

MILLER
MDYER & CO. LLC

475 Seventeenth Street, Suite 1200
Denver, Colorado 80202
P: 303-292-0949
F: 303-292-3901

October 26, 2007

Diana Mason
Utah Division of Oil, Gas & Mining
P.O. Box 145801
Salt Lake City, UT 84114-5801

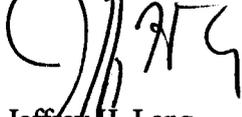
RE: Applications for Permit to Drill
Ute Tribal #1-29-14-20 NENE Section 29 T14S-R20E
Ute Tribal #15-29-14-20 SWSE Section 29 T14S-R20E
Ute Tribal #3-30-14-20 NENW Section 30 T14S-R20E
Ute Tribal #11-30-14-20 NESW Section 30 T14S-R20E
Ute Tribal #12-28-14-20 NWSW Section 28 T14S-R20E
Ute Tribal #3-32-14-20 NENW Section 32 T14S-R20E
Uintah County, Utah

Dear Ms. Mason:

Enclosed please find a copy of the APD's for the Ute Tribal #3-30-14-20 and Ute Tribal #11-30-14-20. These wells will be drilled on Lease #U-019837 located on Ute Tribal Lands. Also please find a copy of the APD's for the Ute Tribal #1-29-14-20, Ute Tribal #15-29-14-20 and the Ute Tribal #12-28-14-20. These wells will be drilled on Lease #U-10166 located on Ute Tribal Lands. Additionally find a copy of the Ute Tribal #3-32-14-20 to be drilled on the State of Utah lease ML-44317 located on Ute Tribal Lands. Water for the drilling will come from Miller, Dyer & Co. existing water source well the Ute Tribal #30-4 located in NENW of Section 30-T14S-R20E.

Please do not hesitate to call me at (303) 292-0949 ext 102 if you have any questions or need additional information.

Sincerely,



Jeffrey H. Lang
Vice President of Operations

CC: BLM - 3

RECEIVED
OCT 28 2007
DIV. OF OIL, GAS & MINING

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: U-10166 | 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 Indian Tribe | |
| B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input type="checkbox"/> MULTIPLE ZONE <input checked="" type="checkbox"/> | | | 8. UNIT or CA AGREEMENT NAME: N/A | |
| 2. NAME OF OPERATOR: Miller, Dyer & Co., LLC | | | 9. WELL NAME and NUMBER: Ute Tribal 12-28-14-20 | |
| 3. ADDRESS OF OPERATOR: 475 17th St Suite 1200 CITY Denver STATE CO ZIP 80202 | | PHONE NUMBER: (303) 292-0949 | 10. FIELD AND POOL, OR WILDCAT: Flat Rock <u>600</u> | |
| 4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 1952 FSL 460 FWL <u>612496X</u> AT PROPOSED PRODUCING ZONE: SAME <u>4380470Y</u> <u>39.568437</u> <u>-109.690353</u> | | | 11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSW 28 14S 20E S | |
| 14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: See Topo Map "A" (Attached) | | | 12. COUNTY: Uintah | 13. STATE: UTAH |
| 15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 460 | 16. NUMBER OF ACRES IN LEASE: 1280 | 17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40 | | |
| 18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 200 | 19. PROPOSED DEPTH: 12,500 | 20. BOND DESCRIPTION: RLB0008085 | | |
| 21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7420 GR | 22. APPROXIMATE DATE WORK WILL START: 5/1/2008 | 23. ESTIMATED DURATION: 40 Days | | |

24. PROPOSED CASING AND CEMENTING PROGRAM

| SIZE OF HOLE | CASING SIZE, GRADE, AND WEIGHT PER FOOT | SETTING DEPTH | CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT | | | |
|--------------|---|---------------|---|------------|-------------|--------------|
| 26" | 20" Conductive .250" Wall | 40 | Ready Mix to Surface | | | |
| 12-1/4" | 9-5/8" J-55 36# | 3,300 | Class G & Prem Lite | 727 sacks | 1.17 & 3.38 | 11 & 15.8 |
| 8-3/4" | 5-1/2" N80/P110 17# | 12,500 | Class G & Prem Lite | 1254 sacks | 1.65 & 3.15 | 14.4-11.2-14 |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

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) Jeffrey H. Lang TITLE Vice President of Operations
SIGNATURE [Signature] DATE 10/25/07

(This space for State use only)

Approved by the
Utah Division of
Oil, Gas and Mining

RECEIVED

OCT 25 2007

API NUMBER ASSIGNED: 13-047-39736

APPROVAL:

DIV. OF OIL, GAS & MINING

**Federal Approval of this
Action is Necessary**

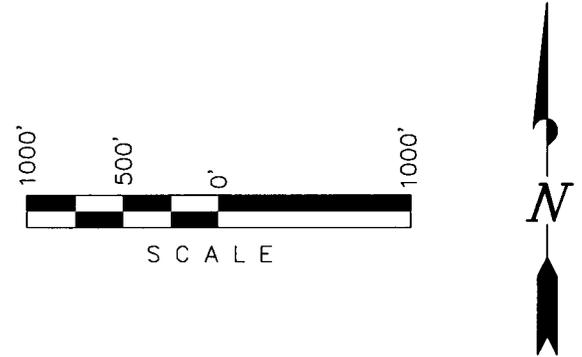
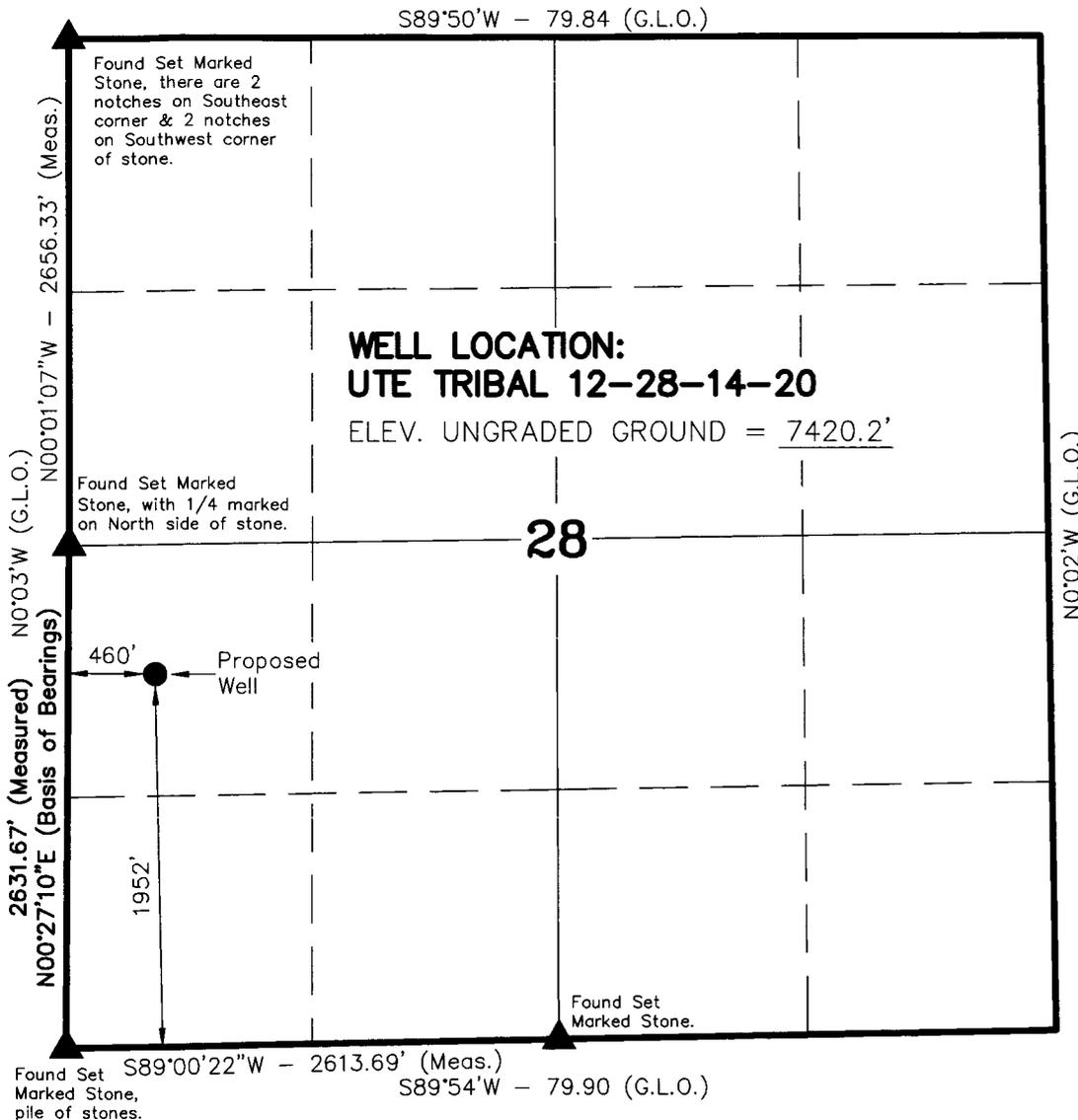
Date: 10-31-07

By: [Signature]

T14S, R20E, S.L.B.&M.

MILLER, DYER & CO. LLC

WELL LOCATION, UTE TRIBAL 12-28-14-20,
 LOCATED AS SHOWN IN THE NW 1/4 SW
 1/4 OF SECTION 28, T14S, R20E, S.L.B.&M.
 UTAH COUNTY, UTAH.



NOTES:

1. Well footages are measured at right angles to the Section Lines.
2. G.L.O. distances are shown in feet or chains. 1 chain = 66 feet.
3. Bearings are based on Global Positioning Satellite observations.

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. 362251
 STATE OF UTAH
 KOLBY R.
 KAY

▲ = SECTION CORNERS LOCATED
 BASIS OF ELEVATION IS BENCH MARK 60 WF 1952 LOCATED IN THE SW 1/4 OF SECTION 35, T14S, R20E, S.L.B.&M. THE ELEVATION OF THIS BENCH MARK IS SHOWN ON THE FLAT ROCK MESA 7.5 MIN. QUADRANGLE AS BEING 7363'.

UTE TRIBAL 12-28-14-20
 (Proposed Well Head)
 NAD 83 Autonomous
 LATITUDE = 39° 34' 06.47"
 LONGITUDE = 109° 41' 27.72"

TIMBERLINE (435) 789-1365
 ENGINEERING & LAND SURVEYING, INC.
 38 WEST 100 NORTH - VERNAL, UTAH 84078

| | | |
|----------------------------|---------------------|--|
| DATE SURVEYED: 09-06-07 | SURVEYED BY: B.J.S. | SHEET 2 OF 10 |
| DATE DRAWN: 09-21-07 | DRAWN BY: M.W.W. | |
| SCALE: 1" = 1000' | Date Last Revised: | |

**DRILLING PLAN
MILLER, DYER & CO. LLC**

**Ute Tribal #12-28-14-20
NWSW Section 28 T14S-R20E**

1. Estimated Formation Tops

| Estimated Formation Tops: | Measured Depth |
|--------------------------------------|---------------------------|
| Green River | Surface |
| Wasatch | 2,345' |
| Base High Resistivity | 3,350' |
| Mesaverde | 4,498' |
| Castlegate Sandstone | 6,336' |
| Mancos Shale | 6,620' |
| Dakota Sandstone | 10,788' |
| Cedar Mountain | 10,943' |
| Morrison | 11,169' |
| Curtis | 11,696' |
| Entrada Sandstone | 11,775' |
| Carmel | 12,105' |
| Wingate | 12,254' |
| TD | 12,500' |

2. Estimated Depth and Thickness of Zones

| Tops | MD | Thickness | Anticipated Formation Contents |
|----------------------|-----------|------------------|---|
| Wasatch | 2,345 | | Oil and/or gas anticipated > 3,000' |
| | | 1000 | |
| Mesaverde | 4,498 | 500 | Gas |
| Castlegate Sandstone | 6,336 | 300 | Gas |
| Dakota Sandstone | 10,788 | 150 | Gas |
| Cedar Mountain | 10,943 | 200 | Gas |
| Morrison | 11,169 | 300 | Gas |
| Entrada Sandstone | 11,775 | 300 | Gas |
| Wingate | 12,254 | 500 | Gas |

3. Pressure Control Equipment

Schematic attached (Attachment "A")

Blow Out Preventer (BOP) will be equipped as follows:

- A. Type: Eleven (11) inch double gate hydraulic 3,000 psi BOP plus a 3000 psi annular preventer mounted on a 3,000 psi casinghead.
 - a. One set of blind rams (above)
 - b. One set of pipe rams (below)
 - c. Appropriate fill, kill and choke lines will be 3,000 psi working pressure

Note: The calculation of maximum anticipated surface pressure is detailed in Section 7. This calculation is based on the maximum anticipated bottom-hole pressure and a partially evacuated hole. According to this calculation, a 3000 psi BOP and annular preventer will be sufficient to drill this well safely. However, depending on the actual rig contracted for this well, a 5000 psi system may come with the rig. If so, all testing will be done to 5000 psi specifications.

B. Auxiliary Equipment:

Auxiliary equipment to include upper Kelly cock with a handle, a floor safety valve with subs to fit all drill string connections in use, and a string float valve.

C. Pressure Rating: 3,000 psi WP

D. Testing Procedure:

Hydraulic Ram-Type BOP

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack of 3,000 psi. This pressure will be maintained for a period of at least ten (10) minutes or until the requirements of the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

- 1) when the BOP is initially installed,
- 2) whenever any seal subject to test pressure is broken,
- 3) following related repairs, and
- 4) at thirty (30) day intervals.

In addition to the above, the pipe and blind rams will be activated each trip, but no more than once each day.

E. Choke Manifold Equipment:

All choke lines will be straight lines; turns will use tee blocks, or targeted running tees, and will be anchored to prevent whip and vibration. The manifold will have two (2) manual chokes and a pressure gauge.

F. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically controlled choke line valve, if so equipped, close all rams plus the annular BOP, and retain a minimum of 200 psi above precharge on the closing manifold without the use of the closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity, and the fluid level of the reservoir will be maintained to the manufacturer's recommendations.

G. Miscellaneous Information:

The choke manifold and BOP ram extensions rods with hand wheels will be located outside the rig substructure. The hydraulic BOP closing unit will be located at least 25 feet from the well head, but readily accessible to the driller. Exact location and configuration of the hydraulic BOP closing unit will depend on the layout of the particular rig contracted to drill this well.

A flare line will be installed from the choke manifold to a flare pit, extending a minimum of 100 feet from the center of the drill hole.

The BOP and related pressure control equipment will be installed, tested and maintained in compliance with the specifications and requirements of the Onshore Oil and Gas Order Number 2.

Auxiliary Equipment

- a. Kelly cock – Yes
- b. Float sub at bit – No
- c. Mud logger & instrumentation – Yes
- d. Full-opening safety valve on rig floor – Yes
- e. Rotating head – No

4. Casing Program

| | Setting Depth | Hole Size | Casing O.D. | Grade | Weight/Ft. | Thread |
|------------|-----------------|-----------|-------------|-----------|-------------|----------|
| Conductor | 40' | 26" | 20" | Conductor | 0.250" wall | |
| Surface | 3,300' | 12-1/4" | 9-5/8" | J-55 | 36# | STC |
| Production | 0'-1,200' | 8-3/4" | 5-1/2" | N-80 | 17# | Buttress |
| | 1,200'-11,000' | 8-3/4" | 5-1/2" | N-80 | 17# | LTC |
| | 11,000'-12,500' | 8-3/4" | 5-1/2" | P-110 | 17# | LTC |

- Subject to review on the basis of actual conditions encountered. Production casing depth will be adjusted based on results.

- Depending on availability, 17#, P-110, LT&C may be substituted for the 17#, N-80, Buttress casing at the top of the production string.
- Casing design runs are shown for each casing string. See Attachment "B"

5. Cement Program

Conductor Casing: 0'-40'

Ready Mix to surface

Surface Casing: 0' – 3300'

Lead Cement:

0'-2800'

11.0 ppg Premium Lite II cement

10% bwoc Bentonite

0.5% bwoc Sodium Metasilicate

5 #/sk Kol Seal

0.25 #/sk Cello Flake

3% bwow Potassium Chloride

Cement yield = 3.38 ft³/sk w/ 20.5 gal/sk water

Annular volume (in open hole) = 2760' * 0.3132 ft³/ft = 864.4 ft³

Excess = 50%

Total volume (open hole) w/ excess = 864.4 ft³ * 1.50 = 1296.6 ft³

Annular volume (in conductor) = 40' * 1.5687 ft³/ft = 62.7 ft³

Excess = 0%

Total volume (open hole & conductor) = 1359 ft³

Lead Cement Requirement = 1359 ft³ / 3.38 ft³/sk = 403 sks

Tail Cement:

2800'-3300' plus shoe joint

15.8 ppg Class G

2% bwoc Calcium Chloride

0.25 #/sk Cello Flake

Cement yield = 1.17 ft³/sk w/ 5 gal/sk water

Annular volume (in open hole) = 500' * 0.3132 ft³/ft = 156.6 ft³

Excess = 50%

Total volume (open hole) w/ excess = 156.6 ft³ * 1.50 = 234.9 ft³

Shoe volume = 40' * 0.4341 ft³/ft = 17.4 ft³

Excess (shoe) = 0%

Total volume (open hole & shoe) = 234.9 + 17.4 = 252 ft³

Tail Cement Requirement = 252 ft³ / 1.17 ft³/sk = 217 sks

Displacement Volume:

$$3260' * 0.0773 \text{ bbl/ft} = 252 \text{ bbls}$$

Top Out Cement:

0-200' (displaced down backside w/ 1" string)

15.8 ppg Class G

2% bwoc Calcium Chloride

0.25 #/sk Cello Flake

Cement yield = 1.17 ft³/sk w/ 5 gal/sk water

Annular volume = 200' * 0.3132 ft³/ft = 62.6 ft³

Excess = 100%

Total volume w/ excess = 62.6 ft³ * 2.0 = 125.2 ft³

Top Out Cement Requirement = 125.2 ft³ / 1.17 ft³/sk = 107 sks

Production Casing: 0'-12,500' (DV Tool @ 10,000')

Stage 1

Cement:

10,000'-12,500'

14.4 ppg 50:50 Poz (Fly Ash): Class G Cement (or equivalent)

0.05 #/sk Static Free

0.2% bwoc R-3

3% bwow Potassium Chloride

0.25 #/sk Cello Flake

0.9% bwoc FL-25

1 gal / 100 sk FP-6L

35% bwoc Silica Flour

0.2% bwoc BA-59

0.2% bwoc Bentonite

Cement yield = 1.65 ft³/sk w/ 7.12 gal/sk water

Annular volume = 2500' * 0.2526 ft³/ft = 631.5 ft³

Excess = 25%

Total volume w/ excess = 631.5 ft³ * 1.25 = 789.4 ft³

Shoe volume = 40' * 0.1305 ft³/ft = 5.2 ft³

Excess (shoe) = 0%

Total volume w/ excess (incl. shoe) = 789.4 + 5.2 = 794 ft³

Stage 1 Cement Requirement = 794 ft³ / 1.65 ft³/sk = 480 sks

Displacement Volume:

$$(12,500' - 40') * 0.0232 \text{ bbl/ft} = 289.0 \text{ bbls}$$

Stage 2 (DV tool to 500' inside surface casing)

Lead Cement:

2,800'-9,593'

11.2 ppg Premium Lite II cement (or equivalent)

3 #/sk CSE

0.3% bwoc R-3
 3% bwow Potassium Chloride
 10% bwoc Bentonite
 0.2% bwoc Sodium Metasilicate
 Cement yield = 3.15 ft³/sk w/ 19 gal/sk water
 Volume inside surface casing = 500' * 0.2691 ft³/ft = 134.5 ft³
 Excess = 0%
 Annular volume = 6293' * 0.2526 ft³/ft = 1589.6 ft³
 Excess = 25%
 Annular volume w/ excess = 1589.6 ft³ * 1.25 = 1987.0 ft³
 Total volume = 134.5 + 1987.0 = 2121.5 ft³
Lead Cement Requirement = 2121.5 ft³ / 3.15 ft³/sk = 674 sks

Tail Cement:

9,593' – 10,000'
 14.2 ppg 50:50 Poz (Fly Ash): Class G Cement (or equivalent)
 0.05% bwoc Static Free
 0.1% bwoc R-3
 3% bwow Potassium Chloride
 0.9% bwoc FL-25
 1 gal / 100 sk FP-6L
 2% bwoc Bentonite
 0.2% bwoc Sodium Metasilicate
 0.2% bwoc BA-59
 Cement yield = 1.29 ft³/sk w/ 5.8 gal/sk water
 Annular volume = 407' * 0.2526 ft³/ft = 102.8 ft³
 Excess = 25%
 Annular volume w/ excess = 102.8 ft³ * 1.25 = 128.5 ft³
Tail Cement Requirement = 100 sks

Displacement Volume:

10,000' * 0.0232 bbl/ft = 232 bbls

- A detailed cement program is included. See Attachment "C"

6. Mud Program (visual monitoring)

| Interval | Mud Type | Weight | Viscosity | Fluid Loss |
|--------------------|--------------------------------|-------------|--------------|------------|
| 0'- 2,400' | Water/Gel/Lime/Native Clays | 8.3-8.6 ppg | 33-36 sec/qt | N/C |
| 2,400'- 12,500' | KCl/Polymer or DAP/Polymer | 9.0-9.3 ppg | 38-42 sec/qt | 8-10cc |

Sufficient mud materials to maintain mud properties, control lost circulation, contain a "gas" kick, and rebuild an active mud system will be available on location during drilling operations.

7. **Testing, Logging, Coring**

- a. Drill stem tests – non anticipated
- b. Electric logs - DIL/SP/GR, FDC/CNL/CAL/PE/GR, BHC sonic/GR all from TD to surface
- c. Coring – possible sidewall coring in the Dakota, Cedar Mountain, Morrison and Entrada.

8. **Anticipated Bottom Hole Pressure and Temperature, and other Potential Hazards**

A. Bottom Hole Pressure:

Maximum anticipated bottom hole pressure is 4,375 psi (calculated at 0.35 psi/ft. at the 12,500' (TVD) level of the Wingate). This pressure gradient was calculated from a bottom hole pressure buildup tests conducted on four separate wells located in Section 29, T14S-R20E. These wells are the closest wells to the subject well completed in the same deep zones. Therefore the maximum anticipated surface pressure is 1,625 psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/ft.).

B. Bottom Hole Temperature:

The bottom hole temperature anticipated in this wellbore is approximately 230 degrees Fahrenheit at 12,500' TVD. This anticipated temperature is consistent with the temperatures encountered in the other four deep wells drilled in this area.

C. Abnormal Pressures or Temperatures:

As demonstrated above, no abnormal pressures or temperatures are anticipated in this well.

D. Potential Hazards:

No hydrogen sulfide (H₂S) gas or other potential hazards have been encountered or are known to exist in any well drilled to similar depths in the general area.

9. **Anticipated Starting Date and Duration**

Spud Date: Upon governmental approval and drilling rig availability

Duration of Operations:

- 1) Drilling: Approximately 40 days.
- 2) Completion: Approximately 30 days

Drilling Notification:

Prior to location construction, moving in the drilling rig and spudding the well, the Vernal field office of the BLM will be notified of our intentions to commence operations, unless otherwise instructed in the site specific conditions of approval.

**SURFACE USE PLAN
MILLER, DYER & CO. LLC**

**Ute Tribal #12-28-14-20
NWSW Section 28 T14S-R20E**

1. Existing Roads:
 - a. Topographic Map "A" shows the vicinity of the well, including a portion of the Agency Draw Road. This road is reached from Ouray, Utah, by following the Seep Ridge Road south to Buck Canyon; taking the Buck Canyon road west to the Willow Creek Road; then north on the Willow Creek Road to Santio Crossing, which is at the junction of the Willow Creek Road and the Agency Draw Road.
 - b. Topographic Map "B" shows the point approximately 53 miles south of Ouray where the access road to the well departs from the Agency Draw Road. Continue 0.5 mile north then 1.1 mile east of the Flat Rock Mesa Road. The access road is 65' north to the Ute Tribal 12-28-14-20.

2. Planned Access Road: (refer to Topographic Map "D")
 - a. Length of new road route will be approximately 65 feet.
 - b. The right-of-way width is 55' (27.5' on either side of the centerline) with a 20-foot wide running surface.
 - c. Maximum grade will be less than 2%
 - d. No turn-outs are planned.
 - e. The new road will be crowned, ditched and dipped to provide adequate drainage.
 - f. Culverts will be used if necessary.
 - g. No gates or cattle guards will be needed. Nor will any existing facilities be modified.
 - h. The proposed road was flagged when the location was staked.
 - i. The authorized officer will be contacted at least 24 hours in advance of commencement of construction of the access road and well pad.

3. Location of Existing Wells:
 - a. The nearest producing well is the Ute Tribal #28-1A, located approximately 200' east of the proposed well location in Section 28-T14S-R20E.

4. Location of Existing and/or Proposed Facilities:
 - a. There are no existing facilities on the proposed well pad. All proposed facilities will be contained within the proposed location site (see attached "Location Layout"). Topographic Map "D" shows the proposed route for a gas line, to be co-located in the access road right-of-way, and connected to the Miller, Dyer & Co. LLC gathering system.
 - b. The operator will submit information concerning proposed on and off well pad facilities once production has been established by applying for approval of subsequent operations.

5. **Location and Type of Water Supply:**
 - a. Miller, Dyer & Co. existing water supply well the Ute Tribal 30-4A, located in the NENW Section 30-T14S-R20E on Indian surface has been approved by the Ute Indian Tribe. The existing BIA water permit number for the well is #14-20-H62-5069.
 - b. Some produced water from existing wells may be used for drilling. Fresh water may also be taken at a point of diversion at Santio Crossing from Willow Creek in the SESE Section 29-T12S-R21E, SLB&M, if available during the drought. This water will be taken under the terms of the Ute Oilfield Water Service's state filing.
 - c. Water will be transported by truck on the Agency Draw and Flat Rock Mesa roads.

6. **Source of Construction Materials:**
 - a. It is anticipated that any construction materials will be needed for the drilling phase of this project. Gravel, shale or road base materials needed to upgrade access roads and well pad will be obtained from the operator's pit located on SITLA land near Chimney Rock.
 - b. The entire well site and all access roads to be upgraded for built are located on lands held in trust by the federal government for the Ute Indian Tribe.
 - c. All construction materials used in building the well pad and access road will be native materials accumulated during construction. In the event that additional materials are needed, they will be obtained from the operator's existing pit on SILTA land or from private sources.

7. **Methods for Handling Waste Disposal:**
 - a. Methods and locations for safe containment and disposal of the following materials:
 1. Drill cuttings will be buried in the reserve pit.
 2. Garbage and trash will be contained in trash baskets and hauled to a sanitary landfill. There will be no burning of trash on the location at any time.
 3. Salts will be kept in proper containers and salvaged for future use or disposed of at an approved facility.
 4. Chemicals will be kept in proper containers and salvaged for future use or disposed of at an approved facility.
 5. Sewage waste will be contained in portable chemical toilets serviced by a commercial sanitary service.

 - b. Drilling fluids will be contained in the reserve pit and mud tanks. To the extent possible, drilling fluids and water will be saved for use at future drilling locations. Unusable drilling fluids and water will be disposed of in an approved manner upon the completion of the well.

 - c. No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount greater than 10,000 pounds will be used, produced,

stored, transported, or disposed of annually in association with the drilling, testing, of this well. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of this well.

d. Reserve pit and waste water disposal:

1. The reserve pit will be constructed so as not to lead, break, or allow the discharge of fluids.
2. The reserve pit will be lined with 12 mil plastic nylon reinforced liner installed over sufficient bedding material to cover any exposed rocks. The pit will be fenced on three sides with 39" net wire, topped with a minimum of one strand of barbed wire. All wire will be stretched prior to attachment to the corner posts. The fourth side will be fenced when drilling activities are completed to allow drying.
3. The closure of the reserve pit will follow the Guidance for Reserve Pit Closure as found in the Environmental Handbook of the State of Utah, Division of Oil, Gas & Mining.
 - a) The reserve pit will be closed within one year following drilling and completion of a well (R649-16.3).
 - b) Liquid in a pit will be allowed to either evaporate or be removed. If removed, it will be disposed of properly, some options are injection (in this well or another), hauled to a permitted disposal facility, or re-used at another well.
 - c) The pit liner may be cut off above the cuttings/mud level and hauled to a landfill, or folded in and processed along with other pit contents and covered. No remnants of liner material will be exposed at the surface when pit closure is complete. Pit area will be mounded so as not to allow ponding of water and drainage diverted around as not to allow erosion of the old pit site.
4. A closed drilling system will not be used as there is no irrigable land, floodplains, or lands under crop production.
5. In accordance with Onshore Order No. 7, a permanent disposal method and location will be applied for within 90 days of establishing production.
6. After first production:
 - a) Produced waste water will be confined to the reserve pit, or a storage tank for a period not to exceed 90 days.
 - b) During the 90 day period, in accordance with Onshore Order No. 7, an application for approval of a permanent disposal method and location, along with the required water analysis will be submitted to the authorized officer.
 - c) No produced water will be used for dust or weed control of any kind. Should spills of oil, produced water, or hazardous materials occur, the area of the spill will be re-mediated

and contaminated soil and recovered oil or hazardous materials will be hauled to an approved disposal facility.

8. **Ancillary Facilities:**
 - a. No airstrips will be built. Mobile living quarters and office facilities for supervisors, geologists, mud engineers, mud loggers and air compressor personnel will be confined to the drilling location as shown on the "Location Layout" diagram. The drilling crew will be housed on location.
9. **Well Site Layout:**
 - a. Refer to attached "Typical Cross Section" diagram for cuts and fills and relation to topography.
 - b. Refer to "Location Layout" diagram for location of mud tanks, reserve and flare pits, pipe racks, living facilities and top soil stockpiles.
 - c. Refer to "Location Layout" diagram for rig orientation, access road and parking area. Parking area will be in the northeast corner of the location.
10. **Plans for Restoration of the Surface:**
 - a. **Producing well location**
 1. Immediately upon well completion the location and surrounding area will be cleared of all tubing, equipment, debris, materials, trash and junk not required for production.
 2. Immediately upon well completion any hydrocarbons on the reserve pit will be removed and disposed of properly.
 3. The reserve pit and that portion of the location not needed for production facilities/operations will be re-contoured to the approximate natural contours. The reserve pit will be reclaimed within 90 days of the date of well completion, or as soon thereafter as is practical. Before any dirt work takes place, the reserve pit must be completely dry and all cans, barrels, pipe, etc removed. The liner will be perforated and torn prior to backfilling.
 4. Access roads will be graded and maintained to prevent erosion and accommodate year-round traffic.
 5. All disturbed areas not needed for operations will be seeded with the mixture required by the BIA in the manner specified by the BIA.
 - b. **Dry Hole/Abandoned Location**
 1. At such time as it is determined that the well is to be plugged and abandoned, the operator will submit a subsequent report of abandonment to the BLM and the BIA. The BLM will attach plugging conditions of approval, and the BIA will attach conditions of approval for the restoration of the surface.
11. **Surface Ownership:**
 - a. Access roads and location are held in trust for the Ute Indian Tribe by the United States. The operator has obtained a right-of-way with the BIA and

submitted payment for damages as specified in its Exploration and Development Agreement with the Ute Indian Tribe.

12. Additional Information:

- a. The operator will inform all persons in the area who are associated with this project that they will be subject to prosecution for knowingly disturbing historic or archaeological sites, or for collecting artifacts. If historic or archaeological materials are uncovered during construction, the operator will immediately stop work that might further disturb such materials, and will inform the assigned monitor and the authorized officer (AO) at the BIA. Within five working days the AO will inform the operator as to:
 1. Whether the materials appear to be eligible for the National Register of Historic Places;
 2. The mitigation measures the operator will likely have to undertake before the site can be used (assuming in situ preservation is not necessary); and
 3. A time frame for the AO to complete an expedited review under 36 CFR 900.11 to confirm, through the State Historic Preservation Officer, that the findings of the AO are correct and that mitigation is appropriate.
- b. If the operator wishes at any time to relocate activities to avoid the cost of mitigation and/or the delays associated with this process, the AO will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise, the operator will be responsible for mitigation costs. The AO will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the AO that required mitigation has been completed, the operator will be allowed to resume construction.
- c. At the request of the Ute Indian Tribe, a 30'-wide fire break will be bladed around the perimeter of the location.

Bonding:

Please be advised that Miller, Dyer & Co. LLC is considered to be the operator of the Ute Tribal #12-28-14-20 well; NWSW of Section 28, T14S-R20E Uintah County, Utah; and all producing zones; and is responsible for the operations conducted upon the leased lands. Bond coverage is provided by Certificate of Deposit #UTB000058.

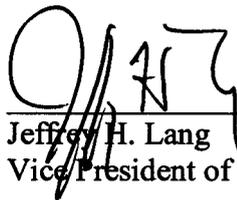
Operator's Certification:

I hereby certify that I, or someone under my direct supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am

responsible for the operation conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filing of false statements.

Executed this 25th day of OCTOBER, 2007.

Jeffrey H. Lang
Vice President of Operations
Miller, Dyer & Co. LLC
475 17th Street, Suite 1200
Denver, CO 80202
Office: 303 292 0949 Ext 102
FAX: 303 292 3901
Cell: 303 503 3730
Email: jeff@millerdyer.com



Jeffrey H. Lang
Vice President of Operations

The Onsite Inspection for this well will be conducted after the APD has been submitted to the BLM as per the new requirements of Onshore Order #1 dated March 7, 2007.

IMPORTANT NOTICE: This information should be checked by the engineer responsible for the design to insure its accuracy. U. S. Steel makes no express or implied warranty of any kind in respect either to the information furnished or the materials referred to or as to the suitability thereof for any particular application, use or purpose, and expressly disclaims any and all such warranties. Anyone making use of this information does so at their own risk and assumes full responsibility as to its suitability for the use intended and any and all liability resulting from such use.

Date: 09-26-2007 16:42

U. S. STEEL GENERATED CHECK STRING DESIGN

CASING COMBINATION DESIGN NO C01560
SUBMITTED BY Jeff Lang
CUSTOMER Miller, Dyer & Co. LLC
OUTSIDE DIAMETER 9.625
MUD WEIGHT 9.300
SOUR SERVICE NO

| ITEM NUMBER | LENGTH FEET | ZONE FEET | WEIGHT LB/FT | GRADE | JOINT TYPE | SECTION WEIGHT LB | TOTAL WEIGHT LB |
|-------------|-------------|-----------|--------------|-------|-------------|-------------------|-----------------|
| 1 | 3300 | 0-3300 | 36 | J-55 | SHORT ROUND | 118800 | 118800 |

| ***** SAFETY-FACTORS ***** | | | | | |
|----------------------------|----------------------------|------------------------|---------------------------|-------------------------|-----------------|
| ITEM NUMBER | EXTERNAL PRESSURE COLLAPSE | TENSION YIELD STRENGTH | TENSION ULTIMATE STRENGTH | INTERNAL YIELD PRESSURE | LEAK RESISTANCE |
| TARGET | 1.125 | 1.250 | 1.800 | 1.000 | 1.000 |
| 1 | 1.268 | 3.757 | 3.313 | 2.208 | 5.309 |

Note: Safety Factors for Internal Yield Pressure (Pipe or joint) and Leak Resistance are based on an Internal Pressure of 1594 PSI.

Copyright 2001 United States Steel

IMPORTANT NOTICE: This information should be checked by the engineer responsible for the design to insure its accuracy. U. S. Steel makes no express or implied warranty of any kind in respect either to the information furnished or the materials referred to or as to the suitability thereof for any particular application, use or purpose, and expressly disclaims any and all such warranties. Anyone making use of this information does so at their own risk and assumes full responsibility as to its suitability for the use intended and any and all liability resulting from such use.

Date: 09-26-2007 16:34

U. S. STEEL GENERATED CHECK STRING DESIGN

| | |
|-------------------------------------|------------------------|
| CASING COMBINATION DESIGN NO | C01546 |
| SUBMITTED BY | Jeff Lang |
| CUSTOMER | Miller, Dyer & Co. LLC |
| OUTSIDE DIAMETER | 5.500 |
| MUD WEIGHT | 9.300 |
| SOUR SERVICE | NO |

| ITEM NUMBER | LENGTH FEET | ZONE FEET | WEIGHT LB/FT | GRADE | JOINT TYPE | SECTION WEIGHT LB | TOTAL WEIGHT LB |
|-------------|-------------|-------------|--------------|-------|------------|-------------------|-----------------|
| 1 | 1200 | 0-1200 | 17 | N-80 | BUTTRESS | 20400 | 212500 |
| 2 | 9800 | 1200-11000 | 17 | N-80 | LONG ROUND | 166600 | 192100 |
| 3 | 1500 | 11000-12500 | 17 | P-110 | LONG ROUND | 25500 | 25500 |

| ***** SAFETY - FACTORS ***** | | | | | | |
|------------------------------|----------------------------|------------------------|---------------------------|-------------------------|-----------------|--|
| ITEM NUMBER | EXTERNAL PRESSURE COLLAPSE | TENSION YIELD STRENGTH | TENSION ULTIMATE STRENGTH | INTERNAL YIELD PRESSURE | LEAK RESISTANCE | |
| TARGET | 1.125 | 1.250 | 1.800 | 1.000 | 1.000 | |
| 1 | 8.287 | 1.868 | 2.099 | 1.282 | 2.666 | |
| 2 | 1.158 | 1.561 | 1.809 | 1.282 | 2.181 | |
| 3 | 1.239 | 16.165 | 17.450 | 1.762 | 2.181 | |

Note: Safety Factors for Internal Yield Pressure (Pipe or joint) and Leak Resistance are based on an Internal Pressure of 6038 PSI.

Copyright 2001 United States Steel

IMPORTANT NOTICE: This information should be checked by the engineer responsible for the design to insure its accuracy. U. S. Steel makes no express or implied warranty of any kind in respect either to the information furnished or the materials referred to or as to the suitability thereof for any particular application, use or purpose, and expressly disclaims any and all such warranties. Anyone making use of this information does so at their own risk and assumes full responsibility as to its suitability for the use intended and any and all liability resulting from such use.

Date: 09-26-2007 16:35

U. S. STEEL GENERATED CHECK STRING DESIGN

CASING COMBINATION DESIGN NO C01547
SUBMITTED BY Jeff Lang
CUSTOMER Miller, Dyer & Co. LLC
OUTSIDE DIAMETER 5.500
MUD WEIGHT 9.300
SOUR SERVICE NO

| ITEM NUMBER | LENGTH FEET | ZONE FEET | WEIGHT LB/FT | GRADE | JOINT TYPE | SECTION WEIGHT LB | TOTAL WEIGHT LB |
|-------------|-------------|-------------|--------------|-------|------------|-------------------|-----------------|
| 1 | 1200 | 0-1200 | 17 | P-110 | LONG ROUND | 20400 | 212500 |
| 2 | 9800 | 1200-11000 | 17 | N-80 | LONG ROUND | 166600 | 192100 |
| 3 | 1500 | 11000-12500 | 17 | P-110 | LONG ROUND | 25500 | 25500 |

| ***** SAFETY - FACTORS ***** | | | | | |
|------------------------------|----------------------------|------------------------|---------------------------|-------------------------|-----------------|
| ITEM NUMBER | EXTERNAL PRESSURE COLLAPSE | TENSION YIELD STRENGTH | TENSION ULTIMATE STRENGTH | INTERNAL YIELD PRESSURE | LEAK RESISTANCE |
| TARGET | 1.125 | 1.250 | 1.800 | 1.000 | 1.000 |
| 1 | 11.277 | 1.940 | 2.094 | 1.762 | 2.181 |
| 2 | 1.158 | 1.561 | 1.809 | 1.282 | 2.181 |
| 3 | 1.239 | 16.165 | 17.450 | 1.762 | 2.181 |

Note: Safety Factors for Internal Yield Pressure (Pipe or joint) and Leak Resistance are based on an Internal Pressure of 6038 PSI.

Copyright 2001 United States Steel



Proposal No: 179969767A

Miller, Dyer & Co.,LLC
Flat Rock Generic

ATTACHMENT C

Uintah County, Utah
September 25, 2007

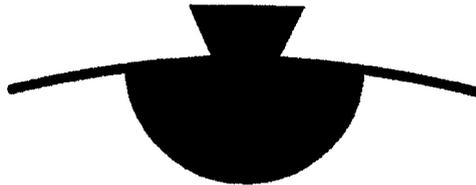
Well Proposal

Prepared for:

Jeff Lang
Miller, Dyer & Co.,LLC
Email: mstrever@msn.com
Mobile: (303) 818-4990

Prepared by:

Clark Emrich
Technical Account Manager
Denver, Colorado
Bus Phone: (303) 832-3722
Email: cemrich@bjservices.com
Mobile: (303) 549-4180



POWERVISION®

POWERPRO • POWERTRAX • POWERLINK

Service Point:

Vernal
Bus Phone: (435) 781-2294
Fax: (435) 789-4530

Service Representatives:

Clark Emrich
Technical Account Manager
Denver, Colorado
Bus Phone: (303) 832-3722
Email: cemrich@bjservices.com
Mobile: (303) 549-4180

Operator Name: Miller, Dyer & Co.,LLC
Well Name: Flat Rock Generic
Job Description: Surface: 9 5/8" CSG x 12.25" O.H. x 3300' MD
Date: September 25, 2007



Proposal No: 179969767A

JOB AT A GLANCE

| | |
|--------------------------|-----------------------------|
| Depth (TVD) | 3,300 ft |
| Depth (MD) | 3,300 ft |
| Hole Size | 12.25 in |
| Casing Size/Weight : | 9 5/8in, 36 lbs/ft |
| Pump Via | 9 5/8" O.D. (8.921" I.D) 36 |
| Total Mix Water Required | 9,357 gals |
| Pre-Flush | |
| Water | 40 bbls |
| Density | 8.4 ppg |
| Lead Slurry | |
| Premium Lite II Cement | 403 sacks |
| Density | 11.0 ppg |
| Yield | 3.38 cf/sack |
| Tail Slurry | |
| Class G + Additives | 217 sacks |
| Density | 15.8 ppg |
| Yield | 1.17 cf/sack |
| Displacement | |
| Water | 252 bbls |
| Density | 8.4 ppg |

Operator Name: Miller, Dyer & Co., LLC
 Well Name: Flat Rock Generic
 Job Description: Surface: 9 5/8" CSG x 12.25" O.H. x 3300' MD
 Date: September 25, 2007



Proposal No: 179969767A

WELL DATA

ANNULAR GEOMETRY

| ANNULAR I.D. (in) | DEPTH(ft) | |
|----------------------|-----------|---------------|
| | MEASURED | TRUE VERTICAL |
| 19.500 CASING | 40 | 40 |
| 12.250 HOLE | 3,300 | 3,300 |

SUSPENDED PIPES

| DIAMETER (in) | | WEIGHT (lbs/ft) | DEPTH(ft) | |
|---------------|-------|--------------------|-----------|---------------|
| O.D. | I.D. | | MEASURED | TRUE VERTICAL |
| 9.625 | 8.921 | 36 | 3,300 | 3,300 |

Float Collar set @ 3,260 ft
 Mud Density 8.50 ppg
 Mud Type Water Based
 Est. Static Temp. 120 ° F
 Est. Circ. Temp. 97 ° F

VOLUME CALCULATIONS

40 ft x 1.5687 cf/ft with 0 % excess = 62.7 cf
 2,760 ft x 0.3132 cf/ft with 50 % excess = 1296.6 cf
 500 ft x 0.3132 cf/ft with 50 % excess = 234.9 cf
 40 ft x 0.4341 cf/ft with 0 % excess = 17.4 cf (inside pipe)
TOTAL SLURRY VOLUME = 1611.6 cf
= 287 bbls

VERIFY TUBULAR CONFIGURATION, PROCEDURE, AND PROPER DISPLACEMENT DEPTH WITH CUSTOMER REPRESENTATIVE PRIOR TO PUMPING.

BHST has been estimated from 1.2 deg/100 ft gradient with an 80 degree ambient rock temperature. The BHCT has been calculated using API standards.

Operator Name: Miller, Dyer & Co., LLC
 Well Name: Flat Rock Generic
 Job Description: Surface: 9 5/8" CSG x 12.25" O.H. x 3300' MD
 Date: September 25, 2007



Proposal No: 179969767A

FLUID SPECIFICATIONS

Pre-Flush 40.0 bbls Water @ 8.4 ppg

| <u>FLUID</u> | <u>VOLUME CU-FT</u> | <u>VOLUME FACTOR</u> | <u>AMOUNT AND TYPE OF CEMENT</u> |
|--------------|-------------------------|--------------------------|---|
| Lead Slurry | 1359 | / 3.3 | = 403 sacks Premium Lite II Cement + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 5 lbs/sack Kol Seal + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 196.8% Fresh Water |
| Tail Slurry | 252 | / 1.1 | = 217 sacks Class G Cement + 2% bwoc Calcium Chloride + 0.25 lbs/sack Cello Flake + 44.3% Fresh Water |

Displacement 252.0 bbls Water @ 8.4 ppg

CEMENT PROPERTIES

| | SLURRY NO. 1 | SLURRY NO. 2 |
|--|-------------------------|-------------------------|
| Slurry Weight (ppg) | 11.00 | 15.80 |
| Slurry Yield (cf/sack) | 3.38 | 1.17 |
| Amount of Mix Water (gps) | 20.53 | 5.00 |
| Estimated Pumping Time - 70 BC (HH:MM) | 5:00 | 2:00 |
| COMPRESSIVE STRENGTH | | |
| 24 hrs @ 95 ° F (psi) | 400 | 3500 |

THICKENING TEST TIMES ARE ESTIMATES. SLURRIES ARE SUBJECT TO CHANGE BASED ON TEST RESULTS FROM THE REGION LABORATORY.

SLURRY VOLUMES ARE ESTIMATED AND ARE SUBJECT TO CUSTOMER VERIFICATION.

PLEASE DOCUMENT HOW LONG WELL HAS BEEN CIRCULATED PRIOR TO CEMENTING AND INCLUDE ANY OTHER IMPORTANT ISSUES ON THE CEMENT REPORT.

Operator Name: Miller, Dyer & Co.,LLC
Well Name: Flat Rock Generic
Job Description: 2 STG L/S: 5 1/2" CSG x 8.75" O.H. x 12,400'
Date: September 25, 2007



Proposal No: 179969767A

JOB AT A GLANCE

| | |
|-----------------------------|------------------------------|
| Depth (TVD) | 12,500 ft |
| Depth (MD) | 12,500 ft |
| Hole Size | 8.75 in |
| Casing Size/Weight : | 5 1/2 in, 17 lbs/ft |
| Pump Via | 5 1/2" O.D. (4.892" I.D) 17 |
| Total Mix Water Required | 16,908 gals |
| Stage No: 1 | Float Collar set @ 12,460 ft |
| Spacer | |
| 2% KCl Water | 20 bbls |
| Density | 8.4 ppg |
| Mud Wash | |
| Mud Clean I | 1,000 gals |
| Density | 8.4 ppg |
| Spacer | |
| 2% KCl Water | 20 bbls |
| Density | 8.4 ppg |
| 1st Tail Slurry | |
| 50:50:2 (Poz:G:Gel) + Add's | 480 sacks |
| Density | 14.4 ppg |
| Yield | 1.65 cf/sack |
| Displacement | |
| Drilling Mud | 290 bbls |
| Density | 9.5 ppg |

Operator Name: Miller, Dyer & Co., LLC
Well Name: Flat Rock Generic
Job Description: 2 STG L/S: 5 1/2" CSG x 8.75" O.H. x 12,400'
Date: September 25, 2007



Proposal No: 179969767A

JOB AT A GLANCE (Continued)

| Stage No: 2 | Stage Collar set @ | 10,000 ft |
|-----------------------------|--------------------|--------------|
| Pre-Flush | | |
| 2% KCl Water | | 20 bbls |
| Density | | 8.4 ppg |
| Mud Wash | | |
| Mud Clean I | | 1,000 gals |
| Density | | 8.4 ppg |
| Spacer | | |
| 2% KCl Water | | 20 bbls |
| Density | | 8.4 ppg |
| 2nd Lead Slurry | | |
| Premium Lite II + Add's | | 674 sacks |
| Density | | 11.2 ppg |
| Yield | | 3.15 cf/sack |
| 2nd Tail Slurry | | |
| 50:50:2 (Poz:G:Gel) + Add's | | 100 sacks |
| Density | | 14.2 ppg |
| Yield | | 1.29 cf/sack |
| Displacement | | |
| 2% KCl Water | | 232 bbls |
| Density | | 8.4 ppg |

Operator Name: Miller, Dyer & Co., LLC
Well Name: Flat Rock Generic
Job Description: 2 STG L/S: 5 1/2" CSG x 8.75" O.H. x 12,400'
Date: September 25, 2007



Proposal No: 179969767A

WELL DATA (Continued)

VERIFY TUBULAR CONFIGURATION, PROCEDURE, AND PROPER DISACEMENT DEPTH WITH CUSTOMER REPRESENTATIVE PRIOR TO PUMPING.

BHST has been estimated from 1.25 deg/100 ft gradient with an 80 degree ambient rock temperature. The BHCT has been calculated using API standards. PLEASE CONFIRM ACTUAL BHST TO ENSURE ACCURATE CEMENT TESTING IS PERFORMED.

Operator Name: Miller, Dyer & Co.,LLC
 Well Name: Flat Rock Generic
 Job Description: 2 STG L/S: 5 1/2" CSG x 8.75" O.H. x 12,400'
 Date: September 25, 2007



Proposal No: 179969767A

FLUID SPECIFICATIONS

STAGE NO.: 1

Spacer 20.0 bbls 2% KCl Water @ 8.43 ppg
 Mud Wash 1,000.0 gals Mud Clean I @ 8.4 ppg
 Spacer 20.0 bbls 2% KCl Water @ 8.43 ppg

| <u>FLUID</u> | <u>VOLUME CU-FT</u> | <u>VOLUME FACTOR</u> | <u>AMOUNT AND TYPE OF CEMENT</u> |
|-----------------|-------------------------|--------------------------|--|
| 1st Tail Slurry | 792 | / 1.6 | = 480 sacks (50:50) Poz (Fly Ash):Class G Cement + 0.05 lbs/sack Static Free + 0.2% bwoc R-3 + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 0.9% bwoc FL-25 + 1 gals/100 sack FP-6L + 2% bwoc Bentonite + 35% bwoc Silica Flour + 0.2% bwoc BA-59 + 70.7% Fresh Water |

Displacement 289.7 bbls Drilling Mud @ 9.5 ppg

CEMENT PROPERTIES

| | SLURRY NO. 1 |
|--|-------------------------|
| Slurry Weight (ppg) | 14.40 |
| Slurry Yield (cf/sack) | 1.65 |
| Amount of Mix Water (gps) | 7.12 |
| Amount of Mix Fluid (gps) | 7.13 |
| Estimated Pumping Time - 70 BC (HH:MM) | 4:00 |
| COMPRESSIVE STRENGTH | |
| 24 hrs @ 230 ° F (psi) | 3000 |

Operator Name: Miller, Dyer & Co.,LLC
 Well Name: Flat Rock Generic
 Job Description: 2 STG L/S: 5 1/2" CSG x 8.75" O.H. x 12,400'
 Date: September 25, 2007



Proposal No: 179969767A

FLUID SPECIFICATIONS (Continued)

STAGE NO.: 2

Pre-Flush 20.0 bbls 2% KCl Water @ 8.43 ppg
 Mud Wash 1,000.0 gals Mud Clean I @ 8.4 ppg
 Spacer 20.0 bbls 2% KCl Water @ 8.43 ppg

| <u>FLUID</u> | <u>VOLUME CU-FT</u> | <u>VOLUME FACTOR</u> | <u>AMOUNT AND TYPE OF CEMENT</u> |
|-----------------|-------------------------|--------------------------|--|
| 2nd Lead Slurry | 2121 | / 3.1 | = 674 sacks Premium Lite II Cement + 3 lbs/sack CSE + 0.3% bwoc R-3 + 3% bwow Potassium Chloride + 10% bwoc Bentonite + 0.2% bwoc Sodium Metasilicate + 183.6% Fresh Water |
| 2nd Tail Slurry | 129 | / 1.2 | = 100 sacks (50:50) Poz (Fly Ash):Class G Cement + 0.05% bwoc Static Free + 0.1% bwoc R-3 + 3% bwow Potassium Chloride + 0.9% bwoc FL-25 + 1 gals/100 sack FP-6L + 2% bwoc Bentonite + 0.2% bwoc Sodium Metasilicate + 0.2% bwoc BA-59 + 57.3% Fresh Water |

Displacement 232.5 bbls 2% KCl Water @ 8.43 ppg

CEMENT PROPERTIES

| | SLURRY NO. 1 | SLURRY NO. 2 |
|--|-------------------------|-------------------------|
| Slurry Weight (ppg) | 11.20 | 14.20 |
| Slurry Yield (cf/sack) | 3.15 | 1.29 |
| Amount of Mix Water (gps) | 19.16 | 5.77 |
| Amount of Mix Fluid (gps) | 19.16 | 5.78 |
| Estimated Pumping Time - 70 BC (HH:MM) | 5:00 | 4:30 |
| COMPRESSIVE STRENGTH | | |
| 24 hrs @ 200 ° F (psi) | | 1800 |

THICKENING TEST TIMES ARE ESTIMATES. SLURRIES ARE SUBJECT TO CHANGE BASED ON TEST RESULTS FROM THE REGION LABORATORY.

SLURRY VOLUMES ARE ESTIMATED AND ARE SUBJECT TO CHANGE BASED ON CALIPER LOG MEASUREMENTS.

PLEASE DOCUMENT HOW LONG WELL HAS BEEN CIRCULATED PRIOR TO CEMENTING AND INCLUDE ANY OTHER IMPORTANT ISSUES ON THE CEMENT REPORT.



CONDITIONS

BJ Services' performance of services and sale of materials is expressly conditioned upon the applicability of the Terms and Conditions contained in the current BJ Services Price Book. The Terms and Conditions include, among other things, an indemnity in favor of BJ Services from Customer for damage to the well bore, reservoir damage, loss of the hole, blowouts and loss of control of the well, even if caused by the negligence or other fault of BJ Services. The Terms and Conditions also limit the warranties provided by the BJ Services and the remedies to which Customer may be entitled in the event of a breach of warranty by BJ Services. For these reasons, we strongly recommend that you carefully review a copy of the Terms and Conditions. If you do not have a copy of the BJ Services Price Book, you can view the Terms and Conditions on BJ Services Web Site, www.bjservices.com. By requesting that BJ Services perform the services described herein, Customer acknowledges that such Terms and Conditions are applicable to the services. Further, by requesting the services, Customer warrants that its representative on the well location or other service site will be fully authorized to acknowledge such Terms and Conditions by executing a Field Receipt or other document presented by BJ Services containing such Terms and Conditions.

In the event that Customer and BJ Services have executed a Master Services Agreement covering the work to be performed, such Master Services Agreement shall govern in place of the Terms and Conditions. If you are interested in entering into Master Services Agreement with BJ Services, please contact us through the "Go BJ" button on the BJ Services Web Site.

Operator: Miller, Dyer & Co.,LLC
Well Name: Flat Rock Generic
Date: September 25, 2007



Proposal No: 179969767A

PRODUCT DESCRIPTIONS

BA-59

A free flowing powder which provides improved bonding and minimizes gas migration. Provides expansion properties and zero free water to cement slurries.

Bentonite

Commonly called gel, it is a clay material used as a cement extender and to control excessive free water.

CSE

Compressive Strength Enhancer - Fumed Silica. An additive which contributes to low density, high compressive strength development of cement slurries at all temperature ranges. This material also controls free water

Calcium Chloride

A powdered, flaked or pelletized material used to decrease thickening time and increase the rate of strength development.

Cello Flake

Graded (3/8 to 3/4 inch) cellophane flakes used as a lost circulation material.

Class G Cement

Intended for use as a basic cement from surface to 8000 ft as manufactured, or can be used with accelerators and retarders to cover a wide range of well depths and temperatures.

FL-25

An all purpose salt-tolerant fluid loss additive that provides exceptional fluid loss control across a wide range of temperatures and salinity conditions and remedial cementing applications.

FP-6L

A clear liquid that decreases foaming in slurries during mixing.

Koi Seal

A granular, lightweight material (specific gravity of 1.3) used to control lost circulation in zones of natural and induced fractures, cavities and high permeability.

Mud Clean I

A water-based non-acid solution used as a wash between the drilling mud and cement.

Potassium Chloride

A granular salt used to reduce clay swelling caused by water-base stimulation fluids.

Poz (Fly Ash)

A synthetic pozzolan, (primarily Silicon Dioxide). When blended with cement, Pozzolan can be used to create lightweight cement slurries used as either a filler slurry or a sulfate resistant completion cement.

Premium Lite II Cement

Premium Lite II is a high-yield, cost effective lightweight cement blend that provides exceptional compressive strength and reduced permeability when mixed at low slurry weights.

Operator: Miller, Dyer & Co., LLC
Well Name: Flat Rock Generic
Date: September 25, 2007



Proposal No: 179969767A

PRODUCT DESCRIPTIONS (Continued)

R-3

A low temperature retarder used in a wide range of slurry formulations to extend the slurry thickening time.

Silica Flour

A very fine (200 mesh) Silica Flour for use in fracturing fluids and acids to help control fluid-loss in small micro fissures of naturally fractured formations. Normal loadings range from 10 to 50 pounds per 1,000 gallons of fluid. It is used in cementing to prevent strength retrogression at high temperatures.

Sodium Metasilicate

An accelerator used to decrease the thickening time of cement slurries.

Static Free

An anti-static additive used to prevent air entrainment due to agglomerated particles. Can be used in Cementing and Fracturing operations to aid in the flow of dry materials.

Operator Name: Miller, Dyer & Co.,LLC
Well Name: Flat Rock Generic
Date: September 25, 2007



Proposal No: 179969767A

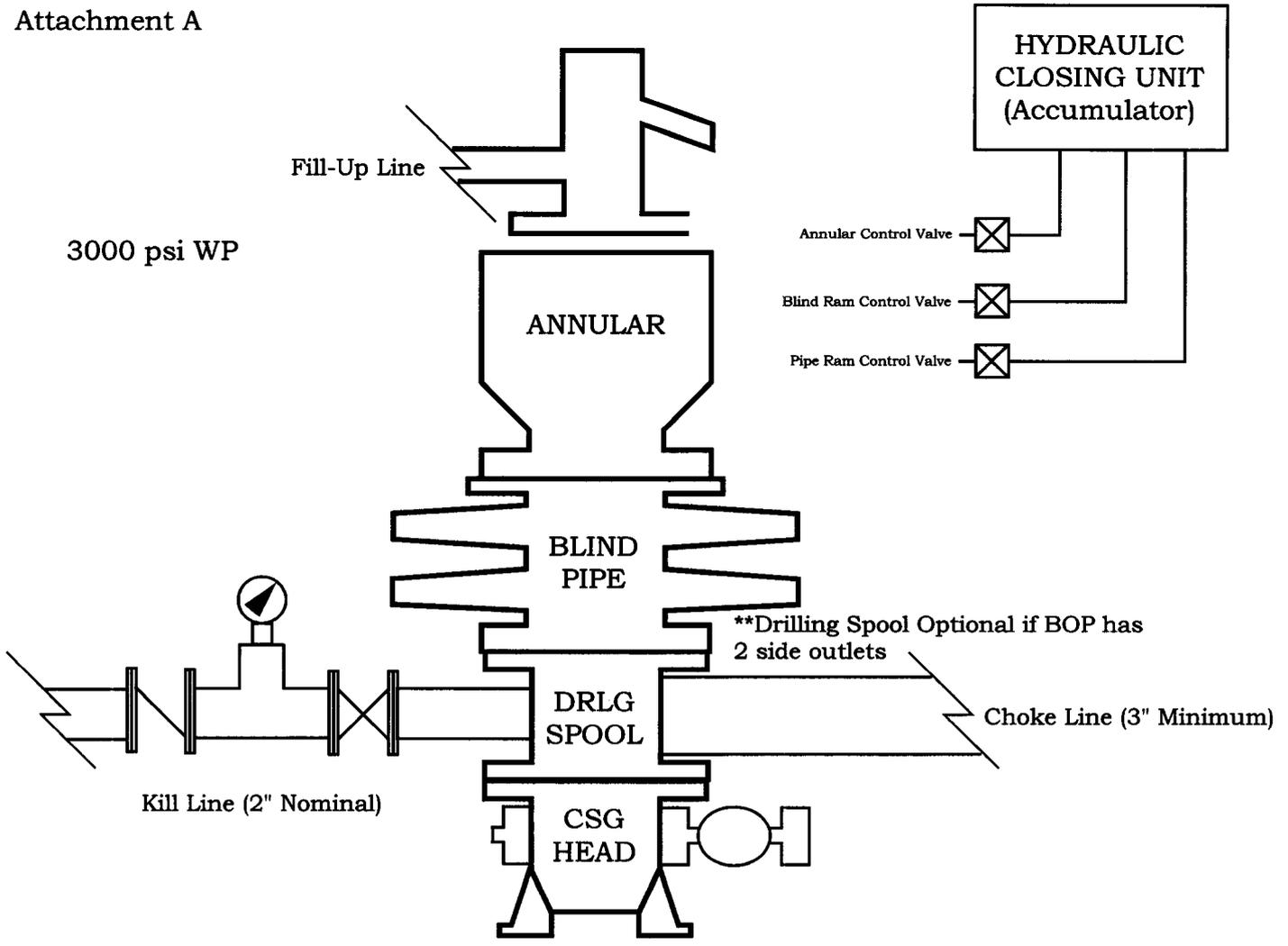
End of Report

MILLER, DYER & CO. LLC
Ute Tribal 12-28-14-20
Section 28, T14S, R20E, S.L.B.&M.

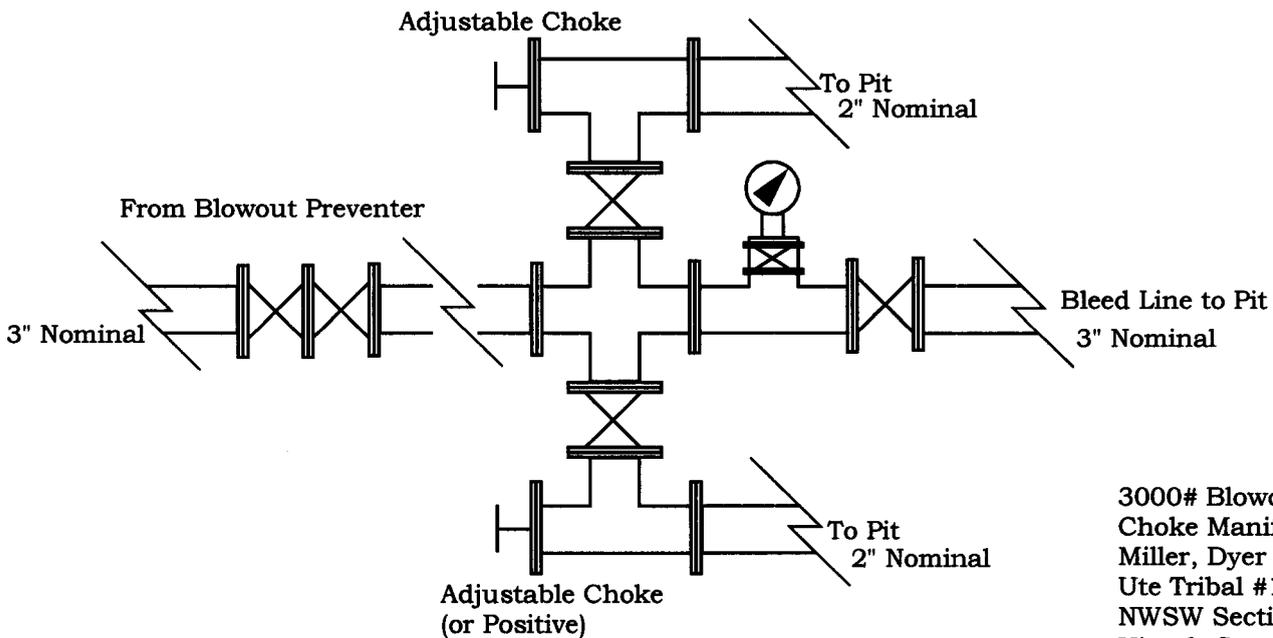
PROCEED IN A WESTERLY DIRECTION FROM VERNAL, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 14 MILES TO THE JUNCTION OF STATE HIGHWAY 88. EXIT LEFT AND PROCEED IN A SOUTHERLY DIRECTION ALONG STATE HIGHWAY 88 APPROXIMATELY 17 MILES TO OURAY, UTAH. FROM OURAY, PROCEED IN A SOUTHERLY DIRECTION ALONG THE SEEP RIDGE ROAD (COUNTY B ROAD 2810) APPROXIMATELY 29.4 MILES TO ITS INTERSECTION WITH THE BUCK CANYON ROAD (COUNTY B ROAD 5460). EXIT RIGHT AND PROCEED IN A SOUTHWESTERLY DIRECTION ALONG COUNTY B ROAD 5460 APPROXIMATELY 3.2 MILES TO WILLOW CREEK. TURN RIGHT AND PROCEED IN A NORTHWESTERLY DIRECTION ALONG THE WILLOW CREEK ROAD (COUNTY B ROAD 5120) APPROXIMATELY 2.1 MILES TO ITS INTERSECTION WITH THE AGENCY DRAW ROAD (COUNTY B ROAD 5340). EXIT LEFT AND PROCEED IN A WESTERLY THEN SOUTHWESTERLY DIRECTION ALONG COUNTY B ROAD 5340 APPROXIMATELY 2.5 MILES TO ITS INTERSECTION WITH THE FLAT ROCK ROAD (COUNTY B ROAD 5450). EXIT LEFT AND PROCEED IN A SOUTHERLY DIRECTION ALONG COUNTY B ROAD 5450 APPROXIMATELY 10.9 MILES TO THE FLAT ROCK MESA ROAD. PROCEED IN A SOUTHWESTERLY DIRECTION ALONG THE FLAT ROCK MESA ROAD APPROXIMATELY 2.8 MILES TO ITS INTERSECTION WITH THE BLACK KNOLLS ROAD. CONTINUE IN A WESTERLY THEN NORTHWESTERLY DIRECTION ALONG THE FLAT ROCK MESA ROAD APPROXIMATELY 2.9 MILES TO THE NORTH FORK OF THE FLAT ROCK MESA ROAD. EXIT RIGHT AND PROCEED IN A NORTHERLY DIRECTION ALONG NORTH FORK OF FLAT ROCK MESA ROAD APPROXIMATELY 0.5 MILES TO AN EXISTING ROAD TO THE EAST. EXIT RIGHT AND PROCEED IN AN EASTERLY DIRECTION ALONG EXISTING ROAD APPROXIMATELY 1.1 MILES TO THE PROPOSED ACCESS ROAD. FOLLOW ROAD FLAGS IN A NORTHWESTERLY DIRECTION APPROXIMATELY 65 FEET TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM VERNAL, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 86.4 MILES IN A SOUTHERLY DIRECTION.

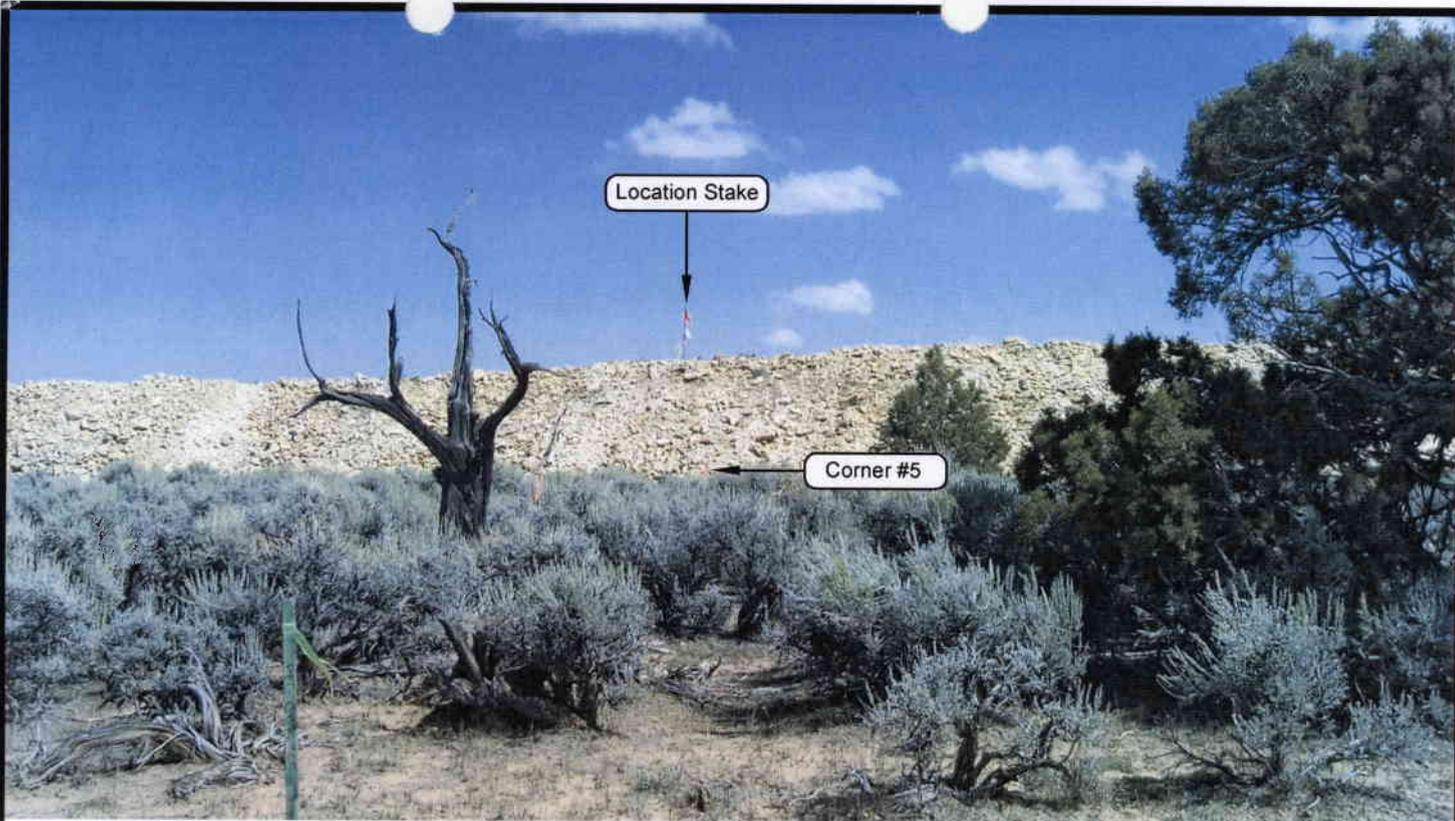
Attachment A



Choke Manifold Requirement (3000 psi WP)



3000# Blowout Preventer &
Choke Manifold Schematic
Miller, Dyer & Co. LLC
Ute Tribal #12-28-14-20
NWSW Section 28 T14S-R20E
Uintah County, Utah

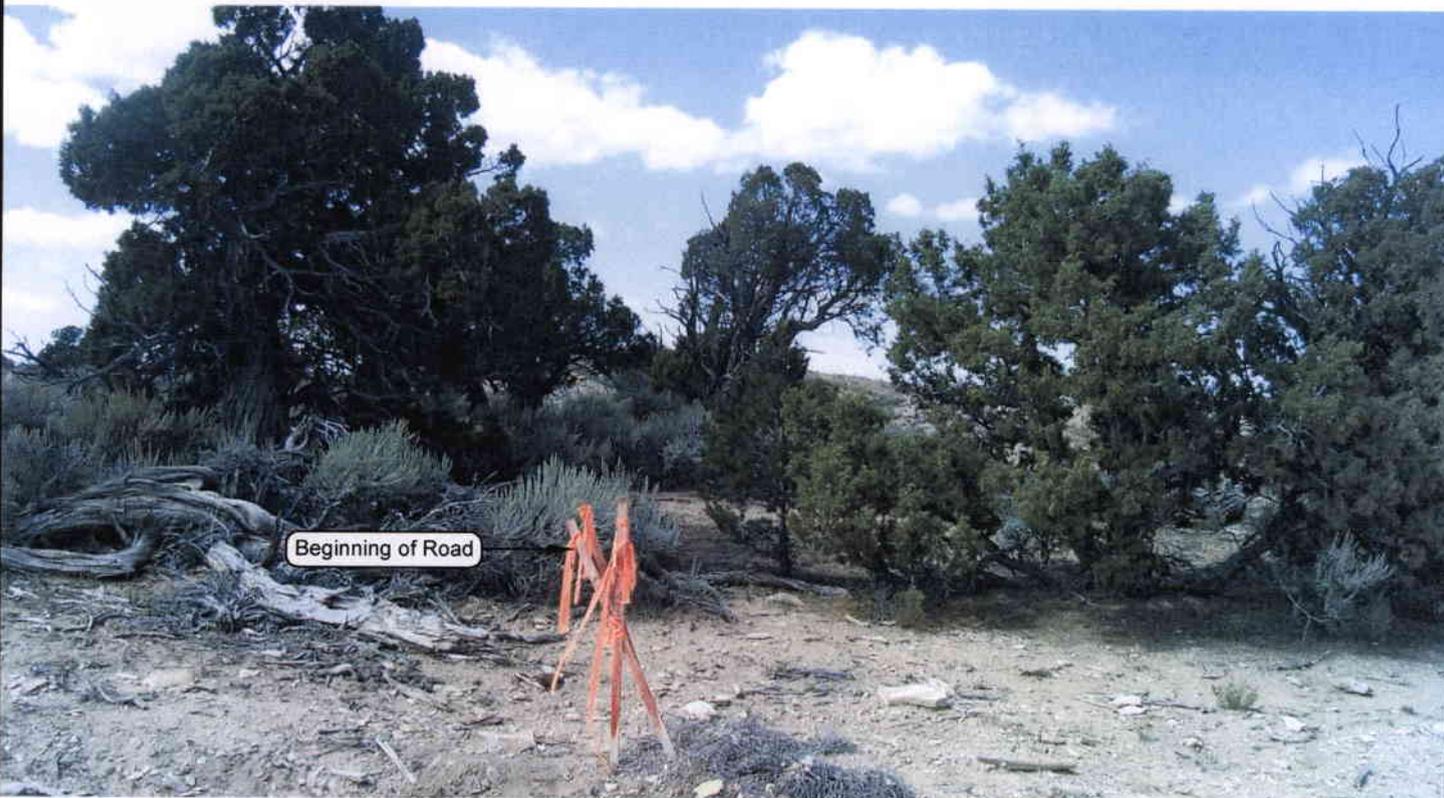


Location Stake

Corner #5

PHOTO VIEW: FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHEASTERLY



Beginning of Road

PHOTO VIEW: FROM BEGINNING OF PROPOSED ROAD

CAMERA ANGLE: NORTHWESTERLY

MILLER, DYER & CO. LLC

**Ute Tribal 12-28-14-20
SECTION 28, T14S, R20E, S.L.B.&M.
1952' FSL & 460' FWL**

LOCATION PHOTOS

DATE TAKEN: 09-06-07

DATE DRAWN: 09-24-07

TAKEN BY: B.J.S.

DRAWN BY: M.W.W.

REVISED:

Timberline

(435) 789-1365

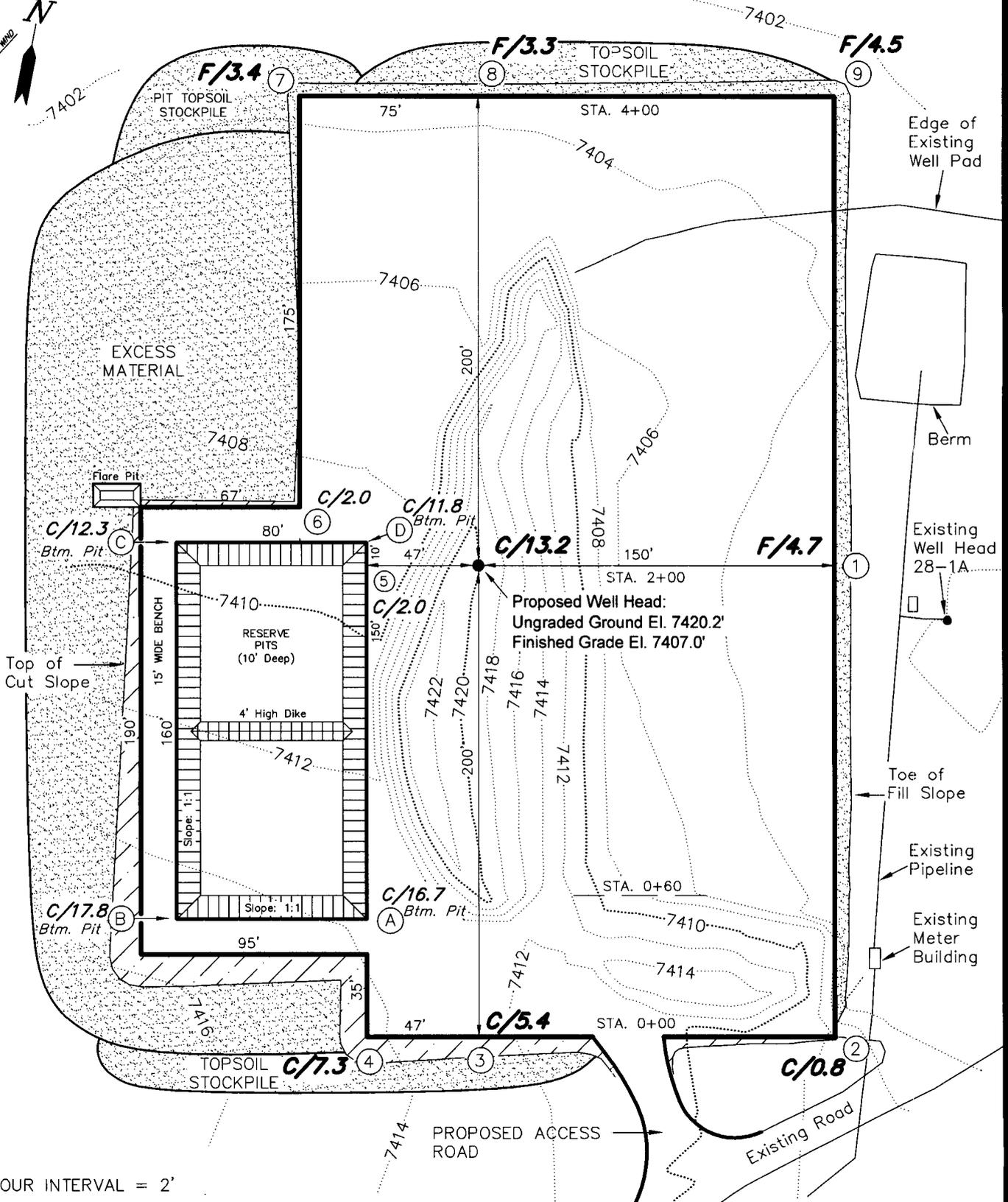
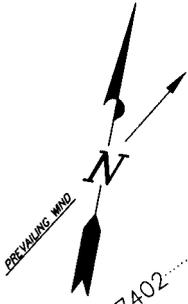
Engineering & Land Surveying, Inc.

38 WEST 100 NORTH VERNAL, UTAH 84078

SHEET
1
OF 10

MILLER, DYER & CO. LLC

CUT SHEET UTE TRIBAL 12-28-14-20

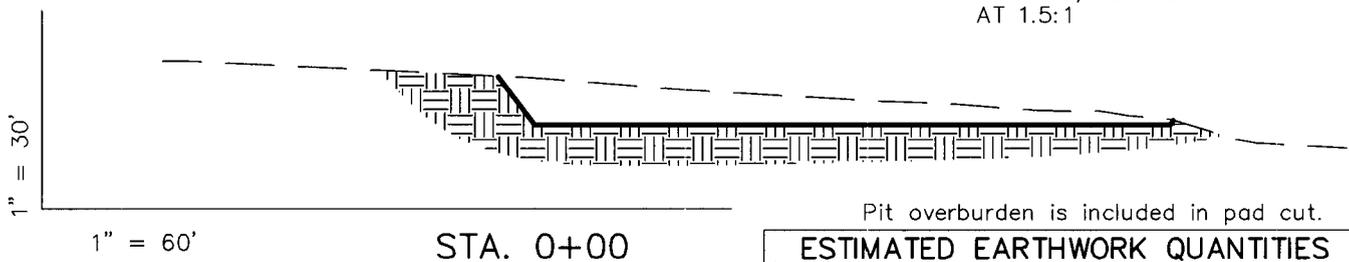
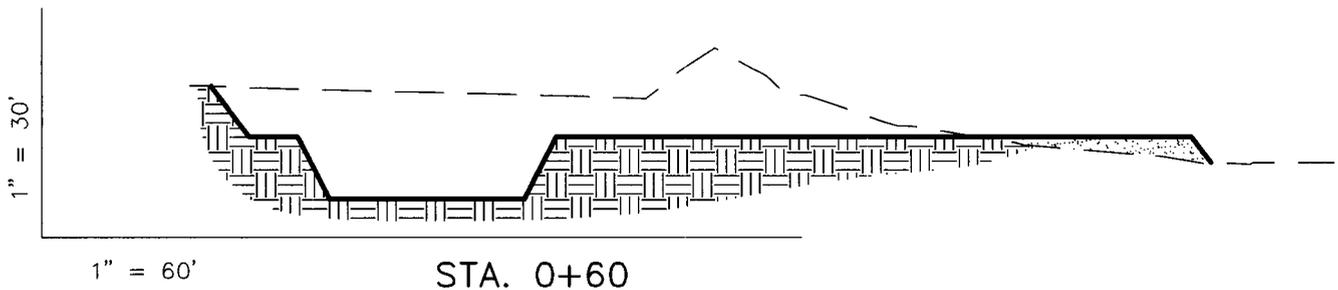
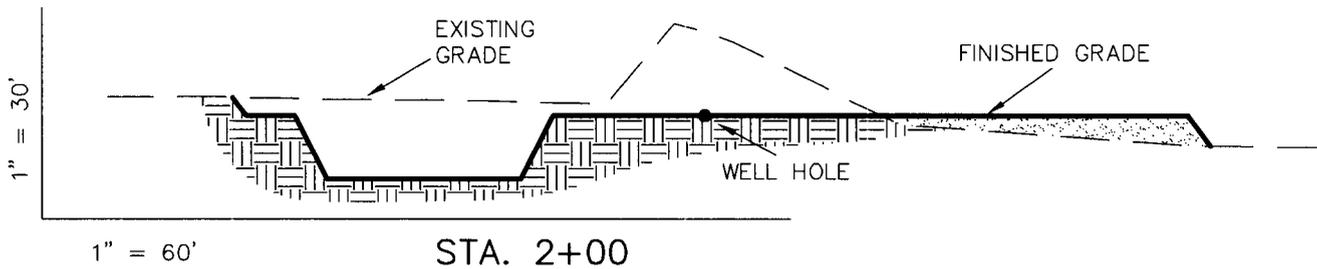
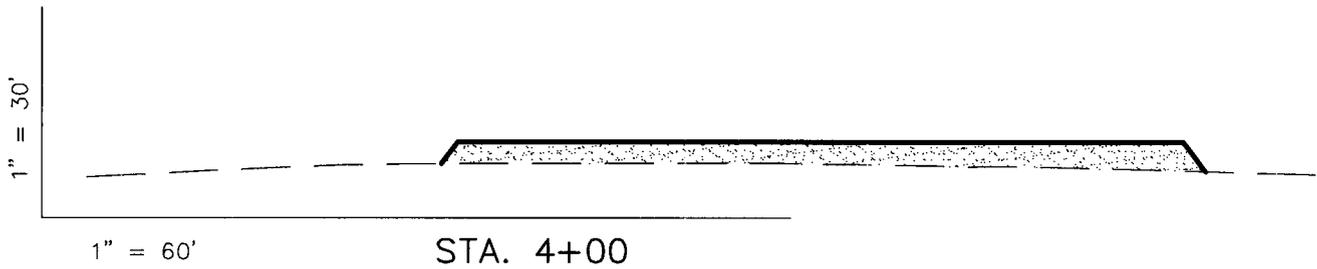


CONTOUR INTERVAL = 2'

| | | | |
|-----------------------------------|-------------------------|-------------------------|--|
| Section 28, T14S, R20E, S.L.B.&M. | | Qtr/Qtr Location: NW SW | Footage Location: 1952' FSL & 460' FWL |
| Date Surveyed: 09-06-07 | Date Drawn: 09-21-07 | Date Last Revision: | Timberline (435) 789-1365 Engineering & Land Surveying, Inc. 38 WEST 100 NORTH VERNAL, UTAH 84078 |
| Surveyed By: B.J.S. | Drawn By: M.W.W. | Scale: 1" = 60' | |
| | | | SHEET 3 OF 10 |

MILLER, DYER & CO. LLC

CROSS SECTIONS UTE TRIBAL 12-28-14-20



NOTE:
UNLESS OTHERWISE NOTED
ALL CUT/FILL SLOPES ARE
AT 1.5:1

Pit overburden is included in pad cut.

ESTIMATED EARTHWORK QUANTITIES (No shrink or swell adjustments have been used) (Expressed in Cubic Yards)

| ITEM | CUT | FILL | 6" TOPSOIL | EXCESS |
|--------|--------|-------|--|--------|
| PAD | 11,180 | 5,260 | Topsoil is not included in Pad Cut | 5,920 |
| PIT | 3,850 | 0 | | 3,850 |
| TOTALS | 15,030 | 5,260 | 1,880 | 9,770 |

Excess Material after Pit Rehabilitation = 5,920 Cu. Yds.

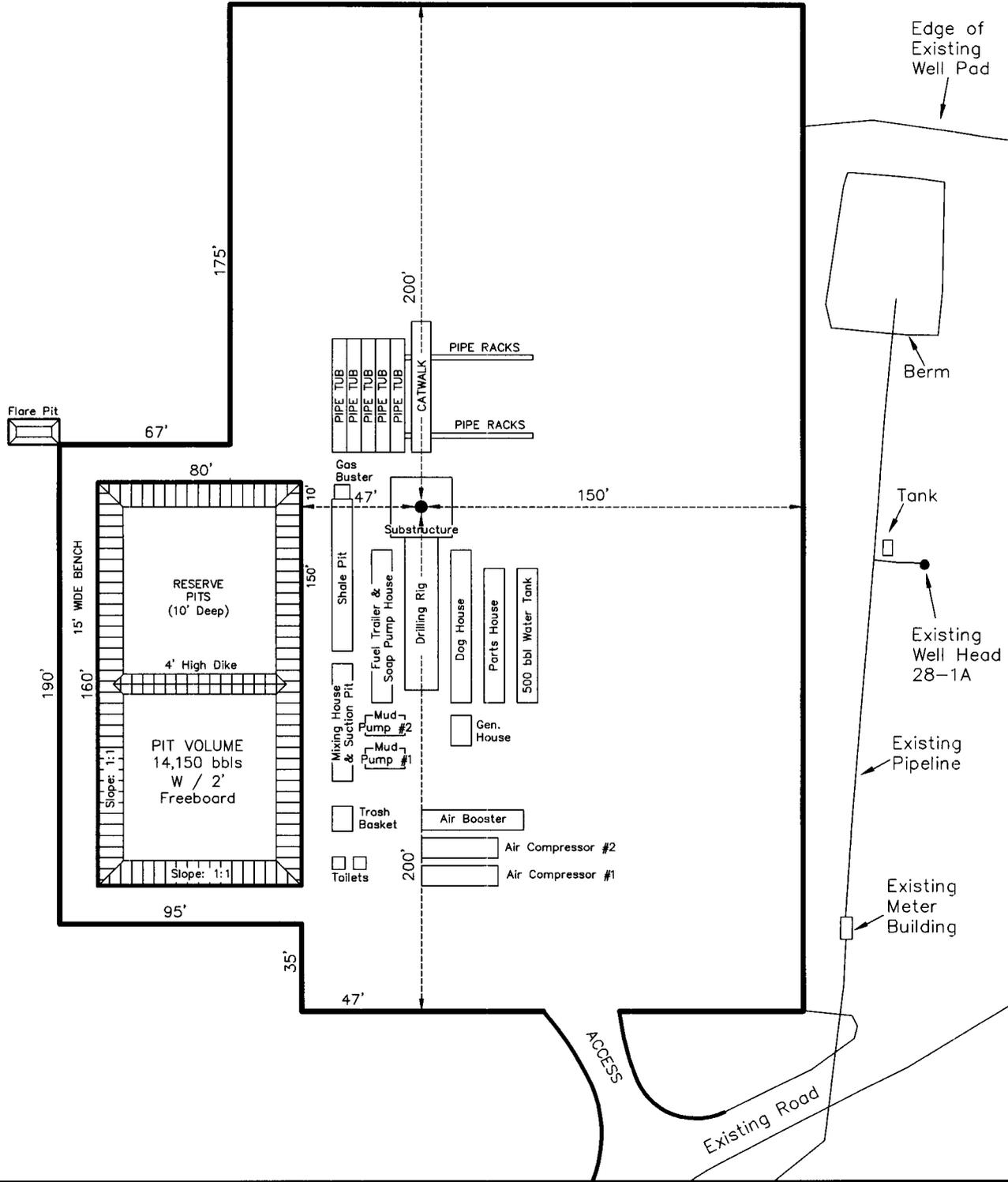
REFERENCE POINTS

265' NORTHERLY = 7401.9'
300' NORTHERLY = 7400.5'
200' EASTERLY = 7402.1'
250' EASTERLY = 7402.1'

| | | | |
|-----------------------------------|-------------------------|-------------------------|--|
| Section 28, T14S, R20E, S.L.B.&M. | | Qtr/Qtr Location: NW SW | Footage Location: 1952' FSL & 460' FWL |
| Date Surveyed: 09-06-07 | Date Drawn: 09-21-07 | Date Last Revision: | Timberline (435) 789-1365 Engineering & Land Surveying, Inc. 38 WEST 100 NORTH VERNAL, UTAH 84078 |
| Surveyed By: B.J.S. | Drawn By: M.W.W. | Scale: 1" = 60' | |
| | | | SHEET 4 OF 10 |

MILLER, DYER & CO. LLC

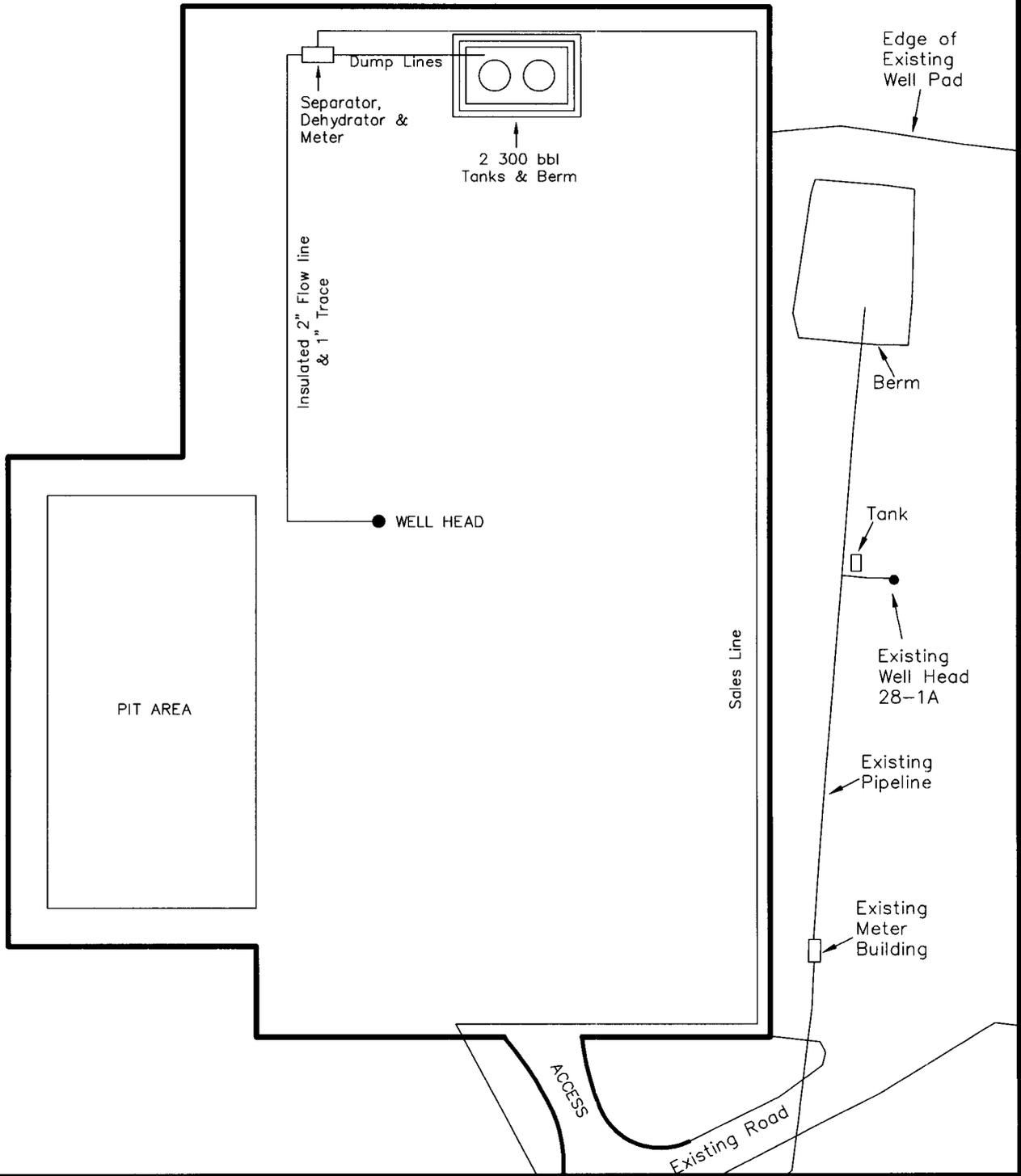
TYPICAL RIG LAYOUT UTE TRIBAL 12-28-14-20



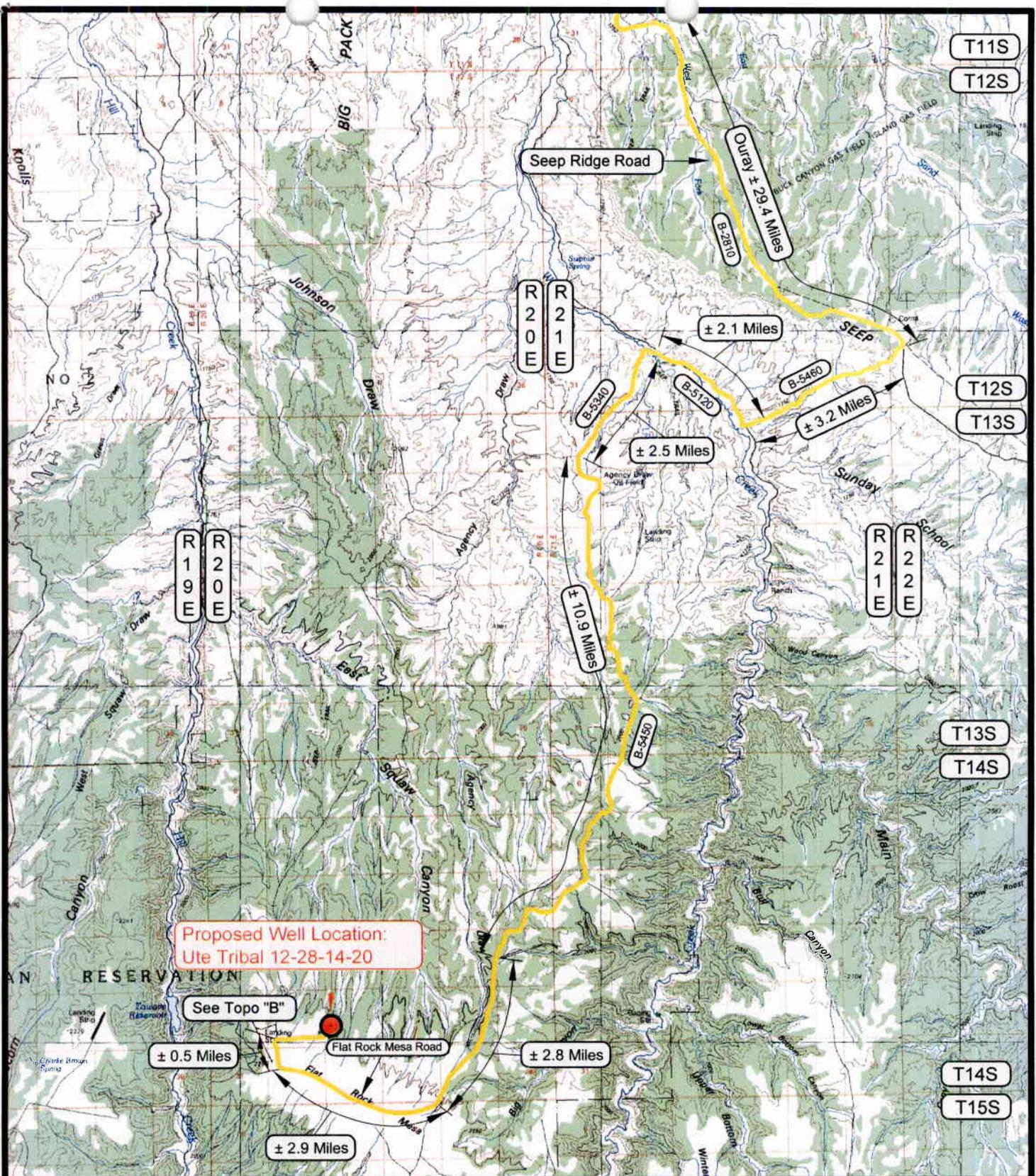
| | | | |
|-----------------------------------|-------------------------|-------------------------|---|
| Section 28, T14S, R20E, S.L.B.&M. | | Qtr/Qtr Location: NW SW | Footage Location: 1952' FSL & 460' FWL |
| Date Surveyed: 09-06-07 | Date Drawn: 09-21-07 | Date Last Revision: | Timberline (435) 789-1365 |
| Surveyed By: B.J.S. | Drawn By: M.W.W. | Scale: 1" = 60' | Engineering & Land Surveying, Inc. 38 WEST 100 NORTH VERNAL, UTAH 84078 |
| | | | SHEET 5 OF 10 |

MILLER, DYER & CO. LLC

TYPICAL PRODUCTION LAYOUT UTE TRIBAL 12-28-14-20



| | | |
|--------------------------------------|-------------------------|--|
| Section 28, T14S, R20E, S.L.B.&M. | Qtr/Qtr Location: NW SW | Footage Location: 1952' FSL & 460' FWL |
| Date Surveyed: 09-06-07 | Date Drawn: 09-21-07 | Date Last Revision: |
| Surveyed By: B.J.S. | Drawn By: M.W.W. | Scale: 1" = 60' |
| Timberline | | (435) 789-1365 |
| Engineering & Land Surveying, Inc. | | SHEET 6 |
| 38 WEST 100 NORTH VERNAL, UTAH 84078 | | OF 10 |



Proposed Well Location:
Ute Tribal 12-28-14-20

See Topo "B"

Flat Rock Mesa Road

LEGEND

- PROPOSED ACCESS ROAD
- = SUBJECT WELL
- = OTHER WELLS
- = EXISTING ROAD
- = EXISTING ROAD (TO BE IMPROVED)
- (B-5460) = COUNTY ROAD CLASS & NUMBER

TOPOGRAPHIC MAP "A"

DATE SURVEYED: 09-06-07
DATE DRAWN: 09-24-07
REVISED:

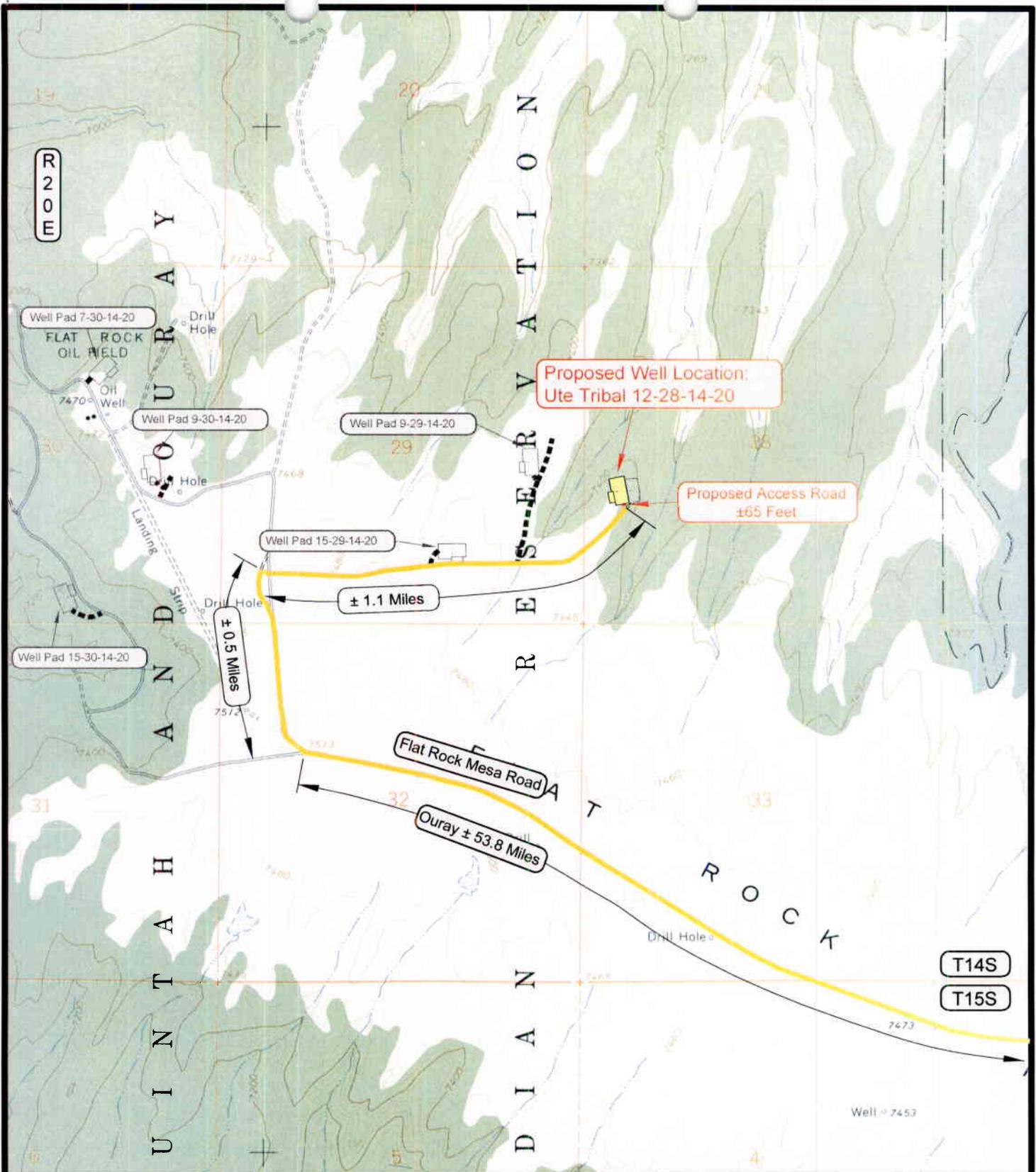
SCALE: 1:150,000 DRAWN BY: M.W.W.

MILLER, DYER & CO. LLC

Ute Tribal 12-28-14-20
SECTION 28, T14S, R20E, S.L.B.&M.
1952' FSL & 460' FWL

Timberline Engineering & Land Surveying, Inc.
(435) 789-1365
38 WEST 100 NORTH VERNAL, UTAH 84078

SHEET
7
OF 10



LEGEND

- PROPOSED ACCESS ROAD
- = SUBJECT WELL
- = SHARED ACCESS
- = EXISTING ROAD
- = EXISTING ROAD (TO BE IMPROVED)
- (B-5460) = COUNTY ROAD CLASS & NUMBER
- = LEASE LINE AND / OR PROPERTY LINE

TOPOGRAPHIC MAP "B"

DATE SURVEYED: 09-06-07
 DATE DRAWN: 09-24-07
 REVISED:

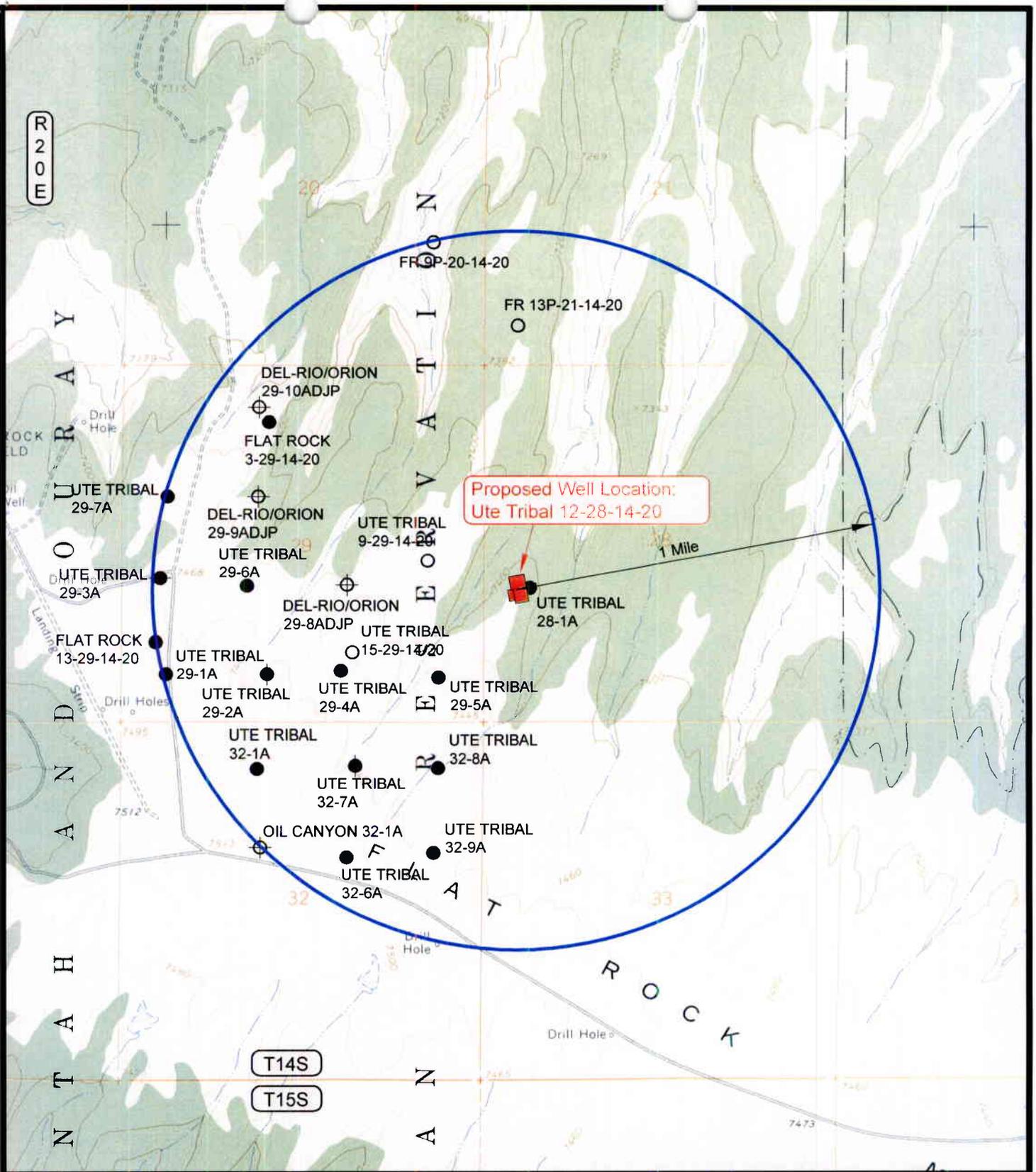
SCALE: 1" = 2000' DRAWN BY: M.W.W.

MILLER, DYER & CO. LLC

Ute Tribal 12-28-14-20
SECTION 28, T14S, R20E, S.L.B.&M.
1952' FSL & 460' FEL

Timberline (435) 789-1365
 Engineering & Land Surveying, Inc.
 38 WEST 100 NORTH VERNAL, UTAH 84078

SHEET
8
 OF 10



Proposed Well Location:
Ute Tribal 12-28-14-20

1 Mile

LEGEND

- ⊗ = DISPOSAL WELL
- ⊙ = WATER WELL
- = PRODUCING WELL
- = ABANDONED WELL
- = SHUT IN WELL
- = TEMPORARILY ABANDONED WELL
- = PROPOSED WELL
- ⊕ = ABANDONED LOCATION

TOPOGRAPHIC MAP "C"

DATE SURVEYED: 09-06-07

DATE DRAWN: 09-24-07

SCALE: 1" = 2000'

DRAWN BY: M.W.W.

REVISED:

MILLER, DYER & CO. LLC

Ute Tribal 12-28-14-20
SECTION 28, T14S, R20E, S.L.B.&M.
1952' FSL & 460' FWL

Timberline

(435) 789-1365

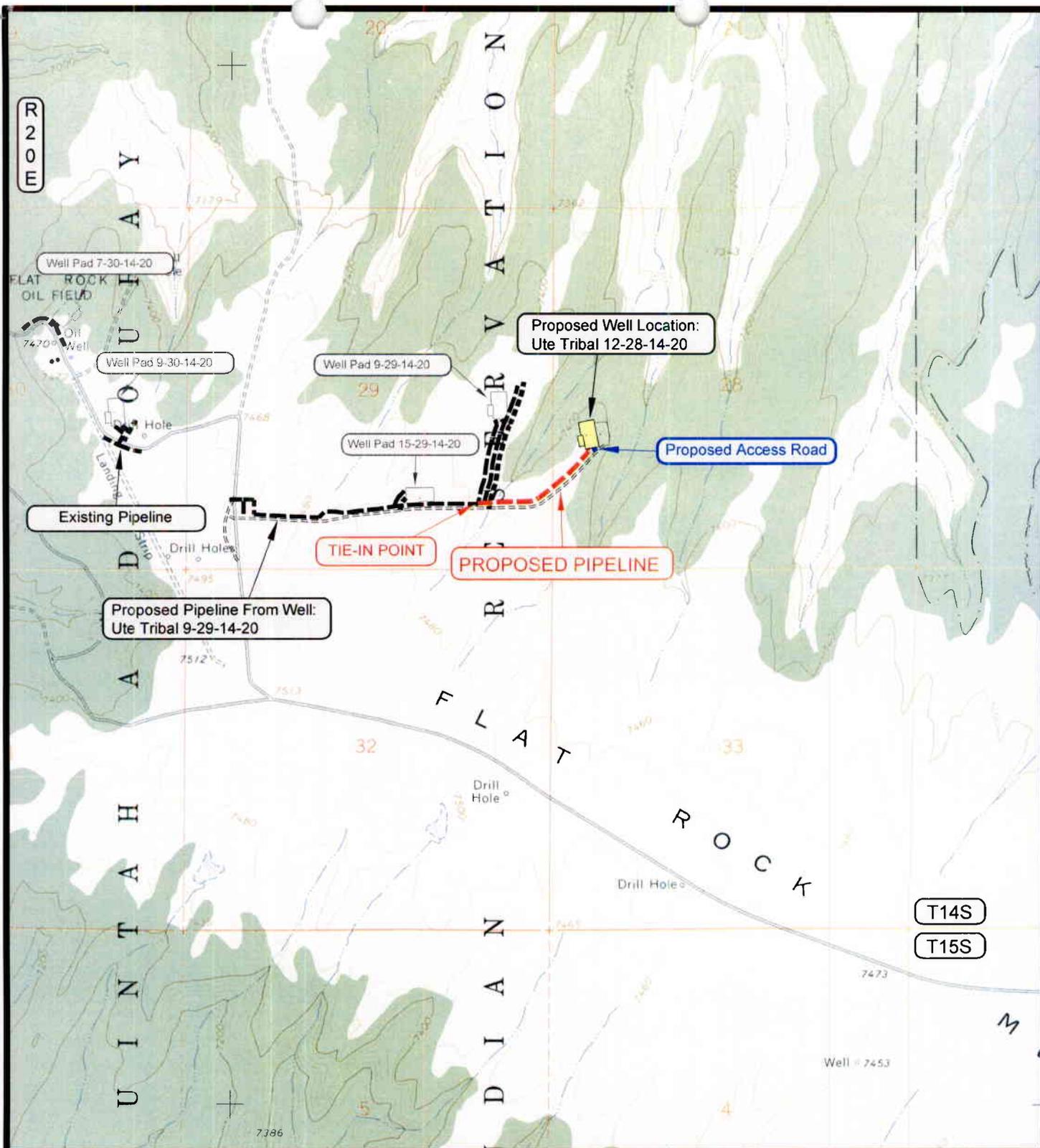
Engineering & Land Surveying, Inc.

38 WEST 100 NORTH VERNAL, UTAH 84078

SHEET

9

OF 10



APPROXIMATE PIPELINE LENGTH = ±1,965 FEET

LEGEND

- = PROPOSED PIPELINE
- = OTHER PIPELINE
- = PROPOSED ACCESS ROAD
- = SUBJECT WELL
- = OTHER WELLS
- = LEASE LINE AND / OR PROPERTY LINE

TOPOGRAPHIC MAP "D"

DATE SURVEYED: 09-06-07

DATE DRAWN: 09-24-07

SCALE: 1" = 2000'

DRAWN BY: M.W.V.

REVISED:

MILLER, DYER & CO. LLC

Ute Tribal 12-28-14-20
SECTION 28, T14S, R20E, S.L.B.&M.
1952' FSL & 460' FWL

Timberline

(435) 789-1365

Engineering & Land Surveying, Inc.

38 WEST 100 NORTH VERNAL, UTAH 84078

SHEET

10

OF 10

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 10/29/2007

API NO. ASSIGNED: 43-047-39736

WELL NAME: UTE TRIBAL 12-28-14-20
 OPERATOR: MILLER, DYER & CO, LLC (N2580)
 CONTACT: JEFF LANG

PHONE NUMBER: 303-292-0949

PROPOSED LOCATION:
 NSW 28 140S 200E
 SURFACE: 1952 FSL 0460 FWL
 BOTTOM: 1952 FSL 0460 FWL
 COUNTY: UINTAH
 LATITUDE: 39.56844 LONGITUDE: -109.6904
 UTM SURF EASTINGS: 612496 NORTHINGS: 4380470
 FIELD NAME: FLAT ROCK (600)

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

LEASE TYPE: 1 - Federal
 LEASE NUMBER: U-10166
 SURFACE OWNER: 2 - Indian

PROPOSED FORMATION: WINGT
 COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

Plat

Bond: Fed[1] Ind[] Sta[] Fee[]
 (No. RLB0008085)

Potash (Y/N)

Oil Shale 190-5 (B) or 190-3 or 190-13

Water Permit
 (No. UTE)

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

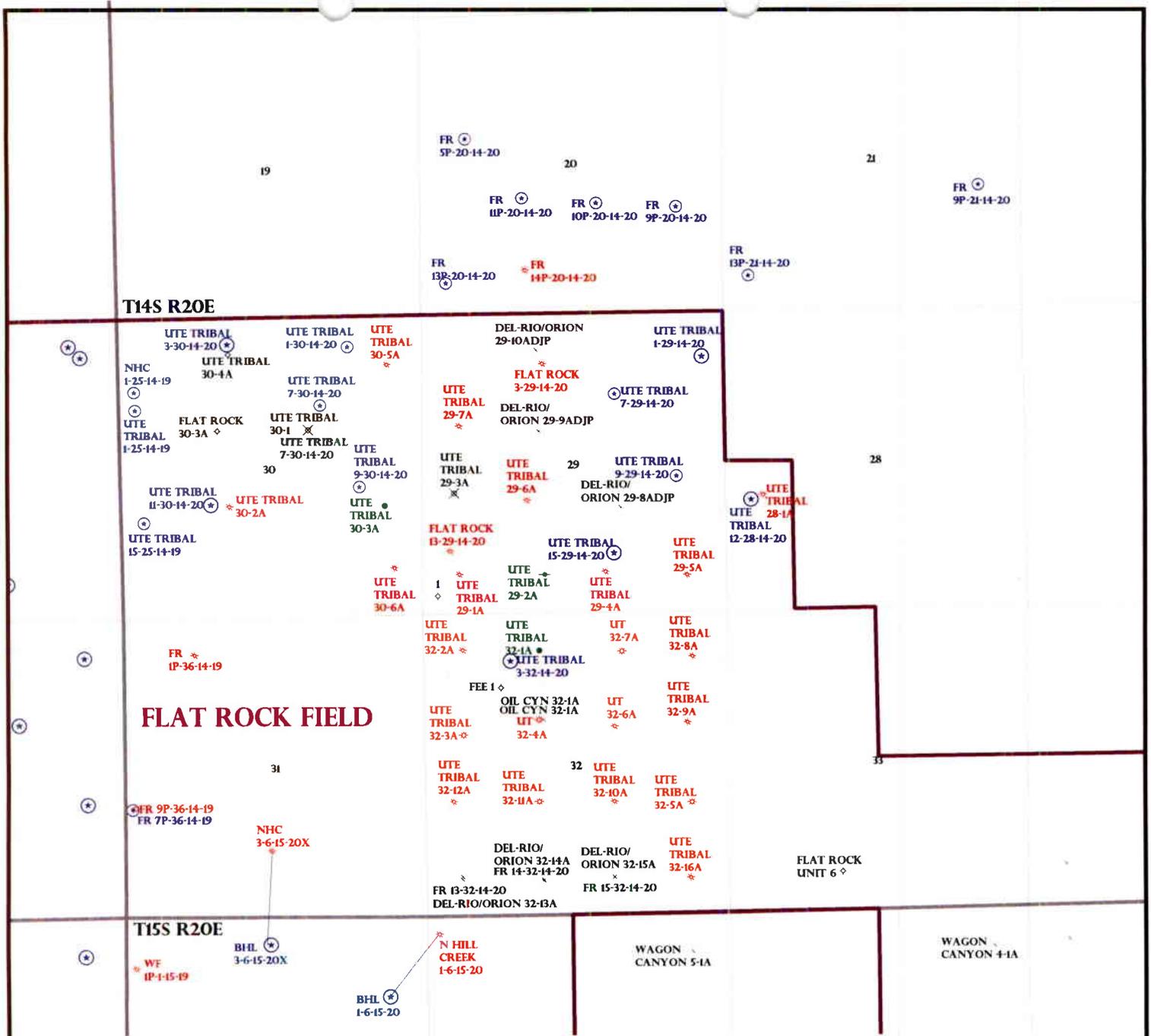
___ Drilling Unit
 Board Cause No: _____
 Eff Date: _____
 Siting: _____

___ R649-3-11. Directional Drill

COMMENTS: _____

STIPULATIONS: _____

1- *Ready Approved*
 2- *Spacing Slip*
 3- *THIS WELL CANNOT BE COMPLETED
 IN THE PRODUCING INTERVAL AS SEEN
 IN THE UTE TRIBAL 28-1A.*



OPERATOR: MILLER, DYER & CO (N2580)

SEC: 28,30 T.14S R. 20E

FIELD: FLAT ROCK (600)

COUNTY: UINTAH

SPACING: R649-3-2 / GENERAL SITING

| 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



OIL, GAS & MINING



PREPARED BY: DIANA MASON
DATE: 30-OCTOBER-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

October 31, 2007

Miller, Dyer & Co., LLC
475 17th St., Ste. 1200
Denver, CO 80202

Re: Ute Tribal 12-28-14-20 Well, 1952' FSL, 460' FWL, NW SW, Sec. 28, T. 14 South,
R. 20 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 43-047-39736.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

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



Operator: Miller, Dyer & Co., LLC
Well Name & Number Ute Tribal 12-28-14-20
API Number: 43-047-39736
Lease: U-10166

Location: NW SW **Sec. 28** **T. 14 South** **R. 20 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 office (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.

6. This well cannot be completed in the producing interval as seen in the Ute Tribal 28-1A.

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

| | | |
|--|--|---|
| | | 5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached List |
| | | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: |
| | | 7. UNIT or CA AGREEMENT NAME: |
| 1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____ | | 8. WELL NAME and NUMBER: See Attached List |
| 2. NAME OF OPERATOR: Whiting Oil And Gas Company <i>N2680</i> | | 9. API NUMBER: |
| 3. ADDRESS OF OPERATOR: 1700 Broadway, Ste 2300 CITY Denver STATE CO ZIP 80290 | | PHONE NUMBER: (303) 837-1661 |
| 4. LOCATION OF WELL | | 10. FIELD AND POOL, OR WILDCAT: |
| FOOTAGES AT SURFACE: | | COUNTY: |
| 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 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"/> 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 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.

Effective 6/1/2008, please change the Operator of record from Miller, Dyer & Co., LLC to Whiting Oil and Gas Corporation. Whiting Oil and Gas Corporation Utah State bond is #~~RLB0004585~~ or Utah BLM Bond #UTB-000148. See attached well list.

RLB0004585
BIA RLB0011681

Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver, CO 80290
(303) 837-1661

Miller, Dyer & Co., LLC
475 17th Street, Suite 1200 *N2580*
Denver, CO 80202

Miller, Dyer & Co., LLC

RECEIVED
JUN 05 2008
DIV. OF OIL, GAS & MINING

| | |
|--|----------------------------|
| NAME (PLEASE PRINT) <u>JEFFREY H. LANG</u> | TITLE <u>VP OPERATIONS</u> |
| SIGNATURE <u><i>JHL</i></u> | DATE <u>6/3/08</u> |
| Whiting Oil and Gas Corporation | |
| NAME (PLEASE PRINT) <u>Rick Ross</u> | TITLE <u>VP OPERATIONS</u> |
| SIGNATURE <u><i>R Ross</i></u> | DATE <u>6/3/08</u> |

(This space for State use only)

APPROVED 7/16/2008
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

| well_name | sec | twp | rng | api | entity | lease | well | stat 2 | flag |
|------------------------|-----|------|------|------------|--------|---------|------|--------|------|
| UTE TRIBAL 32-5A | 32 | 140S | 200E | 4304710577 | 12655 | State | GW | S | |
| UTE TRIBAL 30-3A | 30 | 140S | 200E | 4304710913 | 12395 | Federal | OW | P | |
| UTE TRIBAL 30-5A | 30 | 140S | 200E | 4304720502 | 12654 | Federal | GW | S | |
| UTE TRIBAL 30-2A | 30 | 140S | 200E | 4304730641 | 8112 | Federal | GW | P | |
| UTE TRIBAL 29-1A | 29 | 140S | 200E | 4304730981 | 8118 | Federal | GW | P | |
| UTE TRIBAL 32-1A | 32 | 140S | 200E | 4304732758 | 12064 | State | OW | P | |
| UTE TRIBAL 29-2A | 29 | 140S | 200E | 4304732945 | 8118 | Federal | OW | P | |
| UTE TRIBAL 32-2A | 32 | 140S | 200E | 4304733333 | 12658 | State | GW | P | |
| UTE TRIBAL 32-3A | 32 | 140S | 200E | 4304733334 | 12657 | State | GW | S | |
| UTE TRIBAL 32-4A | 32 | 140S | 200E | 4304733335 | 12656 | State | GW | P | |
| UTE TRIBAL 32-6A | 32 | 140S | 200E | 4304733337 | 12662 | State | GW | P | |
| CHIMNEY ROCK 32-11 | 32 | 130S | 210E | 4304733445 | 12984 | State | GW | S | |
| CHIMNEY ROCK 32-13 | 32 | 130S | 210E | 4304733447 | 12985 | State | GW | P | |
| CHIMNEY ROCK 32-14 | 32 | 130S | 210E | 4304733448 | 12983 | State | GW | P | |
| UTE TRIBAL 32-8A | 32 | 140S | 200E | 4304733557 | 13066 | State | GW | P | |
| UTE TRIBAL 32-12A | 32 | 140S | 200E | 4304733558 | 13064 | State | GW | P | |
| UTE TRIBAL 28-1A | 28 | 140S | 200E | 4304733595 | 13059 | Federal | GW | S | |
| UTE TRIBAL 30-6A | 30 | 140S | 200E | 4304733596 | 13062 | Federal | GW | P | |
| UTE TRIBAL 29-4A | 29 | 140S | 200E | 4304733616 | 13060 | Federal | GW | P | |
| UTE TRIBAL 29-5A | 29 | 140S | 200E | 4304733617 | 13061 | Federal | GW | P | |
| UTE TRIBAL 32-7A | 32 | 140S | 200E | 4304733618 | 13065 | State | GW | S | |
| UTE TRIBAL 32-9A | 32 | 140S | 200E | 4304733619 | 13067 | State | GW | P | |
| UTE TRIBAL 32-10A | 32 | 140S | 200E | 4304733620 | 13054 | State | GW | P | |
| UTE TRIBAL 32-11A | 32 | 140S | 200E | 4304733621 | 13058 | State | GW | S | |
| UTE TRIBAL 32-16A | 32 | 140S | 200E | 4304734098 | 13449 | State | GW | P | |
| UTE TRIBAL 29-6A | 29 | 140S | 200E | 4304734102 | 13443 | Federal | GW | P | |
| UTE TRIBAL 29-7A | 29 | 140S | 200E | 4304734103 | 13444 | Federal | GW | P | |
| UTE TRIBAL 10-2-15-20 | 02 | 150S | 200E | 4304735625 | 14167 | State | GW | P | |
| FLAT ROCK 13-29-14-20 | 29 | 140S | 200E | 4304736778 | 15065 | Federal | GW | P | |
| FLAT ROCK 3-29-14-20 | 29 | 140S | 200E | 4304736795 | 15099 | Federal | GW | P | |
| UTE TRIBAL 6-16-14-20 | 16 | 140S | 200E | 4304738506 | 16320 | State | GW | P | |
| UTE TRIBAL 15-25-14-19 | 30 | 140S | 200E | 4304739052 | 16169 | Indian | GW | P | C |
| UTE TRIBAL 1-25-14-19 | 30 | 140S | 200E | 4304739053 | | Indian | GW | APD | |
| UTE TRIBAL 1-30-14-20 | 30 | 140S | 200E | 4304739665 | | Federal | GW | APD | |
| UTE TRIBAL 9-30-14-20 | 30 | 140S | 200E | 4304739666 | | Federal | GW | APD | |
| UTE TRIBAL 7-30-14-20 | 30 | 140S | 200E | 4304739667 | | Federal | GW | APD | |
| UTE TRIBAL 7-29-14-20 | 29 | 140S | 200E | 4304739668 | | Federal | GW | APD | |
| UTE TRIBAL 9-29-14-20 | 29 | 140S | 200E | 4304739669 | | Federal | GW | APD | |
| UTE TRIBAL 12-28-14-20 | 28 | 140S | 200E | 4304739736 | | Federal | GW | APD | |
| UTE TRIBAL 1-29-14-20 | 29 | 140S | 200E | 4304739737 | | Federal | GW | APD | |
| UTE TRIBAL 15-29-14-20 | 29 | 140S | 200E | 4304739738 | | Federal | GW | APD | |
| UTE TRIBAL 3-30-14-20 | 30 | 140S | 200E | 4304739739 | | Federal | GW | APD | |
| UTE TRIBAL 11-30-14-20 | 30 | 140S | 200E | 4304739740 | | Federal | GW | APD | |
| UTE TRIBAL 3-32-14-20 | 32 | 140S | 200E | 4304739741 | | State | GW | APD | |
| UTE TRIBAL 15-30-14-20 | 30 | 140S | 200E | 4304739942 | | Federal | GW | APD | |

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: | UTE TRIBAL 12-28-14-20 |
| API number: | 4304739736 |
| Location: | Qtr-Qtr: NWSW Section: 28 Township: 14S Range: 20E |
| Company that filed original application: | MILLER, DYER & CO., LLC |
| Date original permit was issued: | 10/31/2007 |
| Company that permit was issued to: | MILLER, DYER & CO., 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? | <input type="checkbox"/> | <input checked="" 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>RLB0011676</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.

Name (please print) Rick Ross Title UP OPERATIONS
 Signature [Signature] Date 6/1/08
 Representing (company name) WHITING OIL AND GAS CORPORATION

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.

(3/2004)

RECEIVED

JUN 02 2008

DIV. OF OIL, GAS & MINING

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:

6/1/2008

| | |
|--|--|
| FROM: (Old Operator): N2580-Miller, Dyer & Co, LLC 475 17th St, Suite 1200 Denver, CO 80202 Phone: 1 (303) 292-0949 | TO: (New Operator): N2680-Whiting Oil & Gas Company 1700 Broadway, Suite 2300 Denver, CO 80290 Phone: 1 (303) 837-1661 |
|--|--|

| WELL NAME | CA No. | 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: 6/5/2008
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/5/2008
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 7/16/2008
- 4a. Is the new operator registered in the State of Utah: Business Number: 5890476-0143
- 4b. If **NO**, the operator was contacted on: _____
- 5a. (R649-9-2)Waste Management Plan has been received on: REQUESTED 7/16/2008
- 5b. Inspections of LA PA state/fee well sites complete on: done
- 5c. 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 not yet
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: n/a
- 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")** 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: 7/16/2008
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 7/16/2008
- Bond information entered in RBDMS on: 7/16/2008
- Fee/State wells attached to bond in RBDMS on: 7/16/2008
- Injection Projects to new operator in RBDMS on: n/a
- Receipt of Acceptance of Drilling Procedures for APD/New on: 7/16/2008

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: UTB000148
- Indian well(s) covered by Bond Number: RLB0011681
- 3a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number RLB0004585
- 3b. The **FORMER** operator has requested a release of liability from their bond on: not yet

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

RECEIVED
VERNAL FIELD OFFICE
OCT 23 AM 10:21
BUREAU OF LAND MANAGEMENT

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. U-10166 |
| 1b. Type of Well: <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone | | 6. If Indian, Allottee or Tribe Name Ute Indian Tribe |
| 2. Name of Operator Miller, Dyer & Co. LLC | | 7. If Unit or CA Agreement, Name and No. N/A |
| 3a. Address 475 17th St. Suite 1200 Denver, CO 80202 | 3b. Phone No. (include area code) 303-292-0949 | 8. Lease Name and Well No. Ute Tribal 12-28-14-20 |
| 4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface 1952 FSL 460 FWL NWSW At proposed prod. zone SAME | | 9. API Well No. 43 047 39736 |
| 14. Distance in miles and direction from nearest town or post office* See Topo Map "A" (Attached) | | 10. Field and Pool, or Exploratory Flat Rock |
| 15. Distance from proposed* location to nearest property or lease line, ft. 460 (Also to nearest drig. unit line, if any) | 16. No. of acres in lease 1280 | 11. Sec., T. R. M. or Blk. and Survey or Area Sec 28, T14S-R20E, S |
| 17. Spacing Unit dedicated to this well 40 | 18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 200 | 12. County or Parish Uintah |
| 19. Proposed Depth 12,500 | 20. BLM/BIA Bond No. on file UTB000058 | 13. State UT |
| 21. Elevations (Show whether DF, KDB, RT, GL, etc.) 7420 GL | 22. Approximate date work will start* 05/01/2008 | 23. Estimated duration 40 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:

- | | |
|---|---|
| <ul style="list-style-type: none"> 1. Well plat certified by a registered surveyor. 2. A Drilling Plan. 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). | <ul style="list-style-type: none"> 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). 5. Operator certification 6. Such other site specific information and/or plans as may be required by the BLM. |
|---|---|

| | | |
|---------------------------------------|---|------------------|
| 25. Signature | Name (Printed/Typed) Jeffrey H. Lang | Date 10/26/07 |
| Title Vice President of Operations | | |

| | | |
|---|--------------------------------------|---------------------|
| Approved by (Signature) | Name (Printed/Typed) Jerry Kewick | Date AUG 25 2008 |
| Title Assistant Field Manager Lands & Mineral Resources | | |
| Office VERNAL FIELD OFFICE | | |

Application approval 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.

(Continued on page 2)

*(Instructions on page 2)

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED

RECEIVED

SEP 02 2008

DIV. OF OIL, GAS & MINING

No NOS
08MIC0059A



**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: Miller Dyer & CO., LLC
Well No: Ute Tribal 12-28-14-20
API No: 43-047-39736

Location: NWSW, Sec. 28, T14S, R20E
Lease No: UTU-10166
Agreement: N/A

| 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 |
| Supervisory NRS: | Karl Wright | (435) 781-4484 | (435) 828-7381 |
| NRS/Enviro Scientist: | Holly Villa | (435) 781-4404 | (435) 828-3544 |
| NRS/Enviro Scientist: | James Hereford | (435) 781-3412 | |
| NRS/Enviro Scientist: | Chuck Macdonald | (435) 781-4441 | (435) 828-7481 |
| NRS/Enviro Scientist: | Dan Emmett | (435) 781-3414 | |
| NRS/Enviro Scientist: | Paul Percival | (435) 781-4493 | |
| 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**

Specific Surface COAs

A 55 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.

ADDITIONAL CONDITIONS OF APPROVAL:

Paint equipment Yuma Green

Construct a 2-foot berm around location

Ensure drainages are re-routed, and install necessary culverts, low water crossings, etc.

Stockpile trees along access roads.

For any other additional stipulations, see concurrence letter.

DOWNHOLE CONDITIONS OF APPROVAL

SITE SPECIFIC DOWNHOLE CONDITIONS OF APPROVAL

- BOPE requirement for drilling production casing segment of wellbore is for a BOP 5m system.
- Production casing cement shall be brought up and into the surface casing. The minimum cement top is 2900 ft, which is above the surface casing shoe.
 - Note, per operator's proposal, cementing DV Tool at 10,000 ft.
 - COA specification is consistent with operators performance standard stated in APD.
- A cement Bond Log (CBL) shall be run from the production casing shoe to the surface casing shoe. A field copy of the CBL shall be submitted to the BLM Vernal Field Office.

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.

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.

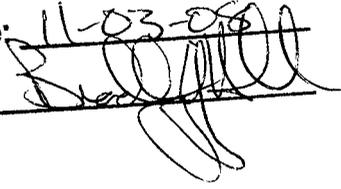
| | | |
|--|--|--|
| | | 5. LEASE DESIGNATION AND SERIAL NUMBER: U-10166 |
| | | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute Indian Tribe |
| | | 7. UNIT or CA AGREEMENT NAME: |
| 1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____ | | 8. WELL NAME and NUMBER: Ute Tribal 12-28-14-20 |
| 2. NAME OF OPERATOR: Whiting Oil & Gas Corporation | | 9. API NUMBER: 4304739736 |
| 3. ADDRESS OF OPERATOR: 1700 Broadway, Ste. 2300 CITY Denver STATE CO ZIP 80290 | PHONE NUMBER: (303) 837-1661 | 10. FIELD AND POOL, OR WILDCAT: Flat Rock |
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: 1,952' FSL & 460' FWL COUNTY: Uintah QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSW 28 14S 20E S STATE: UTAH | | |

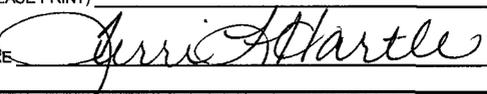
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

| 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"/> 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>Request for Permit Extension</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.
 Whiting Oil & Gas Company (Whiting) has acquired this well from Miller Dyer & Co. LLC. (Miller Dyer). Miller Dyer applied for the Application for Permit to Drill (APD) on this well and Whiting is requesting an extension on the APD.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 11-03-08
By: 

| | |
|---|-----------------------------------|
| NAME (PLEASE PRINT) <u>Terri L. Hartle</u> | TITLE <u>Office Administrator</u> |
| SIGNATURE  | DATE <u>10/31/2008</u> |

(This space for State use only)

COPY SENT TO OPERATOR
Date: 11-10-2008
Initials: VS

(See Instructions on Reverse Side)

RECEIVED
NOV 03 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: 43-047-39736
Well Name: Ute Tribal 12-28-14-20
Location: Sec. 28 14S 20E
Company Permit Issued to: Miller, Dyer & Co. LLC
Date Original Permit Issued: 10/31/2007

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

10/31/2007
Date

Title: Office Administrator

Representing: Whiting Oil & Gas Corporation



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal Field Office

170 South 500 East

Vernal, UT 84078

(435) 781-4400 Fax: (435) 781-4410
<http://www.blm.gov/ut/st/en/fo/vernal/html>



IN REPLY REFER TO:

3162.3

LLUTG01100

December 4, 2008

Scott M. Webb
Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver, CO 80290-2300

4304739736

Re: Change of Operator
Well No. Ute Tribal 12-28-14-20
NWSW, Sec. 28, 14S, R20E
Uintah County, Utah
Lease No. UTU-10166

Dear Mr. Webb:

This correspondence is in regard to the self-certification statement submitted requesting a change in operator for the referenced well. After a review by this office, the change in operator request is approved. Effective immediately, Whiting Oil and Gas Corporation is responsible for all operations performed on the referenced well. All liability will now fall under your bond, BLM Bond No. UTB000148, 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,

Benna R. Muth
I & E Specialist

cc: UDOGM
Miller, Dyer & Co., LLC

RECEIVED

DEC 18 2008

DIV. OF OIL, GAS & MINING

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.

RECEIVED
VERNAL FIELD OFFICE

3. Lease Serial No. **UTU-10166**

6. If Indian, Allottee, or Tribe Name
Ute Indian Tribe

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

8. Well Name and No.
Ute Tribal 12-28-14-20

9. API Well No.
43-047-39736

10. Field and Pool, or Exploratory Area
Flat Rock

11. County or Parish, State
Uintah UT

SUBMIT IN TRIPLICATE - Other Instructions on page 2.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
Whiting Oil and Gas Corporation

3a. Address
1700 Broadway, Suite 2300
Denver, Colorado 80290-2300

3b. Phone No. (include area code)
(303) 390-4095

4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Lat. 39.568437
1952' FSL 460' FWL Sec 28 T 14S R 20E Long. 109.690353

DEPT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

12. CHECK APPROPRIATE BOX(S) 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"/> Altering 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 | |
| | <input type="checkbox"/> Change Plans | <input type="checkbox"/> Plug and abandon | <input type="checkbox"/> Temporarily Abandon | Change of Operator | |
| | <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 or pertinent markers and sands. Attach the Bond under which the work will performed or provide the Bond No. on file with the BLM/ BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notice shall be filed only after all requirements, including reclamantion, have been completed, and the operator has determined that the site is ready for final inspection.)

Change of Operator Request:

From: Miller, Dyer & Co., LLC
475 17th Street, Suite 1200
Denver, Colorado 80202

To: Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver, Colorado 80290-2300

Whiting Utah BLM Bond # UTB 000148

RECEIVED
DEC 18 2008

DIV. OF OIL, GAS & MINING

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

Signature: *Scott M. Webb* Title: Regulatory Coordinator
Date: 11/11/2008

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by: *Berna Bruth* Title: *T&E Specialist* Date: *12-4-08*
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.
Office: **VERNAL FIELD 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 any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.



| | |
|---|--|
| STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING | FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-10166 |
|---|--|

| | |
|--|---|
| 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: |
|--|---|

| | |
|------------------------------------|---|
| 1. TYPE OF WELL Gas Well | 8. WELL NAME and NUMBER: UTE TRIBAL 12-28-14-20 |
|------------------------------------|---|

| | |
|--|---|
| 2. NAME OF OPERATOR: WHITING OIL & GAS CORPORATION | 9. API NUMBER: 43047397360000 |
|--|---|

| | | |
|--|--|---|
| 3. ADDRESS OF OPERATOR: 1700 Broadway, Suite 2300 , Denver, CO, 80290 2300 | PHONE NUMBER: 303 390-4095 Ext | 9. FIELD and POOL or WILDCAT: FLAT ROCK |
|--|--|---|

| | |
|---|---|
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: 1952 FSL 0460 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSW Section: 28 Township: 14.0S Range: 20.0E Meridian: S | COUNTY: Uintah STATE: UTAH |
|---|---|

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|--|---|---|---|
| <input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 10/29/2009 <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 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 checked="" type="checkbox"/> APD EXTENSION OTHER: |

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

Whiting Oil & Gas Corporation is requesting an extension on this APD due to the timing of BIA/tribal scheduling and approval.

Approved by the Utah Division of Oil, Gas and Mining

Date: October 29, 2009

By:

| | | |
|--|-------------------------------------|--|
| NAME (PLEASE PRINT) Terri Hartle | PHONE NUMBER 435 896-5501 | TITLE Admin/Regulatory (Western Land Services) |
| SIGNATURE N/A | DATE 10/29/2009 | |



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047397360000

API: 43047397360000

Well Name: UTE TRIBAL 12-28-14-20

Location: 1952 FSL 0460 FWL QTR NWSW SEC 28 TWNP 140S RNG 200E MER S

Company Permit Issued to: WHITING OIL & GAS CORPORATION

Date Original Permit Issued: 10/31/2007

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 rightof- 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

Approved by the Utah Division of Oil, Gas and Mining

Signature: Terri Hartle

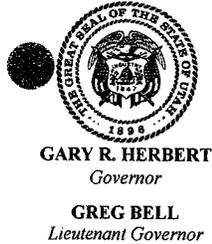
Date: 10/29/2009

Title: Admin/Regulatory (Western Land Services)

Representing: WHITING OIL & GAS CORPORATION

Date: October 29, 2009

By:



State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

January 10, 2011

Whiting Oil & Gas Corporation
1700 Broadway, Ste. 2300
Denver, CO 80290

Re: APD Rescinded – Ute Tribal 12-28-14-20, Sec. 28 T. 14S, R. 20E
Uintah County, Utah API No. 43-047-39736

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on October 31, 2007. On November 3, 2008 and October 29, 2009 the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective January 10, 2011.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal





United States Department of the Interior



BUREAU OF LAND MANAGEMENT

Green River District
Vernal Field Office
170 South 500 East
Vernal, UT 84078

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

January 6, 2014

IN REPLY REFER TO:
3160 (UTG011)

Scott M. Webb
Whiting Petroleum Corporation
1700 Broadway, Suite 2300
Denver, CO 80290-2300

43 047 39736

Re: Notice of Expiration
Well No. Ute Tribal 12-28-14-20
NWSW, Sec. 28, T14S, R20E
Uintah County, Utah
Lease No. UTU-10166

RECEIVED

JAN 17 2014

DIV. OF OIL, GAS & MINING

Dear Mr. Webb:

The Application for Permit to Drill (APD) for the above-referenced well was approved on August 25, 2008. No extension of the original APD was requested. According to our records, no known activity has transpired at the approved location. In view of the foregoing, this office is notifying you that the approval of the referenced application has expired. If you intend to drill at this location in the future, a new Application for Permit to Drill must be submitted.

This office requires a letter confirming that no surface disturbance has been made for this drill site. Any surface disturbance associated with the approved location of this well is to be rehabilitated. A schedule for this rehabilitation must be submitted to this office. Your cooperation in this matter is appreciated.

If you have any questions regarding this matter, please contact Robin R. Hansen at: (435) 781-3428.

Sincerely,

/s/ Jerry Kenczka

Jerry Kenczka
Assistant Field Manager
Lands & Mineral Resources

cc: UDOGM

bcc: Well File
I&E Asst.