Address: 1401 17th Street, Suite 700
city Denver
state CO zip 80202 Phone Number: (303) 296-4505

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304738142	Roosevelt Unit 28-33		NWSE	28	1S	1E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
C	221	13586				7/13/10	
Comments: <u>Recompleted to the Green River, producing from Green River only as of 7/13/2010.</u> 7/23/10							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
Comments:							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
Comments:							

ACTION CODES:

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

Merrell Olsen

Name (Please Print)

Merrell Olsen

Signature

Engineer I

Title

7/19/10
Date

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JUL 19 2010

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: 14-20-H62-4692
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: Ute Tribe
		7. UNIT OR CA AGREEMENT NAME: Roosevelt Unit
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____	8. WELL NAME and NUMBER: Roosevelt Unit 28-33	
2. NAME OF OPERATOR: Elk Production, LLC		9. API NUMBER: 4304738142
3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 CITY Denver STATE CO ZIP 80202	PHONE NUMBER: (303) 296-4505	10. FIELD AND POOL, OR WILDCAT: Bluebell
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178' FSL & 1846' FEL		COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 28 1S 1E		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>8/15/2010</u> <input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input checked="" type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

With this Sundry Notice, Elk Production LLC is requesting authority to commingle Wasatch and Green River production in the referenced well bore. Elk plans to set a bridge plug @ approximately 9630', and then perf and test the Green River formation from 9139' to 9511'. The well was originally drilled and cased to a total depth of 13620' in the Wasatch formation. The well was completed in and has produced from the Wasatch formation since completion. Upon approval of this commingling request and at the appropriate time as provided on the attached allocation method (Exhibit 1 attached), Elk plans to drill out the plug separating the Green River and Wasatch producing formations and thereby commingle the combined production in the wellbore.

Elk Production LLC has complied with Utah DOG&M Rule R649-3-22 by sending a copy of this application and to the owners of all contiguous oil and gas leases and drilling units adjacent to this well and the overlying pools to be commingled along with a plat showing the relative offsetting wells and leases/drilling units.

The proposed commingling action will have no adverse affect on the royalty owners for this well, because all the royalty owner share of production from the well is allocated to the Green River and Wasatch formation participating areas on an acreage basis pursuant to terms of the Roosevelt Unit Agreement, dated November 7, 1950. CONTINUED ON ATTACHED PAGE TWO.

NAME (PLEASE PRINT) <u>Merrell Olsen</u>	TITLE <u>Engineer I</u>
SIGNATURE	DATE <u>7/19/2010</u>

(This space for State use only)

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

Date: 8/16/10
By:

(5/2000)

Federal Approval Of This
Action Is Necessary

COPY SENT TO OPERATOR

(See instructions on Reverse Side)

Date: 8-25-2010
Initials: KS

RECEIVED
JUL 21 2010

DIV. OF OIL, GAS & MINING

Roosevelt Unit 28-33
API: 4304738142
Roosevelt Unit #892000886A
NWSE Section 28-T1S-R1E
Uintah County, UT
Page 2 Sundry Notice

CONTINUED FROM SUNDRY NOTICE.

These participating areas cover identical lands and leases. The royalty owners and royalty percentage is consistent for both zones being commingled. Elk Production LLC has advised the unit's largest royalty owner, the Ute Indian Tribe, of the proposed commingling and the commingling allocation method between the two participating areas. The Ute Tribe has consented to the same as stated on the attached letter (Exhibit 2 attached).

Section 10 of the Roosevelt Unit Agreement provides for the working interest portion of such unit production, which shall include overriding royalties, to be governed by the provisions of the Roosevelt Unit Operating Agreement. The Roosevelt Unit Operating Agreement was amended by the following to create "working interest" drilling units within the Roosevelt Unit which control working interest and overriding royalty allocations:

- a) Letter Agreement dated April 27, 1983 which created five Wasatch formation drilling units; and
- b) Segregation Agreement dated March 1, 1984 which created multiple Green River formation drilling units.

Elk Production, LLC is the controlling working interest owner in the drilling units covering both the Green River and Wasatch formations in the well bore to be commingled. In the event that Elk Production LLC determines there is a discrepancy in the overriding royalty calculations for the applicable Green River and Wasatch formation drilling units, Elk Production, LLC will pay the higher of the overriding royalty percentages pursuant the Roosevelt Unit and Unit Operating Agreement, amended from whichever Pool (Green River or Wasatch) is determined to have the highest attributable rate for the affected overriding royalty owner(s) for the *total volume of the commingled production stream*.

For production reporting purposes, production will be allocated to the Green River and Wasatch formation participating areas based on a ratio of (1) Wasatch production prior to commingling and (2) Green River production after it has stabilized (estimate two to three months) as set forth on the said detailed Roosevelt Unit – Commingling Allocation Methods Wasatch and Green River and attached as Exhibit 1.

EXHIBIT 1

Roosevelt Unit – Commingling Allocation Methods Wasatch and Green River

It is assumed that the Wasatch and the Green River will be completed separately in all well bores. The Wasatch, being the lower most pay, will be completed first and will be produced to some point where it makes economic sense to add the Green River production to the Wasatch. This will usually be a time period of up to one year, depending on the production rate obtained from the Wasatch. In any event, the well will undoubtedly be producing at a constant straight line decline at that time. The Green River will be completed after isolating the Wasatch from the upperhole Green River and under normal circumstances the Green River would be produced until the production has leveled out at a constant straight line decline. Commingling of the Wasatch and Green River will occur at a point in time where the "flush" production will have been obtained and well work can occur with minimal expense and well control issues.

Allocation of production by zone will be based as follows:

1. For wells drilled prior to 2005 that have a long history of Wasatch production, the allocation will be based on a formula where the Denominator will be the sum of the Wasatch producing rate at the time of commingling and the Green river producing rate at the time of commingling where the Green River production is on the straight line decline portion of the production curve. The Numerator will be the Wasatch producing rate mentioned above for the allocated Wasatch production and the Green River producing rate mentioned above.

$$\text{Wasatch} = \frac{\text{BOPD}_{\text{Wasatch}}}{\text{BOPD}_{\text{Wasatch}} + \text{BOPD}_{\text{Green River}}} * \text{Total well BOPD}$$

$$\text{Green River} = \frac{\text{BOPD}_{\text{Green River}}}{\text{BOPD}_{\text{Wasatch}} + \text{BOPD}_{\text{Green River}}} * \text{Total well BOPD}$$

2. For wells drilled after 2005, the BOPD rates will be taken at the point where the straight line decline occurs after a normalized time span (ie: three months after initial production from the individual interval, or four or five months, what ever gives practical results).
3. The ratios derived above will be used as the allocation between the Wasatch and the Green River as long as the wells are not "uncommingled" for whatever reason. If necessary, a new allocation may be required if work is performed one interval and not the other.

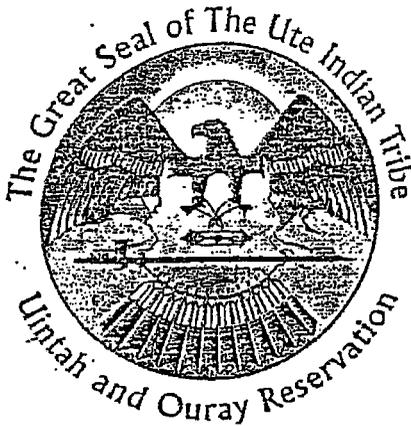


EXHIBIT 2

UTE INDIAN TRIBE

Energy and Minerals Department

P.O. Box 70
988 South 7500 East
Fort Duchesne, Utah 84026

Phone: 435-725-4040
Fax: 435-722-9270
Email: energy_minerals@utetribes.com

March 21, 2007

Ms. Dinah Peltier, Acting Superintendent
Bureau of Indian Affairs
PO Box 130
Fort Duchesne, UT 84026

Bureau of Land Management
Attn: Mr. Jerry Kenczka
170 South 500 East
Vernal, UT 84078

Subject: Commingling Production from the Wasatch and Green River Formations
Roosevelt Unit
Uintah County, Utah

Dear Ms. Peltier and Mr. Kenczka,

Please be advised that the Ute Indian Tribe ("Tribe") has reviewed the proposal of Elk Production, LLC ("Elk") to downhole commingle the oil and gas produced from the Wasatch and Green River formations in select wellbores located in the Roosevelt Unit.

This is notice that the Tribe consents to the commingling as proposed by Elk. The attachment hereto titled "Roosevelt Unit - Commingling Allocation Methods Wasatch and Green River" sets forth the method of allocating the commingled production by zone. It is understood that all payments to the Tribe will be made in accordance with Mineral Management Service regulations.

If you should have any questions regarding this please call Lynn Becker at 435-722-4972 or Sam Kuntz at 435-725-4962.

Sincerely yours,

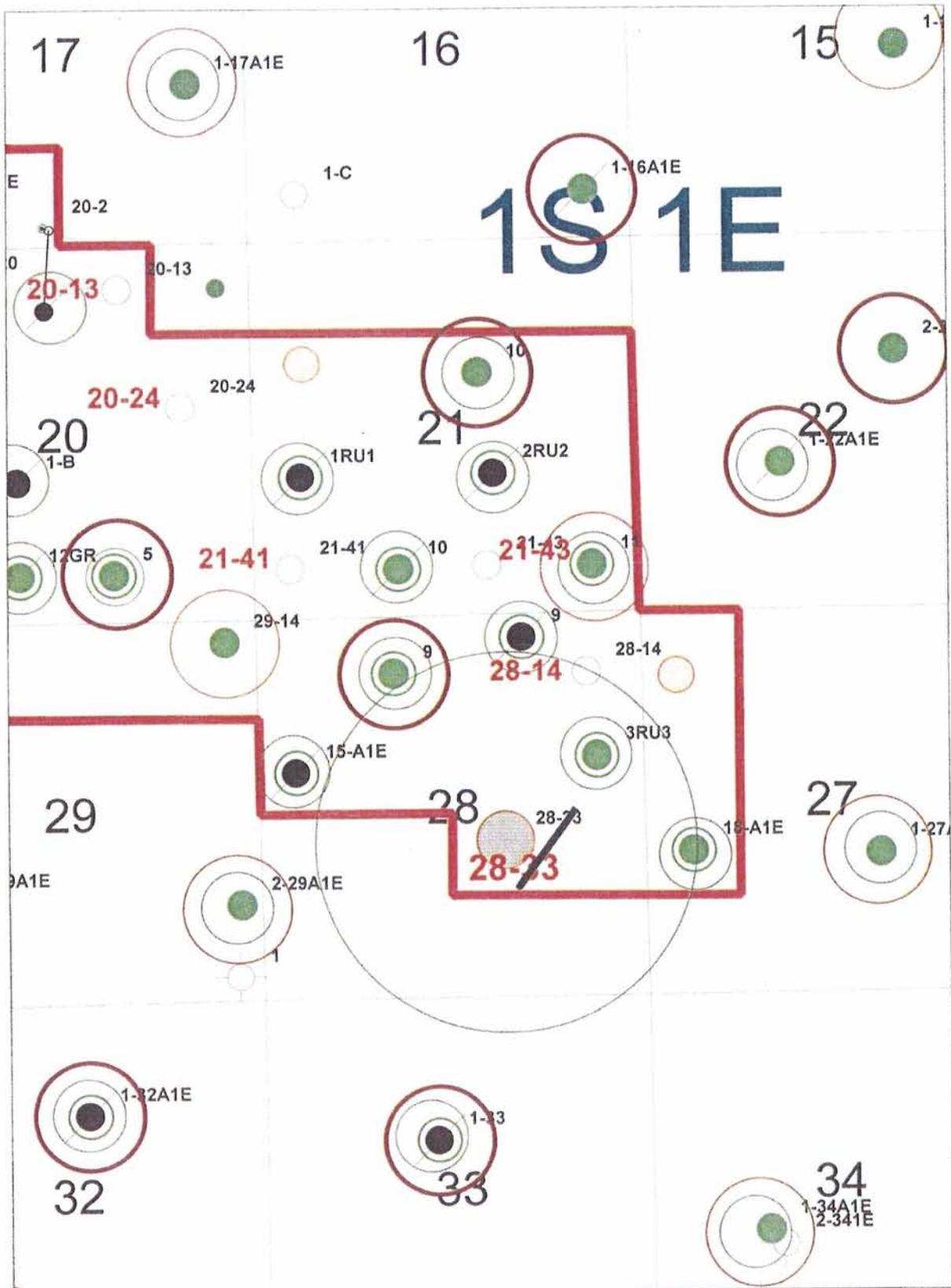
Maxine Natchees
Chairman, Ute Indian Tribe

Roosevelt Unit 28-33
4304738142
NWSE Section 28-1S-1E

Owners Within One-Half (1/2) Mile

Elk Production, LLC (Operator).
1401 17th Street, Suite 700
Denver, CO 80202

El Paso Corporation
1099 18th Street
Denver, Colorado 80202



- GRNRVPRODUCER
 - Straight hole well
- WSTCPRODUCER
 - Straight hole well
- Roosevelt Unit
 - Line
- 1 MILE DRAINAGE
 -

DELEK ENERGY US

Delek Energy US

UINTA BASIN
ROOSEVELT UNIT 28-33

Author:	Date:	#2/25, 2010
1 MILE DRAINAGE RU28-33	Scale: 2000'	

CONFIDENTIAL

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

AMENDED REPORT (highlight changes)

FORM 8

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL [X] GAS WELL [] DRY [] OTHER []
b. TYPE OF WORK: NEW WELL [] HORIZ. LATS. [] DEEP-EN [] RE-ENTRY [] DIFF. RESVR. [X] OTHER []

2. NAME OF OPERATOR: Elk Production, LLC

3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 70 CITY Denver STATE CO ZIP 80202
PHONE NUMBER: (303) 296-4505

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 2178' FSL & 1846' FEL
AT TOP PRODUCING INTERVAL REPORTED BELOW: 2178' FSL & 1846' FEL
AT TOTAL DEPTH: 2178' FSL & 1846' FEL

5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4692
6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute Tribe
7. UNIT or CA AGREEMENT NAME: Roosevelt Unit
8. WELL NAME and NUMBER: Roosevelt Unit 28-33
9. API NUMBER: 4304738142
10. FIELD AND POOL, OR WILDCAT: Bluebell
11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 28 1S 1E
12. COUNTY: Uintah 13. STATE: UTAH

14. DATE SPUNNED: 12/23/2008 15. DATE T.D. REACHED: 2/15/2009 16. DATE COMPLETED: 10/2/2009
ABANDONED [] READY TO PRODUCE [X] 17. ELEVATIONS (DF, RKB, RT, GL): 5315' GL, 5342' KB

18. TOTAL DEPTH: MD 13,620 TVD 19. PLUG BACK T.D.: MD 13,410 TVD 20. IF MULTIPLE COMPLETIONS, HOW MANY? * 2
21. DEPTH BRIDGE PLUG SET: MD 9,630 TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
n/a RSL, PP, CBL, CCL, Temp, CN, PEX, LD, HPLA, Mud
23. WAS WELL CORED? NO [X] YES [] (Submit analysis)
WAS DST RUN? NO [X] YES [] (Submit report)
DIRECTIONAL SURVEY? NO [X] YES [] (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

Table with 10 columns: HOLE SIZE, SIZE/GRADE, WEIGHT (#/ft.), TOP (MD), BOTTOM (MD), STAGE CEMENTER DEPTH, CEMENT TYPE & NO. OF SACKS, SLURRY VOLUME (BBL), CEMENT TOP **, AMOUNT PULLED

25. TUBING RECORD

Table with 9 columns: SIZE, DEPTH SET (MD), PACKER SET (MD), SIZE, DEPTH SET (MD), PACKER SET (MD), SIZE, DEPTH SET (MD), PACKER SET (MD)

26. PRODUCING INTERVALS

Table with 10 columns: FORMATION NAME, TOP (MD), BOTTOM (MD), TOP (TVD), BOTTOM (TVD), INTERVAL (Top/Bot - MD), SIZE, NO. HOLES, PERFORATION STATUS

27. PERFORATION RECORD

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

Table with 2 columns: DEPTH INTERVAL, AMOUNT AND TYPE OF MATERIAL

29. ENCLOSED ATTACHMENTS:

Electrical/Mechanical Logs [], Geological Report [], DST Report [], Directional Survey [], Sundry Notice for Plugging and Cement Verification [], Core Analysis [], Other: Fed Compl. [X]

30. WELL STATUS:

PR

RECEIVED

AUG 1 6 2010

DIV. OF OIL, GAS & MINING

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 7/6/2010		TEST DATE: 7/6/2010		HOURS TESTED: 11		TEST PRODUCTION RATES: →	OIL – BBL: 119	GAS – MCF: 0	WATER – BBL: 0	PROD. METHOD: Flowing
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS: Producing

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED: 8/5/2010		TEST DATE: 8/5/2010		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD: Pumping
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL: 33	GAS – MCF: 15	WATER – BBL: 19	INTERVAL STATUS: Producing

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

33. SUMMARY OF POROUS ZONES (Include Aquifers): Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.					34. FORMATION (Log) MARKERS:				
---	--	--	--	--	-------------------------------------	--	--	--	--

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)

35. ADDITIONAL REMARKS (Include plugging procedure)

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

NAME (PLEASE PRINT) Merrell Olsen TITLE Engineer I
 SIGNATURE _____ DATE 8/12/2010

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- re completing to a different producing formation
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
 1594 West North Temple, Suite 1210
 Box 145801
 Salt Lake City, Utah 84114-5801
 Phone: 801-538-5340
 Fax: 801-359-3940

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4691
---	---

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: UTE 7. UNIT or CA AGREEMENT NAME: ROOSEVELT
--	--

1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: ROOSEVELT U 28-33
------------------------------------	--

2. NAME OF OPERATOR: ELK PRODUCTION, LLC	9. API NUMBER: 43047381420000
--	---

3. ADDRESS OF OPERATOR: 1401 17th Street, Suite 700 , Denver, CO, 80202	PHONE NUMBER: 303 296-4505 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
---	--	--

4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178 FSL 1846 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 28 Township: 01.0S Range: 01.0E Meridian: U	COUNTY: UINTAH STATE: UTAH
---	---

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 9/24/2010	<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 checked="" 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 type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

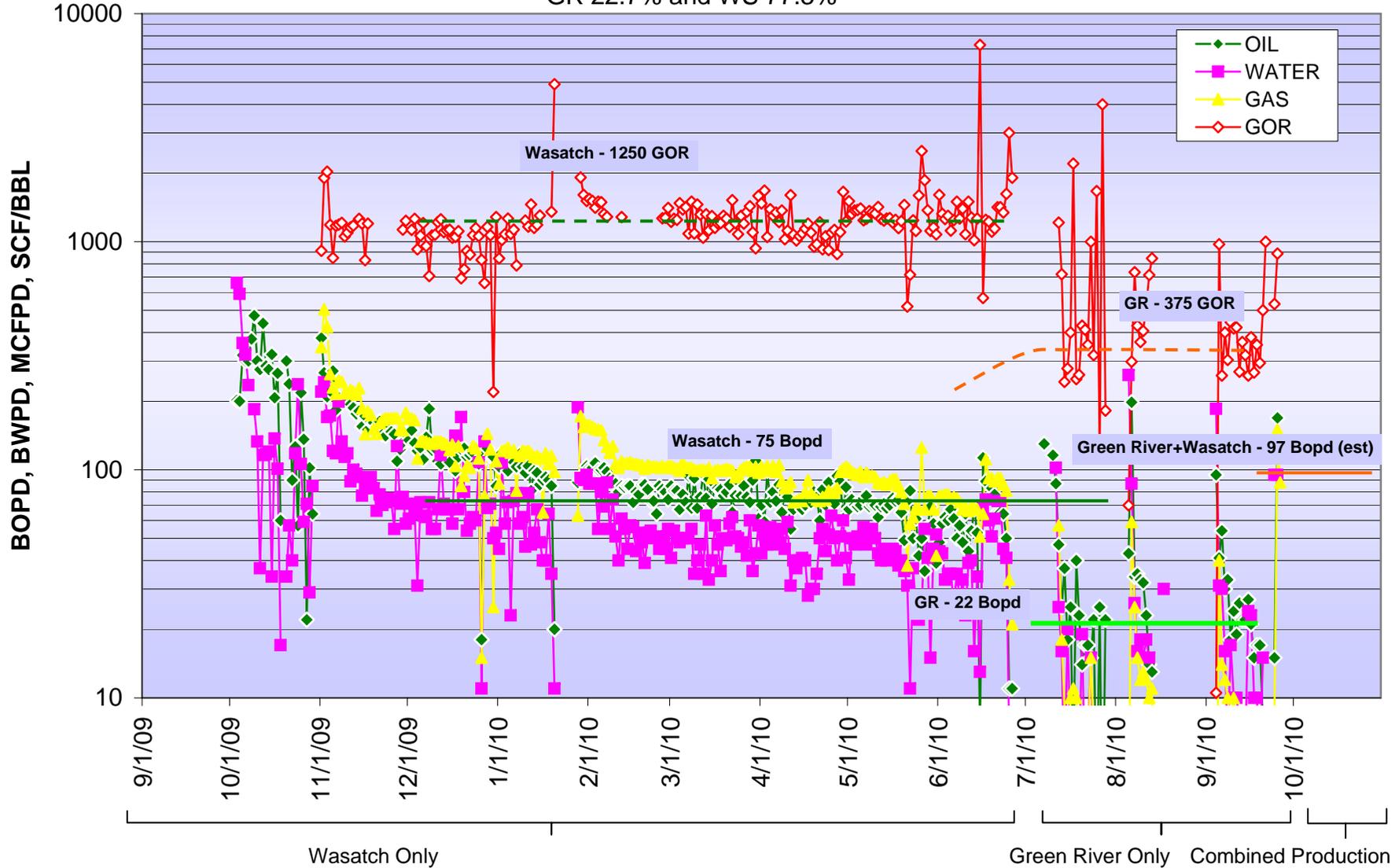
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Work began on 9/21/10 to commingle the Green River and Wasatch producing zones. The removable bridge plug that was set between the Green River and Wasatch perforations (at 9576 feet) was removed from the wellbore on 9/23/10 and production from the commingled zones began 9/24/10. El allocated production between the zones as follows: Green River - 22.7% Wasatch 77.3%. Please see attached production allocation chart.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
October 07, 2010

NAME (PLEASE PRINT) Merrell Olsen	PHONE NUMBER 303 339-1919	TITLE Engineer I
SIGNATURE N/A	DATE 10/4/2010	

Roosevelt Unit - RU 28-33 - Production Split Information
 GR 22.7% and WS 77.3%



RECEIVED October 04, 2010

C

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

FORM 6

ENTITY ACTION FORM

Operator: Elk Production, LLC Operator Account Number: N 2650
Address: 1401 17th Street, Suite 700
city Denver
state CO zip 80202 Phone Number: (303) 296-4505

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304738142	Roosevelt Unit 28-33		NWSE	28	1S	1E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
C	13586	see below				9/30/10	
Comments: Commingled the Green River and Wasatch formation production as of 9/24/2010. <u>GRRU = 13586 WSTC = 221 PER UNIT PARTICIPATING AREAS</u>							

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Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
Comments:							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
Comments:							

ACTION CODES:

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

Mervell Olsen

Name (Please Print)

[Signature]
Signature

Engineer I
Title

9-27-10
Date

RECEIVED

SEP 27 2010

DIV. OF OIL, GAS & MINING

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

ROUTING
 1. CDW

Change of Operator (Well Sold)

X - Operator Name Change/Merger

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

6/8/2011

FROM: (Old Operator): N2650-Elk Production, LLC 1401 17th Street, Suite 700 Denver, CO 80202 Phone: 1 (303) 296-4505	TO: (New Operator): N3770-Elk Production Uintah, LLC 1099 18th Street, Suite 2300 Denver, CO 80202 Phone: 1 (303) 312-8134
---	--

CA No.

Unit:

ROOSEVELT

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 7/27/2011
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 7/27/2011
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 7/27/2011
- Is the new operator registered in the State of Utah: Business Number: 8025875-0161
- (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 BIA not yet
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: not yet
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: _____
- Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 7/27/2011
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 7/27/2011
- Bond information entered in RBDMS on: 7/27/2011
- Fee/State wells attached to bond in RBDMS on: 7/27/2011
- Injection Projects to new operator in RBDMS on: n/a
- Receipt of Acceptance of Drilling Procedures for APD/New on: 7/27/2011

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: n/a
- Indian well(s) covered by Bond Number: LPM4138175
- (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number LPM4138148 and LPM9046685
- The **FORMER** operator has requested a release of liability from their bond on: n/a

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 7/27/2011

COMMENTS:

Elk Production Uintah, LLC (N3770) from Elk Production, LLC (N2650)
effective June 8, 2011

well_name	qtr_qtr	sec	twp	rng	api	entity	Lease	well	stat	conf	zone	lease no
ROOSEVELT U 4	SWSW	13	010S	010W	4304715549	9300	Fee	OW	P		GRRV	FEE
UTE TRIBAL 1 (RU 1)	NWSW	21	010S	010E	4304715550	9302	Indian	OW	TA		GRRV	14-20-H62-4692
UTE TRIBAL 2 (RU 2)	NWSE	21	010S	010E	4304715551	9303	Indian	OW	TA		GRRV	I-109-IND-5242
UTE TRIBAL 3 (RU 3)	SENE	28	010S	010E	4304715552	9304	Indian	OW	S		GRRV	14-20-H62-4692
UTE 1-19A1E	NENW	19	010S	010E	4304730902	1085	Fee	OW	P		GRRV	FEE
ROOSEVELT B2	NWSW	20	010S	010E	4304731187	9307	Fee	OW	P		GRRV	FEE
WASATCH 6	SWSW	20	010S	010E	4304731366	221 13586	Indian	OW	P		WSTC GRRV	14-20-H62-4699
ROOSEVELT U 9	NWNE	28	010S	010E	4304731384	9308	Indian	OW	S		GRRV	I-109-IND-5242
ROOSEVELT A-7	SWNW	19	010S	010E	4304731402	12560 13586	Fee	OW	P		WSTC GRRV	FEE
ROOSEVELT U 13	NESW	13	010S	010W	4304731414	9312	Indian	OW	S		GRRV	I-109-IND-5242
ROOSEVELT U 20-2	SESW	17	010S	010E	4304731422	9301	Indian	OW	TA		GRRV	14-20-H62-5247
ROOSEVELT U 12 GR	SESW	20	010S	010E	4304731427	10814	Indian	OW	TA		GRRV	I-109-IND-5242
ROOSEVELT U 11	SESE	21	010S	010E	4304731428	9311	Indian	OW	P		GR-WS	14-20-H62-4692
ROOSEVELT U 10	SESW	21	010S	010E	4304731429	9309	Indian	OW	S		GRRV	14-20-H62-4692
WASATCH 9	NENW	28	010S	010E	4304731445	221 13586	Indian	OW	P		WSTC GRRV	I-109-IND-5242
WASATCH 10	SWNE	21	010S	010E	4304731446	221 13586	Indian	OW	P		WSTC GRRV	I-109-IND-5242
ROOSEVELT U 5	SWSE	20	010S	010E	4304731447	13586	Indian	OW	P		GRRV	14-20-H62-4700
ROOSEVELT C11	NESW	18	010S	010E	4304731500	12560 13586	Fee	OW	P		WSTC GRRV	FEE
ROOSEVELT U 18-A1E	NWSW	27	010S	010E	4304731687	221 13586	Indian	OW	P		WSTC GRRV	14-20-H62-4692
ROOSEVELT U 15-A1E	SWNW	28	010S	010E	4304731696	10506	Fee	OW	S		GRRV	FEE
MARY R. U. 278	NWSE	13	010S	010W	4304731845	12560	Fee	OW	P		WSTC	FEE
ROOSEVELT U 3-19	NWNE	19	010S	010E	4304736304	13586	Fee	OW	P		GRRV	FEE
ROOSEVELT U 4-19	NWSE	19	010S	010E	4304736599	12560 13586	Fee	OW	P		WSTC GRRV	FEE
ROOSEVELT U 5-19	NESW	19	010S	010E	4304736843	12560 13586	Fee	OW	P		WSTC GRRV	FEE
ROOSEVELT U 28-33	NWSE	28	010S	010E	4304738142	221 13586	Indian	OW	P		WSTC GRRV	14-20-H62-4691
ROOSEVELT U 7-20	NWNW	20	010S	010E	4304738292	12560	Fee	OW	DRL	C	WSTC	FEE
ROOSEVELT U 20-24	SENE	20	010S	010E	4304738329		Indian	OW	APD	C		14-20-H62-4691
ROOSEVELT U 21-41	SWSW	21	010S	010E	4304738333		Indian	OW	APD	C		14-20-H62-4691
ROOSEVELT U 21-43	SWSE	21	010S	010E	4304738873	221	Indian	OW	OPS	C	WSTC	14-20-H62-4691
ROOSEVELT U 28-14	NENE	28	010S	010E	4304738882		Indian	OW	APD	C		14-20-H62-4691
ROOSEVELT U 29-14	NENE	29	010S	010E	4304739923	221 13586	Indian	OW	P		WSTC GRRV	14-20-H62-4701
ROOSEVELT UNIT 20-13	NWNE	20	010S	010E	4304751501		Indian	OW	APD			14-20-H62-4691

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:
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME: Roosevelt Unit
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		8. WELL NAME and NUMBER: see attached
2. NAME OF OPERATOR: Elk Production Uintah, LLC		9. API NUMBER: see attach
3. ADDRESS OF OPERATOR: 1099 18th Street, Suite 2300 CITY Denver STATE CO ZIP 80202		10. FIELD AND POOL, OR WILDCAT: see attached
4. LOCATION OF WELL FOOTAGES AT SURFACE: see attached		COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>1/1/2011</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Company</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	<u>Merger/Name Chg</u>

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

This letter is to inform you that Bill Barrett Corporation (BBC) acquired the Uintah County assets of Elk Production, LLC (N2650) and during the course of this merger, the company name was changed to Elk Production Uintah, LLC (a wholly owned subsidiary of BBC). This entity and all of Elk Production, LLC wells within the Roosevelt Unit will continue to be operated by Elk Production Uintah, LLC and all regulatory documents will be submitted in this company name.

Please see the attached list of wells that require name and address changes within your records and the appropriate APD Transfer forms for wells permitted but not drilled.

All future correspondence for these properties should be sent to the appropriate personnel at BBC to the following address:

1099 18th Street, Suite 2300
Denver, CO 80202

Bonds: BIA LPM4138175 State/Fee LPM4138148 (LPM9046685 for 4304731696 only)

EFFECTIVE: June 8, 2011

NAME (PLEASE PRINT) <u>Tracey Fallang</u>	TITLE <u>Regulatory Manager</u>
SIGNATURE <u><i>Tracey Fallang</i></u>	DATE <u>7/22/2011</u>

(This space for State use only)

APPROVED 7/27/2011
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See Instructions on Reverse Side)

RECEIVED

JUL 27 2011

DIV. OF OIL, GAS & MINING

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

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	Roosevelt U 20-13
API number:	43047515010000
Location:	Qtr-Qtr: NWNE Section: 20 Township: 1S Range: 1E
Company that filed original application:	Elk Production, LLC
Date original permit was issued:	02/03/2011
Company that permit was issued to:	Elk Production Uintah, LLC

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
✓	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed? N/A		
If so, has the surface agreement been updated?		
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. <u>LPM4138175</u>	✓	

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

RECEIVED

JUL 27 2011

Name (please print) <u>Tracey Fallang</u>	Title <u>Regulatory Manager</u>	DIV. OF OIL, GAS & MINING
Signature <u><i>Tracey Fallang</i></u>	Date <u>07/22/2011</u>	
Representing (company name) <u>Elk Production Uintah, LLC</u>		

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

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

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	Roosevelt U 28-14
API number:	43047388820000
Location:	Qtr-Qtr: NENE Section: 28 Township: 1S Range: 1E
Company that filed original application:	Elk Production, LLC
Date original permit was issued:	02/21/2007
Company that permit was issued to:	Elk Production Uintah, LLC

Check one	Desired Action:
<input type="checkbox"/>	Transfer pending (unapproved) Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed? N/A	<input type="checkbox"/>	<input type="checkbox"/>
If so, has the surface agreement been updated?	<input type="checkbox"/>	<input type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <u>LPM4138175</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

RECEIVED

JUL 27 2011

Name (please print) Tracey Fallang Title Regulatory Manager
 Signature *Tracey Fallang* Date 07/22/2011 **DIV. OF OIL, GAS & MINING**
 Representing (company name) Elk Production Uintah, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

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

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	Roosevelt U 21-41
API number:	43047383330000
Location:	Qtr-Qtr: SWSW Section: 21 Township: 1S Range: 1E
Company that filed original application:	Elk Production, LLC
Date original permit was issued:	06/29/2006
Company that permit was issued to:	Elk Production Uintah, LLC

Check one	Desired Action:
<input type="checkbox"/>	Transfer pending (unapproved) Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed? N/A	<input type="checkbox"/>	<input type="checkbox"/>
If so, has the surface agreement been updated?	<input type="checkbox"/>	<input type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <u>LPM4138175</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

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JUL 27 2011

Name (please print) <u>Tracey Fallang</u>	Title <u>Regulatory Manager</u>
Signature <u><i>Tracey Fallang</i></u>	Date <u>07/22/2011</u>
Representing (company name) <u>Elk Production Uintah, LLC</u>	DIV. OF OIL, GAS & MINING

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

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

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	Roosevelt U 20-24
API number:	43047383290000
Location:	Qtr-Qtr: SENE Section: 20 Township: 1S Range: 1E
Company that filed original application:	Elk Production, LLC
Date original permit was issued:	06/29/2006
Company that permit was issued to:	Elk Production Uintah, LLC

Check one	Desired Action:
<input type="checkbox"/>	Transfer pending (unapproved) Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed? N/A	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> If so, has the surface agreement been updated?	<input type="checkbox"/>	<input type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <u>LPM4138175</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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RECEIVED

JUL 27 2011

Name (please print) Tracey Fallang Title Regulatory Manager
 Signature *Tracey Fallang* Date 07/22/2011
 Representing (company name) Elk Production Uintah, LLC

DIV. OF OIL, GAS & MINING

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

Effective Date: 1/1/2015

FORMER OPERATOR:	NEW OPERATOR:
Elk Production Uintah, LLC N3770 1099 18th Street, Suite 2300 Denver, CO 80202 303-293-9000	Bill Barrett Corporation N2145 1099 18th Street, Suite 2300 Denver, CO 80202 303-293-9000
CA Number(s):	Unit(s): Roosevelt

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 1/13/2015
2. Sundry or legal documentation was received from the **NEW** operator on: 1/13/2015
3. New operator Division of Corporations Business Number: 5239043-0143

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: 1/13/2015
2. Receipt of Acceptance of Drilling Procedures for APD/New on: 1/13/2015
3. Reports current for Production/Disposition & Sundries: 1/16/2015
4. OPS/SI/TA well(s) reviewed for full cost bonding: 1/20/2015
5. UIC5 on all disposal/injection/storage well(s) approved on: N/A
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): N/A

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: NA
2. Indian well(s) covered by Bond Number: LPM8874725
3. State/fee well(s) covered by Bond Number(s): LPM4138148

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 1/20/2015
2. Entity Number(s) updated in **OGIS** on: 1/20/2015
3. Unit(s) operator number update in **OGIS** on: 1/20/2015
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 1/20/2015
6. Surface Facilities update in **RBDMS** on: N/A

LEASE INTEREST OWNER NOTIFICATION:

1. The **NEW** operator of the Fee (Mineral) wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 1/20/2015

COMMENTS:

Elk Production Uintah, LLC N3770 to
 Bill Barrett Corporation N2165
 Effective 1/1/2015

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status	Unit
RU 18-43D	18	010S	010E	4304753886		Fee	Fee	OW	APD	ROOSEVELT
RU 27D-11	27	010S	010E	4304754440		Indian	Fee	OW	APD	ROOSEVELT
RU 21-24	21	010S	010E	4304754441		Indian	Fee	OW	APD	ROOSEVELT
ROOSEVELT U 4	13	010S	010W	4304715549	9300	Fee	Fee	OW	P	ROOSEVELT
ROOSEVELT B2	20	010S	010E	4304731187	9307	Fee	Fee	OW	P	ROOSEVELT
WASATCH 6	20	010S	010E	4304731366	221	Indian	Indian	OW	P	ROOSEVELT
ROOSEVELT A-7	19	010S	010E	4304731402	12560	Fee	Fee	OW	P	ROOSEVELT
ROOSEVELT U 11	21	010S	010E	4304731428	9311	Indian	Fee	OW	P	ROOSEVELT
WASATCH 9	28	010S	010E	4304731445	221	Indian	Indian	OW	P	ROOSEVELT
WASATCH 10	21	010S	010E	4304731446	221	Indian	Fee	OW	P	ROOSEVELT
ROOSEVELT U 5	20	010S	010E	4304731447	13586	Indian	Indian	OW	P	ROOSEVELT
ROOSEVELT C11	18	010S	010E	4304731500	12560	Fee	Fee	OW	P	ROOSEVELT
ROOSEVELT U 18-A1E	27	010S	010E	4304731687	221	Indian	Fee	OW	P	ROOSEVELT
ROOSEVELT U 3-19	19	010S	010E	4304736304	13586	Fee	Fee	OW	P	ROOSEVELT
ROOSEVELT U 4-19	19	010S	010E	4304736599	12560	Fee	Fee	OW	P	ROOSEVELT
ROOSEVELT U 5-19	19	010S	010E	4304736843	12560	Fee	Fee	OW	P	ROOSEVELT
ROOSEVELT U 28-33	28	010S	010E	4304738142	221	Indian	Indian	OW	P	ROOSEVELT
ROOSEVELT U 7-20	20	010S	010E	4304738292	12560	Fee	Fee	OW	P	ROOSEVELT
ROOSEVELT U 20-24	20	010S	010E	4304738329	221	Indian	Indian	OW	P	ROOSEVELT
ROOSEVELT U 21-43	21	010S	010E	4304738873	221	Indian	Indian	OW	P	ROOSEVELT
ROOSEVELT U 28-14	28	010S	010E	4304738882	221	Indian	Indian	OW	P	ROOSEVELT
ROOSEVELT U 29-14	29	010S	010E	4304739923	221	Indian	Indian	OW	P	ROOSEVELT
ROOSEVELT UNIT 20-13	20	010S	010E	4304751501	221	Indian	Indian	OW	P	ROOSEVELT
RU 24-13	24	010S	010W	4304752398	13586	Fee	Fee	OW	P	ROOSEVELT
RU 18-41	18	010S	010E	4304752865	12560	Fee	Fee	OW	P	ROOSEVELT
RU 23-14D	23	010S	010W	4304752990	13586	Fee	Fee	OW	P	ROOSEVELT
RU 13-31D	13	010S	010W	4304753000	13586	Fee	Fee	OW	P	ROOSEVELT
RU 19D-24	19	010S	010E	4304753001	12560	Fee	Fee	OW	P	ROOSEVELT
RU 21-41	21	010S	010E	4304753072	221	Indian	Indian	OW	P	ROOSEVELT
RU 29-13D	29	010S	010E	4304753529	221	Indian	Indian	OW	P	ROOSEVELT
RU 28-22	28	010S	010E	4304753614	221	Indian	Indian	OW	P	ROOSEVELT
UTE 1-19A1E	19	010S	010E	4304730902	1085	Fee	Fee	OW	S	ROOSEVELT
ROOSEVELT U 10	21	010S	010E	4304731429	9309	Indian	Indian	OW	S	ROOSEVELT
ROOSEVELT U 15-A1E	28	010S	010E	4304731696	10506	Fee	Fee	OW	S	ROOSEVELT
MARY R. U. 278	13	010S	010W	4304731845	12560	Fee	Fee	OW	S	ROOSEVELT

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

RECEIVED
JAN 15

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

DIV. OF OIL, GAS & MINING

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

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: (see attached well list)
2. NAME OF OPERATOR: BILL BARRETT CORPORATION		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
3. ADDRESS OF OPERATOR: 1099 18TH STREET, SUITE CITY DENVER STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: (see attached well list)		8. WELL NAME and NUMBER: (see attached well list)
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		9. API NUMBER:
PHONE NUMBER: (303) 293-9100		10. FIELD AND POOL, OR WILDCAT:
COUNTY:		STATE: UTAH

RECEIVED
JAN 18 2015

DIV. OF OIL, GAS & MINING

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

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

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
BILL BARRETT CORPORATION (BBC) IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE ENTITY ELK PRODUCTION UINTAH, LLC (A WHOLLY OWNED SUBSIDIARY OF BBC) IS BEING DISSOLVED AND WILL BE MERGED INTO BBC EFFECTIVE 1/1/2015. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

BILL BARRETT CORPORATION
1099 18TH STREET, SUITE 2300
DENVER, CO 80202
303-293-900
(BLM BOND # LPM8874725, STATE/FEE BOND # LPM4138148)

ELK PRODUCTION UINTAH LLC
Duane Zavadil NAME (PLEASE PRINT)
Duane Zavadil SIGNATURE
Senior Vice President -
EH&S, Government and Regulatory Affairs

BILL BARRETT CORPORATION
Duane Zavadil NAME (PLEASE PRINT)
Duane Zavadil SIGNATURE
Senior Vice President -
EH&S, Government and Regulatory Affairs

NAME (PLEASE PRINT) DUANE ZAVADIL
SIGNATURE Duane Zavadil

TITLE Senior Vice President -
EH&S, Government and Regulatory Affairs
DATE 1/12/2015

(This space for State use only)

APPROVED
JAN 20 2015
DIV. OIL GAS & MINING
BY: Rachel Medina

(5/2000) (See Instructions on Reverse Side)

FORM 9 CHANGE OF OP FROM ELK PRODUCTION UINTAH, LLC TO BILL BARRETT CORPORATION

Well Name	Sec	TWN	RNG	API	Entity	Mineral Lease	Surface Lease	Type	Status	Have SUA	Unit
ROOSEVELT U 4	13	010S	010W	4.305E+09	9300	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT B2	20	010S	010E	4.305E+09	9307	Fee	Fee	OW	P	X	ROOSEVELT
WASATCH 6	20	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
WASATCH 6	20	010S	010E	4.305E+09	13586	Indian	Indian	OW	P		ROOSEVELT
ROOSEVELT A-7	19	010S	010E	4.305E+09	12560	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT A-7	19	010S	010E	4.305E+09	13586	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 11.	21	010S	010E	4.305E+09	9311	Indian	Fee	OW	P	X	ROOSEVELT
WASATCH 9	28	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
WASATCH 9	28	010S	010E	4.305E+09	13586	Indian	Indian	OW	P		ROOSEVELT
WASATCH 10	21	010S	010E	4.305E+09	221	Indian	Fee	OW	P	X	ROOSEVELT
WASATCH 10	21	010S	010E	4.305E+09	13586	Indian	Fee	OW	P	X	ROOSEVELT
ROOSEVELT C11	18	010S	010E	4.305E+09	13586	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT C11	18	010S	010E	4.305E+09	12560	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 18-A1E	27	010S	010E	4.305E+09	13586	Indian	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 18-A1E	27	010S	010E	4.305E+09	221	Indian	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 3-19	19	010S	010E	4.305E+09	13586	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 4-19	19	010S	010E	4.305E+09	12560	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 4-19	19	010S	010E	4.305E+09	13586	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 5-19	19	010S	010E	4.305E+09	12560	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 5-19	19	010S	010E	4.305E+09	13586	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 28-33	28	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
ROOSEVELT U 28-33	28	010S	010E	4.305E+09	13586	Indian	Indian	OW	P		ROOSEVELT
ROOSEVELT U 7-20	20	010S	010E	4.305E+09	12560	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 7-20	20	010S	010E	4.305E+09	13586	Fee	Fee	OW	P	X	ROOSEVELT
ROOSEVELT U 20-24	20	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
ROOSEVELT U 21-43	21	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
ROOSEVELT U 28-14	28	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
ROOSEVELT U 29-14	29	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
ROOSEVELT U 29-14	29	010S	010E	4.305E+09	13586	Indian	Indian	OW	P		ROOSEVELT
ROOSEVELT UNIT 20-13	20	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
RU 24-13	24	010S	010W	4.305E+09	13586	Fee	Fee	OW	P	X	ROOSEVELT
RU 18-41	18	010S	010E	4.305E+09	12560	Fee	Fee	OW	P	X	ROOSEVELT
RU 23-14D	23	010S	010W	4.305E+09	13586	Fee	Fee	OW	P	X	ROOSEVELT
RU 13-31D	13	010S	010W	4.305E+09	13586	Fee	Fee	OW	P	X	ROOSEVELT
RU 19D-24	19	010S	010E	4.305E+09	12560	Fee	Fee	OW	P	X	ROOSEVELT
RU 21-41	21	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
RU 29-13D	29	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
RU 28-22	28	010S	010E	4.305E+09	221	Indian	Indian	OW	P		ROOSEVELT
UTE 1-19A1E	19	010S	010E	4.305E+09	1085	Fee	Fee	OW	S	X	ROOSEVELT
ROOSEVELT U 10	21	010S	010E	4.305E+09	9309	Indian	Indian	OW	S		ROOSEVELT
ROOSEVELT U 5	20	010S	010E	4.305E+09	13586	Indian	Indian	OW	S		ROOSEVELT
ROOSEVELT U 15-A1E	28	010S	010E	4.305E+09	10506	Fee	Fee	OW	S	X	ROOSEVELT
UTE TRIBAL 1 (RU 1)	21	010S	010E	4.305E+09	9302	Indian	Indian	OW	PA		ROOSEVELT
UTE TRIBAL 2 (RU 2)	21	010S	010E	4.305E+09	9303	Indian	Indian	OW	PA		ROOSEVELT
UTE TRIBAL 3 (RU 3)	28	010S	010E	4.305E+09	9304	Indian	Indian	OW	PA		ROOSEVELT
ROOSEVELT U 9	28	010S	010E	4.305E+09	9308	Indian	Indian	OW	PA		ROOSEVELT
ROOSEVELT U 13	13	010S	010W	4.305E+09	9312	Indian	Fee	OW	PA	X	ROOSEVELT
ROOSEVELT U 20-2	17	010S	010E	4.305E+09	9301	Indian	Fee	OW	PA	X	ROOSEVELT
ROOSEVELT U 12 GR	20	010S	010E	4.305E+09	10814	Indian	Indian	OW	PA		ROOSEVELT

Request to Transfer Application or Permit to Drill

Well Name	Sec	TWN	RNG	API	Entity	Mineral Lease	Surface Lease	Type	Status	Have SUA	Unit
RU 18-43D	18	010S	010E	4.305E+09		Fee	Fee	OW	APD	X	ROOSEVELT
RU 27D-11	27	010S	010E	4.305E+09		Indian	Fee	OW	APD	X	ROOSEVELT
RU 21-24	21	010S	010E	4.305E+09		Indian	Fee	OW	APD	X	ROOSEVELT

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: 14-20-H62-4691
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME: ROOSEVELT
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: ROOSEVELT U 28-33
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43047381420000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2178 FSL 1846 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 28 Township: 01.0S Range: 01.0E Meridian: U		9. FIELD and POOL or WILDCAT: BLUEBELL
		COUNTY: UINTAH
		STATE: UTAH

11.

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 2/25/2015	<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: <input type="text" value="SITE FACILITY DIAGRAM"/>

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

ATTACHED IS THE UPDATED SITE FACILITY DIAGRAM FOR THIS PAD.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
March 02, 2015**

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 2/25/2015	

