

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

FORM 3

AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER Windy Ridge-Roosevelt 36-11		
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT UNDESIGNATED		
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME		
6. NAME OF OPERATOR ENERPLUS RESOURCES (USA) CORP						7. OPERATOR PHONE 720 279-5539		
8. ADDRESS OF OPERATOR 1700 Lincoln St., Suite 1300, Denver, CO, 80203						9. OPERATOR E-MAIL djohnson3@enerplus.com		
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) FEE			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>		
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Roosevelt City Corporation						14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-725-7202		
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 255 S. State Street, Roosevelt, UT 84066						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')		
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>		
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE		2008 FSL 2635 FWL		NESW	36	2.0 S	1.0 W	U
Top of Uppermost Producing Zone		2008 FSL 2635 FWL		NESW	36	2.0 S	1.0 W	U
At Total Depth		2008 FSL 2635 FWL		NESW	36	2.0 S	1.0 W	U
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 2008			23. NUMBER OF ACRES IN DRILLING UNIT 640		
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 4500			26. PROPOSED DEPTH MD: 11500 TVD: 11500		
27. ELEVATION - GROUND LEVEL 5018			28. BOND NUMBER RLB0010896			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Myton Water Plant		
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 type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)				<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER				
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)				<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP				
NAME Charles Wiley			TITLE Senior Engineering Advisor			PHONE 972 618-4760		
SIGNATURE			DATE 06/21/2010			EMAIL cwiley@enerplus.com		
API NUMBER ASSIGNED 43047511150000			APPROVAL  Permit Manager					

Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Cond	17.5	13.375	0	100		
Pipe	Grade	Length	Weight			
	Grade H-40 ST&C	100	48.0			

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Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Surf	12.25	9.625	0	2500		
Pipe	Grade	Length	Weight			
	Grade J-55 LT&C	2500	36.0			

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Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
I1	8.75	7	0	9000		
Pipe	Grade	Length	Weight			
	Grade N-80 LT&C	9000	29.0			

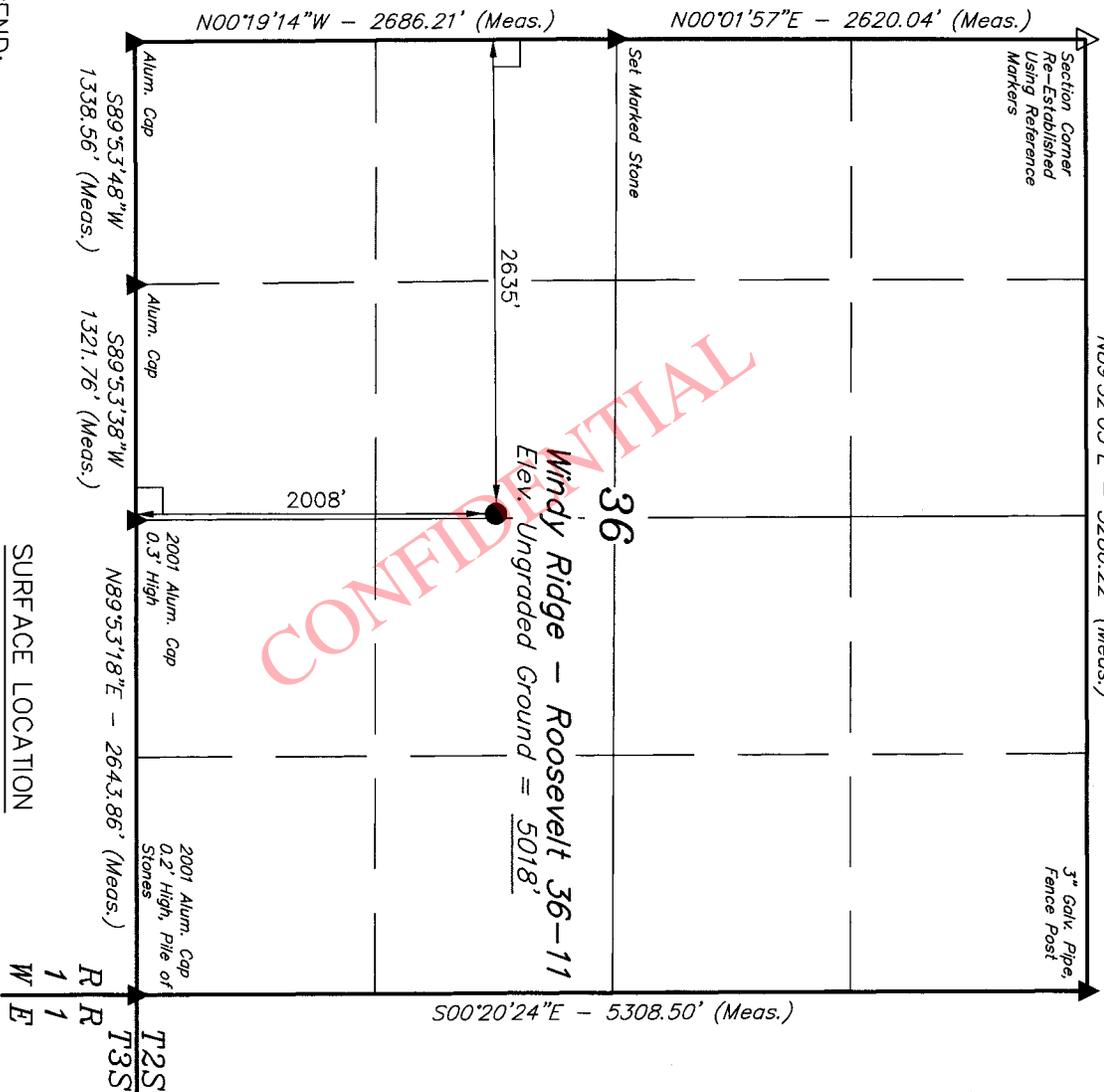
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Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
L1	6.125	5	8800	11500		
Pipe	Grade	Length	Weight			
	Grade N-80 Buttress	2700	18.0			

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T2S, R1W, U.S.B.&M.

N89°52'03"E - 5286.22' (Meas.)



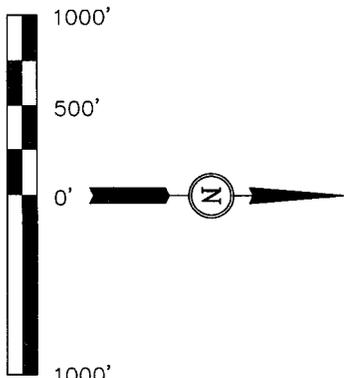
ENERPLUS RESOURCES (USA) CORP.
 Well location, Windy Ridge - Roosevelt 36-11, located as shown in the NE 1/4 SW 1/4 of Section 36, T2S, R1W, U.S.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

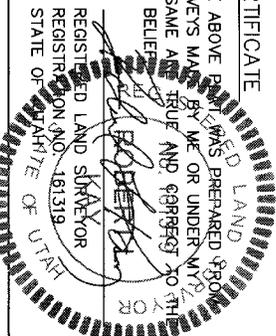
SPOT ELEVATION LOCATED AT THE SOUTHEAST CORNER OF SECTION 20, T3S, R2W, U.S.B.&M. TAKEN FROM THE MYTON QUADRANGLE, UTAH, DUCHESNE COUNTY 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5148 FEET.

BASIS OF BEARINGS

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



CERTIFICATE
 THIS IS TO CERTIFY THAT THE ABOVE REPRESENTS PREPARED BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



REVISED: 06-02-10
 REVISED: 05-26-10

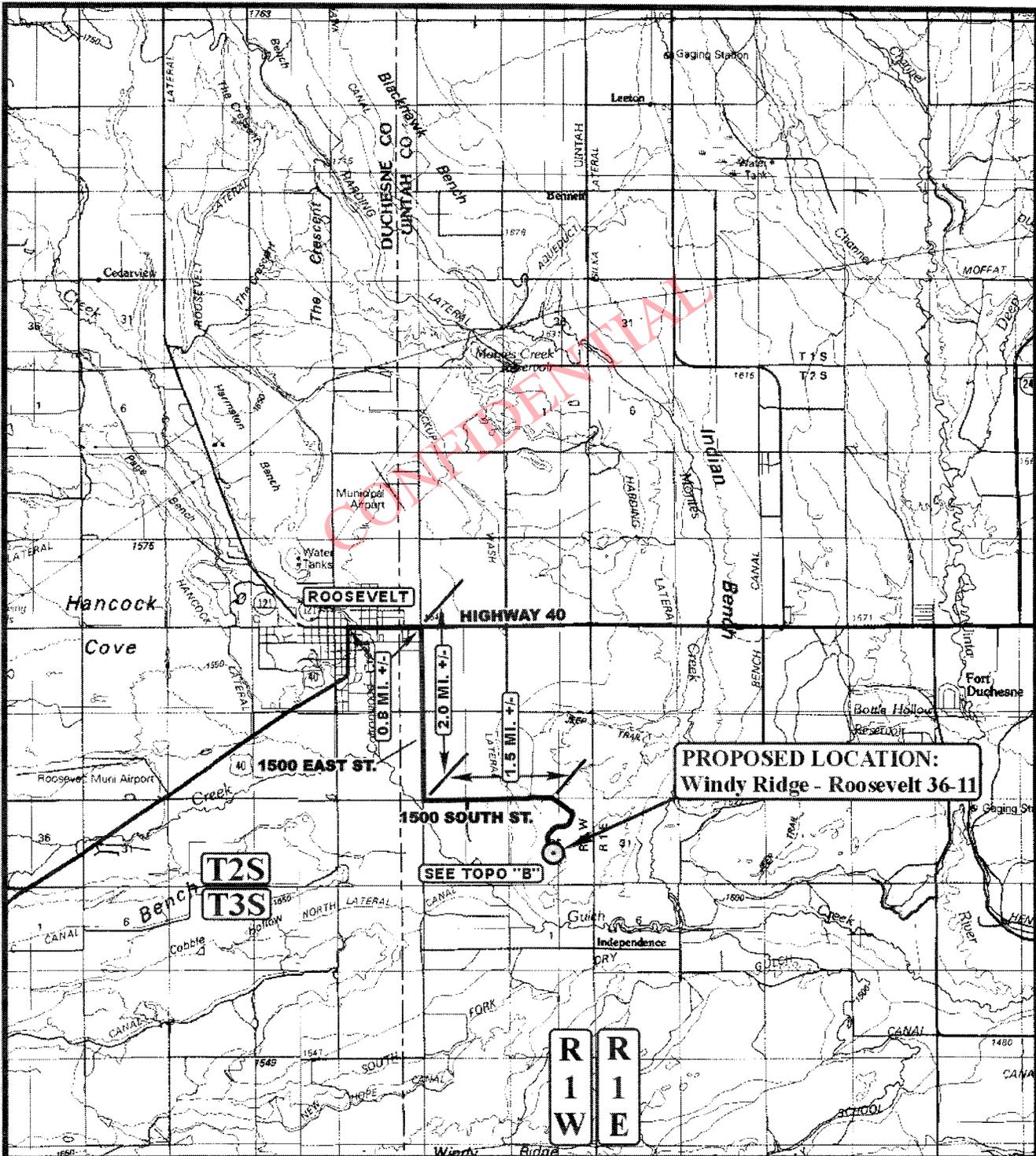
UINTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 05-21-10	DATE DRAWN: 05-24-10
PARTY B.B. K.A. S.L.	REFERENCES G.L.O. PLAT	FILE ENERPLUS RESOURCES (USA) CORP.
WEATHER COLD		

- LEGEND:**
- └─┘ = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.
 - △ = SECTION CORNER RE-ESTABLISHED. (Not Set on Ground)

SURFACE LOCATION

(NAD 83)
 LATITUDE = 40°15'51.19" (40.264219)
 LONGITUDE = 109°56'39.96" (109.944433)
 (NAD 27)
 LATITUDE = 40°15'51.34" (40.264261)
 LONGITUDE = 109°56'37.43" (109.943731)



LEGEND:

⊙ PROPOSED LOCATION

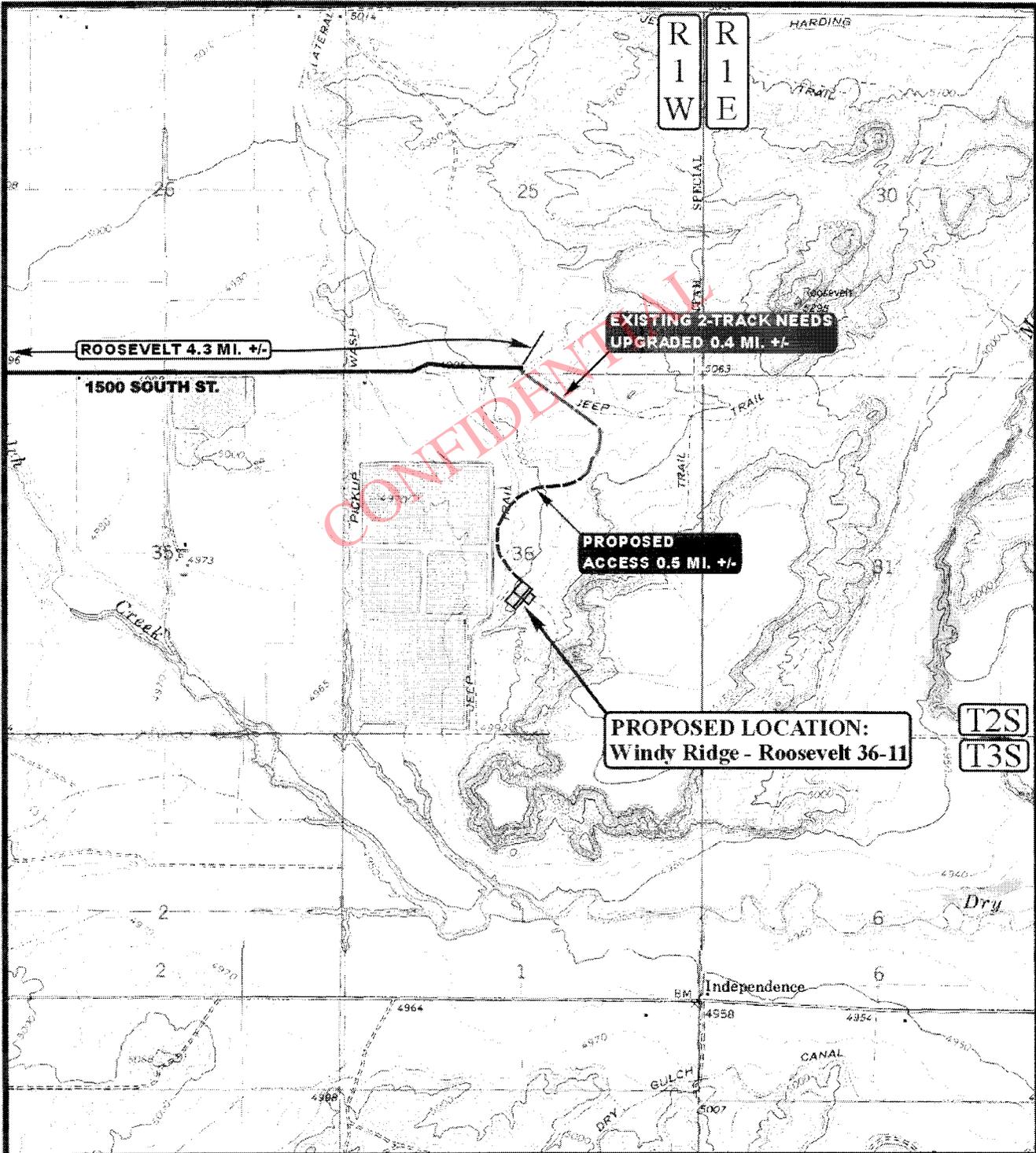
ENERPLUS RESOURCES (USA) CORP.

Windy Ridge - Roosevelt 36-11
SECTION 36, T2S, R1W, U.S.B.&M.
2008' FSL 2635' FWL

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



TOPOGRAPHIC MAP
 5 25 10
 MONTH DAY YEAR
 SCALE: 1:100,000 DRAWN BY: J.L.G. REVISED: 6-3-10
TOPO



LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD
- EXISTING 2-TRACK NEEDS UPGRADED



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ENERPLUS RESOURCES (USA) CORP.

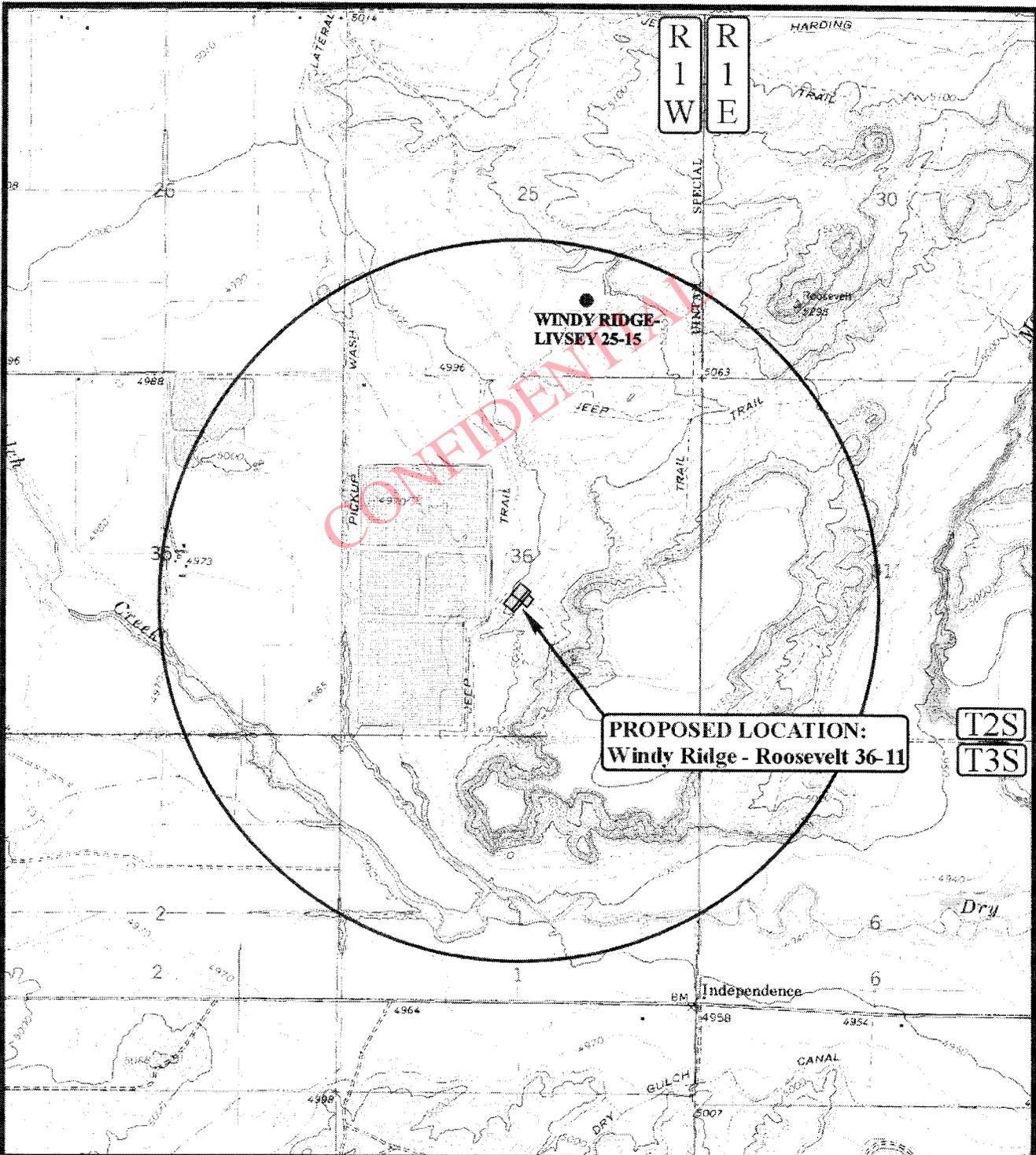
Windy Ridge - Roosevelt 36-11
 SECTION 36, T2S, R1W, U.S.B.&M.
 2008' FSL 2635' FWL

**TOPOGRAPHIC
 MAP**

5 25 10
 MONTH DAY YEAR

**B
 TOPO**

SCALE: 1" = 2000' DRAWN BY JLG REVISED: 6-3-10



**PROPOSED LOCATION:
Windy Ridge - Roosevelt 36-11**

**T2S
T3S**

LEGEND:

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

ENERPLUS RESOURCES (USA) CORP.

**Windy Ridge - Roosevelt 36-11
SECTION 36, T2S, R1W, U.S.B.&M.
2008' FSL 2635' FWL**



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**TOPOGRAPHIC
MAP**

5 | 25 | 10
MONTH | DAY | YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 6-3-10



Enerplus Resources (USA) Corporation

Windy Ridge-Roosevelt 36-11
Uintah County, Utah

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Drilling Procedure

June 15, 2010

Prepared by:

Charles B. Wiley P.E.
Senior Engineering Advisor

Location

API #TBD

Permit # TBD

Surface NE SW 2008' FSL, 2635' FWL Sec. 36-T2S-R1W
TD: 11,500' MD, 11,500' TVD
Uintah County, Utah
Elevations: 5018' GL

Phone Numbers

Drilling Foreman: Vince Guinn (Office: 435-722-8324; Cell: 435-722-6604)
Engineers: David Saldariaga (Office: 720-279-5538; Cell: 720-347-5333)
Charles Wiley (Office: 972-618-4760, Cell: 214-536-7128)
Wellsite Geologist: Columbine Logging Inc., Tad Jones-President (Office: 303-289-7764; Cell: 720-371-4349)

SAFETY

HES' safety regulations are to be adhered to at all times by all personnel on location—no exceptions. Accident reports are to be filled out in a timely manner according to the Project Manual. Any safety/environmental questions or concerns are to be brought to the Drilling Foreman's or Service Coordinator's attention.

CONDUCTOR/CELLAR

Drill 17.5" hole to +/-100' (or below boulders and into competent formation). Set 13.375"-48#-H40 ST&C (new) conductor and cement to surface with 150 sacks of Class G cement @ 1.20 cf/sk and 15.6 ppg. A "top job" may be necessary with 100 sacks of Class G cement @ 1.17 cf/sk and 15.8 ppg. Construct 6' diameter by 6' deep cellar and cement floor. Drill rodent holes per rig specs.

SURFACE HOLE +/-100' – +/-2500'

Formation Tops (TVD)

Duchesne River Formation Surface to 2500'

Drill 12.25" hole to +/-2500'

Bits: 12.25" insert bit

Mud: Drill with spud mud, no control, use gel sweeps every 250' – 300' to clean hole and 105-175 mesh screens in shale shaker to remove solids. Add viscosity cups at every connection to enhance hole cleaning and to help prevent bit balling. MW: 9.5 ppg max, PV: 9-12, YP: 7-9

Deviation: 1½ deg max, 1 deg/100', surveys every 100' or as conditions dictate.

Casing: 9 5/8" 36# J55 LTC (new). Float equip.: guide shoe and float collar. Install centralizers on middle of shoe jt and top of jt #2, #3, #4 and on last jt in conductor. Displace with water. Casing to be set in full tension. Torque to optimum specs.

Cement: Circulate casing and cement as follows:

Lead: 445 sacks Varicem™ @ 2.83 cf/sk and 11.5 ppg with lost circulation additive.

Tail: 175 sacks of Varicem™ @ 1.92 cf/sk and 13.0 ppg with lost circulation additive.

Top Out: 200 sacks of Premium Plus Type III @ 1.35 cf/sk and 14.8 ppg with accelerator.

Windy Ridge-Roosevelt 36-11 Drilling Procedure

Test proposed slurries with actual mix water in advance.

WOC 4 hrs, cut off csg and weld on 5M csg head. NU 5M BOPE, hookup and test BOPs and surface csg to 2400 psi. Install wear ring.
WOC a total of 12 hours before drilling shoe.

FROM SURFACE CASING TO +/-6350'

Formation Tops (TVD)

Green River	2,899'
Trona	4,484'
Base Trona	5,154'+/-

Drill float shoe and 5 feet of new formation then conduct FIT test to 9.5 ppg EMW. Drill 8.75" hole out from surface csg with Gypsum water mud and PDC bit. Increase pump rate to ± 500 gpm to unload cuttings in fast hole section.

Bits: 8.75" PDC

Mud: Drill out shoe with Gypsum water mud, use gel sweeps every 250' – 300' to clean hole. Tighten up mud properties before the Trona to MW: 8.5 ppg max, PV: 1-2, YP: 0-1

Deviation: 3 deg max, 1 deg/100', take first survey 60' below surface csg and every 100' thereafter and on all bit trips or as conditions dictate.

FROM 6350' TO 9000'

Formation Tops

Mahogany Bench	6,516'
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Continue to drill an 8.75" hole using a PDC bit with Lime water mud.

Bits: 8.75" PDC

Mud: Switch mud to Lime system and use 175 – 210 mesh screens in shale shaker to remove solids. MW: 9.5 ppg max, PV: 18-25, YP: 10-12

Deviation: 4 deg max, 1 deg/100', surveys every 100' and on all bit trips or as conditions dictate.

LOGS

Rig up Schlumberger and run Platform Express from TD to bottom of surface casing (run GR to surface). Log suite shall consist of Gamma Ray, Caliper, Array Induction, Density and Neutron logs. A Sonic log might possibly be run.

SIDEWALL CORES

We may attempt to obtain rotary sidewall cores in the lower Green River section. The locations of these cores will be determined by the geologist after examining the logs.

Note: No drill stem tests are anticipated.

RUN INTERMEDIATE CASING

RU and run 7" new casing as follows: float shoe + 2 joints of casing + float collar + rest of casing to surface.

RUN PRODUCTION LINER

RU and run 5" 18# N80 Flush Joint (New) casing.

Casing

Weatherford Model C Mechanical Set Liner Hanger with Model TSP compression set liner top packer at 8800' +/-.

2700' of 5" 18# N80 Flush Joint (New) casing from 8800' to TD of 11500'

Orange peeled joint on bottom.

Torque to optimum specs

Set liner hanger depth with approximately +/-200 ft of overlap.

Casing Hardware

Float equip.: guide shoe and float collar. Bow spring centralizers on middle of shoe jt and top of jt #2, #3, #4 and every second jt to last jt in intermediate casing. Casing to be set in full tension. Once pipe is on bottom, circulate hole to remove gas and clean hole.

Cement: Circulate casing and cement as follows:

195 sacks Bondcem™ @ 1.57 cf/sk and 15.6 ppg. Set liner hanger and pull out of hole with drill pipe.

Test proposed slurries with actual mix water in advance.

Install tubing head and 5M valve.

Rig down and release rig.

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**ENERPLUS RESOURCES (USA) CORPORATION
WINDY RIDGE-ROOSEVELT #36-11
T2S-R1W Sec 36 NE SW**

TEN POINT DRILLING PROGRAM

1. GEOLOGIC SURFACE FORMATION:

Oligocene Duchesne River Formation

2. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:

Green River	2,899'
Trona	4,484'
Mahogany Bench	6,516'
TGr/W Transition	9,238'
Wasatch	9,666'

3. ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:

Green River Formation	2,899' - 9,238'	Oil and Gas
TGr/W Transition	9,238' - 9,666'	Oil and Gas
Wasatch Formation	9,666' - 11,500'	Oil and Gas

4. PROPOSED CASING PROGRAM:

Conductor Casing:	13.375"-48#-H40 with ST&C collars; Set at 100' +/- (New)
Surface Casing:	9.625"-36#-J55 with LT&C collars; Set at 2,500' (New)
Intermediate Casing:	7.000"-29#-N80 with LT&C collars; Set at 9,000' (New)
Production Liner:	5.000"-18#-N80 Flush Joint; Set from 8,800'+/- to TD of 11,500' (New)

5. MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:

The operator's minimum specifications for pressure control equipment are as follows:

Annular Preventer - 11", 5,000 psig WP

Ram Preventer - 11", 5,000 psig WP, double gate unit with a hydraulic closing unit. The BOPs will be installed on the 9.625" surface casing before the 8.750" production casing hole is begun. The BOPs and 9.625" surface casing will be tested to 2400 psi before the 9.625" shoe is drilled out. The BOPs will remain in place until the well is drilled to TD and the production liner is cemented in place. The BOP rams will be changed whenever the drill pipe size is changed before the 6.125" production liner hole is begun at 9,000'. The BOPs and the 7.000" intermediate casing will be tested to 5000 psi before the 7.000" shoe is drilled out. The BOPs will be function checked daily and pressure tested every 14 days thereafter.

Refer to Exhibit A for a diagram of BOP equipment that will be used on this well.

6. TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:

This well will be drilled to TD with a fresh water/polymer system. If necessary to control formation fluids, the system will be weighted with the addition of bentonite gel and, if conditions warrant, barite. This fresh water system typically will contain Total Dissolved Solids (TDS) of less than 3,000 PPM. Neither potassium chloride nor chromates will be utilized in the fluid system. Mud weights will be closely controlled and weighted as necessary for control formation pressures. Detection devices to be used to monitor the mud system include a pit level indicator with alarm and flow rate, mud pump pressure and mud pump strokes indicators. The maximum anticipated mud weight to 9,000' will be 9.5 ppg and may reach as high as 12.2 ppg at TD.

MUD PROGRAM
Surface - 11,500'

MUD TYPE
Fresh water system

7. AUXILIARY SAFETY EQUIPMENT TO BE USED:

Auxiliary safety equipment will be a Kelly Cock, bit float and a TIW valve with drill pipe threads.

8. TESTING, LOGGING AND CORING PROGRAMS:

There will be two separate logging runs.

The first log run will be from 9,000' to the base of surface casing, prior to setting the intermediate casing, and will consist of Array Induction, Gamma Ray, Caliper, Compensated Neutron-Density logs. (The Gamma Ray log will be run to the surface.)

The second log run will be from TD to the base of the intermediate casing, prior to setting the production liner, and will consist of Array Induction, Gamma Ray, Caliper, Compensated Neutron-Density logs. It is possible that a Sonic log might be included in one or both logging runs. Cement Bond Logs will be run from PBTD to the cement tops for both the production liner and intermediate casing.

No drill stem testing is anticipated.

Rotary Sidewall Coring may be conducted within the Green River formation as well as in the Green River Transition and Wasatch formations prior to setting the production casing.

9. ANTICIPATED ABNORMAL PRESSURE OR TEMPERATURE:

The anticipated maximum bottom hole pressure is 7,215 psi. It is not anticipated that abnormal temperatures will be encountered or that any other abnormal hazards, such as H₂S, will be encountered in this area.

10. ANTICIPATED STARTING DATE AND DURATION OF THE OPERATION:

It is anticipated that the drilling operations will commence in September, 2010, and take approximately 30 days from spud to rig release.

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ENERPLUS RESOURCES (USA) CORPORATION
WINDY RIDGE-ROOSEVELT 36-11
NE SW SECTION 36-T2S-R1W
UINTAH COUNTY, UTAH

THIRTEEN POINT SURFACE PROGRAM

1. EXISTING ROADS:

See attached Topographic Map "A & B".

To reach the Windy Ridge-Roosevelt 36-11 well site located in NE SW of Section 36-T2S-R1W, Uintah County, Utah:

On the east side of Roosevelt on U.S. Highway 40 turn south at the Big "O" Tire Store on 1500 E. Go 2.0 +/- miles on 1500 E and turn east on 1500 South Street. Go 1.5 +/- miles on 1500 South Street and turn southeast on proposed lease road. Go 0.5 +/- miles south to the proposed well location.

U.S. Highway 40 is a concrete paved road maintained by Utah State road crews. 1500 E and 1500 South Street are paved asphalt and gravel roads maintained by Roosevelt City crews. The remaining 0.5 miles of proposed lease access road will be constructed with existing materials and gravel and maintained by Enerplus Resources (USA) Corporation. The sub-surface of the lease access road will be constructed out of existing native materials that are prevalent to the existing area and range from clays to a sandy-clay shale material. 4" to 6" of granular burrow will be placed on top of this sub-surface base then this will be covered by ¾" minus material.

The roads for access during drilling, completion and production phases will be maintained at the standards required by the State of Utah, or other controlling agencies. This maintenance will consist of some minor grader work for smoothing road surfaces and for snow removal.

2. PLANNED ACCESS ROAD:

Approximately 0.5 miles of access road is proposed. See attached Topographic Map "A & B".

The proposed access road will be an 18' crown road (9' either side of the centerline) with drainage ditches along either side of the proposed road if it is deemed necessary in order to handle any run-off from normal meteorological conditions that are prevalent to this area. The maximum grade will be less than 8%.

There will be no culverts along this access road. There will be barrow ditches and turnouts as needed along this road.

A gate will be installed where the proposed access road exits north off of 1500 South Street. No fence lines will be crossed.

3. LOCATION OF EXISTING WELLS:

Refer to Topographic Map "C". There are no other active wells located within this section. The closest existing well is the Enerplus Resources (USA) Corporation 25-15 Windy Ridge-Livsey, located in SW SE, Section 25-T2S-R1W (API No. 43-047-40605), and is about 4500' to the north-northeast.

4. LOCATION OF EXISTING AND/OR PROPOSED FACILITIES:

It is anticipated that this well will be a producing oil well.

There will be a tank battery at this location, constructed to State specifications, on the well pad north-northwest of the wellhead. It will consist of 1 - heater-treater, 1- 400 barrel salt water tank and 3 - 400 barrel oil production stock tanks. This tank battery will be surrounded by a dike of sufficient capacity to contain, at minimum, 110% of the largest tank volume within the facility battery. An electric motor driven pumping unit will be located on the northeast side of the wellhead. The flowline for this well will run underground and be contained within the confines of the well pad. An underground gas sales line will be run along the existing roads and connect to the heater-treater. An electric power line will be run to the pumping unit.

All permanent (on the site for six months or longer) structures, constructed or installed (including pumping units) will be painted Desert Tan. All facilities will be painted within six months of installation.

5. LOCATION AND TYPE OF WATER SUPPLY:

Fresh water will be purchased through JN Trucking Inc., 4086 W 3000 S, Roosevelt, UT 84066 (435-722-9997) for the drilling of this well. The fresh water will come from the Myton Water plant owned by Kenneth Richens and located in Section 34-T3S-R2W, Duchesne County, Utah (435-646-3118).

No water well will be drilled at this site.

6. SOURCE OF CONSTRUCTION MATERIALS:

All construction material for this location will be imported material from an offsite location.

A mineral material application is not required for this location.

7. METHODS FOR HANDLING WASTER DISPOSAL:

A reserve pit (100' x 150' x 15' deep) will be constructed from native soil and clay materials and lined with an impermeable synthetic barrier (12 mils thick, minimum). The reserve pit will receive the processed drill cuttings (wet sand, shale and rock) removed from the wellbore. Any drilling fluids which accumulate in the pit as a result of shale shaker carryover, cleaning of the sand trap, etc., will be promptly reclaimed. All drilling fluids will be fresh water based and will typically contain Total Dissolved Solids of less than 3000 PPM. No potassium chloride, chromates, trash, debris, nor any other substance deemed hazardous, will be placed in this pit.

Enerplus requests that approval be granted to omit a drilling flare pit for this well.

A portable toilet will be provided for human waste.

A trash basket will be provided for garbage (trash) and hauled away to an approved disposal site at the completion of the drilling activities.

Immediately upon first production, all produced water will be confined to a steel storage tank on site. This produced water will be periodically transported via contract trucks to the nearest State approved commercial disposal facility.

8. ANCILLARY FACILITIES:

No ancillary facilities are planned for this location at the present time and none are foreseen for the near future.

9. WELL SITE LAYOUT:

See attached Location Layout Sheet (Figure #1).

Fencing Requirements:

All pits will be fenced according to the following minimum standards:

- a) A 39 inch net wire shall be used with at least one strand of barbed wire on top of the net.
- b) The net wire shall be no more than two (2) inches above the ground. The barbed wire shall be three (3) inches above the net wire. The total height of the fence shall be at least 42 inches.
- c) Corner posts shall be centered and/or braced in such a manner to keep all wire tight at all times.
- d) Standard steel, wood or pipe posts shall be used between the corner braces. Maximum distance between any two posts shall be no greater than 16 feet.
- e) All wire shall be stretched with a stretching device before it is attached to the corner posts.

The reserve pit fencing will be on three (3) sides during drilling operations and on the fourth side when the rig moves off location. Pits will be fenced and maintained until they are re-claimed.

10. PLANS FOR RESTORATION OF SURFACE:

a) Producing Location:

Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, equipment, debris, material, trash and junk not required for production.

The reserve pit and that portion of the location not needed for production facilities/operations will be re-contoured to the approximate natural contours. Weather permitting, the reserve pit will be reclaimed within 120 days from the date of well completion. Before any dirt work takes place, the reserve pit will have all fluids and hydrocarbons removed.

b) Dry Hole Abandoned Location:

At such time as the well is plugged and abandoned, the operator shall submit a subsequent report of abandonment and the State of Utah will attach the appropriate surface rehabilitation conditions of approval.

11. SURFACE OWNERSHIP:

Roosevelt City Corporation
255 S State St
Roosevelt, UT 84066
Attention: Mr. Roger Eschler
435-725-7202

12. OTHER ADDITIONAL INFORMATION:

- a) Enerplus Resources (USA) Corporation is responsible for informing 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, Enerplus will immediately stop all work that might further disturb such materials and contact the Authorized Officer.
- b) Enerplus will control noxious weeds along the rights-of-way for roads, pipelines, well sites or other applicable facilities. On State administered land it is required that a Pesticide Use Proposal be submitted and given approval prior to the application of herbicides or other possible hazardous chemicals.
- c) Drilling rigs and/or equipment used during drilling operations on this well site will not be stacked or stored on State Lands after the conclusion of

drilling operations or at any other time without State authorization. However, if State authorization is obtained, it is only a temporary measure to allow time to make arrangements for permanent storage on commercial facilities.

d) No Archaeological Cultural Survey is required for this area.

Additional Surface Stipulations:

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws and regulations, Onshore Oil and Gas Orders, the approved plan of operations and any applicable Notice to Lessees. A copy of these conditions will be furnished to the field representative to ensure compliance.

Hazardous Material Declaration:

Enerplus guarantees that during the drilling and completion of the Windy Ridge-Roosevelt 36-11 it will not use, produce, store, transport or dispose 10,000 pounds annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Superfund Amendments and Reauthorization Act (SARA) of 1986. Enerplus also guarantees that during the drilling and completion of the Windy Ridge-Roosevelt 36-11 it will not use, produce, store, transport or dispose more than the threshold planning quantity (T.P.Q.) of any extremely hazardous substances as defined in 40 CFR 355.

A complete copy of the approved APD shall be on location during the construction of the locations and drilling activities.

Enerplus or a contractor employed by Enerplus will contact the State office at (801-722-3417) 48 hours prior to construction activities.

The State office will be notified upon site completion prior to moving on a drilling rig.

13. LESSEE'S OR OPERATOR'S REPRESENTATIVE AND CERTIFICATION:

Representative:

Name: Vince Guinn

Address: 869 N. Canyon View Drive
Roosevelt, Utah 84066

Telephone: Office: 435-722-8324; Cell: 435-722-6604

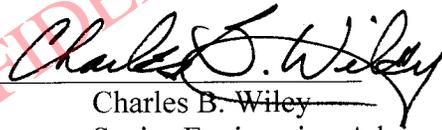
Certification:

Please be advised that Enerplus Resources (USA) Corporation is considered to be the operator of Windy Ridge-Roosevelt 36-11, NE SW, Section 36-T2S-R1W in

Uintah County, Utah, and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. Bond coverage is provided by RLI Surety, 9025 N. Lindbergh Dr., Peoria, IL 61615 (Utah Oil & Gas Mining Bond #RLB0010896).

I hereby certify that the proposed drill site and access route have been inspected, and I am familiar with the conditions which currently exist; that the statements made in this plan are true and correct to the best of my knowledge, and that the work associated with the operations proposed here will be performed by Enerplus and its contractors and sub-contractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of the 18 U.S.C. 1001 for the filing of a false statement.

Date: June 15, 2010



Charles B. Wiley
Senior Engineering Advisor
Enerplus Resources (USA) Corporation

CONFIDENTIAL

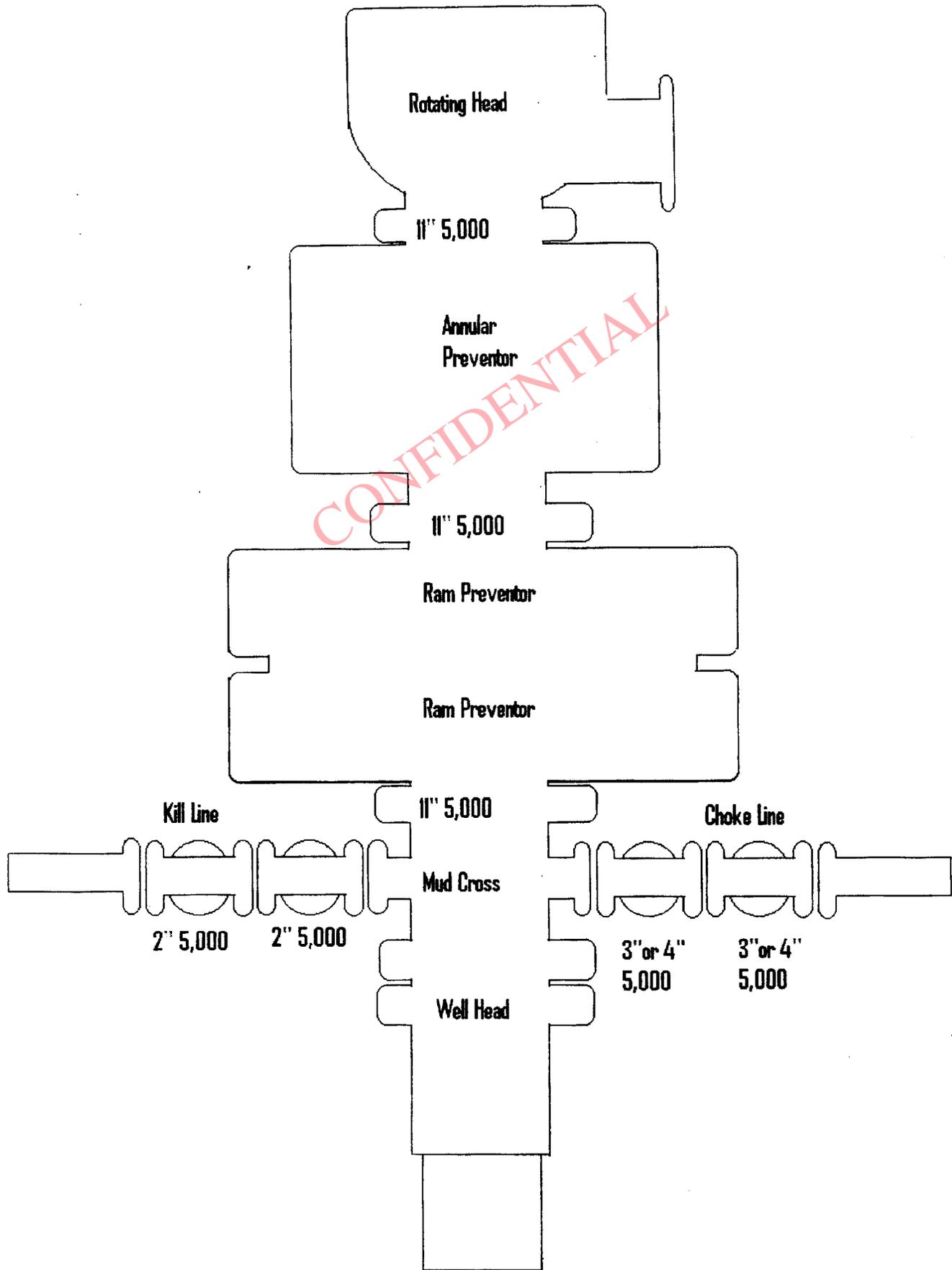
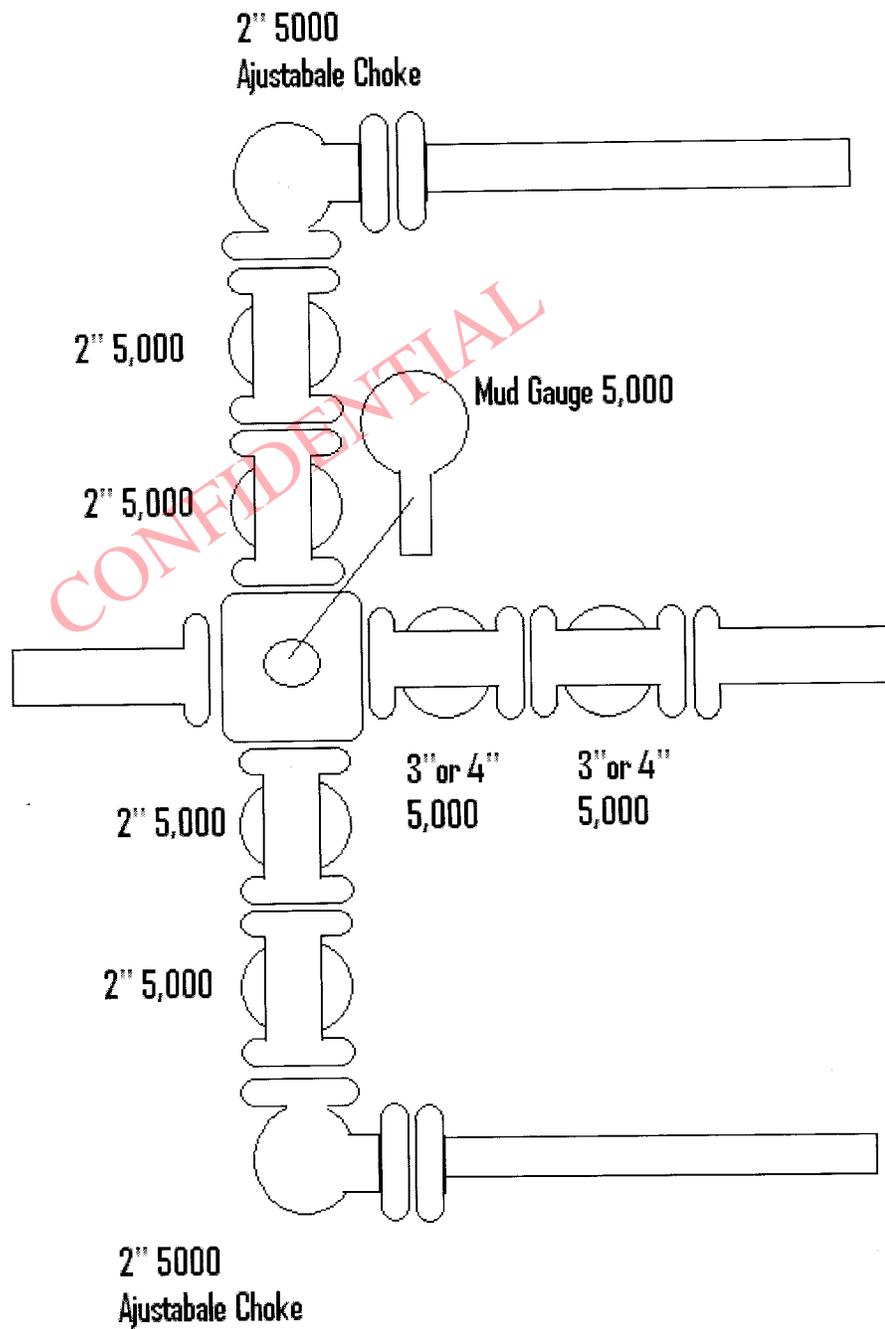
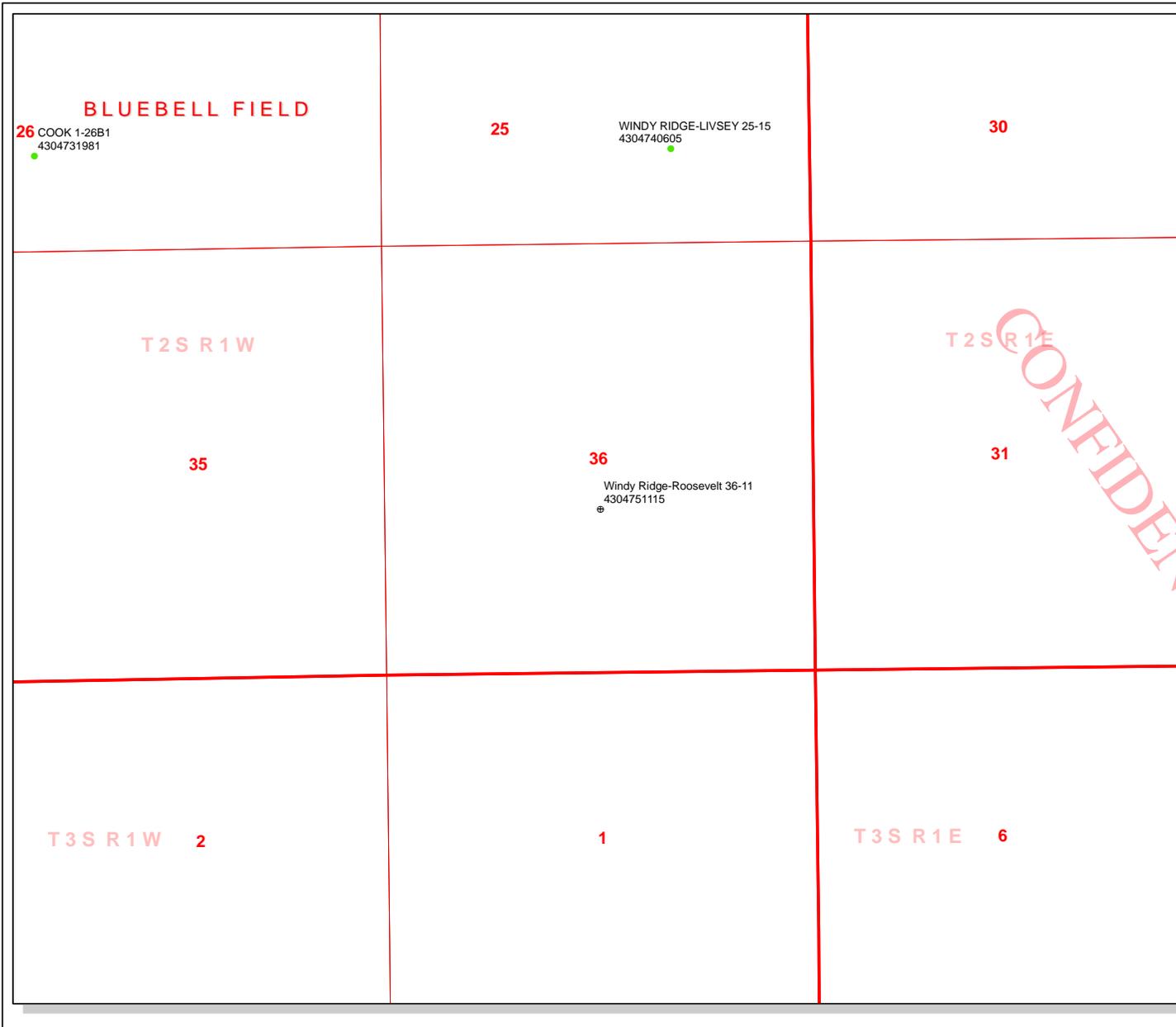


Exhibit A
BOP Equipment



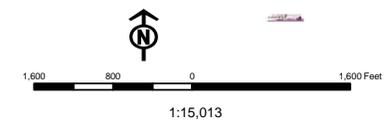
Choke Manifold Diagram



API Number: 4304751115
Well Name: Windy Ridge-Roosevelt 36-11
Township 02.0 S Range 01.0 W Section 36
Meridian: UBM
 Operator: ENERPLUS RESOURCES (USA) CORP

Map Prepared:
 Map Produced by Diana Mason

- | Units | Wells Query |
|---------------|--------------------------------------|
| STATUS | ✕ -all other values- |
| ACTIVE | ◆ Status |
| EXPLORATORY | ◆ APD - Approved Permit |
| GAS STORAGE | ○ DRL - Spudded (Drilling Commenced) |
| NF PP OIL | ○ GW - Gas Injection |
| NF SECONDARY | ★ GS - Gas Storage |
| PI OIL | ✕ LA - Location Abandoned |
| PP GAS | ⊕ LOC - New Location |
| PP GEOTHERML | ⊖ OPS - Operation Suspended |
| PP OIL | ⊖ PA - Plugged Abandoned |
| SECONDARY | ⊖ PGW - Producing Gas Well |
| TERMINATED | ⊖ POW - Producing Oil Well |
| Fields | ⊖ RET - Returned APD |
| Sections | ⊖ SGW - Shut-in Gas Well |
| Township | ⊖ SOW - Shut-in Oil Well |
| | ⊖ TA - Temp. Abandoned |
| | ○ TW - Test Well |
| | ○ WDW - Water Disposal |
| | ○ WW - Water Injection Well |
| | ● WSW - Water Supply Well |



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AFFIDAVIT

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

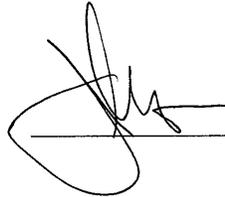
I, James C Karo, being first duly sworn, deposes and says:

THAT I am an agent of Enerplus Resources (USA) Corporation, acting on the behalf of said entity to negotiate surface use and road access, and any associated consideration and damages relating thereto, in connection with the oil and/or gas well (the Windy-Ridge – Roosevelt 36-11 Well) proposed to be drilled on the following described lands:

Township 2 South, Range 1 West, U.S.M.
Section 36: NE/4SW/4
Located approximately 2,008' FSL and 2,635' FWL

County of Uintah and State of Utah, and that I entered into a Surface Use and Road Access Agreement for said well with the surface owners of above-referenced lands and executed same on June 22, 2010.

Further affiant saith not.



ACKNOWLEDGEMENT

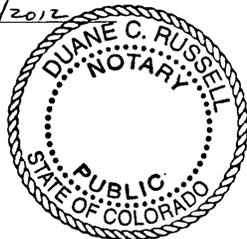
STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

On this 24th day of June, 2010, before me personally appeared James C Karo, as agent for Enerplus Resources (USA) Corporation, to me known to be the person described in and who executed the foregoing instrument of writing, who being by me duly sworn, did say that he/she executed the foregoing instrument as his/her free and voluntary act and deed for the use and purposes herein set forth.

WITNESS my hand and seal this 24th day of June, 2010.

My commission expires:

1/3/2012
(SEAL)



X Duane Russell
Notary Public

Well Name	ENERPLUS RESOURCES (USA) CORP Windy Ridge-Roosevelt 36-11 430			
String	Cond	Surf	I1	L1
Casing Size(")	13.375	9.625	7.000	5.000
Setting Depth (TVD)	100	2500	9000	11500
Previous Shoe Setting Depth (TVD)	0	100	2500	9000
Max Mud Weight (ppg)	9.5	9.5	9.5	12.2
BOPE Proposed (psi)	0	0	5000	5000
Casing Internal Yield (psi)	1730	3520	8160	9910
Operators Max Anticipated Pressure (psi)	7215			12.1

Calculations	Cond String	13.375	"
Max BHP (psi)	$.052 * \text{Setting Depth} * \text{MW} =$	49	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	$\text{Max BHP} - (0.12 * \text{Setting Depth}) =$	37	NO
MASP (Gas/Mud) (psi)	$\text{Max BHP} - (0.22 * \text{Setting Depth}) =$	27	NO OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	$\text{Max BHP} - .22 * (\text{Setting Depth} - \text{Previous Shoe Depth}) =$	27	NO
Required Casing/BOPE Test Pressure=		0	psi
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient

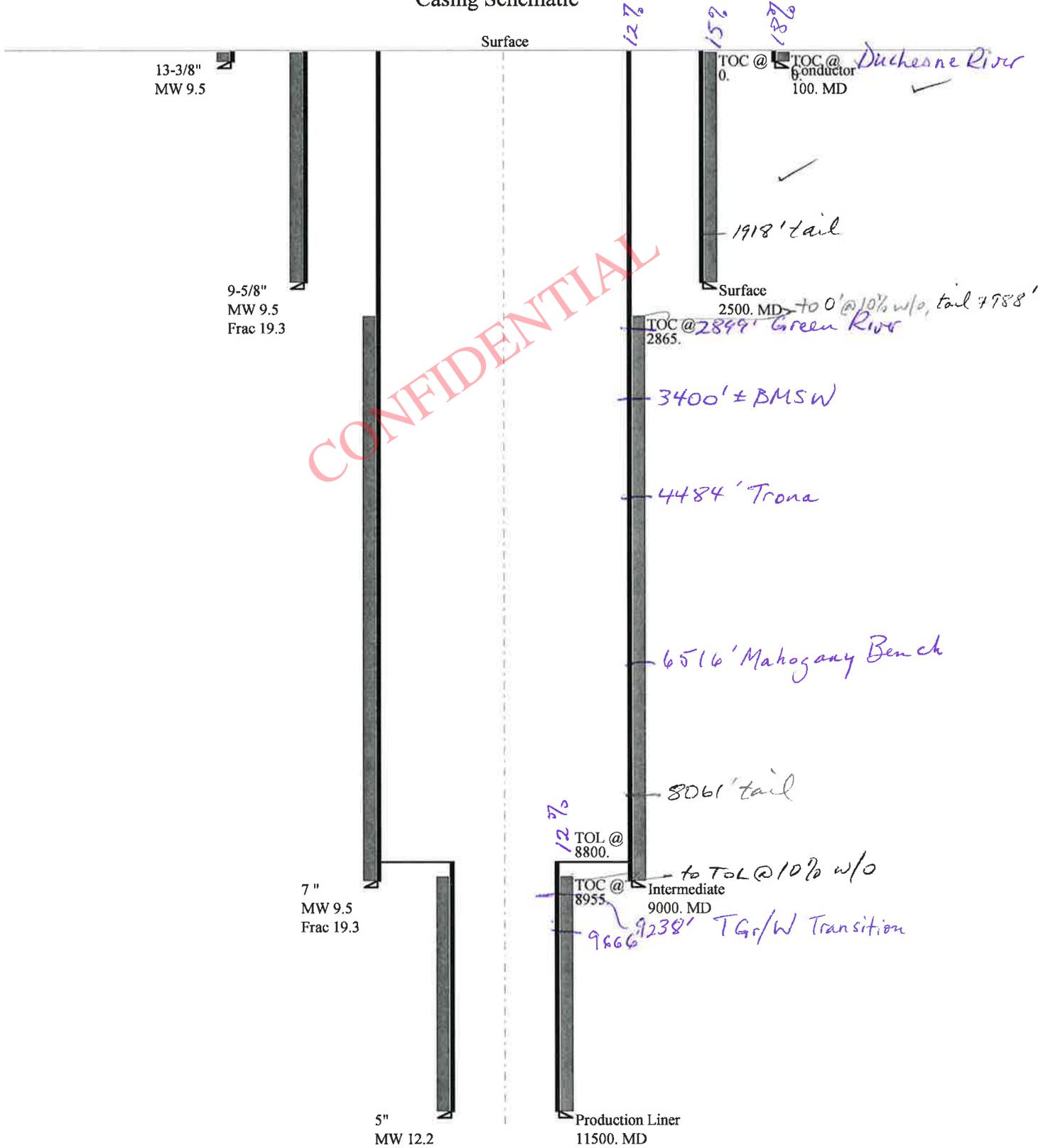
Calculations	Surf String	9.625	"
Max BHP (psi)	$.052 * \text{Setting Depth} * \text{MW} =$	1235	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	$\text{Max BHP} - (0.12 * \text{Setting Depth}) =$	935	NO
MASP (Gas/Mud) (psi)	$\text{Max BHP} - (0.22 * \text{Setting Depth}) =$	685	NO OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	$\text{Max BHP} - .22 * (\text{Setting Depth} - \text{Previous Shoe Depth}) =$	707	NO Reasonable depth
Required Casing/BOPE Test Pressure=		2464	psi
*Max Pressure Allowed @ Previous Casing Shoe=		100	psi *Assumes 1psi/ft frac gradient

Calculations	I1 String	7.000	"
Max BHP (psi)	$.052 * \text{Setting Depth} * \text{MW} =$	4446	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	$\text{Max BHP} - (0.12 * \text{Setting Depth}) =$	3366	YES
MASP (Gas/Mud) (psi)	$\text{Max BHP} - (0.22 * \text{Setting Depth}) =$	2466	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	$\text{Max BHP} - .22 * (\text{Setting Depth} - \text{Previous Shoe Depth}) =$	3016	NO OK
Required Casing/BOPE Test Pressure=		5000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		2500	psi *Assumes 1psi/ft frac gradient

Calculations	L1 String	5.000	"
Max BHP (psi)	$.052 * \text{Setting Depth} * \text{MW} =$	7296	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	$\text{Max BHP} - (0.12 * \text{Setting Depth}) =$	5916	NO
MASP (Gas/Mud) (psi)	$\text{Max BHP} - (0.22 * \text{Setting Depth}) =$	4766	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	$\text{Max BHP} - .22 * (\text{Setting Depth} - \text{Previous Shoe Depth}) =$	6746	YES OK
Required Casing/BOPE Test Pressure=		5000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		8160	psi *Assumes 1psi/ft frac gradient

43047511150000 Windy Ridge-Roosevelt 36-11

Casing Schematic



Well name:	43047511150000 Windy Ridge-Roosevelt 36-11		
Operator:	ENERPLUS RESOURCES (USA) CORP		
String type:	Conductor	Project ID:	43-047-51115
Location:	UINTAH COUNTY		

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 75 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft
 Cement top: Surface

Burst

Max anticipated surface pressure: 37 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP 49 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.70 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Tension is based on air weight.
 Neutral point: 86 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	100	13.375	48.00	H-40	ST&C	100	100	12.59	1239
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	49	740	15.010	49	1730	35.09	4.8	322	67.15 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801 538-5357
 FAX: 801-359-3940

Date: July 20, 2010
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 100 ft, a mud weight of 9.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43047511150000 Windy Ridge-Roosevelt 36-11		
Operator:	ENERPLUS RESOURCES (USA) CORP		
String type:	Surface	Project ID:	43-047-51115
Location:	UINTAH	COUNTY	

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 109 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft
 Cement top: Surface

Burst

Max anticipated surface pressure: 2,200 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP 2,500 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.70 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Tension is based on air weight.
 Neutral point: 2,148 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 9,000 ft
 Next mud weight: 9.500 ppg
 Next setting BHP: 4,442 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 2,500 ft
 Injection pressure: 2,500 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2500	9.625	36.00	J-55	LT&C	2500	2500	8.796	20443
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	1234	2020	1.637	2500	3520	1.41	90	453	5.03 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801 538-5357
 FAX: 801-359-3940

Date: July 20, 2010
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 2500 ft, a mud weight of 9.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43047511150000 Windy Ridge-Roosevelt 36-11		
Operator:	ENERPLUS RESOURCES (USA) CORP		
String type:	Intermediate	Project ID:	43-047-51115
Location:	UINTAH COUNTY		

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 200 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft
 Cement top: 2,865 ft

Burst

Max anticipated surface pressure: 4,758 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 6,738 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.70 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Tension is based on air weight.
 Neutral point: 7,706 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 11,500 ft
 Next mud weight: 12.200 ppg
 Next setting BHP: 7,288 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 9,000 ft
 Injection pressure: 9,000 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	9000	7	29.00	N-80	LT&C	9000	9000	6.059	86961
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	4442	7020	1.581	6738	8160	1.21	261	597	2.29 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801 538-5357
 FAX: 801-359-3940

Date: July 20, 2010
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 9000 ft, a mud weight of 9.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43047511150000 Windy Ridge-Roosevelt 36-11		
Operator:	ENERPLUS RESOURCES (USA) CORP		
String type:	Production Liner	Project ID:	43-047-51115
Location:	UINTAH COUNTY		

Design parameters:

Collapse

Mud weight: 12.200 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 4,758 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 7,288 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor: 1.125

Burst:

Design factor: 1.00

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.60 (B)

Tension is based on air weight.
 Neutral point: 10,998 ft

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 235 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 8,955 ft

Liner top: 8,800 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2700	5	18.00	N-80	Buttress	11500	11500	4.151	17855
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	7288	10500	1.441	7288	9910	1.36	48.6	422	8.68 B

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801 538-5357
 FAX: 801-359-3940

Date: July 20, 2010
 Salt Lake City, Utah

Remarks:

For this liner string, the top is rounded to the nearest 100 ft. Collapse is based on a vertical depth of 11500 ft, a mud weight of 12.2 ppg. The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator ENERPLUS RESOURCES (USA) CORP
Well Name Windy Ridge-Roosevelt 36-11
API Number 43047511150000 **APD No** 2723 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 NESW **Sec** 36 **Tw** 2.0S **Rng** 1.0W 2008 **FSL** 2635 **FWL**
GPS Coord (UTM) **Surface Owner** Roosevelt City Corporation

Participants

Floyd Bartlett (DOGM), Vince Guinn (Permitting Agent for Enerplus Resources Corp.)

Regional/Local Setting & Topography

The proposed location is in Uintah County approximately 3 air miles and 5.5 road miles southeast of Roosevelt, Utah. Access is by Highway 40 and existing county and private roads to within 0.5 feet of the location that will require new construction across private lands. The general area is east of Roosevelt City sewer lagoons. General topography is gentle to rolling with some ridges with exposed sandstone ledges. An elevated water table exists to the north of the site, created by irrigation practices from a pivot sprinkler agricultural field.

The proposed pad for the Windy Ridge-Roosevelt 36-11 oil well is on and near the edge of a northwest slope leading away from a ridge to the east. The slope is broken in terrain partially consisting of a gentle area which breaks sharply off on the southwest and west edge of the proposed location. Location Corner 8 requires 15.6 feet of fill. It along with Corners 6 and 2 are rounded to reduce the amount of fill required. An outcrop of boulders occurs on the west end which will be covered with fill. The access road enters the location at Corner 2. Here minor spray from a pivot sprinkler will reach the road. The site is restricted by an overhead power line which exists to the south and Roosevelt City's sewer lagoons which are about 180 yards to the west of the proposed pad. A swale to the northeast was also avoided. The surface is owned by Roosevelt City Corp..

Surface Use Plan

Current Surface Use

- Grazing
- Agricultural
- Wildlfe Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.5	Width 305 Length 380	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate?

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Vegetation included needle and thread grass, black sage, broom snakeweed, tall whiterop, cheatgrass, Indian rice grass, ephedra, rabbit brush, prickly pear, hordeum, Russian thistle, curly mesquite and spring annuals.

Prairie dogs, deer, rabbits, small mammals and birds.

Soil Type and Characteristics

Soils are a deep sandy loam on the east and shallow bouldery sandy loam on the west.

Soils are a deep sandy loam on the east and shallow bouldery sandy loam on the west.

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? N

Erosion Sedimentation Control Required? N

Paleo Survey Run? **Paleo Potential Observed?** N **Cultural Survey Run?** N **Cultural Resources?**

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	25 to 75	15
Distance to Surface Water (feet)	200 to 300	10
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	Mod permeability	10
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)		0
Affected Populations		
Presence Nearby Utility Conduits	Present	15
	Final Score	55

1 Sensitivity Level

Characteristics / Requirements

The reserve pit is proposed on the south side of the location in an area of cut. Dimensions are 100' x 150' x 15' deep. A 10' bench is planned on the outer sides. A 12-mil synthetic liner is planned.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 12 **Pit Underlayment Required?** Y

Other Observations / Comments

Floyd Bartlett
Evaluator

6/30/2010
Date / Time

Application for Permit to Drill Statement of Basis

7/22/2010

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
2723	43047511150000	LOCKED	OW	P	No
Operator	ENERPLUS RESOURCES (USA) CORP		Surface Owner-APD	Roosevelt City Corporation	
Well Name	Windy Ridge-Roosevelt 36-11		Unit		
Field	UNDESIGNATED		Type of Work	DRILL	
Location	NESW 36 2S 1W U 2008 FSL 2635 FWL GPS Coord (UTM) 589822E 4457419N				

Geologic Statement of Basis

Enerplus proposes to set 100 feet of conductor and 2,500 feet of surface casing which will be cemented to surface. The entire hole will be drilled utilizing fresh water mud. The estimated depth to the base of moderately saline ground water is 3,400 feet. A search of Division of Water Rights records indicates that there are 7 water wells within a 10,000 foot radius of the proposed location. The nearest water well is approximately 1/2 mile from the proposed site and produces water from a depth of 300 feet. Most of these wells produce water from the Duchesne River Formation and are in the range of 44 to 300 feet deep. Uses listed for the water are, domestic, irrigation and stock watering. The proposed casing and cementing program should adequately protect the highly used Duchesne River aquifer. The cement for the intermediate string of casing should be brought up above the base of the moderately saline ground water to isolate it from deeper saline water.

Brad Hill
APD Evaluator

7/8/2010
Date / Time

Surface Statement of Basis

The proposed location is in Uintah County approximately 3 air miles and 5.5 road miles southeast of Roosevelt, Utah. Access is by Highway 40 and existing county and private roads to within 0.5 feet of the location that will require new construction across private lands. The general area is east of Roosevelt City sewer lagoons. General topography is gentle to rolling with some ridges with exposed sandstone ledges. An elevated water table exists to the north of the site, created by irrigation practices from a pivot sprinkler agricultural field.

The proposed pad for the Windy Ridge-Roosevelt 36-11 oil well is on and near the edge of a northwest slope leading away from a ridge to the east. The slope is broken in terrain partially consisting of a gentle area which breaks sharply off on the southwest and west edge of the proposed location. Location Corner 8 requires 15.6 feet of fill. It along with Corners 6 and 2 are rounded to reduce the amount of fill required. An outcrop of boulders occurs on the west end which will be covered with fill. The access road enters the location at Corner 2. Here minor spray from a pivot sprinkler will reach the road. The site is restricted by an overhead power line which exists to the south and Roosevelt City's sewer lagoons which are about 180 yards to the west of the proposed pad. A swale to the northeast was also avoided. The surface is owned by Roosevelt City Corp.. The minerals are FEE and under lease to Enerplus Resources (USA) Corp. which will drill the well. Mr. Roger Eschler represented Roosevelt City at the pre-site. Although Roosevelt City does not like the well being drilled and operated in the area, they have signed a surface use agreement. The selected site appears to be a suitable location for drilling and operating an oil well.

Floyd Bartlett
Onsite Evaluator

6/30/2010
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 12 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

**Application for Permit to Drill
Statement of Basis**

7/22/2010

Utah Division of Oil, Gas and Mining

Page 2

CONFIDENTIAL

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 6/21/2010

API NO. ASSIGNED: 43047511150000

WELL NAME: Windy Ridge-Roosevelt 36-11

OPERATOR: ENERPLUS RESOURCES (USA) CORP (N3340)

PHONE NUMBER: 972 618-4760

CONTACT: Charles Wiley

PROPOSED LOCATION: NESW 36 020S 010W

Permit Tech Review:

SURFACE: 2008 FSL 2635 FWL

Engineering Review:

BOTTOM: 2008 FSL 2635 FWL

Geology Review:

COUNTY: UINTAH

LATITUDE: 40.26431

LONGITUDE: -109.94368

UTM SURF EASTINGS: 589822.00

NORTHINGS: 4457419.00

FIELD NAME: UNDESIGNATED

LEASE TYPE: 4 - Fee

LEASE NUMBER: FEE

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

LOCATION AND SITING:

- PLAT**
- Bond:** STATE/FEE - RLB0010896
- Potash**
- Oil Shale 190-5**
- Oil Shale 190-3**
- Oil Shale 190-13**
- Water Permit:** Myton Water Plant
- RDCC Review:**
- Fee Surface Agreement**
- Intent to Commingle**

- R649-2-3.**
- Unit:**
- R649-3-2. General**
- R649-3-3. Exception**
- Drilling Unit**
- Board Cause No:** Cause 139-42
- Effective Date:** 4/12/1985
- Siting:** 660' Fr Ext U Bdry & 1320' Fr Other Wells
- R649-3-11. Directional Drill**

Commingleing Approved

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhill
10 - Cement Ground Water - ddoucet



GARY R. HERBERT
Governor

GREGORY S. BELL
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

Permit To Drill

Well Name: Windy Ridge-Roosevelt 36-11
API Well Number: 43047511150000
Lease Number: FEE
Surface Owner: FEE (PRIVATE)
Approval Date: 7/22/2010

Issued to:

ENERPLUS RESOURCES (USA) CORP, 1700 Lincoln St., Suite 1300, Denver, CO 80203

Authority:

Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-42. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

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

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.

Conditions of Approval:

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

The 7" casing string cement shall be brought back to $\pm 2300'$ to isolate base of moderately saline ground water and top of Green River formation.

Additional Approvals:

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan – contact Dustin Doucet
- Significant plug back of the well – contact Dustin Doucet
- Plug and abandonment of the well – contact Dustin Doucet

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well – contact Carol Daniels

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at <https://oilgas.ogm.utah.gov>

- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing – contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program – contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well – contact Dan Jarvis

Contact Information:

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
801-231-8956 - after office hours

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) – due within 5 days of spudding the well
- Monthly Status Report (Form 9) – due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) – due prior to implementation
- Written Notice of Emergency Changes (Form 9) – due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) – due prior to implementation
- Report of Water Encountered (Form 7) – due within 30 days after completion
- Well Completion Report (Form 8) – due within 30 days after completion or plugging

Approved By:



Acting Associate Director, Oil & Gas

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: FEE 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME: 8. WELL NAME and NUMBER: WINDY RIDGE-ROOSEVELT 36-11 9. API NUMBER: 43047511150000 9. FIELD and POOL or WILDCAT: UNDESIGNATED COUNTY: UINTAH STATE: UTAH
1. TYPE OF WELL Oil Well	2. NAME OF OPERATOR: ENERPLUS RESOURCES (USA) CORP
3. ADDRESS OF OPERATOR: 1700 Lincoln St., Suite 1300 , Denver, CO, 80203 4513	PHONE NUMBER: 720 279-5539 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2008 FSL 2635 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 36 Township: 02.0S Range: 01.0W Meridian: U	9. FIELD and POOL or WILDCAT: UNDESIGNATED 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: 6/22/2012 <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: <input style="width: 50px;" type="text"/>

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

Request one year APD extension.

Approved by the Utah Division of Oil, Gas and Mining

Date: 08/22/2011

By: 

NAME (PLEASE PRINT) Charles Wiley	PHONE NUMBER 972 618-4760	TITLE Senior Engineering Advisor
SIGNATURE N/A	DATE 8/17/2011	



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 43047511150000

API: 43047511150000

Well Name: WINDY RIDGE-ROOSEVELT 36-11

Location: 2008 FSL 2635 FWL QTR NESW SEC 36 TWNP 020S RNG 010W MER U

Company Permit Issued to: ENERPLUS RESOURCES (USA) CORP

Date Original Permit Issued: 7/22/2010

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

Signature: Charles Wiley

Date: 8/17/2011

Title: Senior Engineering Advisor **Representing:** ENERPLUS RESOURCES (USA) CORP

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

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

3/1/2012

FROM: (Old Operator): N3340 -Enerplus Resources (USA) Corporation 950 17th Street Ste 2200 Denver CO 80202 Phone: 1 (720) 279-5500	TO: (New Operator): N2165 -Bill Barrett Corporation 1099 18th Street Ste 2300 Denver CO 80202 Phone: 1 (303) 312-8115
---	---

WELL NAME	CA No.	SEC	TWN	RNG	API NO	Unit:	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List (5 wells)						N/A				

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 3/1/2012
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 3/1/2012
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 3/19/2012
- Is the new operator registered in the State of Utah: _____ Business Number: 5239043-0143
- (R649-9-2)Waste Management Plan has been received on: Yes
- Inspections of LA PA state/fee well sites complete on: N/A
- Reports current for Production/Disposition & Sundries on: 3/19/2012
- 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 N/A BIA N/A
- 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")** 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: 3/19/2012
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 3/19/2012
- Bond information entered in RBDMS on: 3/19/2012
- Fee/State wells attached to bond in RBDMS on: 3/19/2012
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: 3/1/2012

BOND VERIFICATION:

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

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: 3/19/2012

COMMENTS:

Enerplus Resources (USA) Corporation (N3340) to Bill Barrett Corporation (N2165)

BIRMINGHAM 23-15	23	020S	010W	4304751114		Fee	OW	APD	C
KILLIAN 34-12	34	020S	020W	4301350407		Fee	OW	APD	C
WINDY RIDGE-COOK 25-5	25	020S	010W	4304751225		Fee	OW	APD	C
WINDY RIDGE-ROOSEVELT 36-11	36	020S	010W	4304751115		Fee	OW	APD	C
WINDY RIDGE-LIVSEY 25-15	25	020S	010W	4304740605	17441	Fee	OW	P	

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:

Fee

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

N/A

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:

Windy Ridge-Roosevelt 36-11

9. API NUMBER:

4304751115

10. FIELD AND POOL, OR WILDCAT:

Undesignated

1. TYPE OF WELL

OIL WELL

GAS WELL

OTHER

2. NAME OF OPERATOR:

Enerplus Resources (USA) Corp N3340

3. ADDRESS OF OPERATOR:

950 17th Street Ste 2200 Denver

STATE CO ZIP 80202

PHONE NUMBER:

720-2795500

4. LOCATION OF WELL

FOOTAGES AT SURFACE: 2008' FSL, 2635' FWL

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NESW 36 2S 1W U

STATE:

UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>11/1/11</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

BILL BARRETT CORPORATION IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE ABOVE-MENTIONED WELL WILL BE OPERATED BY BILL BARRETT CORPORATION (BOND # 413848) EFFECTIVE 11/1/11. PLEASE REFER ALL FUTURE CORRESPONDENCE TO BRADY RILEY AT THE FOLLOWING ADDRESS:

BILL BARRETT CORPORATION
1099 18TH STREET, SUITE 2300
DENVER, CO 80202
PHONE: 303-312-8115
FAX: 303-291-0420

Huntington T Walker Name (Please Print)

Sr VP- Lead (Title)

Bill Barrett Corporation (Operator N2165)
1099 18th Street, Suite 2300, Denver, CO 80202

Huntington T Walker Signature

2/28/12 (Date)

NAME (PLEASE PRINT)

Philip K. Joseph

TITLE

Sr. Regulatory Analyst

SIGNATURE

Philip K. Joseph

DATE

2/28/12 Enerplus

(This space for State use only)

APPROVED 03/19/2012

Earlene Russell

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

(See Instructions on Reverse Side)

RECEIVED

MAR 01 2012

DIV. OF OIL, GAS & MINING

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

Request to Transfer Application or Permit to Drill

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

Well name:	Windy Ridge-Roosevelt 36-11
API number:	4304751115
Location:	Qtr-Qtr: NESW Section: 36 Township: 2S Range: 1W
Company that filed original application:	Enerplus Resources (USA) Corp
Date original permit was issued:	07/22/2010
Company that permit was issued to:	Enerplus Resources (USA) Corp

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

Following is a checklist of some items related to the application, which should be verified.		Yes	No
If located on private land, has the ownership changed?			✓
	If so, has the surface agreement been updated?		
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?			✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?			✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?			✓
Has the approved source of water for drilling changed?		✓	
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?			✓
Is bonding still in place, which covers this proposed well? Bond No. <u>LPM4138148</u>		✓	

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

RECEIVED

MAR 01 2012

Name (please print) Tracey Fallang Title Regulatory Manager

Signature *Tracey Fallang* Date 2/28/12 **DIV. OF OIL, GAS & MINING**

Representing (company name) Bill Barrett 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.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
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:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: WINDY RIDGE-ROOSEVELT 36-11
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43047511150000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2008 FSL 2635 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 36 Township: 02.0S Range: 01.0W Meridian: U		9. FIELD and POOL or WILDCAT: UNDESIGNATED
		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: 7/27/2012	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

This sundry is being submitted to request an extension on this APD which expires on 7/22/2012.

Approved by the Utah Division of Oil, Gas and Mining

Date: July 30, 2012

By:

NAME (PLEASE PRINT) Megan Finnegan	PHONE NUMBER 303 299-9949	TITLE Permit Analyst
SIGNATURE N/A	DATE 7/27/2012	



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 43047511150000

API: 43047511150000

Well Name: WINDY RIDGE-ROOSEVELT 36-11

Location: 2008 FSL 2635 FWL QTR NESW SEC 36 TWP 020S RNG 010W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 7/22/2010

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

Signature: Megan Finnegan

Date: 7/27/2012

Title: Permit Analyst Representing: BILL BARRETT CORP



GARY R. HERBERT
Governor

GREGORY S. BELL
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

August 14, 2013

Bill Barrett Corp.
1099 18th Street Ste. 2300
Denver, CO 80202

Re: APD Rescinded – Windy Ridge Roosevelt 36-11, Sec. 36, T. 2S, R. 1W
Uintah County, Utah API No. 43-047-51115

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 July 22, 2010. On August 22, 2011 and July 30, 2012, 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 August 14, 2013.

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
Brad Hill, Technical Service Manager