



PIONEER
NATURAL RESOURCES USA, INC.

July 2, 2007

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

Attn: Diana Mason

Re: **Pioneer Natural Resources USA, Inc.**
MAIN CYN FED 12-8-15-23
2500' FNL and 1110' FWL
SW NW Section 8, T15S - R23E
Uintah County, Utah

Diana,

Please note that this location was staked at non-standard spacing in accordance with the rules and regulations of the Utah Division of Oil Gas and Mining. This was done for geologic considerations. Please also note that Pioneer Natural Resources USA, Inc. is the only working interest owner within a 460 foot radius. Therefore, we request your administrative approval of this exception to spacing.

If you should need additional information, please don't hesitate to contact me

Sincerely,

Stephen Schreck
for Pioneer Natural Resources USA, Inc.

RECEIVED

JUL 05 2007

DIV. OF OIL, GAS & MINING

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

FORM 3

AMENDED REPOF
(highlight changes)

APPLICATION FOR PERMIT TO DRILL				5. MINERAL LEASE NO: UTU-9211	6. SURFACE: Federal
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>				7. IF INDIAN, ALLOTTEE OR TRIBE NAME: NA	
B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>				8. UNIT OR CA AGREEMENT NAME: N/A	
2. NAME OF OPERATOR: Pioneer Natural Resources USA, Inc. N5155				9. WELL NAME and NUMBER: MAIN CYN FED 12-8-15-23	
3. ADDRESS OF OPERATOR: 1401 17th St. Ste 1200 CITY Denver STATE CO ZIP 80202			PHONE NUMBER: (303) 298-8100	10. FIELD AND POOL, OR WILDCAT: Main Canyon <i>625</i>	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 2500 FNL & 1110 FWL <i>639991X 39.527984</i> AT PROPOSED PRODUCING ZONE: Same <i>4376424 -109.371234</i>				11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWNW 8 15S 23E	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: Approximately 47.6 Miles South of Ouray, UT				12. COUNTY: Uintah	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 2786'		16. NUMBER OF ACRES IN LEASE: 2551.2		17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40; SWNW	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 2300'		19. PROPOSED DEPTH: 10,825		20. BOND DESCRIPTION: Nationwide Bond No. 104091293	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7488' GR		22. APPROXIMATE DATE WORK WILL START: 7/05/2007 set conductor		23. ESTIMATED DURATION: 35 days	

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT			SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
14 3/4	10 3/4	J-55	40.5	350	270 sxs of class "G" + 2% CaCl2 + 1/4 #/sx Flocele @ 15.8 ppg TOC @ surface
9 7/8	7 5/8	N80	29.4	5,114	Lead 340sxs Hal Hi-Fill@11ppg; Tail 140sxs Class G+0.3% Halad-334@15.8ppg TOC@150"
6 3/4	5 1/2 Liner	N80	17	10,500 to 4,915	260 sxs Tuned Light V1 @ 10.5ppg, TOC 4915'

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) Stephen Schreck TITLE Regulatory Compliance Specialist
SIGNATURE *[Signature]* DATE 7/2/2007

(This space for State use only)

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

**RECEIVED
JUL 05 2007**

API NUMBER ASSIGNED: 42-047-39428

APPROVAL: Date: 07-12-07

DIV. OF OIL, GAS & MINING

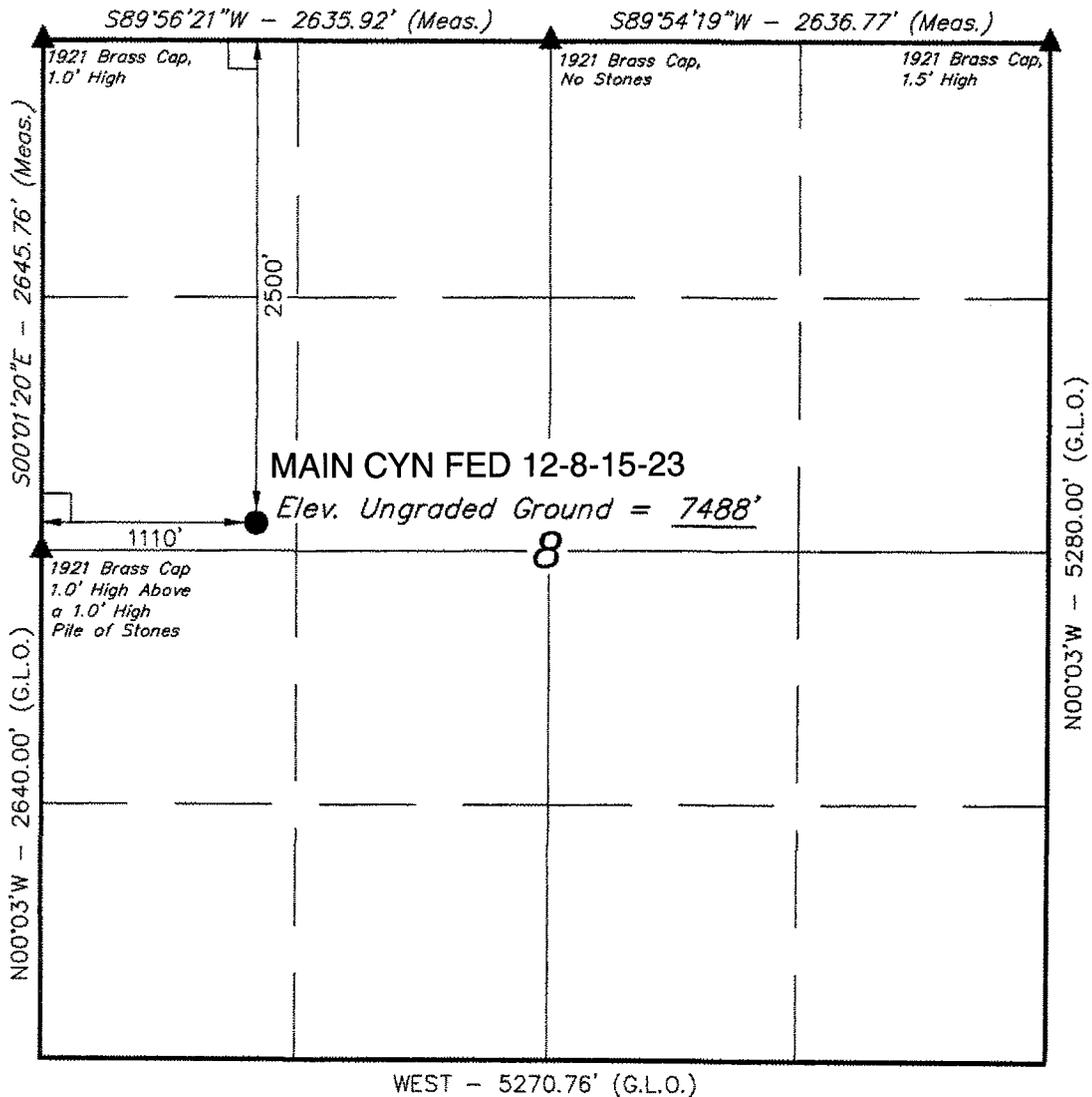
(11/2001) **Federal Approval of this
Action is Necessary**

(See instructions on Reverse Side)

T15S, R23E, S.L.B.&M.

PIONEER NATURAL RESOURCES USA, INC.

Well location MAIN CYN FED 12-8-15-23, located as shown in the SW 1/4 NW 1/4 of Section 8, T15S, R23E, S.L.B.&M. Uintah County, Utah.

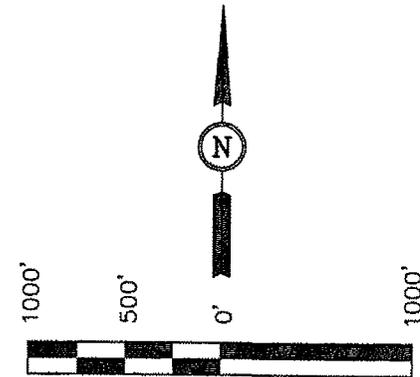


BASIS OF ELEVATION

SPOT ELEVATION ALONG A JEEP TRAIL LOCATED IN THE NE 1/4 OF SECTION 25, T14S, R22E, S.L.B.&M. TAKEN FROM THE PINE SPRING CANYON QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE SERIES (TOPOGRAPHICAL MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 7172 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.

John H. Kay
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

LEGEND:

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

(AUTONOMOUS NAD 83)
 LATITUDE = $39^{\circ}31'40.65''$ (39.527958)
 LONGITUDE = $109^{\circ}22'18.63''$ (109.371842)
 (AUTONOMOUS NAD 27)
 LATITUDE = $39^{\circ}31'40.77''$ (39.527992)
 LONGITUDE = $109^{\circ}22'16.20''$ (109.371167)

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

SCALE 1" = 1000'	DATE SURVEYED: 10-12-05	DATE DRAWN: 10-17-05
PARTY J.F. C.W. P.M.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE PIONEER NATURAL RESOURCES USA, INC.	

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

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

1. **ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS**

<i>Formation</i>	<i>Depth</i>	<i>Subsea</i>
Castlegate	4,610'	+2,875'
Mancos B	5,360'	+2,125'
Dakota	8,425'	-940'
Entrada	9,425'	-1,940'
Wingate	9,825'	-2,340'
TD	10,225'	-2,740'

2. **ESTIMATED DEPTH OF ANTICIPATED WATER, OIL, GAS OR MINERAL FORMATIONS:**

<i>Substance</i>	<i>Formation</i>	<i>Depth</i>
Gas	Entrada	9,425'
Gas	Wingate	9,825'

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



3. PRESSURE CONTROL EQUIPMENT

Pioneer Natural Resources USA, Inc.'s minimum specifications for pressure control equipment are as follows:

Ram Type: 11" Hydraulic double with annular, 5000 psi w.p.

Ram type preventers and associated equipment shall be tested to approved stack working pressure if isolated by test plug or to 70 percent of internal yield pressure of casing. Pressure shall be maintained for at least 10 minutes or until requirements of test are met, whichever is longer. If a test plug is utilized, no bleed-off pressure is acceptable. For a test not utilizing a test plug, if a decline in pressure of more than 10 percent in 30 minutes occurs, the test shall be considered to have failed. Valve on casing head below test plug shall be open during test of BOP stack.

Annular type preventers (if used) shall be tested to 50 percent of rated working pressure. Pressure shall be maintained at least 10 minutes or until provisions of test are met, whichever is longer.

As a minimum, the above test shall be performed:

- a. when initially installed;
- b. whenever any seal subject to test pressure is broken
- c. following related repairs; and
- d. at 30-day intervals

Valves shall be tested from working pressure side during BOPE tests with all down stream valves open.

When testing the kill line valve(s) the check valve shall be held open or the ball removed.

Annular preventers shall be functionally operated at least weekly.

Pipe and blind rams shall be activated each trip, however, this function need not be performed more than once a day.

A BOPE pit level drill shall be conducted weekly for each drilling crew.

Pressure tests shall apply to all related well control equipment.



All of the above described tests and/or drills shall be recorded in the drilling log.

BOP systems shall be consistent with API RP53. Pressure tests will be conducted before drilling out from under casing strings which have been set and cemented in place. Blowout preventer controls will be installed prior to drilling the surface casing plug and will remain in use until the well is completed or abandoned. Preventers will be inspected and operated at least daily to ensure good mechanical working order, and this inspection will be recorded on the daily drilling report. Preventers will be pressure tested before drilling casing cement plugs.

The District Office should be notified, with sufficient lead time, in order to have the BLM representative on location during pressure testing.

- a. The size and rating of the BOP stack is shown on the attached diagram. Although a rig has not been chosen to drill this well, most of the equipment for this depth of hole in the area use a 11", 5000 psi working pressure blowout preventor.
- b. A choke line and a kill line are to be properly installed. The kill line is not to be used as a fill-up line.
- c. The accumulator system shall have a pressure capacity to provide for repeated operation of hydraulic preventers.
- d. Drill string safety valve(s), to fit all tools in the drill string, are to be maintained on the rig floor while drilling operations are in progress.

4. **PROPOSED CASING AND CEMENTING PROGRAM:**

- a. The proposed casing and cementing program shall be conducted as approved to protect and/or isolate all usable water zones, potentially productive zones, lost circulation zones, abnormally pressured zones, and any prospectively valuable deposits of minerals. Any isolating medium other than cement shall receive approval prior to use. The casing setting depth shall be calculated to position the casing seat opposite a competent formation which will contain the maximum pressure to which it will be exposed during normal drilling operations. Determination of casing setting depth shall be based on all relevant factors, including; presence/absence of hydrocarbons; fracture gradients; usable water zones; formation pressures; lost circulation zones; other minerals; or other unusual characteristics. All indications of usable water shall be reported.



- b. Casing design shall assume formation pressure gradients of 0.44 to 0.50 psi per foot for exploratory wells (lacking better data).
- c. Casing design shall assume fracture gradients from 0.70 to 1.00 psi per foot for exploratory wells (lacking better data)
- d. Casing collars shall have a minimum clearance of 0.422 inches of all sides in the hole/casing annulus, with recognition that variances can be granted for justified exceptions.
- e. All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe prior to drilling out.
- f. All casing except the conductor casing, shall be new or reconditioned and tested used casing that meets or exceeds API standards for new casing.
- g. The surface casing shall be cemented back to surface either during the primary cement job or by remedial cementing.
- h. All indications of usable water shall be reported to the authorized officer prior to running the next string of casing or before plugging orders are requested, whichever occurs first.
- i. Three centralizers will be run on the bottom three joints of surface casing with a minimum of one centralizer per joint starting with the shoe joint.
- j. Top plugs shall be used to reduce contamination of cement by displacement fluid. A bottom plug or other acceptable technique, such as a suitable preflush fluid, inner string cement method, etc. shall be utilized to help isolate the cement from contamination by the mud fluid being displaced ahead of the cement slurry.
- k. All casing strings below the conductor shall be pressure tested to 0.22 psi per foot of casing string length or 1500 psi, whichever is greater, but not to exceed 70 percent of the minimum internal yield. If pressure declines more than 10 percent in 30 minutes, corrective action shall be taken.
- l. On all exploratory wells, and on that portion of any well approved for a 5M BOPE system or greater, a pressure integrity test of each casing shoe shall be performed. Formation at the shoe shall be tested to a minimum of the mud weight equivalent anticipated to control the formation pressure to the next casing depth or at total depth of the well. This test shall be performed before drilling more than 20 feet of new hole.



m. The proposed casing program will be as follows:

<i>Purpose</i>	<i>Depth</i>	<i>Hole Size</i>	<i>O.D.</i>	<i>Weight</i>	<i>Grade</i>	<i>Type</i>	<i>New/Used</i>
Surface	0-2000'	12-1/4"	9-5/8"	36#	J	8rd	New
Production	0-10,225'	7-7/8"	4-1/2"	11.6#	N	8rd	New

n. Casing design subject to revision based on geologic conditions encountered.

o. The cement program will be as follows:

<i>Surface</i>	<i>Type and Amount</i>
TOC @Surface	Rockies LT + 1/4 lb/sk Flocele + 1/4 lb/sk Kwik Seal Lead: 300 sx, 11.9 lb/gal, 3.09 cuft/sk Tail: 175 sx, 13.5 lb/gal, 1.81 cuft/sk
<i>Production</i>	<i>Type and Amount</i>
TOC @ 1800'	DV Tool @ 6000 ft. Lead: Lt. Fill 11.0 lb/gal, 3.84 cuft/sk Tail: 50-50 Poz 14.3 lb/gal, 1.2 cuft/sk 1 st Stage: 150 sx Hi Fill Lead, 475 sx 50-50 Poz Tail 2 nd Stage: 145 sx Hi Fill Lead, 490 sx 50-50 Poz Tail

p. Anticipated cement tops will be reported as to depth; not the expected number of sacks of cement to be used. The District Office should be notified, with sufficient lead time, in order to have a BLM representative on location while running all casing strings and cementing.

q. After cementing but before commencing any test, the casing string shall stand cemented until the cement has reached a compressive strength of at least 500 psi at the shoe. WOC time shall be recorded in the driller's log.

r. The following reports shall be filed with the District Manager within 30 days after the work is completed.

t. Progress reports, Form 3160-5 (formerly 9-331) "Sundry Notices and Reports on Wells", must include complete information concerning:



- a. Setting of each string of casing, showing the size, grade, weight of casing set, hole size, setting depth, amounts and type of cement used, whether cement circulated or the top of the cement behind the casing, depth of cementing tools used, casing test method and results, and the date work was done. Show the spud date on the first reports submitted.
- b. Temperature or bond logs must be submitted for each well where the casing cement was not circulated to the surface.
- s. Auxiliary equipment to be used is as follows:
 - 1. Kelly cock
 - 2. No bit float is deemed necessary.
 - 3. A sub with a full opening valve.

5. MUD PROGRAM

- a. The proposed circulating mediums to be employed in drilling are as follows:

<i>Interval</i>	<i>Mud Type</i>	<i>Mud Wt.</i>	<i>Visc.</i>	<i>F/L</i>
0' - 2000'	Spud Mud	8.3 - 8.6	28	N/C
2000' - 10,225'	KCL Polymer	8.8 - 8.9	38 - 40	10

There will be sufficient mud on location to control a blowout should one occur. A mud test shall be performed every 24 hours after mudding up to determine, as applicable: density, viscosity, gel strength, static filtration loss, and Ph.

- b. Mud monitoring equipment to be used is as follows:
 - 1. Periodic checks will be made each tour of the mud system. The mud level will be checked visually.
- c. No chromate additives will be used in the mud system on Federal and/or Indian lands without prior BLM approval to ensure adequate protection of fresh water aquifers.



- d. No chemicals subject to reporting under SARA Title III in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will be used, produced, stored, transported, or disposed of in association with the drilling of this well.
- e. The use of materials under BLM jurisdiction will conform to 43 CFR 3610.2-3.

6. EVALUATION PROGRAM

The anticipated type and amount of testing, logging and coring are as follows:

- a. No drill stem tests are anticipated, however, if DST's are run, the following requirements will be adhered to:

Initial opening of drill stem test tools shall be restricted to daylight hours unless specific approval to start during other hours is obtained from the authorized officer. However, DST's may be allowed to continue at night if the test was initiated during daylight hours and the rate of flow is stabilized and if adequate lighting is available (i.e. lighting which is adequate for visibility and vapor-proof for safe operations). Packers can be released, but tripping shall not begin before daylight, unless prior approval is obtained from the authorized officer. Closed chamber DST's may be accomplished day or night.

A DST that flows to the surface with evidence of hydrocarbons shall be either reversed out of the testing string under controlled surface conditions. This would involve provided some means for reverse circulation.

Separation equipment required for the anticipated recovery shall be properly installed before a test starts.

All engines within 100 feet of the wellbore that are required to "run" during the test shall have spark arresters or water cooled exhausts.

- b. The logging program will consist of a GR-RES-DEN-NEU-SP to be run from 2000' - TD.
- c. No cores are anticipated.



- d. Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (Form 3160-4) will be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3164. Two copies of all logs, core descriptions, core analyses, well-test data, geologic summaries, sample description, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, will be filed with form 3160-4. Samples (cutting, fluids, and/or gases) will be submitted when requested by the authorized officer (AO).
- e. The anticipated completion program will be determined based on drilling shows.
- f. Daily drilling and completion progress reports shall be submitted to the BLM in Vernal on a weekly basis.

7. ABNORMAL TEMPERATURES OR PRESSURES

- a. The expected bottom hole pressure is 4422 psi. The maximum bottom hole temperature anticipated is 230 degrees F.
- b. No hydrogen sulfide gas is anticipated. No abnormal pressures are anticipated.

8. ANTICIPATED STARTING DATES AND NOTIFICATION OF OPERATIONS

- a. Drilling is planned to commence on upon approval of this application.
- b. It is anticipated that the drilling of this well will take approximately 35 days.
- c. The BLM in Vernal, Utah shall be notified of the anticipated date of location construction commencement and of anticipated spud date.
- d. No location will be constructed or moved, no well will be plugged, and no drilling or workover equipment will be removed from a well to be placed in a suspended status without prior approval of the AO. If operations are to be suspended, prior approval of the AO will be obtained and notification given before resumption of operations.



- e. The spud date will be reported orally to the AO within 48 hours after spudding. If the spudding occurs on a weekend or holiday, the report will be submitted on the following regular work day. The oral report will be followed up with a Sundry Notice.
- f. In accordance with Onshore Oil and Gas Order No. 1, this well will be reported on Form 3160-6 "Monthly Report of Operations", starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report will be filed with the Vernal BLM District Office, 170 South 500 East, Vernal, UT 84078.
- g. Immediate Report: Spills, blowouts, fires, leaks, accidents, or any other unusual occurrences shall be promptly reported in accordance with the requirements of NTL-3A or its revision.
- h. If a replacement rig is contemplated for completion operations, a "Sundry Notice" Form 3160-5 to that effect will be filed, for prior approval of the AO, and all conditions of this approved plan are applicable during all operations conducted with the replacement rig.
- i. Should the well be successfully completed for production, the AO will be notified when the well is placed in a producing status. Such notification will be sent by telegram or other written communications, not later than 5 days following the date on which the well is placed on production.
- j. Pursuant to Onshore Order No. 7, with the approval of the District Engineer, produced water may be temporarily disposed of into unlined pits for a period of up to 90 days. During the period so authorized, an application for approval of the permanent disposal method, along with the required water analysis and other information, must be submitted to the District Engineer.
- k. Pursuant to NTL-4A, lessees or operators are authorized to vent/flare gas during initial well evaluation tests, not exceeding a period of 30 days or the production of 50 MMCF of gas, whichever occurs first. An application must be filed with the District Engineer and approval received, for any venting/flaring of gas beyond the initial 30 day or authorized test period.
- l. A schematic facilities diagram as required by 43 CFR 3162.7-5 (b.9.d.), shall be submitted to the appropriate District Office within sixty (60) days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.7-5 (b.4.).



ONSHORE ORDER NO. 1
Pioneer Natural Resources USA, Inc.
MAIN CYN FED 12-8-15-23
2500' FNL and 1110' FWL
SW NW Section 8, T15S - R23E
Uintah County, Utah

CONFIDENTIAL - TIGHT HOLE

Lease No. UTU-9211

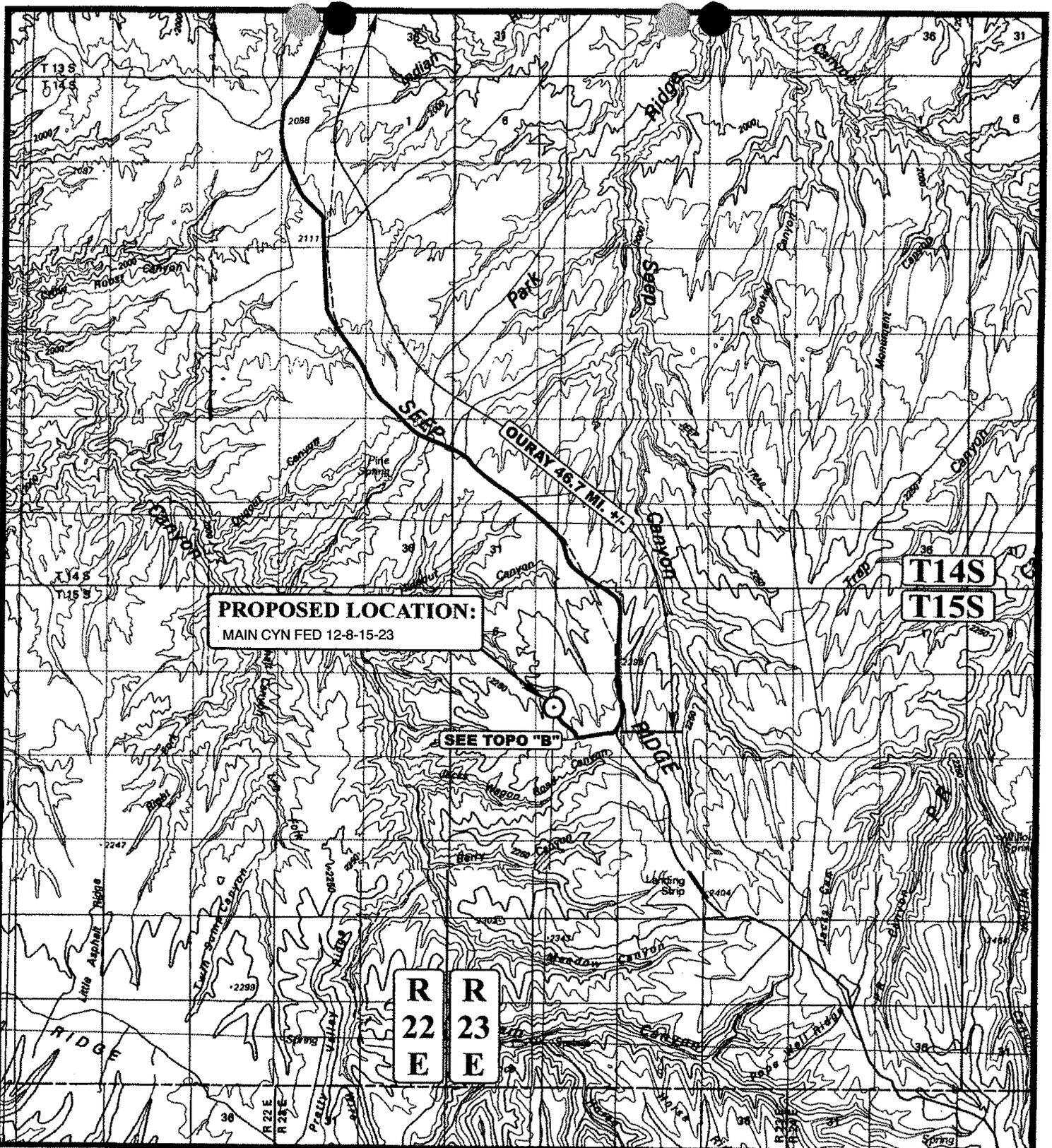
DRILLING PROGRAM

Page 10

- m. A first production conference will be scheduled within 15 days after receipt of the first production notice.
- n. No well abandonment operations will be commenced without the prior approval of the AO. In the case of newly drilled dry holes or failures, and in emergency situations, oral approval will be obtained from the SO. A "Subsequent Report of Abandonment" Form 3160-5, will be filed with the AO within 30 days following completion of the well for abandonment. This report will indicate where plugs were placed and the current status of surface restoration. Final abandonment will not be approved until the surface reclamation work required by the approved APD or approved abandonment notice has been completed to the satisfaction of the AO or his representative, or the appropriate Surface Managing Agency.
- o. Pursuant to Onshore Oil and Gas Order No. 1, lessees and operators have the responsibility to see that their exploration, development, production, and construction operations are conducted in a manner which conforms with applicable Federal laws and regulations and with State and local laws and regulations to the extent that such State and local laws are applicable to operations on Federal or Indian lands.

Bureau of Land Management 170 South 500 East Vernal, Utah 84078		
Phone: 435/781-4400		Fax: 435/781-4410
After Hours:		
Matt Baker	Petroleum Engineer	435/828-4470
Michael Lee	Petroleum Engineer	435/828-7875





PROPOSED LOCATION:
MAIN CYN FED 12-8-15-23

SEE TOPO "B"

T14S
T15S

R 22 E
R 23 E

LEGEND:

⊙ PROPOSED LOCATION

PIONEER NATURAL RESOURCES USA, INC.

MAIN CYN FED 12-8-15-23
SECTION 8, T15S, R23E, S.L.B.&M.
2500' FNL 1110' FWL



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



TOPOGRAPHIC
MAP

10 19 05
MONTH DAY YEAR

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



R
22
E

R
23
E

T14S
T15S

PROPOSED LOCATION:
MAIN CYN FED 12-8-15-23

PROPOSED ACCESS 0.25 MI. +/-

0.15 MI. +/-

0.5 MI. +/-

OURAY 46.7 MI. +/-

LEGEND:

- EXISTING ROAD
- - - - - PROPOSED ACCESS ROAD



PIONEER NATURAL RESOURCES USA, INC.

MAIN CYN FED 12-8-15-23
SECTION 8, T15S, R23E, S.L.B.&M.
2500' FNL 1110' FWL



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

TOPOGRAPHIC	10	19	05
MAP	MONTH	DAY	YEAR
SCALE: 1" = 2000'	DRAWN BY: C.P.		REVISED: 00-00-00

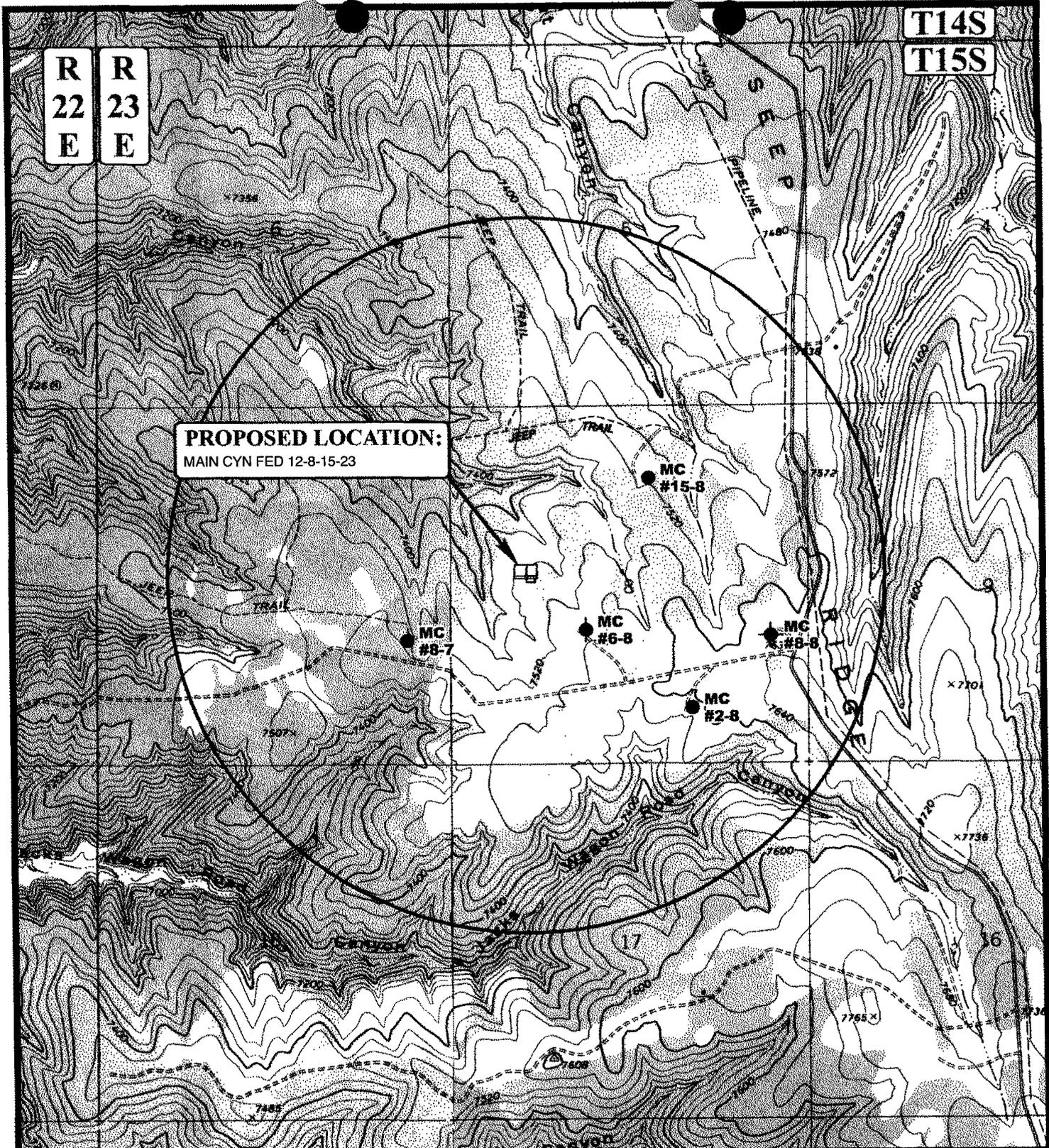
B
TOPO

R
22
E

R
23
E

T14S
T15S

PROPOSED LOCATION:
MAIN CYN FED 12-8-15-23



LEGEND:

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

PIONEER NATURAL RESOURCES USA, INC.

MAIN CYN FED 12-8-15-23
SECTION 8, T15S, R23E, S.L.B.&M.
2500' FNL 1110' FWL

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



TOPOGRAPHIC 10 19 05
MAP MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00 **C**
TOPO

T15S

R
23
E

TRAIL

JEEP TRAIL

PROPOSED LOCATION:

MAIN CYN FED 12-8-15-23

PROPOSED ACCESS ROAD

EXISTING PIPELINE

PROPOSED PIPELINE

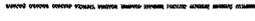
TIE-IN POINT

#6-8

7507x

APPROXIMATE TOTAL PIPELINE DISTANCE = 1,455' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  EXISTING PIPELINE
-  PROPOSED PIPELINE



PIONEER NATURAL RESOURCES USA, INC.

MAIN CYN FED 12-8-15-23

SECTION 8, T15S, R23E, S.L.B.&M.

2500' FNL 1110' FWL



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

TOPOGRAPHIC
MAP

10	19	05
MONTH	DAY	YEAR

SCALE: 1" = 1000' DRAWN BY: C.P. REVISED: 00-00-00

D
TOPO

PIONEER NATURAL RESOURCES USA, INC.

FIGURE #1

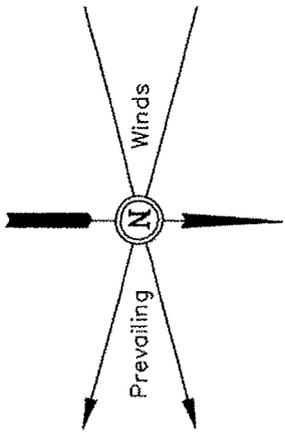
LOCATION LAYOUT FOR

MAIN CYN FED 12-8-15-23

SECTION 8, T15S, R23E, S.L.B.&M.

2500' FNL 1110' FWL

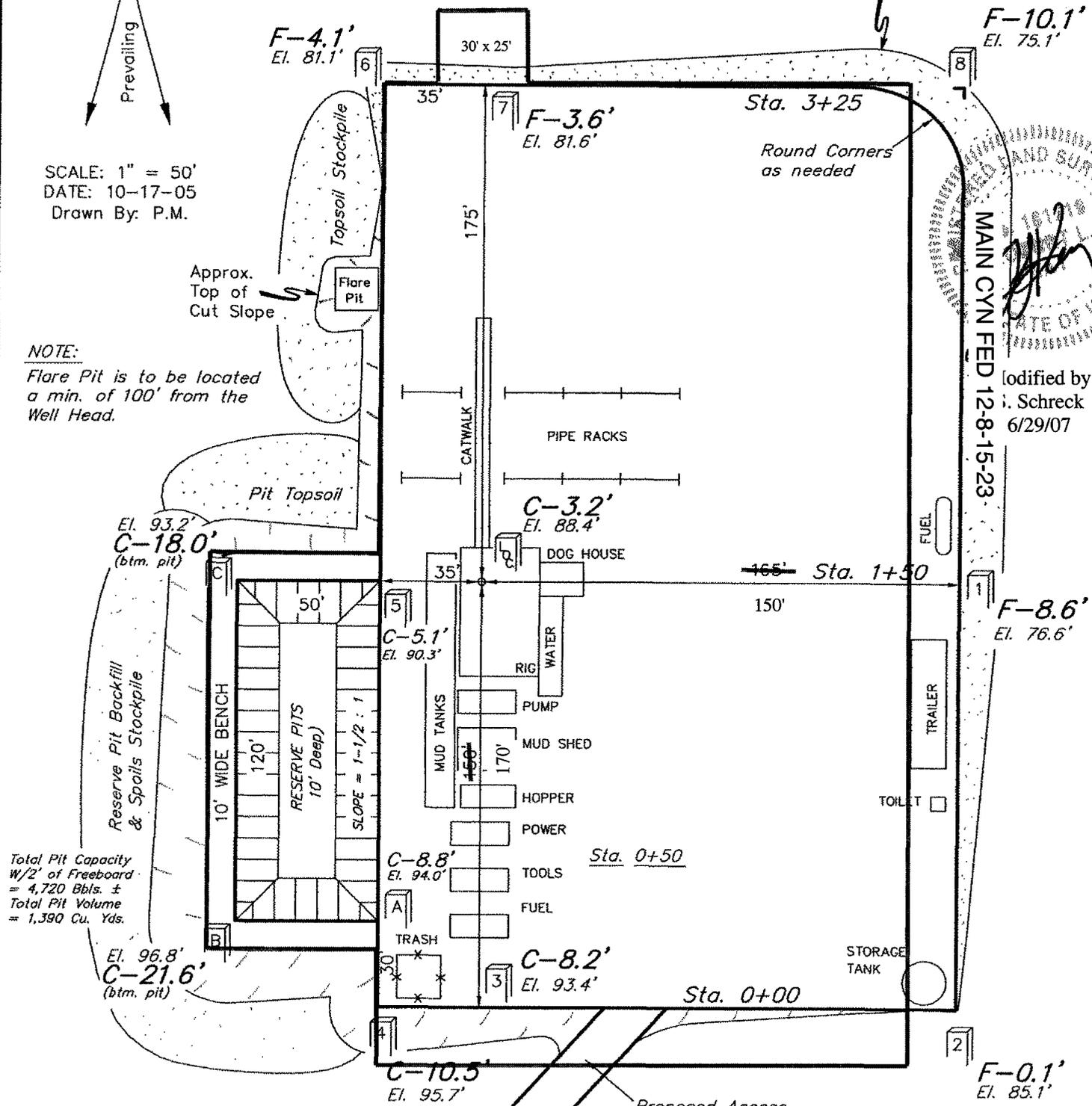
Approx. Toe of Fill Slope



SCALE: 1" = 50'
DATE: 10-17-05
Drawn By: P.M.

NOTE:

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



Modified by J. Schreck 6/29/07

NOTES:

Elev. Ungraded Ground At Loc. Stake = 7488.4'
FINISHED GRADE ELEV. AT LOC. STAKE = 7485.2'

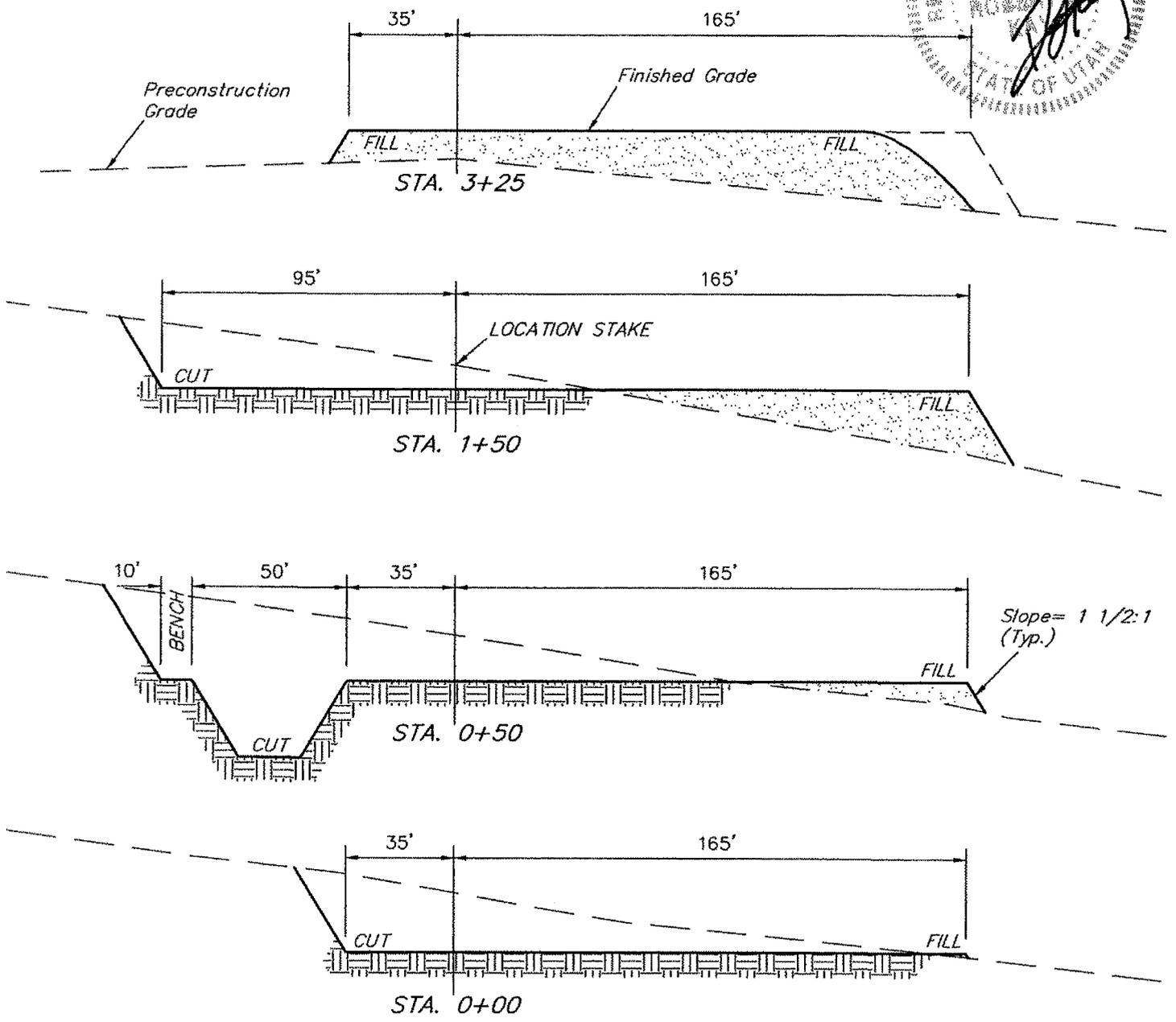
PIONEER NATURAL RESOURCES USA, INC.

FIGURE #2

TYPICAL CROSS SECTIONS FOR

MAIN CYN FED 12-8-15-23
SECTION 8, T15S, R23E, S.L.B.&M.
2500' FNL 1110' FWL

1" = 20'
X-Section Scale
1" = 50'
DATE: 10-17-05
Drawn By: P.M.



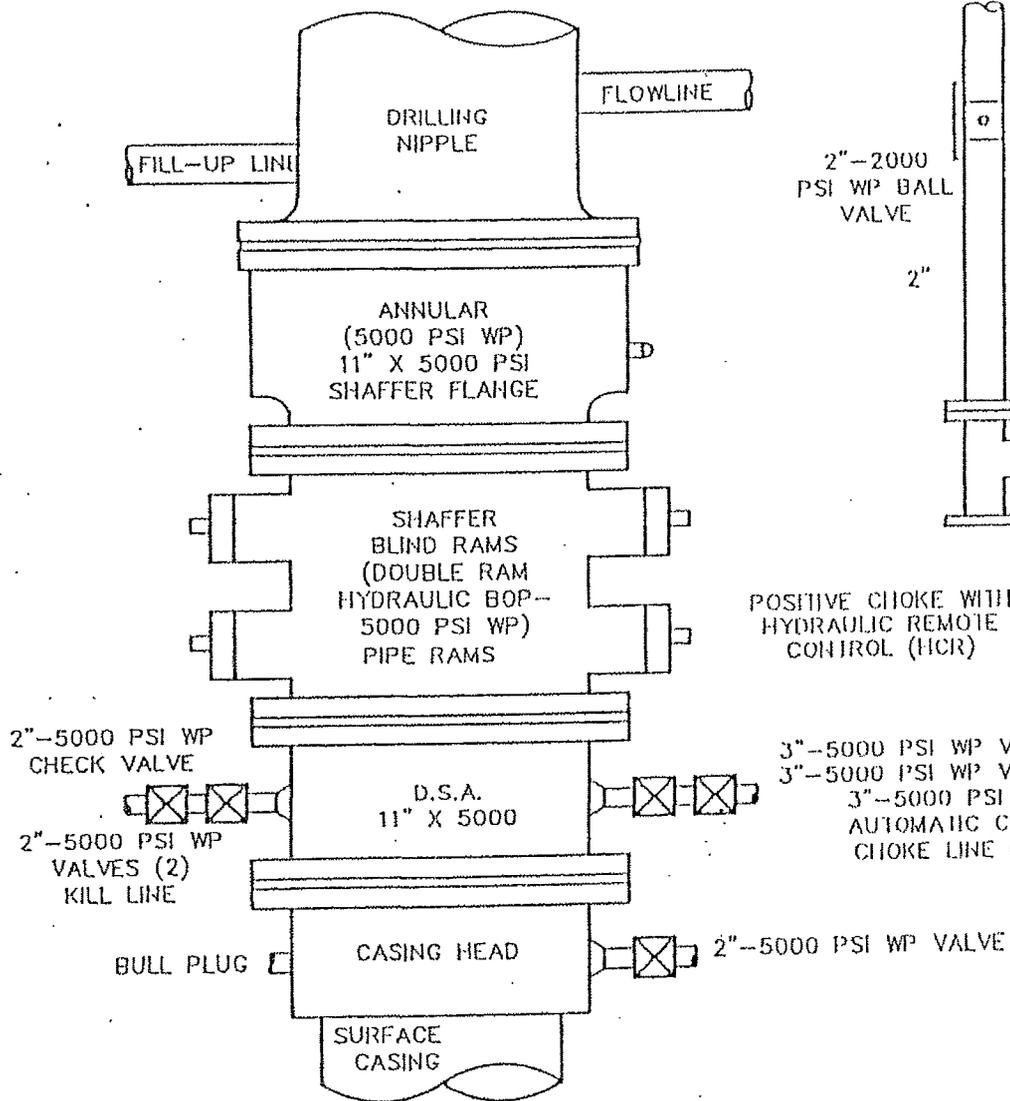
* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

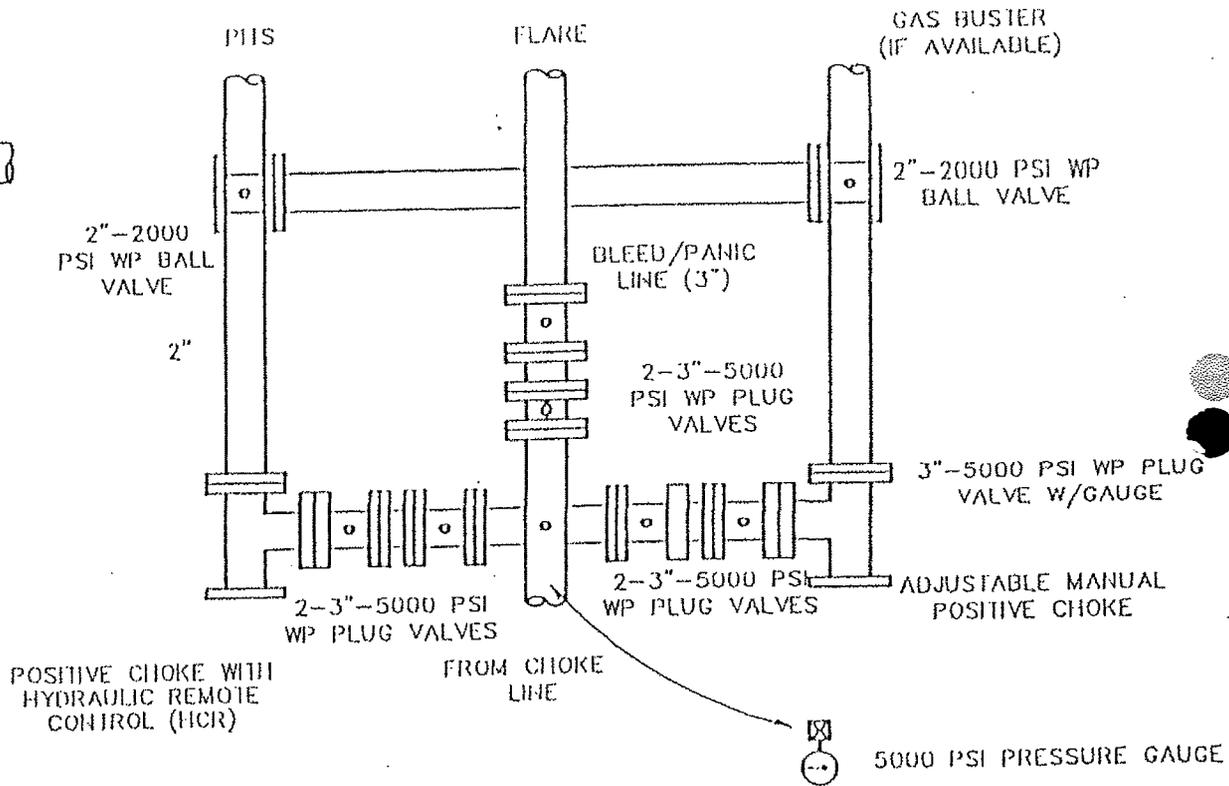
CUT	
(6") Topsoil Stripping	= 1,660 Cu. Yds.
Remaining Location	= 7,900 Cu. Yds.
TOTAL CUT	= 9,560 CU.YDS.
FILL	= 7,210 CU.YDS.

EXCESS MATERIAL	= 2,350 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 2,350 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 0 Cu. Yds.

BOP SCHEMATIC
5000 PSI WORKING PRESSURE



PLAN VIEW CHOKE MANIFOLD



THE HYDRAULIC CLOSING UNIT WILL BE LOCATED MORE THAN 30' FROM THE WELLHEAD. CHOKE AND BLEED/PANIC LINES WILL GO TO THE PIT AND FLARE. ALL CONNECTIONS IN CHOKE LINES AND MANIFOLD WILL BE FLANGED OR WELDED. ALL FLANGES SHOULD BE RING JOINT GASKET TYPE. ALL TURNS IN LINES SHALL BE CONSTRUCTED USING TARGETING 90° TEES OR ELLS. ALL LINES SHALL BE ANCHORED.

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 07/05/2007

API NO. ASSIGNED: 43-047-39428

WELL NAME: MAIN CYN FED 12-8-15-23
 OPERATOR: PIONEER NATURAL (N5155)
 CONTACT: STEPHEN SCHRECK

PHONE NUMBER: 303-298-8100

PROPOSED LOCATION:

SWNW 08 150S 230E
 SURFACE: 2500 FNL 1110 FWL
 BOTTOM: 2500 FNL 1110 FWL
 COUNTY: UINTAH
 LATITUDE: 39.52792 LONGITUDE: -109.3712
 UTM SURF EASTINGS: 639991 NORTHINGS: 4376421
 FIELD NAME: MAIN CANYON (625)

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

LEASE TYPE: 1 - Federal
 LEASE NUMBER: UTU-9211
 SURFACE OWNER: 1 - Federal

PROPOSED FORMATION: WINGT
 COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[1] Ind[] Sta[] Fee[]
(No. 104091293)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 43-8496)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)
- Intent to Commingle (Y/N)

LOCATION AND SITING:

- _____ R649-2-3.
- Unit: _____
- _____ R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- _____ Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
- _____ R649-3-11. Directional Drill

COMMENTS: _____

STIPULATIONS: _____

1- Federal Approval
2- Spacing Strip

T15S R23E

MAIN CYN 15-8-15-23

MAIN CYN FED 12-8-15-23
MAIN CYN FED 12-8-15-23

8

MAIN CYN 6-8-15-23

MAIN CYN 8-8-15-23

MAIN CYN 8-7-15-23

MAIN CYN 2-8-15-23

MAIN CYN FED 9-18-15-23

OPERATOR: PIONEER NAT RES (N5155)

SEC: 8 T.15S R. 23E

FIELD: MAIN CANYON (625)

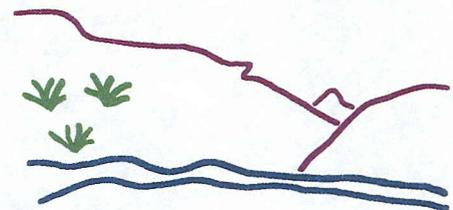
COUNTY: UINTAH

SPACING: R649-3-3 / EXCEPTION LOCATION

- 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 MASON
DATE: 12-JULY-2007



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil Gas and Mining

JOHN R. BAZA
Division Director

July 12, 2007

Pioneer Natural Resources USA, Inc.
1401 17th St., Ste. 1200
Denver, CO 80202

Re: Main Canyon Federal 12-8-15-23 Well, 2500' FNL, 1110' FWL, SW NW, Sec. 8,
T. 15 South, R. 23 East, Uintah County, Utah

Gentlemen:

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

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-39428.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

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

Operator: Pioneer Natural Resources USA, Inc.

Well Name & Number Main Canyon Federal 12-8-15-23

API Number: 43-047-39428

Lease: UTU-9211

Location: SW NW **Sec.** 8 **T.** 15 South **R.** 23 East

Conditions of Approval

1. General

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

2. Notification Requirements

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 Dustin Doucet at (801) 538-5281 (801) 733-0983 home

3. Reporting Requirements

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

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

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

CONFIDENTIAL

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: PIONEER NATURAL RESOURCES USA, INC

Well Name: MAIN CYN FED 12-8-15-23

Api No: 43-047-39428 Lease Type: FEDERAL

Section 08 Township 15S Range 23E County UINTAH

Drilling Contractor CRAIG'S ROUSTABOUT SER RIG # RATHOLE

SPUDDED:

Date 07/09/07

Time _____

How DRY

Drilling will Commence: _____

Reported by CLIFTON EVERETT

Telephone # (281) 833-2356

Date 07/25/07 Signed CHD

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

ENTITY ACTION FORM

Operator: Pioneer Natural Resources USA, Inc. Operator Account Number: N 5155
 Address: 1401 17th Street - Suite 1200
city Denver
state CO zip 80202 Phone Number: (303) 676-2663

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
047-39428	Main Cyn Fed 12-8-15-23		SWNW	8	15S	23E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	99999	16256	7/9/2007		7/26/07		
Comments: <u>WINGT</u>						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)

Joy A. Ziegler

Name (Please Print)

Joy A. Ziegler

Signature
Senior Engineering Tech

7/25/2007

Title

Date

RECEIVED

JUL 25 2007

DIV. OF OIL, GAS & MINING

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

SUNDRY NOTICES AND REPORTS ON WELLS			5. LEASE DESIGNATION AND SERIAL NUMBER: U-9211
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:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____			7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: Pioneer Natural Resources USA, Inc.			8. WELL NAME and NUMBER: Main Cyn Fed 12-8-15-23
3. ADDRESS OF OPERATOR: 1401 17th Street - Ste 1200 CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (303) 675-2663	9. API NUMBER: 43-047-39428 (37703)
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2500' FNL, 1110' FWL			10. FIELD AND POOL, OR WILDCAT: Main Canyon
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWNW 8 15S 23E 6			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 (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE	<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/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"/> TEMPORARILY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUT-OFF <input checked="" type="checkbox"/> OTHER: <u>Drilling Summary</u>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
Please see the attached Well History Drilling Summary.

NAME (PLEASE PRINT) Joy A. Ziegler TITLE Senior Engineering Tech
SIGNATURE *Joy A Ziegler* DATE 11/8/2007

(This space for State use only)

RECEIVED
NOV 13 2007
DIV. OF OIL, GAS & MINING

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



Well History Summary

CONFIDENTIAL

Well Name: MAIN CYN FED 12-8-15-23

Western Division

API/UWI 43-047-39428-0000	Field Name MAIN CANYON	QTR/QTR SWNW	Section 8	Township 15S	Range 23E
Spud Date 7/9/2007	Original KB Elevation (ft) 7,513.20	Ground Elevation (ft) 7,485.20	KB-Ground Distance (ft) 28.00	Total Depth (ftKB) 10,455.0	

PBTDS

Wellbore Name	Date	Depth (ftKB)

Date	Event
7/6/2007	Casing Strings: Casing Description: Conductor; Set Depth: 40.0 ftKB; Comment: <Comment?>
7/6/2007	Wellbore Sections: Section: Conductor; Size: 14 in; Act Top: 0.0 ftKB; Act Btm: 40.0 ftKB
7/9/2007	Wellbore Sections: Section: Surface; Size: 10 3/4 in; Act Top: 0.0 ftKB; Act Btm: 387.0 ftKB
7/9/2007	Casing Strings: Casing Description: Surface; Set Depth: 387.0 ftKB; Comment: <Comment?>
7/10/2007	Cement: Description: Surface Casing Cement; Eval Res: <Cement Evaluation Results?>; Comment: <Comment?>
9/24/2007	Wellbore Sections: Section: Intermediate; Size: 9 7/8 in; Act Top: 388.0 ftKB; Act Btm: 5,323.0 ftKB
9/30/2007	Logs: Type: Compensated Neutron; Top: 0.0 ftKB; Btm: 5,323.0 ftKB; Comment: SP/AIT/CNL/FDC/4-arm Cal/GR
10/1/2007	Casing Strings: Casing Description: Intermediate; Set Depth: 5,323.0 ftKB; Comment: Drifted & ran 131 jts 7 5/8" 29.7# N80 8rd LT&C new Robco range 3 csg w/ float shoe, float collar & 4 centralizers. Landed @ 5323'
10/2/2007	Cement: Description: Intermediate Casing Cement; Eval Res: <Cement Evaluation Results?>; Comment: Pumped 30 bbl fresh water preflush & 20 bbl Superflush sweep prior to cementing. Cemented casing w/ 480 sks, 353 bbl 10.8 ppg Tuned Light lead cement & 165 sks 33.0bbl 16.0ppg Class G cement blended w/0.3% Halad-344 + 0.3% Super CBL + 0.125 lb/sk Poly-E-Flake cement additives. Dropped plug & displaced with 240.5 bbls fresh water. Plug down 04:44hrs., bumped plug 500 psi over FCP. Had 40.0bbl good cement returns at surface, floats held annulus held stabil.
10/15/2007	Logs: Type: Triple Combo; Top: 5,318.0 ftKB; Btm: 10,492.0 ftKB; Comment: <Comment?>
10/15/2007	Logs: Type: FMI/Sonic Scanner; Top: 5,318.0 ftKB; Btm: 10,492.0 ftKB; Comment: <Comment?>
10/16/2007	Casing Strings: Casing Description: Production Liner; Set Depth: 10,455.0 ftKB; Comment: Ran 134 Jts new 5 1/2 17# N-80 production liner. Total length of liner, float equipment & hanger assy 5377.34' Landed @ 10,465'. Top of hanger set @ 5077.66'
10/16/2007	Cement: Description: Liner Cement; Eval Res: <Cement Evaluation Results?>; Comment: Pumped 40bbl spacer, pressure tested lines to 8000psi. Batch mixed & pumped 390sx, 150bbl, 10.5ppg, Tuned Light cement blended w/ 0.3% CFR-3, 0.4%Halad (R) 344, 1.0% Halad (R) 413, 0.5% HR-5 cement additives. Dropped top dart & displaced w/ 49bbl completion fluid, slowed rate & pressured up to 2500psi to release liner plug. Displaced and additional 124bbl completion fluid (173 total). plug down 11:32hrs, bumped plug 600psi over FCP (Bump pressure 2075psi). Held pressure 5 min. floats held annulus stabil.

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

CONFIDENTIAL

FORM 9

LEASE DESIGNATION AND SERIAL NUMBER:

U-9211

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:

Main Cyn Fed 12-8-15-23

2. NAME OF OPERATOR:
Pioneer Natural Resources USA, Inc.

9. API NUMBER:

43-047-39428 (37703)

3. ADDRESS OF OPERATOR:
1401 17th Street - Ste 1200 CITY Denver STATE CO ZIP 80202

PHONE NUMBER:
(303) 675-2663

10. FIELD AND POOL, OR WILDCAT:

Main Canyon

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 2500' FNL, 1110' FWL

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWNW 8 15S 23E 6

STATE:

UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> 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: 11/17/2007	<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>Completion Summary</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.

10-31-07 Thru 11-17-07

Baker Atlas Wireline logged SBT/CCL/GR/VDL/Map f/3236' to 36' KB. RIH and tagged liner hanger top @ 5092.5' KB (tbg tally). Baker Atlas Wireline logged SBT/GR/CCL/VDL/Map from 9600-5100'. Perf'd Entrada interval 9416-9430' KB @ 4 SPF, total of 56 shots; perf'd Entrada interval 9394-9402' & 9354-9362' w/4 SPF, total of 64 SPF - total shots in Entrada 120.

RU Pioneer frac eqpt - Pmp'd 54 bbls pad. Pmp'd 215 bbls pad of X Link gel; pmp'd 135 bbls X link gel w/15,876# 20/40 sd; pmp'd 185 bbls X link gel w/33,411# 20/40 sd; Pmp'd 213 bbls X link gel w/50,992# 20/40 sd. Flushed w/166 bbls 30# gel. Flow testing and recovering load.

Ran 284 jts 2-3/8" N80 4.7# EUE Production tbg - Tbg btm @ 9329.39' KB

11/22/07: 15 hr flow test: 14/64" ck, 581 TP, 858 CP, 596 MCFPD, 1.2 BOPD, 43 BWPD

NAME (PLEASE PRINT) Joy A. Ziegler

TITLE Senior Engineering Tech

SIGNATURE

Joy A. Ziegler

DATE 2/11/2008

(This space for State use only)

RECEIVED
FEB 14 2008
DIV. OF OIL, GAS & MINING

NOTICE

Utah Oil and Gas Conservation General Rule R649-3-21 states that,

- A well is considered completed when the well has been adequately worked to be capable of producing oil or gas or when well testing as required by the division is concluded.
- Within 30 days after the completion or plugging of a well, the following shall be filed:
 - Form 8, Well Completion or Recompletion Report and Log
 - A copy of electric and radioactivity logs, if run
 - A copy of drillstem test reports,
 - A copy of formation water analyses, porosity, permeability or fluid saturation determinations
 - A copy of core analyses, and lithologic logs or sample descriptions if compiled
 - A copy of directional, deviation, and/or measurement-while-drilling survey for each horizontal well

Failure to submit reports in a timely manner will result in the issuance of a Notice of Violation by the Division of Oil, Gas and Mining, and may result in the Division pursuing enforcement action as outlined in Rule R649-10, Administrative Procedures, and Section 40-6-11 of the Utah Code.

As of the mailing of this notice, the division has not received the required reports for

Operator: Pioneer Natural Resources USA, Inc

Today's Date: 02/14/2008

Well:	API Number:	Drilling Commenced:
Fed Athcee Ridge 22-13-25	4304735678	10/04/2005
Jensen Fee 23C-9-12-10	4300731211	10/26/2006
Jensen Fee 43P-9-12-10	4300731214	10/26/2006
Jensen Fee 33C-9-12-10	4300731212	10/26/2006
Jensen Fed 42C-9-12-10	4300731213	10/31/2006
Castlegate Fed 22C-9-12-10	4300731225	10/31/2006
UTCO Fee 23C-25-12-25	4304738252	11/16/2006
Main Cyn Fed 12-8-15-23	4304739428	07/06/2007

ISS 23E 8

To avoid compliance action, required reports should be mailed within 7 business days to:

Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P.O. Box 145801
Salt Lake City, Utah 84114-5801

If you have questions or concerns regarding this matter, please call (801) 538-5284.

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

CONFIDENTIAL

AMENDED REPORT FORM 8
(highlight changes)

5. LEASE DESIGNATION AND SERIAL NUMBER:
UTU921

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER:
Main Canyon Fed 12-8-15-23

9. API NUMBER:
43-047-39428

10. FIELD AND POOL, OR WILDCAT
Main Canyon

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
SWNW 8 1/4S 23E 6
15

12. COUNTY: Uintah 13. STATE: UTAH

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

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

2. NAME OF OPERATOR:
Pioneer Natural Resources USA, Inc.

3. ADDRESS OF OPERATOR: 1401 17th Street - #1200 CITY Denver STATE CO ZIP 80202 PHONE NUMBER: (303) 675-2663

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 2500' FNL & 1110' FWL
AT TOP PRODUCING INTERVAL REPORTED BELOW: Same
AT TOTAL DEPTH: Same

14. DATE SPUNDED: 7/9/2007 15. DATE T.D. REACHED: 10/14/2007 16. DATE COMPLETED: 11/17/2007
ABANDONED READY TO PRODUCE

17. ELEVATIONS (DF, RKB, RT, GL):
GL 7485', KB 7513'

18. TOTAL DEPTH: MD 10,500 TVD 10,500 19. PLUG BACK T.D.: MD 10,492 TVD 10,492 20. IF MULTIPLE COMPLETIONS, HOW MANY? *

21. DEPTH BRIDGE MD PLUG SET: TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
CBL, Platform Express Triple Combo; AI; Litho CND; Micro; PPC 4-Arm Cal; Litho CND AI TD, CN, LD, AIT, Temp, Micro CCL SBL

23. WAS WELL CORED? NO YES (Submit analysis)
WAS DST RUN? NO YES (Submit report)
DIRECTIONAL SURVEY? NO YES (Submit copy)

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

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
13-1/2	10-3/4 J55	40.5	0	387		Cl G 200	49	0 Cir	
9-7/8	7-5/8 N80	29.7	0	5,323		Tuned Lite 480	353	115 CBL	
						Cl "G" 165	55	4500 CBL	
6-3/4	5-1/2 N80	14 & 17	5,078	10,455		Tuned Lite 390	150	8500 CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-3/8	9,329							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)
(A) Entrada	9,328	9,459		
(B)				
(C)				
(D)				

27. PERFORATION RECORD

INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
9,354 9,362	0.32	32	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
9,394 9,402	0.32	32	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
9,416 9,430	0.32	56	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
			Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

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

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
9354-9430	Pumped 748 bbls X Link Gel & 100,279# 20/40 Sd

RECEIVED
FEB 22 2008

DIV OF OIL, GAS & MINING

29. ENCLOSED ATTACHMENTS:

- ELECTRICAL/MECHANICAL LOGS GEOLOGIC REPORT DST REPORT DIRECTIONAL SURVEY
 SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION CORE ANALYSIS OTHER: _____

30. WELL STATUS:
Producing

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 11/8/2007		TEST DATE: 11/22/2007		HOURS TESTED: 15		TEST PRODUCTION RATES: →		OIL - BBL: 1	GAS - MCF: 596	WATER - BBL: 43	PROD. METHOD: Flwg
CHOKE SIZE: 14/64	TBG. PRESS. 581	CSG. PRESS. 858	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL - BBL: 2	GAS - MCF: 953	WATER - BBL: 70	INTERVAL STATUS: Pumping	

INTERVAL B (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 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.)

Test: Gas Vented; Date 1st Produced: Sold

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)
				Permian	10,262
				Chinle	10,161
				Wingate	9,725
				Kaventa	9,619
				Navaio	9,491
				Carmel	9,460
				Entrada	9,328
				Curtis	9,280
				Summerville	9,215
				Morrison	8,935

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) Joy A. Ziegler

TITLE Senior Engineering Tech

SIGNATURE



DATE 2/19/2007

This report must be submitted within 30 days of

- completing or plugging a new well
- reentering a previously plugged and abandoned well
- drilling horizontal laterals from an existing well bore
- significantly deepening an existing well bore below the previous bottom-hole depth
- recompleting 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

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

ROUTING

- | |
|--------|
| 1. DJJ |
| 2. CDW |

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

3/1/2010

FROM: (Old Operator): N5155-Pioneer Natural Resources USA, Inc. 1401 17th St, Suite 1200 Denver, CO 80202 Phone: 1 (303) 675-2610	TO: (New Operator): N3655-Foundation Energy Management, LLC 14800 Landmark Blvd, Suite 2200 Dallas, TX 75254 Phone: 1 (918) 585-1650
--	---

CA No.		Unit:						
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: 3/18/2010
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 3/18/2010
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 2/23/2010
- Is the new operator registered in the State of Utah: Business Number: 7591070-0161
- (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 not yet BIA
- 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: n/a
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 5/20/2010
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 6/10/2010
- Bond information entered in RBDMS on: 5/20/2010
- Fee/State wells attached to bond in RBDMS on: 5/20/2010
- Injection Projects to new operator in RBDMS on: n/a
- Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: UTB000427
- Indian well(s) covered by Bond Number: n/a
- (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number B005552 & B005635
- The **FORMER** operator has requested a release of liability from their bond on: n/a

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 6/10/2010

COMMENTS:

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Foundation Energy Management, LLC <i>N 3655</i>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 14800 Landmark Blvd. - Ste 220 CITY Dallas STATE TX ZIP 72254		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (918) 585-1650		8. WELL NAME and NUMBER: See Attached List
4. LOCATION OF WELL FOOTAGES AT SURFACE: COUNTY:		9. API NUMBER:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: STATE: UTAH		10. FIELD AND POOL, OR WILDCAT:

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input 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 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 checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: 1/1/2010	<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 type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

Foundation Energy Management, LLC. has acquired all of Pioneer Natural Resources USA, Inc.'s interest in the attached list of wells. Foundation Energy Management, LLC. assumed operations of these wells on March 1, 2010.

Betty Brownson
Betty Brownson
Attorney-In-Fact
Pioneer Natural Resources USA, Inc. *N5155*
1401 17th Street - Suite 1200
Denver, CO 80202
Telephone: 303-675-2610
Fax: 303-294-1255

Joel P. Sauer
Joel P. Sauer
Vice President
Foundation Energy Management, LLC.
14800 Landmark Blvd., Suite 220
Dallas, Texas 75254
UDOGM Bond No. ~~B005552~~ B005552 & B005635
UT Trust Lands: B005499 BLM Bond No UTB000427
Telephone: 918-585-1650
Fax: 918-585-1660

NAME (PLEASE PRINT) Joel P. Sauer TITLE Vice President

SIGNATURE *Joel P. Sauer* **APPROVED 5/20/2010** *3-10-2010* **RECEIVED**

(This space for State use only)

Earlene Russell
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

MAR 18 2010
DIV. OF OIL, GAS & MINING

Pioneer Natural Resources (N5155) to Foundation Energy Management (N3655)
EFFECTIVE March 1, 2010

well_name	sec	twp	rng	api	entity	lease	type	stat
ANDERSON FED 2-12-16-24	12	160S	240E	4301930136	583	Federal	GW	S
BRYSON CANYON FED 1-34-16-24	34	160S	240E	4301931077	9280	Federal	GW	S
BRYSON CANYON FED 2-34-16-24	34	160S	240E	4301931078	9285	Federal	GW	P
STATE 21-10	10	160S	230E	4301931390	13560	State	GW	S
SE FLANK UINTAH 1-28	28	150S	220E	4304730126	6121	Federal	OW	P
CROOKED CANYON 13-17-14-23	17	140S	230E	4304730619	8055	Federal	GW	P
WOLF POINT FED 3-11-15-21	11	150S	210E	4304730622	8065	Federal	GW	P
MAIN CANYON FED 11-10-15-23	10	150S	230E	4304730639	11605	Federal	GW	S
MAIN CYN FED 15-8-15-23	08	150S	230E	4304730674	11598	Federal	GW	S
MAIN CYN FED 2-8-15-23	08	150S	230E	4304730735	11599	Federal	GW	P
MAIN CYN FED 7-17-15-23	17	150S	230E	4304730736	11600	Federal	GW	P
TRAPP SPRINGS 6-35-14-23	35	140S	230E	4304730791	8081*	Federal	GW	P
TRAPP SPRINGS 1-25-14-23	25	140S	230E	4304730975	8081*	Federal	GW	S
MAIN CYN FED 8-7-15-23	07	150S	230E	4304730977	11601	Federal	GW	TA
TRAPP SPRINGS FED 3-26-14-23	26	140S	230E	4304731003	8081*	Federal	GW	S
WOLF POINT FED 6-14-15-21	14	150S	210E	4304731027	8072	Federal	GW	S
TRAPP SPRINGS 16-25-14-23	25	140S	230E	4304731041	8081*	Federal	GW	S
MAIN CYN FED 4-4-15-23	04	150S	230E	4304731043	11602	Federal	GW	P
BLACK HORSE 14-15-15-24	15	150S	240E	4304731045	8070	Federal	GW	S
WOLF POINT FED 7-15-15-21	15	150S	210E	4304731071	8073	Federal	GW	P
MAIN CANYON FED 6-3-15-23	03	150S	230E	4304731072	8245	Federal	GW	S
MAIN CANYON FED 6-8-15-23	08	150S	230E	4304731073	11606	Federal	GW	S
WOLF POINT FED 2-18-15-22	18	150S	220E	4304731091	8077	Federal	GW	S
MAIN CANYON FED 16-4-15-23	04	150S	230E	4304731111	11608	Federal	GW	S
DAVIS CANYON FED 7-1-13-26	07	130S	260E	4304731134	2840	Federal	GW	S
WOLF POINT FED 5-13-15-21	13	150S	210E	4304731137	8071	Federal	GW	P
PINE SPRINGS FED 12-23-14-22	23	140S	220E	4304734676	13616	Federal	GW	OPS
PINE SPRINGS ST 6-36-14-22	36	140S	220E	4304735555	14352	State	GW	P
PINE SPRINGS ST 15-36-14-22	36	140S	220E	4304736962	15410	State	GW	P
MAIN CANYON FED 23-7-15-23	07	150S	230E	4304737705	15699	Federal	GW	P
MAIN CYN FED 12-8-15-23	08	150S	230E	4304739428	16256	Federal	GW	P

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. **MOAB FIELD OFFICE**

6. If Indian, Allottee or Tribe Name **2010 MAR 22 AM 10:58**

SUBMIT IN TRIPLICATE - Other instructions on page 2.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		7. If Unit of CA/Agreement, Name and/or No.
2. Name of Operator Foundation Energy Management, LLC		8. Well Name and No. See Below
3a. Address 14800 Landmark Blvd. - Suite 220 Dallas, TX 72254		9. API Well No.
3b. Phone No. (include area code) 918-575-1650		10. Field and Pool or Exploratory Area
4. Location of Well (Footage, Sec., T., R., M., or Survey Description)		11. Country or Parish, State Grand Co., 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>Change of Operator</u>
	<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 recompleat 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 recompleat 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.)

Foundation Energy Management, LLC. has acquired all of Pioneer Natural Resources USA, Inc.'s interest in the following wells. Foundation Energy Management, LLC. assumed operations of these wells on March 1, 2010.

- 1) API: 4301930136 - Anderson Fed 2-12-16-24 - SWSW, 12, T16S-R24E - Lease: UTU-04967C
- 2) API: 4301931077 - Bryson Canyon Fed 1-34-16-24 - NESE, 34, T16S-R24E - Lease: UTU-52030
- 3) API: 4301931078 - Bryson Canyon Fed 2-34-16-24 - SESW, 34, T16S-R24E - Lease: UTU-52030

UT13000427

Betty Brownson
Betty Brownson
Attorney-In-Fact
Pioneer Natural Resources USA, Inc.
1401 17th Street - Suite 1200
Denver, CO 80202
Telephone: 303-675-2610
Fax: 303-294-1255

Joel P. Sauer
Joel P. Sauer
Vice President
Foundation Energy Management, LLC.
14800 Landmark Blvd., Suite 220
Dallas, Texas 75254
UT BLM: B005501
Telephone: 918-585-1650
Fax: 918-585-1660

RECEIVED

APR 14 2010

DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.
Name (Printed/Typed) **Joel P. Sauer** Title **Vice President**

Signature *Joel P. Sauer* Date **3-10-2010**

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by **ACCEPTED** Division of Resources
Title **MOAB Field Office** Date **4/7/2010**
Office

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 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)

cc: UDDGM 4/7/10

Conditions Attached

Foundation Energy Management, LLC
Well No. Anderson Federal 2-12-16-24
Lease UTU04967C
Section 12, T16S, R24E
Well Nos. Bryson Canyon Federal 1-34-16-24 and 2-34-16-24
Lease UTU52030
Section 34, T16S, R24E
Grand County, Utah

CONDITIONS OF ACCEPTANCE

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

Be advised that Foundation Energy Management, LLC is considered to be the operator of the above wells effective March 1, 2010, and is responsible under the terms and conditions of the lease for the operations conducted on the leased lands.

Bond coverage for these wells is provided by UTB000427 (Principal – Foundation Energy Management, LLC) via surety consent as provided for in 43 CFR 3104.2.

This office will hold the aforementioned operator and bond liable until the provisions of 43CFR 3106.7-2 continuing responsibility are met.



United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Green River District Office
Vernal Field Office
170 South 500 East
Vernal, UT 84078

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



JUN 17 2011

IN REPLY REFER TO:
3162.3 (UTG011)

Joel P. Sauer
Foundation Energy Management, LLC
14800 Landmark Blvd., Suite 220
Dallas, TX 75254

Re: Change of Operator *4304739428*
Well No. Main Cyn. Fed. 12-8-15-23
SWNW, Sec. 8, T15S, R23E
Uintah County, Utah
Lease No. UTU9211

Dear Mr. Sauer:

This correspondence is in regard to the self-certification statement submitted requesting a change of operator for the referenced well. After a review by this office, the change of operator request is approved. Effective March 1, 2010, Foundation Energy Management, LLC is responsible for all operations performed on the referenced well. All liability will now fall under your bond, BLM Bond No. UTB000427, for all operations conducted on the referenced well on the leased land.

If you have any other questions regarding this matter, please contact Cindy Severson of this office at (435) 781-4455.

Sincerely,

Jerry Kericzka
Assistant Field Manager
Land & Mineral Resources

RECEIVED

JUN 23 2011

DIV. OF OIL, GAS & MINING

Enclosure

cc: UDOGM

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.
6. If Indian, Allottee or Tribe Name
7. If Unit of CA/Agreement, Name and/or No.
8. Well Name and No.
See Attached List
9. API Well No.
10. Field and Pool or Exploratory Area
11. Country or Parish, State
Utah Co., UT

SUBMIT IN TRIPLICATE -- Other instructions on page 2.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
Foundation Energy Management LLC

3a. Address
14800 Landmark Blvd. - Suite 220
Dallas, TX 72254

3b. Phone No. (include area code)
918-575-1650

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)

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: Change of Operator
	<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.)

Foundation Energy Management, LLC. has acquired all of Pioneer Natural Resources USA, Inc.'s interest in the attached list of wells. Foundation Energy Management, LLC. assumed operations of these wells on March 1, 2010.

Betty Brown
Betty Brown
Attorney-In-Fact
Pioneer Natural Resources USA, Inc.
1401 17th Street - Suite 1200
Denver, CO 80202
Telephone: 303-675-2610
Fax: 303-294-1255

Joel P. Sauer
Joel P. Sauer
Vice President
Foundation Energy Management, LLC.
14800 Landmark Blvd., Suite 220
Dallas, Texas 75254
UT BLM: B005501
Telephone: 918-585-1650
Fax: 918-585-1660

RECEIVED
MAR 18 2010
BLM VERNAL, UTAH

14. I hereby certify that the foregoing is true and correct.
Name (Printed/Typed) Joel P. Sauer Title Vice President
Signature *Joel P. Sauer* Date 3-10-2010

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by *[Signature]* Assistant Field Manager **JUN 16 2011**
lands & Mineral Resources 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 to knowingly and willfully 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.



BLM - Vernal												
Change of Operator - Effective 3/1/2010												
From Pioneer Natural Resources USA, Inc. to Foundation Energy Management, LLC.												
api	well_name	qtr_qtr	sec	tpw	rng	County	entity	zone	lease	l_num	stat	unit
1304732659	ATCHEE RIDGE 15-13-25 1	SWSE	15	130S	250E	Uintah	11962	MNCSB	Federal	U-70248	S	DISPLACEMENT POINT
1304732602	ATCHEE RIDGE 24-13-25 1	SESW	24	130S	250E	Uintah	11963	MNCS	Federal	UTU-72075	S	DISPLACEMENT POINT
1304731104	BLACK HORSE 12-8-15-24	SWNW	08	150S	240E	Uintah	8070	MNCSB	Federal	U-2836	S	BLACK HORSE CANYON
1304731045	BLACK HORSE 14-15-15-24	NENW	15	150S	240E	Uintah	8070	MNCSB	Federal	U-2837	S	
1304730248	BLACK HORSE 2 1-29-15S-24E	SESE	29	150S	240E	Uintah	10897	MNCS	Federal	U-2838	S	BLACK HORSE CANYON
1304730619	CROOKED CANYON 13-17-14-23	NWNW	17	140S	230E	Uintah	8055	DKTA	Federal	U-6613	P	
1304732618	DAVIS CANYON 12-13-25 1	SENE	12	130S	250E	Uintah	11970	MVRD	Federal	UTU-70247	P	DISPLACEMENT POINT
1304731134	DAVIS CANYON FED 7-1-13-26	NENE	07	130S	260E	Uintah	2840	DKTA	Federal	U-46737	P	
1304730331	DRY BURN U 1 1-29-13S-25E	NWSE	29	130S	250E	Uintah	16218	MNCS	Federal	U-10184	S	DISPLACEMENT POINT
1304735678	FED ATCHEE RIDGE 22-13-25	SWSW	22	130S	250E	Uintah	14972	MVRD	Federal	UTU-073189	OPS	DISPLACEMENT POINT
1304730639	MAIN CANYON FED 11-10-15-23	SENW	10	150S	230E	Uintah	11605	CSLGT	Federal	U-8361	S	
1304731111	MAIN CANYON FED 16-4-15-23	NENE	04	150S	230E	Uintah	11608	MNCSB	Federal	U-8361	S	
1304737705	MAIN CANYON FED 23-7-15-23	NESW	07	150S	230E	Uintah	15699	DK-MR	Federal	UTU-9211	P	
1304731072	MAIN CANYON FED 6-3-15-23	NESW	03	150S	230E	Uintah	8245	MNCSB	Federal	UTU-8361	S	
1304731073	MAIN CANYON FED 6-8-15-23	NESW	08	150S	230E	Uintah	11606	CSLGT	Federal	U-9211	S	
1304730977	MAIN CYN FED 8-7-15-23	NESE	07	150S	230E	Uintah	11601	MNCS	Federal	U-9211	TA	
1304739428	MAIN CYN FED 12-8-15-23 ★	SWNW	08	150S	230E	Uintah	16256	ENRD	Federal	UTU-9211	P	
1304730674	MAIN CYN FED 15-8-15-23	NWNE	08	150S	230E	Uintah	11598	MNCS	Federal	U-9211	P	
1304730735	MAIN CYN FED 2-8-15-23	SWSE	08	150S	230E	Uintah	11599	DKMNB	Federal	U-9211	P	
1304737928	MAIN CYN FED 32-10-15-23	SWNE	10	150S	230E	Uintah			Federal	UTU-8361	AL	
1304731043	MAIN CYN FED 4-4-15-23	SWSW	04	150S	230E	Uintah	11602	DKTA	Federal	U-8361	P	
1304730736	MAIN CYN FED 7-17-15-23	NWSE	17	150S	230E	Uintah	11600	DKMNB	Federal	U-8359	P	
1304731135	MAIN CYN ST 8-2-15-22	NESE	02	150S	220E	Uintah	8076	MNCS	Federal	ML-22320	DH	
1304731074	PINE SPRINGS 13-26-14-22	NWNW	26	140S	220E	Uintah	13615	CSLGT	Federal	U-27413	S	
1304731042	PINE SPRINGS 7-21-14-22	NWSE	21	140S	220E	Uintah	8086	DKTA	Federal	U-10199	P	PINE SPRINGS
1304731096	PINE SPRINGS 9-12-14-21	SENE	12	140S	210E	Uintah	10772	WSTC	Federal	U-10272	P	PINE SPRINGS
1304731348	PINE SPRINGS FED 12-18-14-22	SWNW	18	140S	220E	Uintah	10772	WSTC	Federal	U-6841	S	PINE SPRINGS
1304734676	PINE SPRINGS FED 12-23-14-22	SWNW	23	140S	220E	Uintah	13616	CSLGT	Federal	UTU 006614	OPS	
1304734675	PINE SPRINGS FED 3-23-14-22	SESW	23	140S	220E	Uintah	10773	MNCSB	Federal	UTU 006614	P	PINE SPRINGS
1304731063	PINE SPRINGS FED 8-20-14-22	NESE	20	140S	220E	Uintah	8086	DKTA	Federal	U-10119	P	PINE SPRINGS
1304730284	PINE SPRINGS UNIT 1 1-23-14-22	NESW	15	140S	220E	Uintah	595	DKTA	Federal	U-27413	S	PINE SPRINGS
1304730325	RAT HOLE CYN UNIT 1 7-8-14-25	NWSE	08	140S	250E	Uintah	16219	MNCS	Federal	U-3176A	S	DISPLACEMENT POINT

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api	well_name	qtr_qtr	sec	tpw	rng	County	entity	zone	lease	l_num	stat	unit
4304730126	SE FLANK UINTAH 1-28	SWSW	28	150S	220E	Uintah	6121	DKTA	Federal	U-0149536	P	
4304730460	SWEETWATER CANYON 1 1-14-14-24	SWNW	14	140S	240E	Uintah	8060	MNCSB	Federal	U-10133	S	SWEETWATER CANYON
4304730332	SWEETWATER FED 10-23-14S-24E(1-L-23)	SWNE	23	140S	240E	Uintah	9560	MNCS	Federal	U-10133	S	SWEETWATER CANYON
4304731040	SWEETWATER FED 6-13-14-24	NESW	13	140S	240E	Uintah	8060	DKTA	Federal	U-10132	S	SWEETWATER CANYON
4304736784	TENT CANYON 4-14-14-25	NWNW	14	140S	250E	Uintah	16329	MVRD	Federal	UTU-72652	PA	S. DISPLACEMENT POINT
4304730975	TRAPP SPRINGS 1-25-14-23	SESE	25	140S	230E	Uintah	8081	DKTA	Federal	U-38073	S	
4304731041	TRAPP SPRINGS 16-25-14-23	NENE	25	140S	230E	Uintah	8081	DKTA	Federal	U-38073	P	
4304730582	TRAPP SPRINGS 4-25-14-23	SWSW	25	140S	230E	Uintah	10894	DKTA	Federal	U-38073	P	TRAPP SPRINGS
4304730791	TRAPP SPRINGS 6-35-14-23	NESW	35	140S	230E	Uintah	8081	DKTA	Federal	U-59581	P	
4304731003	TRAPP SPRINGS FED 3-26-14-23	SESW	26	140S	230E	Uintah	8081	DKTA	Federal	U-38071	S	
4304731091	WOLF POINT FED 2-18-15-22	SWSE	18	150S	220E	Uintah	8077	MNCS	Federal	U-30112	S	
4304730622	WOLF POINT FED 3-11-15-21	SESW	11	150S	210E	Uintah	8065	DKTA	Federal	U-6618	P	
4304731137	WOLF POINT FED 5-13-15-21	NWSW	13	150S	210E	Uintah	8071	DK-MR	Federal	U-30112	P	
4304731027	WOLF POINT FED 6-14-15-21	NESW	14	150S	210E	Uintah	8072	DKTA	Federal	U-10173	S	
4304731071	WOLF POINT FED 7-15-15-21	NWSE	15	150S	210E	Uintah	8073	DK-MR	Federal	U-6618	P	