

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 RW 13B4-19B							
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 RED WASH							
4. TYPE OF WELL Gas Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME RED WASH							
6. NAME OF OPERATOR QEP ENERGY COMPANY						7. OPERATOR PHONE 303 308-3068							
8. ADDRESS OF OPERATOR 11002 East 17500 South, Vernal, Ut, 84078						9. OPERATOR E-MAIL debbie.stanberry@questar.com							
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) UTU02030			11. MINERAL OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>							
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')							
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						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		818 FSL 445 FWL		SWSW		19		7.0 S		23.0 E		S	
Top of Uppermost Producing Zone		818 FSL 445 FWL		SWSW		19		7.0 S		23.0 E		S	
At Total Depth		818 FSL 445 FWL		SWSW		19		7.0 S		23.0 E		S	
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 445			23. NUMBER OF ACRES IN DRILLING UNIT 1875							
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1044			26. PROPOSED DEPTH MD: 11604 TVD: 11604							
27. ELEVATION - GROUND LEVEL 5470			28. BOND NUMBER ESB000024			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE A36125 - 49-2153							
Hole, Casing, and Cement Information													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement			Sacks	Yield	Weight	
Surf	12.25	9.625	0 - 3994	36.0	N-80 LT&C	0.0	Halliburton Light , Type Unknown			460	3.12	11.0	
							Halliburton Premium , Type Unknown			330	1.47	13.5	
Prod	7.875	4.5	0 - 11604	11.6	P-110 LT&C	10.5	Halliburton Light , Type Unknown			660	3.18	11.0	
							Halliburton Premium , Type Unknown			510	1.65	13.5	
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 Jan Nelson				TITLE Permit Agent				PHONE 435 781-4331					
SIGNATURE				DATE 08/16/2011				EMAIL jan.nelson@questar.com					
API NUMBER ASSIGNED 43047518850000				APPROVAL				 Permit Manager					

QEP Energy Company
RW 13B4-19B
Summarized Drilling Procedure

1. Construct location per plat.
2. MIRU air drilling rig.
3. Pre-set conductor.
4. Nipple up diverter system.
5. Drill 12-1/4" hole to 3,994' with air/mist.
6. RIH with 9-5/8" 36# N-80 casing and cement same per program.
7. RDMO air drilling rig.
8. MIRU conventional drilling rig.
9. NU and test 5M BOPE.
10. Drill out of 9-5/8" shoe and down to 11,604' using conventional mud systems.
11. Log well. Triple or Quad-Combo (GR, NEU/DEN, IND, RES, SON)
12. RIH with 4-1/2" 11.6# HCP-110 casing and cement same per program.
13. Pressure test casing.
14. ND BOP's and NU remainder of wellhead. Set BPV.
15. RDMO.

ONSHORE OIL & GAS ORDER NO. 1
 QEP ENERGY COMPANY
 RW 13B4-19B

DRILLING PROGRAM

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

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

1. **Formation Tops**

The estimated top of important geologic markers are as follows:

<u>Formation</u>	<u>Depth, TVD & MD</u>
Green River	3,034'
Mahogany	3,944'
Wasatch	6,564'
Mesaverde	9,174'
Sego	11,504'
TD	11,604'

2. **Anticipated Depths of Oil, Gas, Water, and Other Mineral Bearing Zones**

The estimated depths at which the top of the anticipated water, oil, gas, or other mineral bearing formations are expected to be encountered as follows:

<u>Substance</u>	<u>Formation</u>	<u>Depth, TVD & MD</u>
Oil	Green River	3,034'
Gas	Wasatch	6,564'
Gas	Mesaverde	9,174'
Gas	Sego	11,504'

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

All water shows and water-bearing sands will be reported to the BLM in Vernal, Utah. Copies of State of Utah form OGC-8-X are acceptable. If flows are detected, samples will be submitted to the BLM along with any water analyses conducted. Fresh water will be obtained from Wonsits Valley water right A36125 (which was filed on May 7, 1964) or Red Wash water right # 49-2153 (which was filed on March 25, 1960). It was determined by the Fish and Wildlife Service that any water right number filed before

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1989 is not depleting to the Upper Colorado River System, to supply fresh water for drilling purposes. All water resulting from drilling operations will be disposed of at Red Wash Central Battery Disposal site; SWSE, Section 27, T7S, R23E or Wonsits Valley Disposal Site; SWNW, Section 12, T8S, R21E.

3. Operator's Specification for Pressure Control Equipment

- A. An 11" 5000 psi double ram with blind rams and pipe rams, annular preventer and drilling spool or BOP with 2 side outlets.
- B. All BOP connections subject to pressure shall be flanged, welded or clamped.
- C. Kill line (2" min), 2 choke line valves (3" min), choke line (3" min), 2 kill line valves (2" min) and a check valve, 2 chokes with one remotely controlled from rig floor and a pressure gauge on choke manifold.
- D. Upper and Lower Kelly cock valves with handles and safety valve and subs to fit all drill string connections.
- E. IBOP or float sub available.
- F. Fill up line must be installed above the uppermost preventer.
- G. Ram type preventers and associated equipment shall be tested to approved stack working pressure if isolated by test plug or to 50 percent of internal yield pressure of casing whichever is less. BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc..., for a 5M system and individual components shall be operable as designed.

4. Casing Design:

Hole Size	Csg. Size	Top (MD)	Bottom (MD)	Wt.	Grade	Thread	Cond.	Expected MW(ppg)
17 1/2"	14"	Sfc	60'	Steel	Conductor	None	Used	N/A
12-1/4"	9-5/8"	Sfc	3,994'	36#	N-80	LTC	New	Air
7 7/8"	4-1/2"	Sfc	11,604'	11.6#	HCP-110	LTC	New	10.5

Casing Strengths:				Collapse	Burst	Tensile (min)
9-5/8"	36#	N-80	LTC	2,370 psi	5,120 psi	820,000 lb.
4 1/2"	11.6#	HCP-110	LTC	8,830 psi	10,710 psi	279,000 lb.

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Casing Design Factors

*The casing prescribed above meets or exceeds the below listed design factors.

Burst: 1.2
Collapse: 1.2
Tension: 1.6

Maximum anticipated mud weight: 10.5 ppg
Maximum anticipated surface treating pressure: 7,200 psi

5. **Cementing Program**

9-5/8" Surface Casing:

Lead Slurry: Surface (TOC) – 3,000'. 460 sks (1409 ft³) Halliburton Extendacem, 1 pps Granulite TR 1/4, 0.125 pps Poly-E-Flake, Slurry Weight 11.0 ppg, 3.12 ft³/sk, 50% XS in open hole only.

Tail Slurry: 3,000' – 3,994'. 330 sx (484 ft³) Halliburton Econocem, 0.2% HR-5 Retarder, 1.0 pps Granulite TR 1/4, 0.125 pps Poly-E-Flake, Slurry Weight 13.5 ppg, 1.47 ft³/sk, 50% XS in open hole.

4-1/2" Production Casing*:

Lead Slurry: 3,000' (TOC) – 9,174'. 660 sks (2,092 ft³) Halliburton Extendacem, 1 pps Granulite 1/4, 0.125 pps Poly-E-Flake. Slurry Weight 11.0 lb/gal, 3.18 ft³/sk, 50% excess over gauge in open hole only.

Tail Slurry: 9,174' – 11,604'. 510 sks (834 ft³), Halliburton Expandacem, 0.3% Super CBL (Expander), 0.6% HR-800 (Retarder), 1 pps Granulite TR ¼, 0.125 pps Poly-E-Flake (LCM). Slurry Weight 13.5 lb/gal, 1.65 ft³/sk, 50% excess over gauge hole.

*Final cement volumes to be calculated from caliper log, if run.

6. **Auxiliary Equipment**

- A. Kelly Cock – yes
- B. Float at the bit – Yes
- C. Monitoring equipment on the mud system – PVT/Flow Show
- D. Full opening safety valve on the rig floor – Yes

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 QEP ENERGY COMPANY
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E. Rotating Head – Yes

F. Request for Variance:

Drilling surface hole with air:

A variance from 43 CFR 3160 Onshore Oil and Gas Order #2, Section III Requirements, subsection E. Special Drilling Operations is requested for the specific operation of drilling and setting surface casing on the subject well with a truck mounted air rig. The variance from the following requirements of Order #2 is requested because surface casing depth for this well is 3,994' feet and high pressures are not expected.

1. **Properly lubricated and maintained rotating head** – A diverter system in place of a rotating head. The diverter system forces the air and cutting returns to the reserve pit and is used to drill the surface casing.
2. **Blooiie line discharge 100 feet from wellbore and securely anchored** – the blooiie line discharge for this operation will be located 50 to 70 feet from the wellhead. This reduced length is necessary due to the smaller location size to minimize surface disturbance.
3. **Automatic igniter or continuous pilot light on blooiie line** – a diffuser will be used rather than an automatic pilot/igniter. Water is injected into the compressed air and eliminates the need for a pilot light and the need for dust suppression equipment.
4. **Compressors located in the opposite direction from the blooiie line a minimum of 100 feet from the wellbore** – compressors located within 50 feet on the opposite side of the wellbore from the blooiie line and is equipped with a 1) emergency kill switch on the driller's console, 2) pressure relief valves on the compressors, 3) spark arrestors on the motors.
5. **Kill Fluid to control well** – In lieu of having mud products on location to kill the well for an unanticipated kick, QEP will kill the well with water contained in a 400 bbl tank on site. The 400 bbl water tank will also be storage for surface casing cement water.
6. **Deflector on the end of the blooiie line** – QEP will mount a deflector unit at the end of the blooiie line for the purpose of changing the direction and velocity of the air and cuttings flow into the reserve pit. Changing the velocity and direction of the cuttings and air will preserve the pit liner. In the event the deflector washes out due to erosion caused by the sand blasting effect of the cuttings, there will be no problem because the deflector is mounted on the very end of the blooiie. A washed out deflector will be easily replaced.
7. **Flare Pit** – there will be no need of a flare pit during the surface hole air drilling operation because the blooiie line is routed directly to the reserve pit. When the big rig arrives for the main drilling after setting surface casing, a flare box will be installed and all flare lines will be routed to the flare box.

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- G. Drilling below the 9-5/8" casing will be done with water based mud. Maximum anticipated mud weight is 10.5 ppg.
- H. No minimum quantity of weight material will be required to be kept on location.
- I. Gas detector will be used from intermediate casing depth to TD.

7. **Testing, logging and coring program**

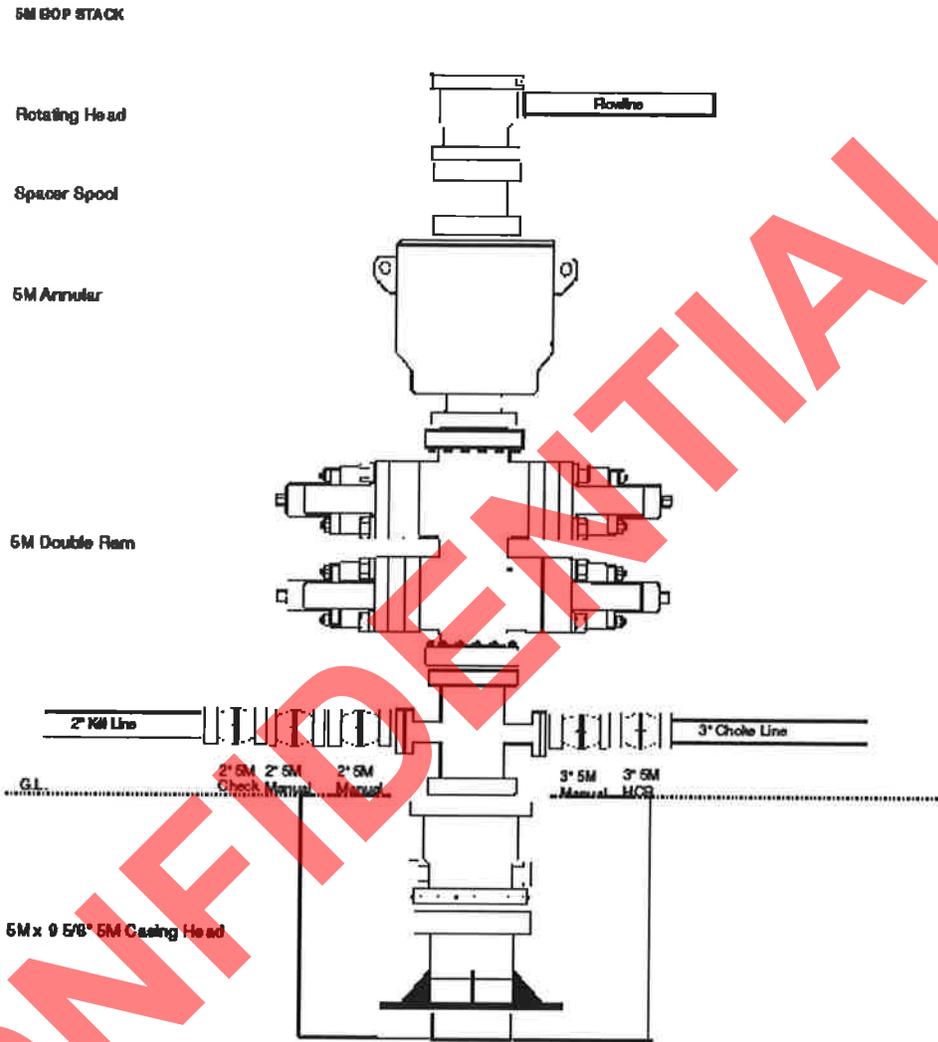
- A. Cores – none.
- B. DST – none anticipated
- C. Logging – Mud logging – Intermediate Casing to TD
OH Logs: GR-SP-Induction, Neutron Density.
- D. Formation and Completion Interval:
– Stimulation will be designed for the particular area of interest as encountered.

8. **Anticipated Abnormal Pressures and Temperatures, Other Potential Hazards**

No abnormal temperatures or pressures are anticipated. Maximum anticipated bottom hole pressure equals approximately 6,336 psi. Maximum anticipated bottom hole temperature is 212° F.

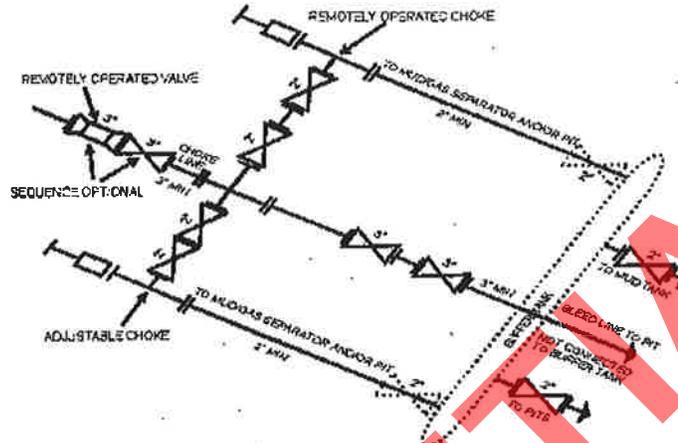
H2S has not been encountered in other wells drilled to similar depths in the general area.

ONSHORE OIL & GAS ORDER NO. 1
QEP ENERGY COMPANY
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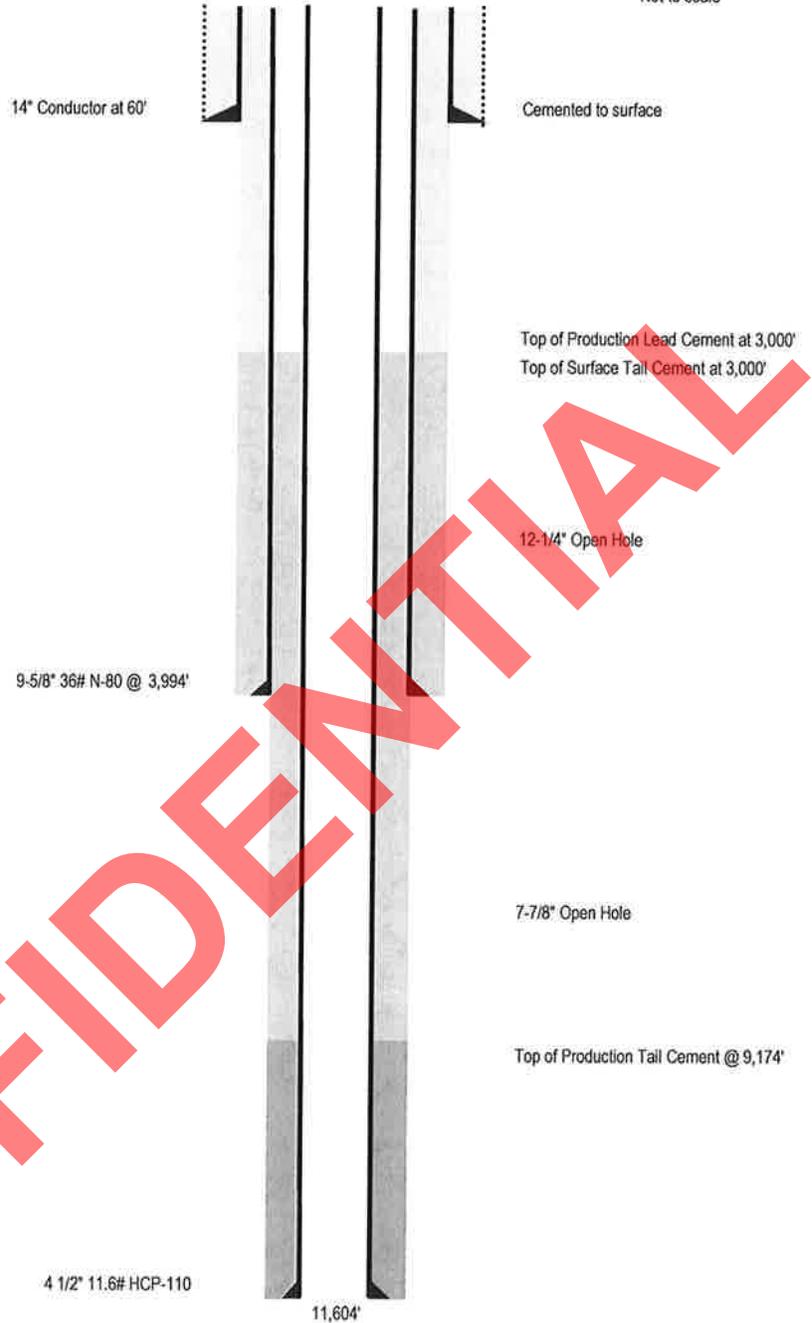
ONSHORE OIL & GAS ORDER NO. 1
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5M CHOKE MANIFOLD EQUIPMENT - CONFIGURATION OF CHOKES MAY VARY

Although not required for any of the choke manifold systems, buffer tanks are sometimes installed downstream of the choke assemblies for the purpose of manifolding the bleed lines together. When buffer tanks are employed, valves shall be installed upstream to isolate a failure or malfunction without interrupting flow control. Though not shown on 2M, 3M, 4M, 5M drawings, it would also be applicable to these situations.
[54 FR 39528, Sept. 27, 1989]

RW 13B4-19B
SWSW Sec 119 T7S R23E
818' FSL & 445' FWL Sec 19 T7S R23E S.L.B.&M.
Uintah County, Utah
KB 5,485'
GL 5,471'

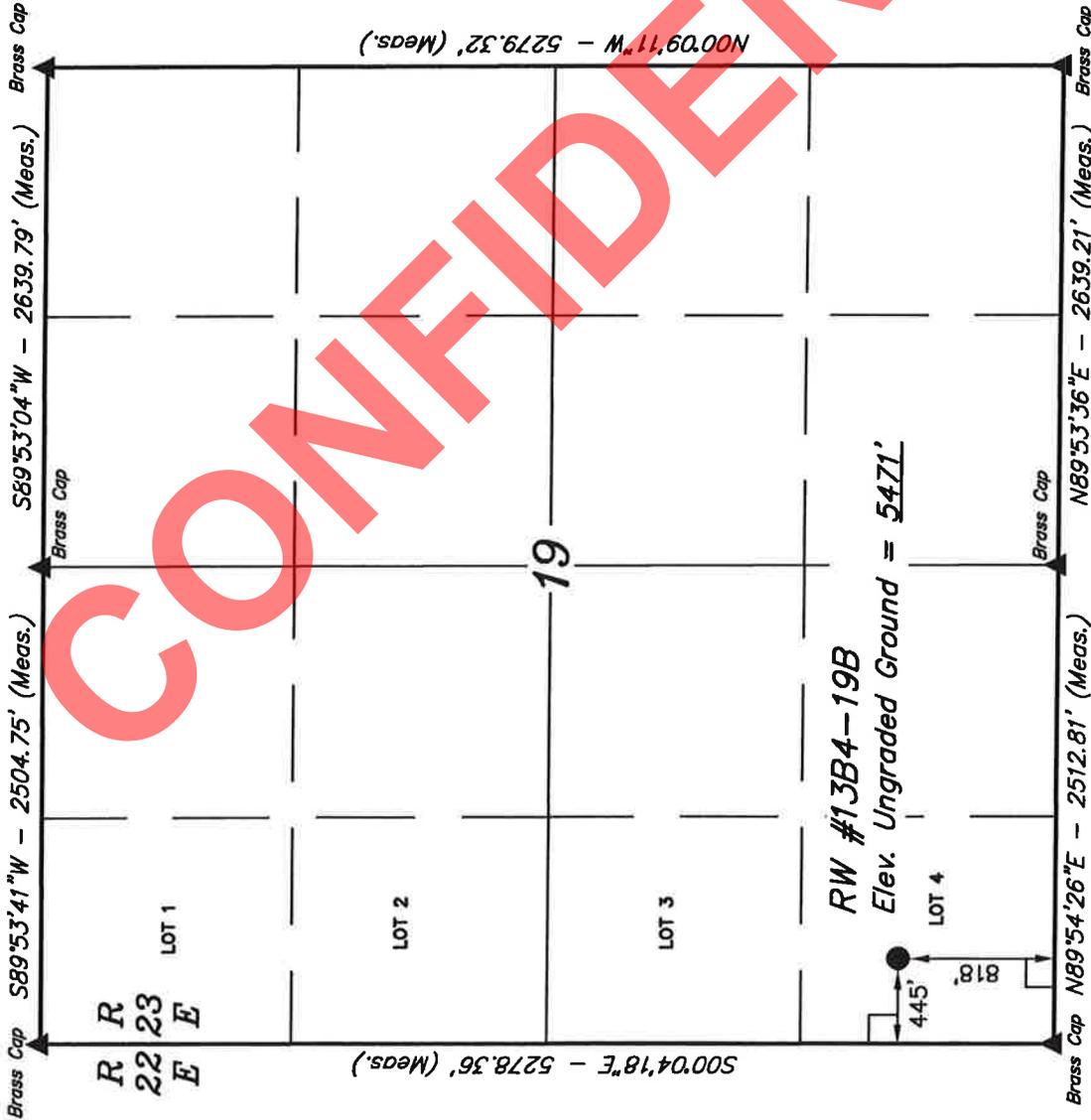


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T7S, R23E, S.L.B.&M.

QEP ENERGY COMPANY

Well location, RW #13B4-19B, located as shown in the SW 1/4 SW 1/4 of Section 19, T7S, R23E, S.L.B.&M., Uintah County, Utah.

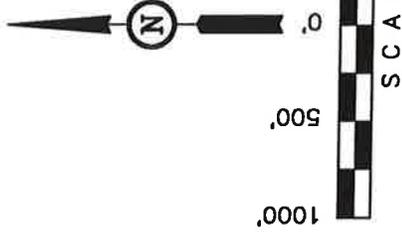


BASIS OF ELEVATION

BENCH MARK 20EAM LOCATED IN THE SE 1/4 OF SECTION 35, T8S, R21E, S.L.B.&M. TAKEN FROM THE OURAY SE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4697 FEET.

BASIS OF BEARINGS

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



CERTIFICATE

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

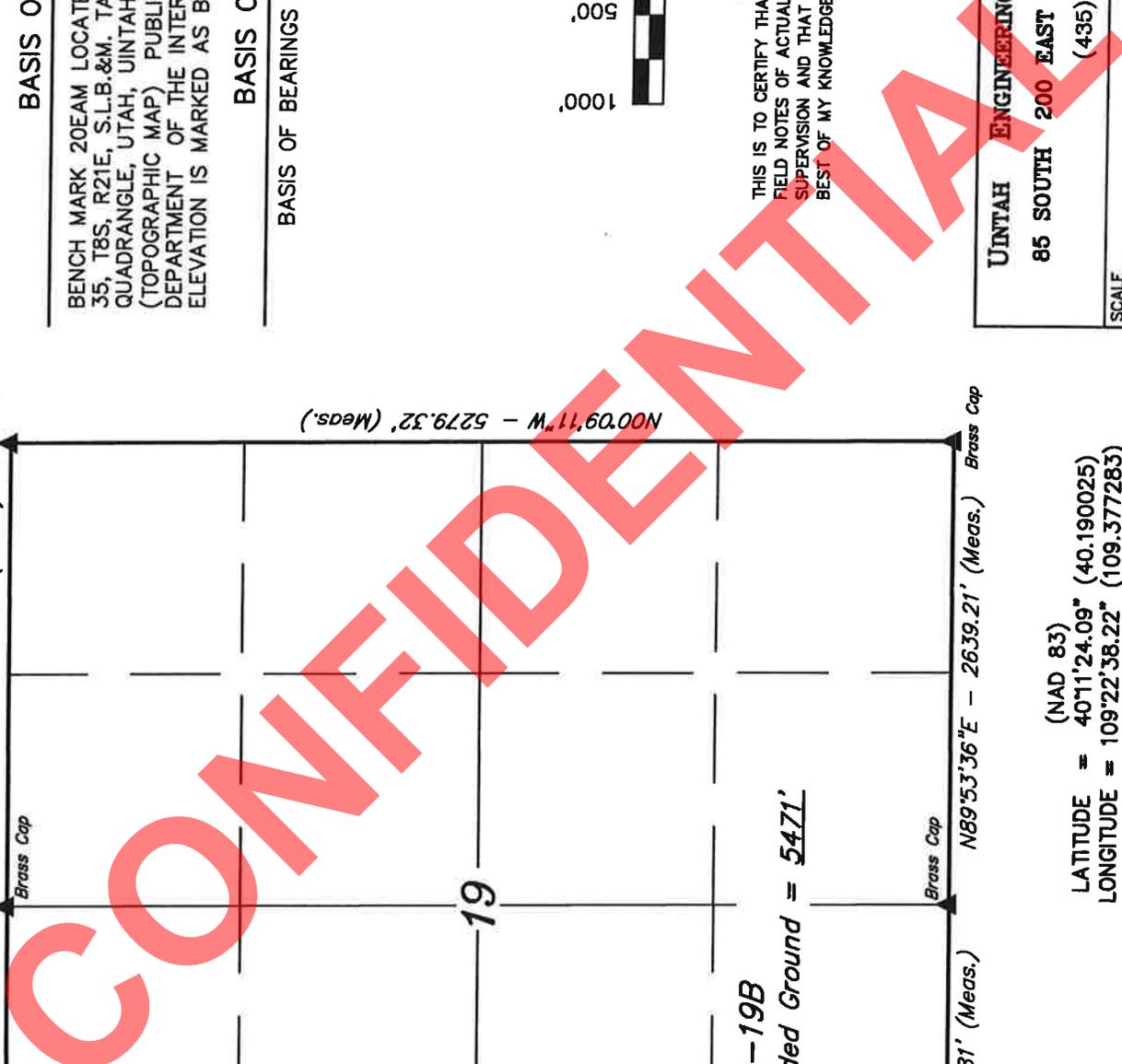
[Signature]
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH 06-06-11

UINTAH ENGINEERING & LAND SURVEYING	
85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017	
SCALE 1" = 1000'	DATE SURVEYED: 05-11-11
PARTY A.F. B.A. K.O.	DATE DRAWN: 05-13-11
WEATHER COLD	REFERENCES G.L.O. PLAT
FILE	QEP ENERGY COMPANY

LEGEND:

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

LATITUDE = 40°11'24.09" (NAD 83) (40.190025)
 LONGITUDE = 109°22'38.22" (109.377283)
 (NAD 27)
 LATITUDE = 40°11'24.22" (40.190061)
 LONGITUDE = 109°22'35.76" (109.376600)



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RW #13B4-19B

LOCATED IN UINTAH COUNTY, UTAH
SECTION 19, T7S, R23E, S.L.B.&M.

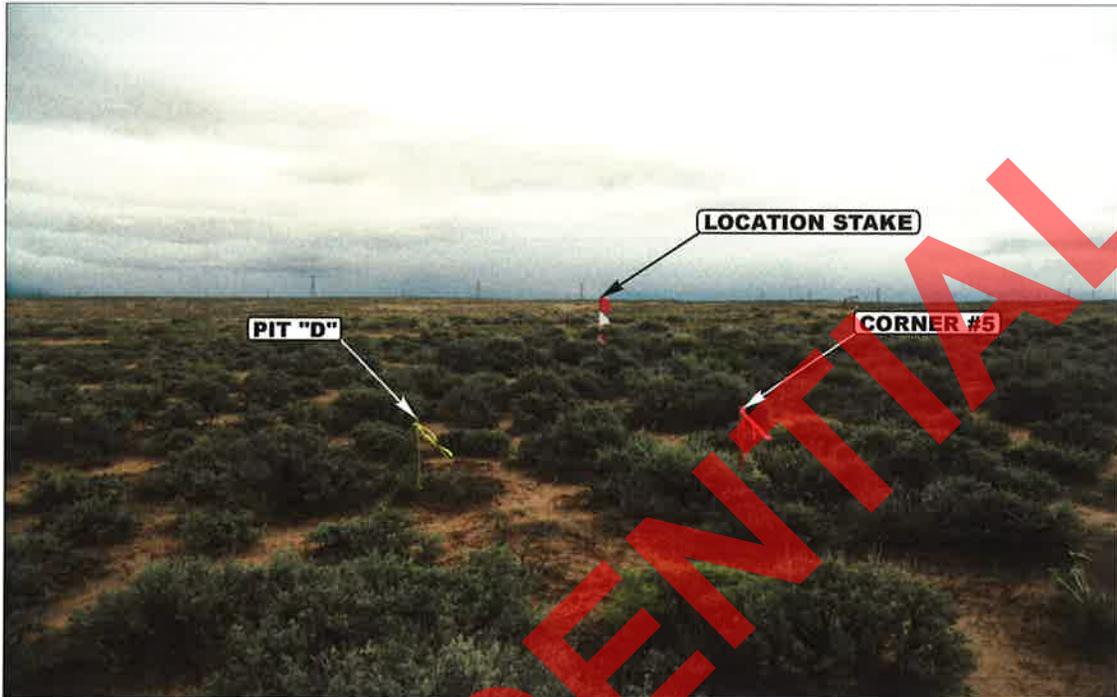


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: EASTERLY



PHOTO: VIEW FROM EXISTING ACCESS

CAMERA ANGLE: NORTHERLY



UEA
E&L
S

Utah Engineering & Land Surveying

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

LOCATION PHOTOS

05 20 11
MONTH DAY YEAR

PHOTO

TAKEN BY: A.F.

DRAWN BY: S.F.

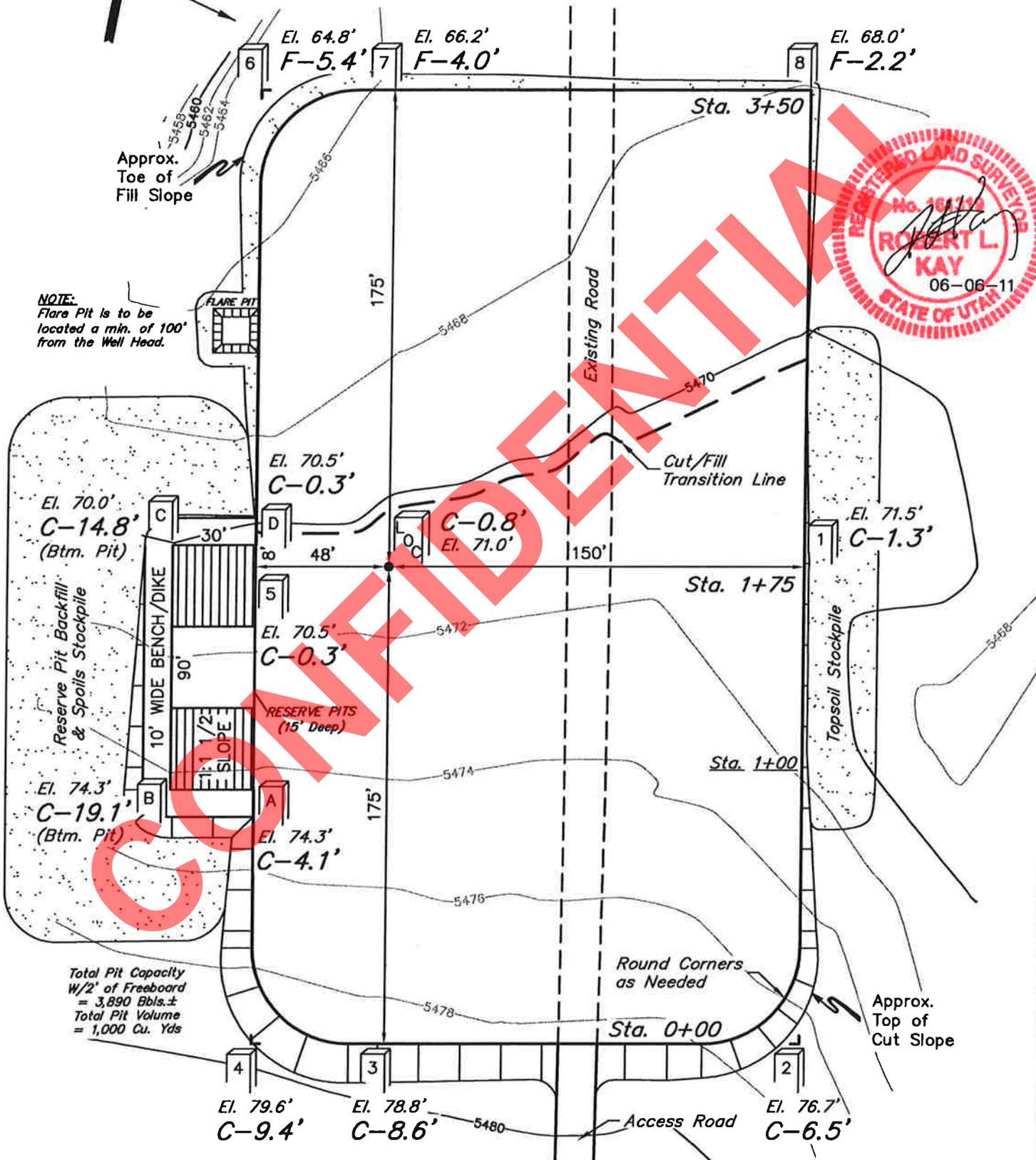
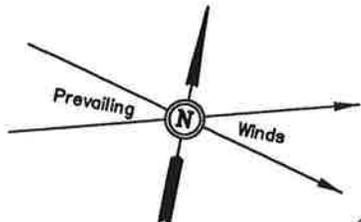
REVISED: 00-00-00

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LOCATION LAYOUT FOR
 RW #13B4-19B
 SECTION 19, T7S, R23E, S.L.B.&M.
 818' FSL 445' FWL

FIGURE #1

SCALE: 1" = 50'
 DATE: 05-16-11
 DRAWN BY: K.O.



Total Pit Capacity
 W/2' of Freeboard
 = 3,890 Bbls.±
 Total Pit Volume
 = 1,000 Cu. Yds

Elev. Ungraded Ground At Loc. Stake = 5471.0'
 FINISHED GRADE ELEV. AT LOC. STAKE = 5470.2'

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

QEP ENERGY COMPANY

TYPICAL CROSS SECTIONS FOR

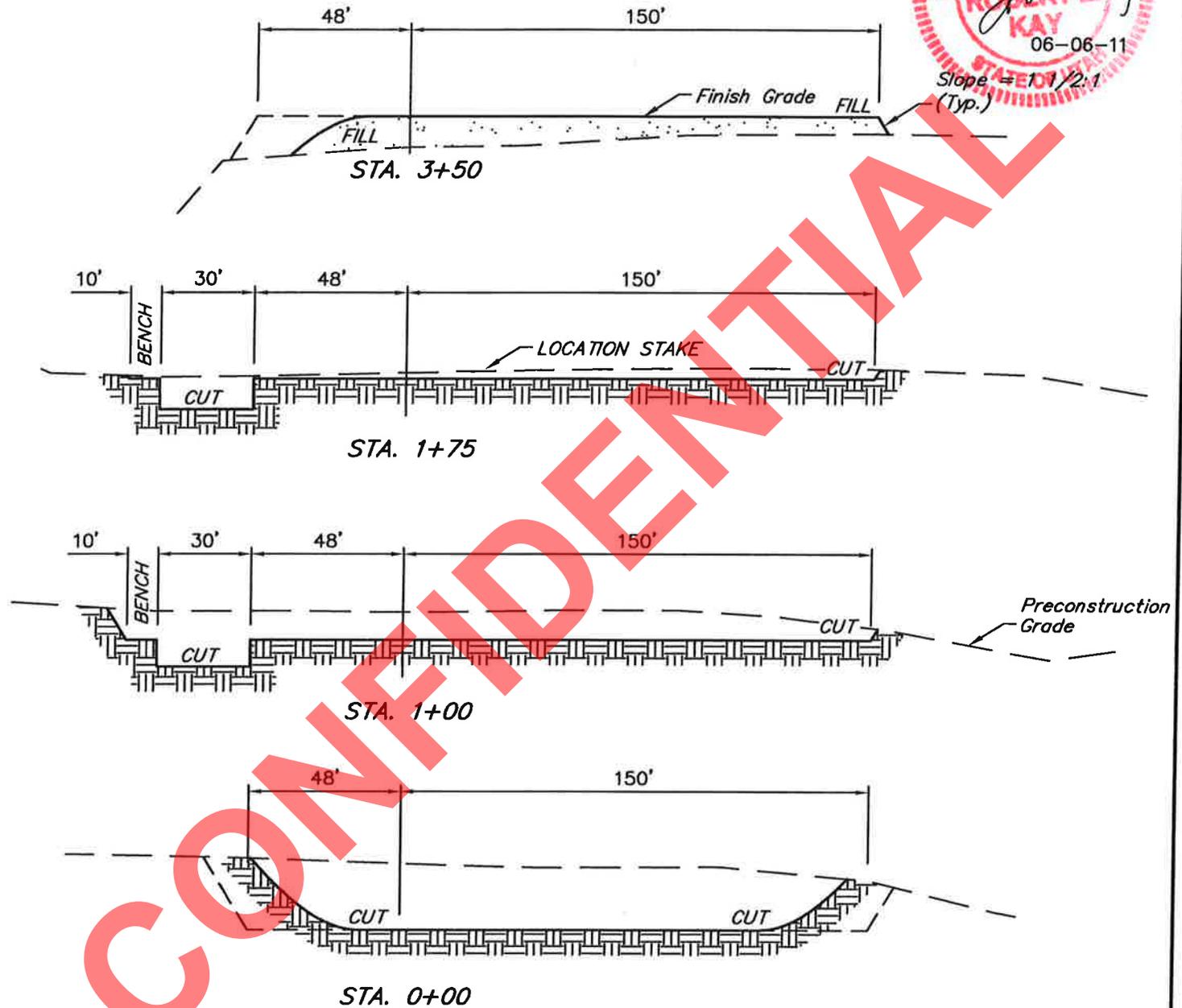
RW #13B4-19B

SECTION 19, T7S, R23E, S.L.B.&M.

818' FSL 445' FWL

FIGURE #2

1" = 20'
X-Section Scale
1" = 50'
DATE: 05-16-11
DRAWN BY: K.O.



NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 2.222 ACRES
ACCESS ROAD DISTURBANCE = ± 0.000 ACRES
PIPELINE DISTURBANCE = ± 0.792 ACRES
TOTAL = ± 3.014 ACRES

* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 1,540 Cu. Yds.
Remaining Location = 6,470 Cu. Yds.
TOTAL CUT = 8,010 CU.YDS.
FILL = 2,990 CU.YDS.

EXCESS MATERIAL = 5,020 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 2,040 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 2,980 Cu. Yds.

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85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

QEP ENERGY COMPANY

TYPICAL RIG LAYOUT FOR

RW #13B4-19B

SECTION 19, T7S, R23E, S.L.B.&M.

818' FSL 445' FWL

FIGURE #3

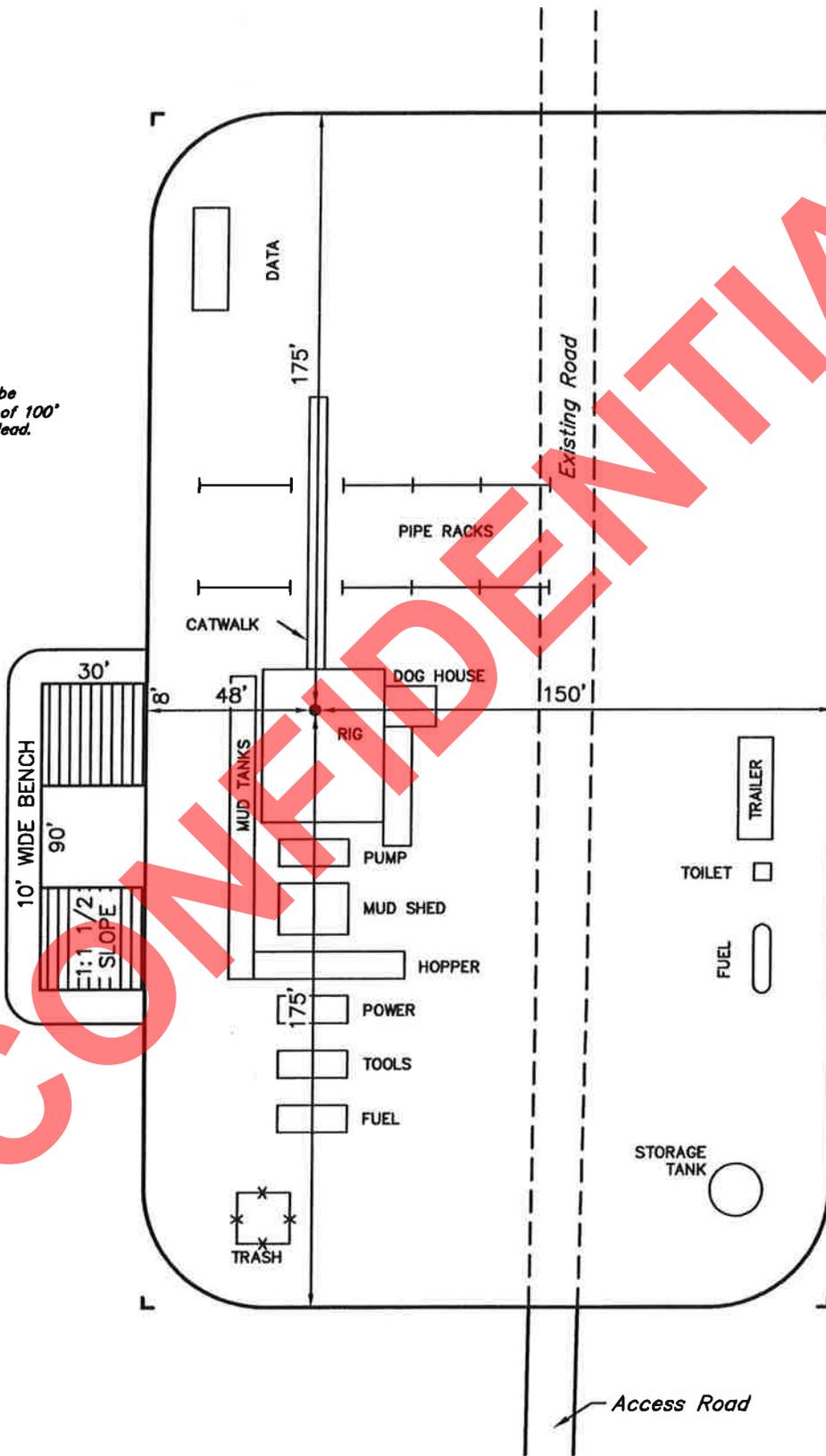
SCALE: 1" = 60'

DATE: 05-16-11

DRAWN BY: K.O.



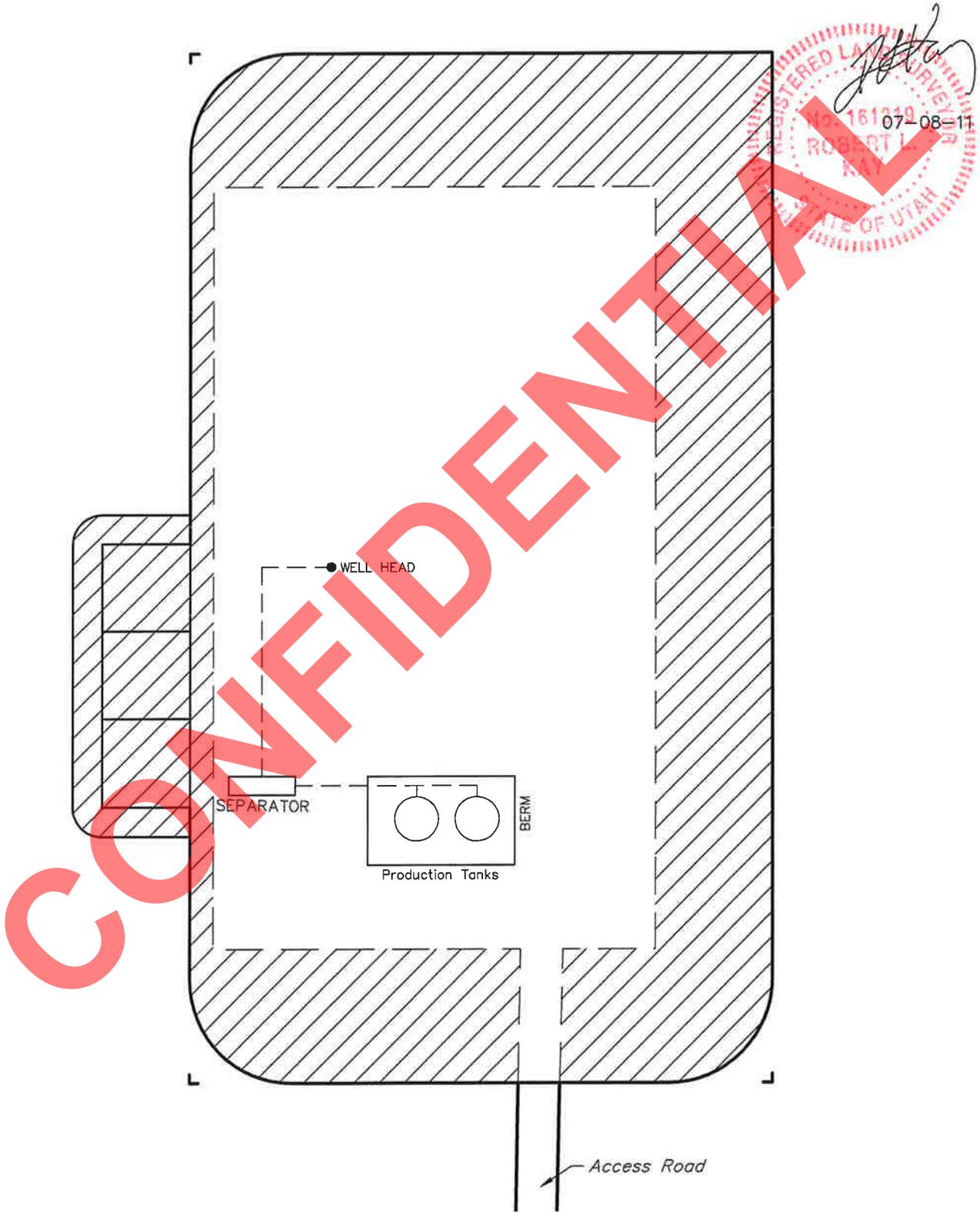
NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.





QEP ENERGY COMPANY
PRODUCTION FACILITY LAYOUT FOR
RW #13B4-19B
SECTION 19, T7S, R23E, S.L.B.&M.
818' FSL 445' FWL

FIGURE #4
SCALE: 1" = 60'
DATE: 05-16-11
DRAWN BY: K.O.
REV: 07-08-11 J.J.



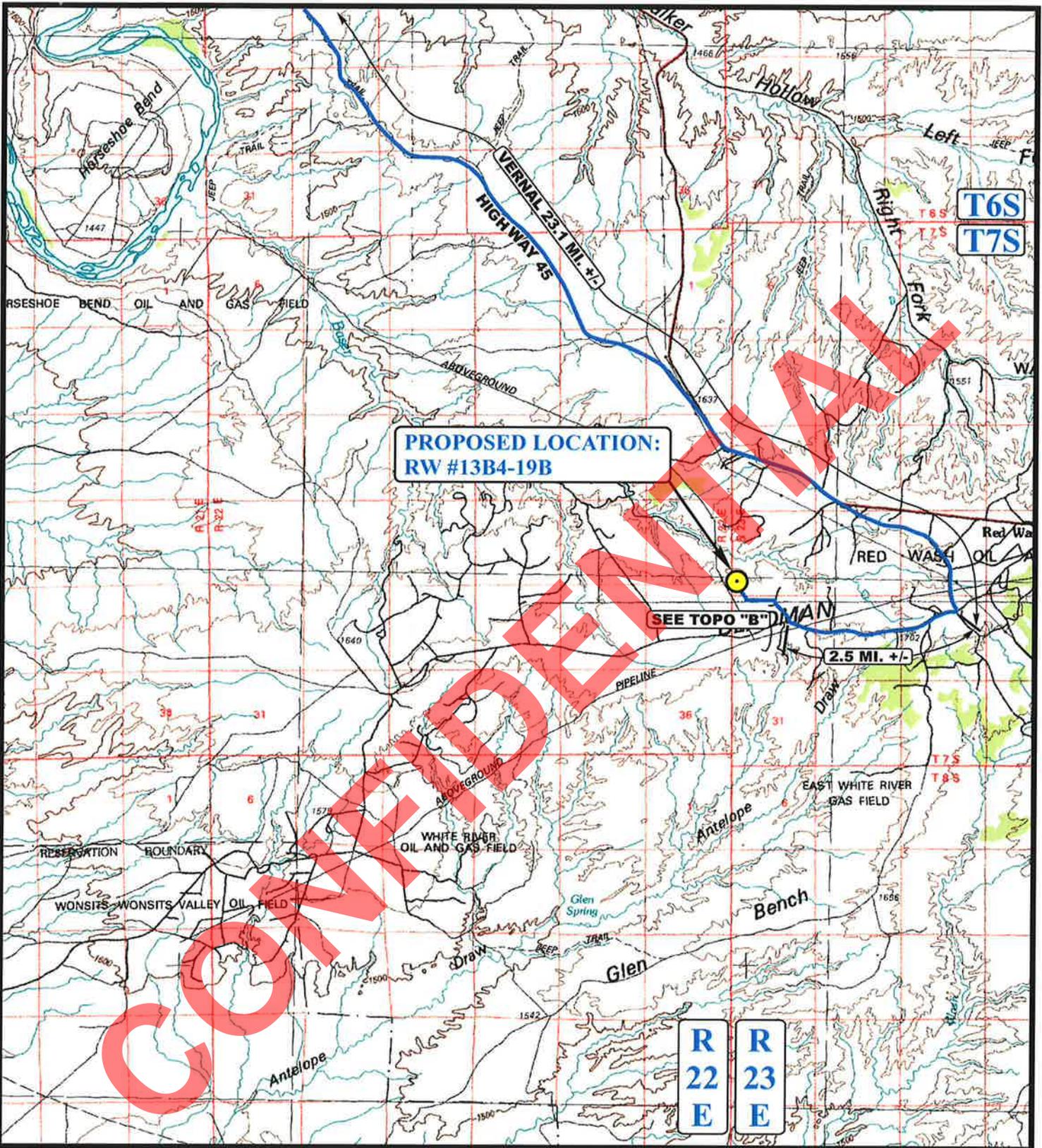
 RECLAIMED AREA

QEP ENERGY COMPANY
RW #13B4-19B
SECTION 19, T7S, R23E, S.L.B.&M.

PROCEED IN AN EASTERLY, THEN SOUTHERLY DIRECTION FROM VERNAL, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 3.9 MILES TO THE JUNCTION OF STATE HIGHWAY 45; EXIT RIGHT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 19.2 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE WEST; TURN RIGHT AND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 2.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTHWEST; TURN RIGHT AND PROCEED IN A NORTHWESTERLY DIRECTION APPROXIMATELY 0.3 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE WEST; TURN LEFT AND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 0.3 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTHWEST; TURN RIGHT AND PROCEED IN A NORTHWESTERLY DIRECTION APPROXIMATELY 0.2 MILES TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM VERNAL, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 26.4 MILES.

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**PROPOSED LOCATION:
RW #13B4-19B**

SEE TOPO "B" MAN

2.5 MI. +/-

**R
22
E**

**R
23
E**

LEGEND:
 **PROPOSED LOCATION**

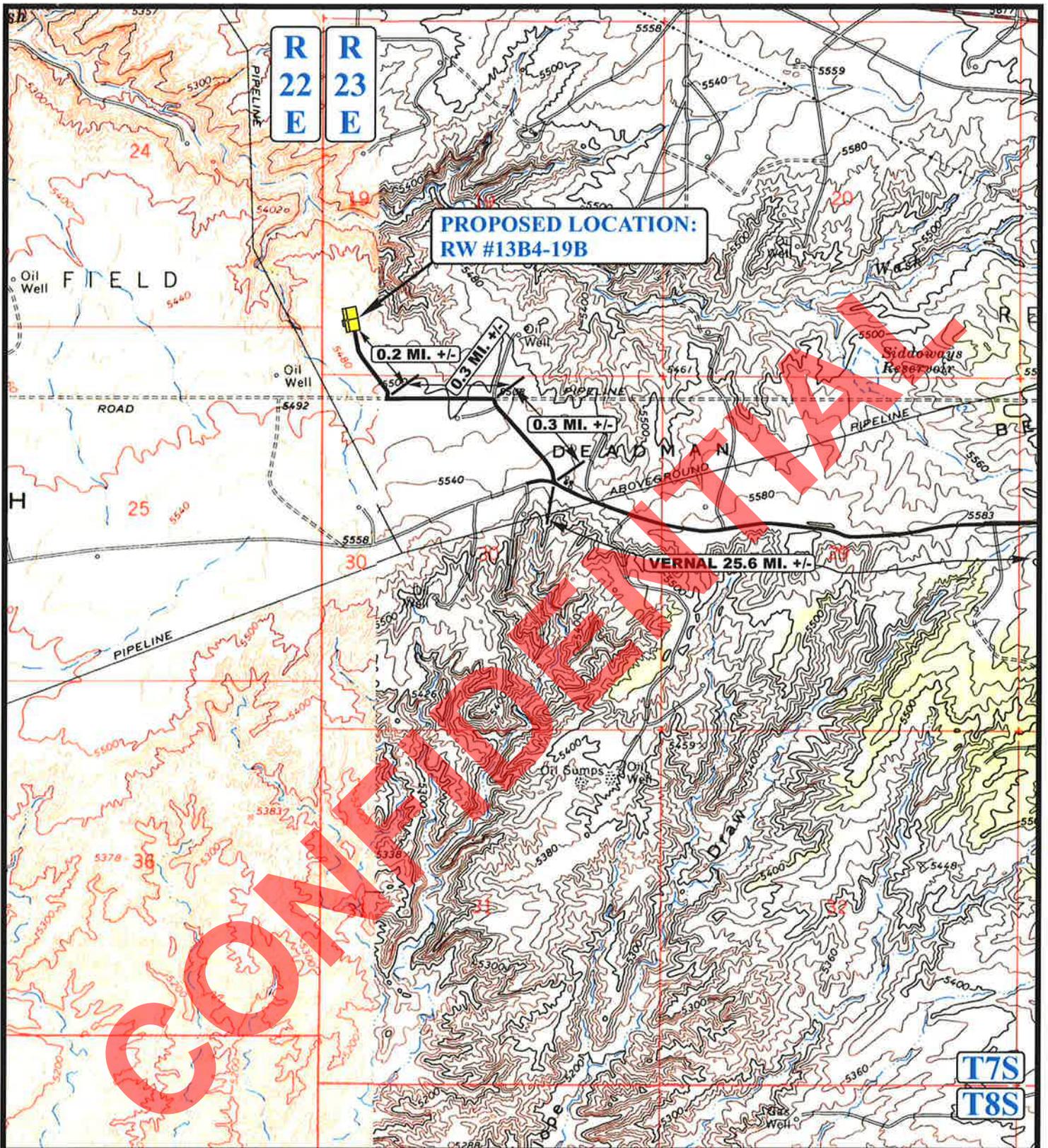


QEP ENERGY COMPANY

**RW #13B4-19B
SECTION 19, T7S, R23E, S.L.B.&M.
818' FSL 445' FWL**

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

ACCESS ROAD MAP	05 20 11 MONTH DAY YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: S.F. REVISED: 00-00-00	



LEGEND:

————— EXISTING ROAD

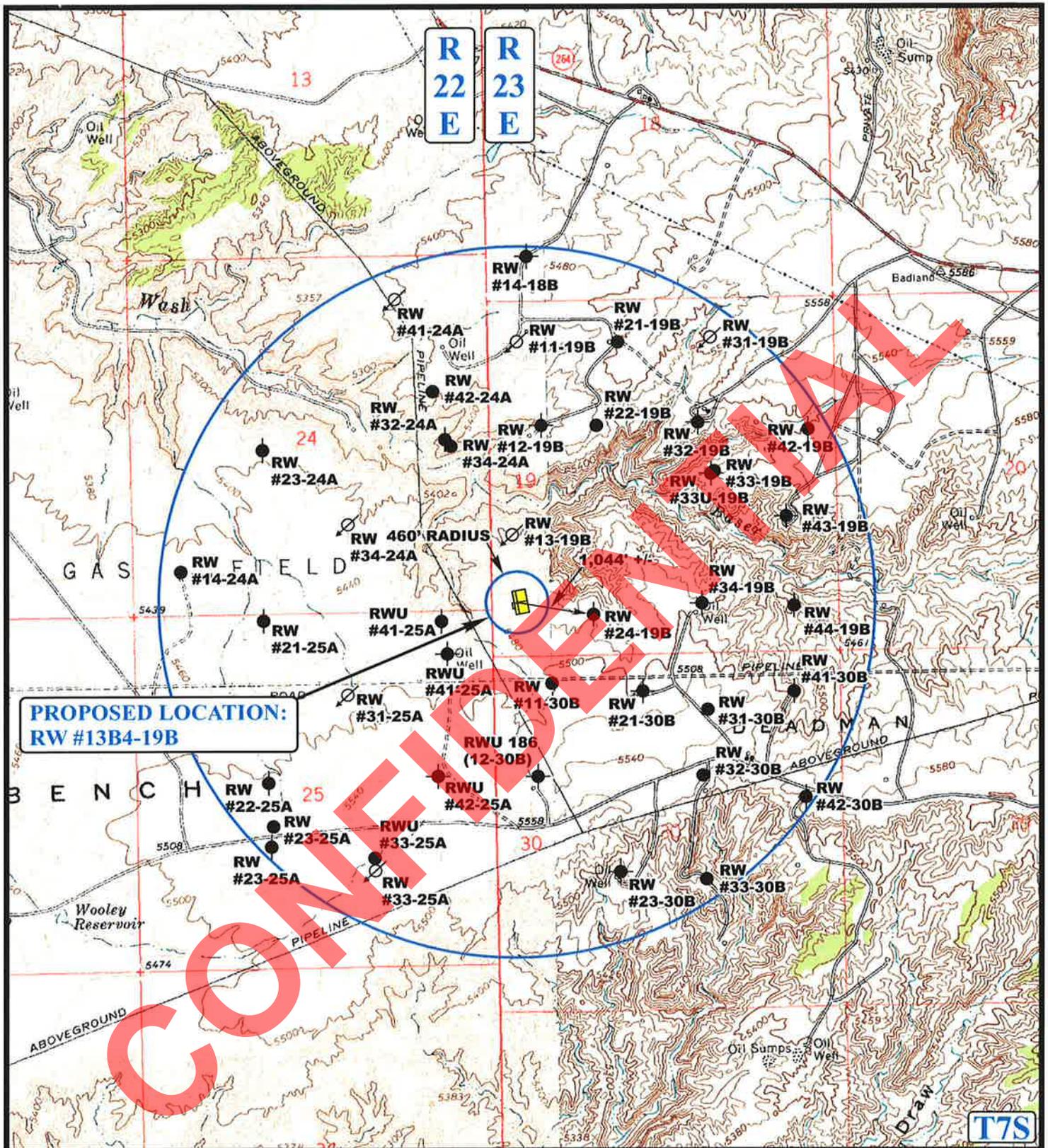
QEP ENERGY COMPANY

RW #13B4-19B
SECTION 19, T7S, R23E, S.L.B.&M.
818' FSL 445' FWL

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



ACCESS ROAD	05	20	11	B
M A P	MONTH	DAY	YEAR	
SCALE: 1" = 2000'	DRAWN BY: S.F.		REVISED: 00-00-00	TOPO



**PROPOSED LOCATION:
RW #13B4-19B**

LEGEND:

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

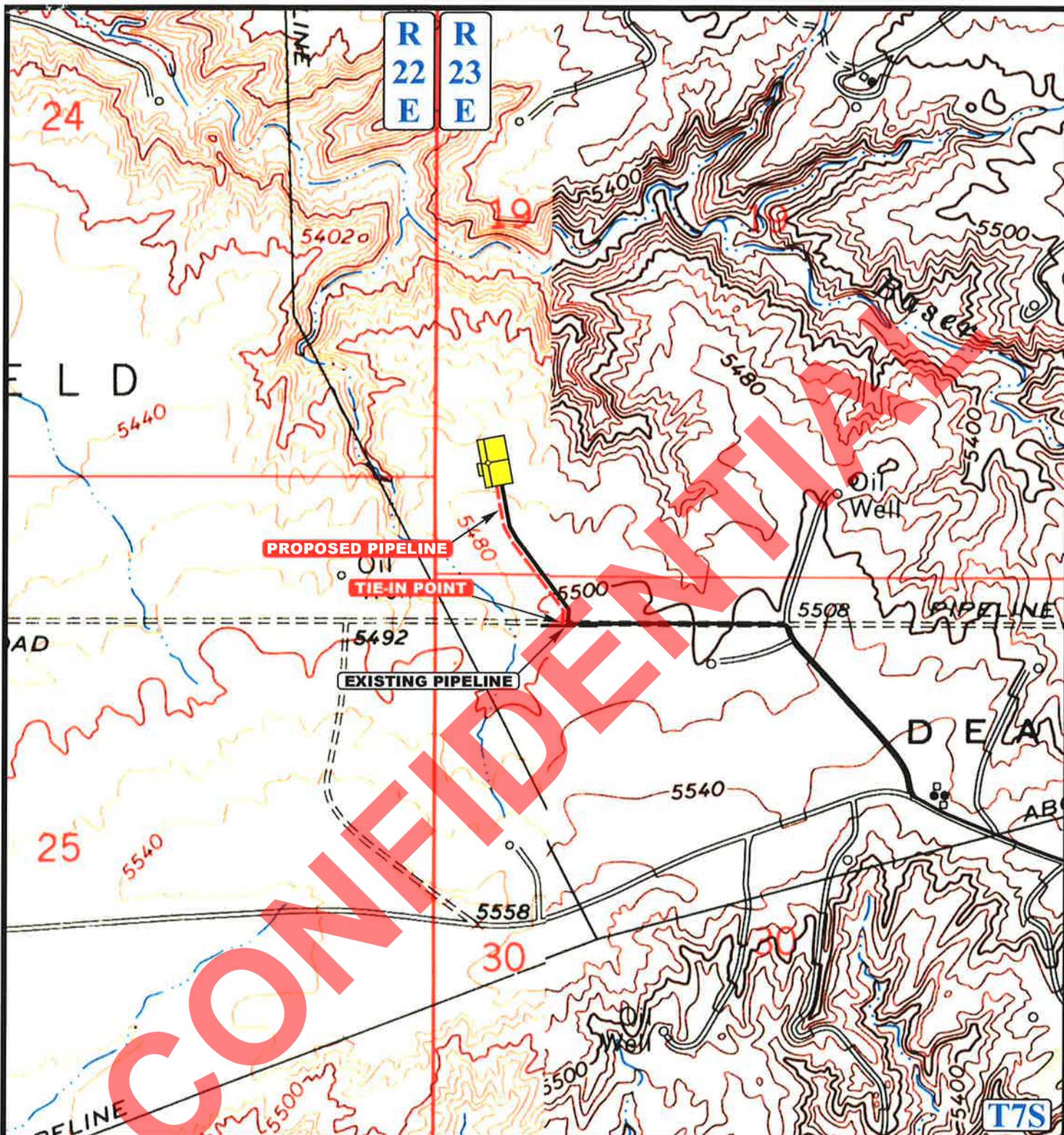
QEP ENERGY COMPANY

**RW #13B4-19B
SECTION 19, T7S, R23E, S.L.B.&M.
818' FSL 445' FWL**

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

TOPOGRAPHIC MAP 05 20 11
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: S.F. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 1,150' +/-

LEGEND:

-  EXISTING PIPELINE
-  PROPOSED PIPELINE

QEP ENERGY COMPANY

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TOPOGRAPHIC MAP 05 20 11
 MONTH DAY YEAR
 SCALE: 1" = 1000' DRAWN BY: S.F. REVISED: 00-00-00

D
 TOPO

QEP ENERGY COMPANY
REFERENCE MAP: AREA OF VEGETATION
RW #13B4-19B
LOCATED IN UINTAH COUNTY, UTAH
SECTION 19, T7S, R23E, S.L.B.&M.



NOTE:

BEGINNING OF REFERENCE AREA

NAD 83 Z12 UTM NORTHING: 14599868.380

NAD 83 Z12 UTM EASTING: 2093462.003

(NAD 83) LATITUDE: 40.189472

(NAD 83) LONGITUDE: -109.377819

END OF REFERENCE AREA

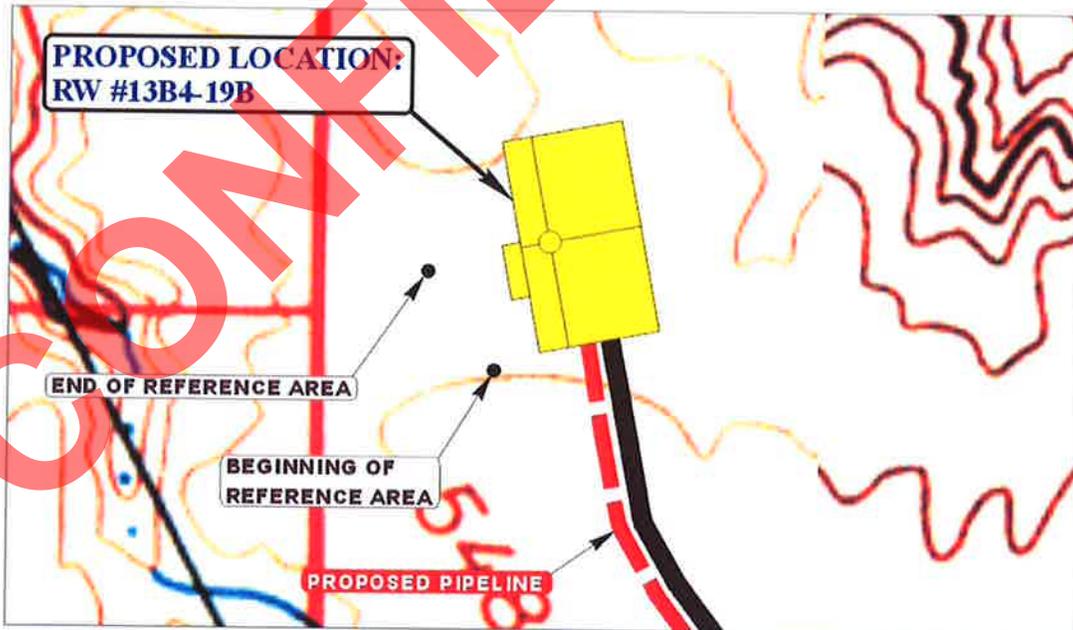
NAD 83 Z12 UTM NORTHING: 14600033.253

NAD 83 Z12 UTM EASTING: 2093347.235

(NAD 83) LATITUDE: 40.189931

(NAD 83) LONGITUDE: -109.378219

PHOTO: VIEW FROM BEGINNING OF REFERENCE AREA



- Since 1964 -

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

SCALE: 1" = 300'

07 18 11
MONTH DAY YEAR

REF.

TAKEN BY: A.F. DRAWN BY: Z.L. REVISED: 00-00-00

Additional Operator Remarks

QEP Energy Company proposes drill a vertical gas well to a depth of 11,604' to test the Mesa Verde Formation. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements.

Please see Onshore Order No. 1.

Please refer to QEP Energy Company Greater Deadman Bench
EIS UT-080-2003-0369V Record of Decision dated March 31, 2008.

Please be advised that QEP Energy Company agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No.ESB000024. The principal is QEP Energy Company via surety as consent as provided for the 43 CFR 3104.2.

CONFIDENTIAL

**QEP ENERGY COMPANY
RW 13B4-19B
818' FSL 445' FWL
SWSW SECTION 19, T7S, R23E
UINTAH COUNTY, UTAH
LEASE # UTU-02030**

**ONSHORE ORDER NO. 1
MULTI – POINT SURFACE USE & OPERATIONS PLAN**

An onsite inspection was conducted for the RW 13B4-19B on July 12, 2011. Weather conditions were sunny at the time of the onsite. In attendance at the inspection were the following individuals:

Kevin Sadlier	Bureau of Land Management
Aaron Roe	Bureau of Land Management
Holly Villa	Bureau of Land Management
Daniel Emmett	Bureau of Land Management
Brandon McDonald	Bureau of Land Management
Jan Nelson	QEP Energy Company
Stephanie Tomkinson	QEP Energy Company
Ryan Angus	QEP Energy Company
Valyn Davis	QEP Energy Company
Wade Hafey	QEP Field Service
Andy Floyd	Uintah Engineering & Land Surveying

1. Existing Roads:

The proposed well site is approximately 26 miles South of Vernal, Utah.

Refer to Topo Maps A and B for location of access roads within a 2 – mile radius.

All existing roads will be maintained and kept in good repair during all phases of operation.

2. Planned Access Roads:

Please refer to QEP Energy Company Greater Deadman Bench EIS UTU-080-200-0369V Record of Decision dated March 31, 2008.

No new access road is proposed. The access to be used is the access to the RW 13B4-19B location. Graveling or capping the roadbed will be performed as necessary to provide a well constructed safe road. Should conditions warrant, rock, gravel or culverts will be installed as needed.

Refer to Topo Map B for the location of the proposed access road.

3. **Location of Existing Wells Within a 1 – Mile Radius:**

Please refer to Topo Map C.

4. **Location of Existing & Proposed Facilities:**

Please refer to QEP Energy Company Greater Deadman Bench EIS UTU-080-200-0369V Record of Decision dated March 31, 2008.

The following guidelines will apply if the well is productive.

A containment dike will be constructed completely around those production facilities which contain fluids (i.e., production tanks, produced water tanks). These dikes will be constructed of compacted impervious subsoil; hold 110% of the capacity of the largest tank; and, be independent of the back cut. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded to meet SPCC requirements with approval by the BLM/VFO AO. The specific APD will address additional capacity if such is needed due to environmental concerns. The use of topsoil for the construction of dikes will not be allowed.

All loading lines will be placed inside the berm surrounding the tank batteries.

All permanent (on site six months or longer) above the ground structures constructed or installed, including pumping units, will be painted a color approved by the State.

It was determined on the onsite by the BLM VFO AO that the facilities will be painted Covert Green.

Refer to Topo Map D for the location of the proposed pipeline.

The proposed surface pipeline will be constructed utilizing existing disturbed areas to minimize surface disturbance. No construction activities will be allowed outside of the proposed pipeline.

Prior to construction, the Permittee will develop a plan of installation to minimize surface disturbance. Pipe will be strung along the pipeline route with either a flatbed trailer and rubber tired backhoe or a tracked typed side boom. Where surface conditions do not allow the pipe to be strung using conventional methods, the Permittee will utilize pull sections to run the fabricated pipe through the area from central staging areas along the pipeline route.

Upon completion of stringing activities the Permittee will fabricate the pipeline on wooden skids adjacent to the centerline of the pipeline route using truck mounted welding machines. All fabricated piping will be lowered off of the wooden skids and placed along the centerline. Upon completion of all activities, the wooden skids will be removed from the pipeline route using a flatbed truck or flatbed truck and trailer.

When the surface terrain prohibits the Permittee from safely installing the pipeline along the pipeline route, grading of the route will be required. Prior to installing the pipeline in these areas a plan will be developed to safely install the pipeline while minimizing grading activities and surface disturbances. Additionally, erosion control Best Management Practices will be installed as needed prior to the start of any grading activities. Surface grading will be limited to what is needed to safely install the pipeline. Track type bulldozers and track type backhoes will be utilized for grading activities.

Upon completion of the pipeline installation, the pipeline route will be restored to the pre-disturbance surface contours.

The proposed pipeline will be a surface 10" or smaller, 1,150' in length, containing .792 acres.

Road Crossings

Fusion Bond or concrete coated pipe will be used for all road crossings to alleviate future corrosion.

All pipe and fittings used for road crossings will be prefabricated within the proposed pipeline route to minimize the duration of open pipe trench across the roadway. Pipe used for road crossings will be isolated on each end with a flange set and insulation kit and cathodically protected with a magnesium type anode. Adequately sized equipment will be used for minor and major road crossings. Depth of cover for minor roads will be >4' and the depth of cover for major roads will be >6'.

Prior to lowering the pipe in the trench, the Permittee will "Jeep" the pipe to locate and repair any Holidays in the pipe coating. Upon lowering the pipe in the trench, 6" of bedding and a minimum of 6" of shading will be installed to protect the pipe using either native soils <1" in diameter or imported sand. Pipe trenches that extend across gravel roads will be backfilled with native soils to within 8" of the driving surface and capped with 3/4" road base. Pipe trenches that extend across asphalt paved roads will be backfilled to 4" of the driving surface with 3/4" road base and capped asphalt material.

5. Location and Type of Water Supply:

Please refer to QEP Energy Company Greater Deadman Bench EIS UTU-080-200-0369V Record of Decision dated March 31, 2008.

Water for drilling purposes would be obtained from Wonsits Valley Water Right # A 36125 (which was filed on May 7, 1964) or Red Wash Water Right # 49-2153 (which was filed on March 25, 1960). It was determined by the Fish and Wildlife Service that any water right number filed before 1989 is not depleting to the Upper Colorado River System.

6. Source of Construction Materials:

Please refer to QEP Energy Company Greater Deadman Bench EIS UTU-080-200-0369V Record of Decision dated March 31, 2008.

Surface and subsoil materials in the immediate area will be utilized.

Any gravel will be obtained from a commercial source.

The use of materials under BLM jurisdiction will conform with 43 CFR 3610.2-3.

7. Methods of Handling Waste Materials:

Please refer to QEP Energy Company Greater Deadman Bench EIS UTU-080-200-0369V Record of Decision dated March 31, 2008.

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids including salts and chemicals will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 6 months after drilling is terminated. Immediately upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless specified in the site specific APD, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

It will be determined at the on-site inspection if a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner, a minimum of 20 millimeters thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place.

No trash or scrap will be disposed of in the pit.

Reserve pit leaks are considered an undesirable event and will be orally reported to the AO.

After first production, produced wastewater will be confined to the approved pit or storage tank for a period not to exceed 90 days.

After the 90 day period, the produced water will be contained in tanks on location and then hauled by truck to one of the following pre-approved disposal sites:

Red Wash Disposal well located in the SESE, Section 28, T7S, R23E,
West End Disposal located in the NESE, Section 28, T7S, R22E.

Produced water, oil, and other byproducts will not be applied to roads or well pads for the control of dust or weeds. The dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site. The spills will be reported to the AO and other authorities as appropriate.

A chemical porta-toilet will be furnished with the drilling rig. The chemical porta-toilet wastes will be hauled to Ashley Valley Sewer and Water System for disposal.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location. All debris and other waste material not contained in the trash cage will be cleaned up and removed from the location immediately after removal of the drilling rig. All trash and waste material will be hauled to the Uintah County Landfill.

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, or completing of wells. 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 wells within these areas. Specific APD's shall address any modifications from this policy.

8. **Ancillary Facilities:**

None anticipated.

9. **Well Site Layout: (See Location Layout Diagram)**

The attached Location Layout Diagram describes drill pad cross-sections, cuts and fills and locations of the mud tanks, reserve pit, flare pit, pipe racks, trailer parking, spoil dirt stockpile(s), and surface material stockpile(s).

Please see the attached diagram rig orientation, parking areas, and access roads, as well as the location of the following:

The reserve pit.

The stockpiled topsoil will not be used for facility berms. All brush removed from the well pad during construction will be stockpiled with topsoil.

The flare pit or flare box will be located downwind from the prevailing wind direction.

Any drainage that crosses the well location will be diverted around the location by using ditches, water diversion drains or berms. If deemed necessary at the on-site, erosion drains may be installed to contain sediments that could be produced from access roads and well locations.

A pit liner is required. A felt pit liner will be required if bedrock is encountered.

10. Fencing Requirements:

Any open pits will be fenced during the operations. The fencing will be maintained until such time as the pits are backfilled.

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

39 inch net wire will be used with at least one strand of barbed wire on top of the net wire. Barbed wire is not necessary if pipe or some type of reinforcement rod is attached to the top of the entire fence.

The net wire shall be no more than two inches above the ground. The barbed wire shall be three inches over the net wire. Total height of the fence shall be at least 42 inches.

Corner posts shall be cemented and/or braced in such a manner to keep the fence tight at all times.

Standard steel, wood, or pipe posts shall be used between the corner braces. Maximum distance between any 2 fence posts shall be no greater than 16 feet. All wire shall be stretched using a stretching device before it is attached to corner posts.

The reserve pit will be fenced on three (3) sides during drilling operations. The fourth side will be put in place when the rig moves off location. The pit will be fenced and maintained until it is backfilled. If drilling operations does not commence within 3 days, the fourth side of the fence will be installed

11. Plans for Reclamation of the Surface:

Please refer to QEP Energy Company Uinta Basin Division Reclamation Plan

Site Specific Procedures:

Site Specific Reclamation Summary:

Reclamation will follow Questar Exploration and Production Company, Uinta Basin Division's Reclamation Plan, September 2009 (Questar's Reclamation Plan) and the BLM Green River District Reclamation Guidelines.

All trash and debris will be removed from the disturbed area.

The disturbed area will be backfilled with subsoil.

Topsoil will be spread to an even, appropriate depth and disked if needed.

Water courses and drainages will be restored.

Erosion control devices will be installed where needed.

Seeding will be done in the fall, prior to ground freeze up.

Seed mix will be submitted to a BLM AO for approval prior to seeding.

Monitoring and reporting will be conducted as stated in Questar's Reclamation Plan. A reference site has been established and is included in this application. A sundry notice (Form 3160.5), for the Weed Data Sheet will be filed at a later date.

It was determined and agreed upon that there is 12" inches of top soil.

12. Surface Ownership:

Bureau of Land Management
170 South 500 East
Vernal, Utah 84078
(435) 781-4400

13. Other Information:

A Class III archaeological survey was conducted by Montgomery Archaeology Consultants. A copy of this report was submitted on July 11, 2011, **Moac Report No. 11-116** by Montgomery Archaeology Consultants. Cultural resource clearance was recommended for this location.

A Class III paleontological survey was conducted by Intermountain Paleo Consulting. A copy of this report was submitted on June 25, 2011 **IPC # 11-88** by Stephen D. Sandau. The inspection resulted in the location of no fossil resources. However, if vertebrate fossil(s) are found during construction a paleontologist should be immediately notified. QEP Energy Company will provide Paleo monitor if needed.

A raptor assessment and inventory was conducted on July 14, 2011 by Western Biota, Inc. The inspection for this project resulted in the location of a new, unrecorded Prairie Falcon nest site. The nest site is located within a canyon complex 0.5 miles northeast of the RW 13B4-19B. The nest is located outside the 0.25 miles spatial buffer and therefore, a timing stipulation will not be required.

Lessee's or Operator's Representative & Certification:

Jan Nelson
Permit Agent
QEP Energy Company
11002 East 17500 South
Vernal, UT 84078
(435) 781-4331

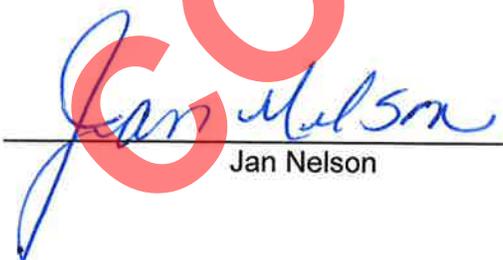
Certification: All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees.

The Operator will be fully responsible for the actions of its subcontractors. A complete copy of the approved "Application for Permit to Drill" will be furnished to the field representative(s) to ensure compliance and shall be on location during all construction and drilling operations.

QEP Energy Company is considered to be the operator of the subject well. QEP Energy Company agrees to be responsible under terms and conditions of the lease for the operations conducted upon leased lands.

Bond coverage pursuant to 43 CFR 3104.2 for lease activities is being provided by Bond No. ESB000024

I hereby certify that I, or persons under my supervision, have inspected the proposed drill site and access route, that I am familiar with the conditions that currently exist; that I have full knowledge of the State and Federal laws applicable to this operations; that the statements made in this plan are, to the best of my knowledge, true and correct; and the work associated with the operations proposed herein will be performed in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.



Jan Nelson

8/16/2011

Date

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office

P.O. Box 45155

Salt Lake City, Utah 84145-0155

IN REPLY REFER TO:

3160

(UT-922)

August 19, 2011

Memorandum

To: Assistant District Manager Minerals, Vernal District
From: Michael Coulthard, Petroleum Engineer
Subject: 2011 Plan of Development Red Wash Unit,
Uintah County, Utah.

Pursuant to email between Diana Whitney, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management, the following wells are planned for calendar year 2011 within the Red Wash Unit, Uintah County, Utah.

API#	WELL NAME	LOCATION
(Proposed PZ MESA VERDE)		
43-047-15175	RW 12-29B	Sec 29 T07S R23E 1978 FNL 0663 FWL *
43-047-16487	RW 32-29A	Sec 29 T07S R22E 1982 FNL 2028 FEL *
43-047-51876	RW 16C1-13A	Sec 13 T07S R22E 0485 FSL 0835 FEL
43-047-51885	RW 13B4-19B	Sec 19 T07S R23E 0818 FSL 0445 FWL
43-047-51886	RW 14B4-17B	Sec 17 T07S R23E 0621 FSL 1915 FWL

* Re-entry and deepening of existing P&A'd Green River Well

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

Michael L. Coulthard

Digitally signed by Michael L. Coulthard
DN: cn=Michael L. Coulthard, o=Bureau of Land Management,
ou=Branch of Minerals, email=Michael_Coulthard@blm.gov, c=US
Date: 2011.08.19 10:43:37 -06'00'

bcc: File - Red Wash Unit
Division of Oil Gas and Mining
Central Files
Agr. Sec. Chron
Fluid Chron

MCoulthard:mc:8-19-11

RECEIVED: August 22, 2011

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 8/16/2011

API NO. ASSIGNED: 43047518850000

WELL NAME: RW 13B4-19B

OPERATOR: QEP ENERGY COMPANY (N3700)

PHONE NUMBER: 435 781-4331

CONTACT: Jan Nelson

PROPOSED LOCATION: SWSW 19 070S 230E

Permit Tech Review:

SURFACE: 0818 FSL 0445 FWL

Engineering Review:

BOTTOM: 0818 FSL 0445 FWL

Geology Review:

COUNTY: Uintah

LATITUDE: 40.19005

LONGITUDE: -109.37659

UTM SURF EASTINGS: 638195.00

NORTHINGS: 4449904.00

FIELD NAME: RED WASH

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU02030

PROPOSED PRODUCING FORMATION(S): MESA VERDE

SURFACE OWNER: 1 - Federal

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
 - Bond: FEDERAL - ESB000024
 - Potash
 - Oil Shale 190-5
 - Oil Shale 190-3
 - Oil Shale 190-13
 - Water Permit: A36125 - 49-2153
 - RDCC Review:
 - Fee Surface Agreement
 - Intent to Commingle
- Commingling Approved**

LOCATION AND SITING:

- R649-2-3.
- Unit:** RED WASH
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No:** Cause 187-07
- Effective Date:** 9/18/2001
- Siting:** Suspends General Siting
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason



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: RW 13B4-19B
API Well Number: 43047518850000
Lease Number: UTU02030
Surface Owner: FEDERAL
Approval Date: 8/24/2011

Issued to:

QEP ENERGY COMPANY, 11002 East 17500 South, Vernal, Ut 84078

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 187-07. The expected producing formation or pool is the MESA VERDE 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:

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

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 at 801-538-5284 (please leave a voicemail message if not available)

OR

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

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:

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas



GARY R. HERBERT
Governor

GREG 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

September 1, 2011

Jan Nelson
QEP Energy Company
11002 East 17500 South
Vernal, UT 84078

Re: APDs Rescinded for QEP Energy Company, Uintah County

Dear Ms. Nelson:

Enclosed find the list of APDs that you requested to be rescinded. No drilling activity at these locations has been reported to the division. Therefore, approval to drill these wells is hereby rescinded, effective September 1, 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



RW 14A-24A	43-047-51762
RW 8C4-19B	43-047-51770
RW 13B1-18B	43-047-51796
RW 14B1-18B	43-047-51795
RW 13B4-19B	43-047-51885
RW 14B4-17B	43-047-51886
RW 16CI-13A	43-047-51876