

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 31-24AGR					
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 Oil 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@qepres.com					
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) UTU0561			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		822 FNL 2237 FEL		NWNE	24	7.0 S	22.0 E	S			
Top of Uppermost Producing Zone		822 FNL 2237 FEL		NWNE	24	7.0 S	22.0 E	S			
At Total Depth		822 FNL 2237 FEL		NWNE	24	7.0 S	22.0 E	S			
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 822			23. NUMBER OF ACRES IN DRILLING UNIT 40					
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 900			26. PROPOSED DEPTH MD: 6281 TVD: 6281			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 49-251/49-2153					
27. ELEVATION - GROUND LEVEL 5375			28. BOND NUMBER ESB000024								
Hole, Casing, and Cement Information											
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight
Surf	12.25	8.625	0 - 3954	32.0	Unknown	0.0	Halliburton Light , Type Unknown		539	2.89	11.0
							Halliburton Premium , Type Unknown		155	1.49	13.5
Prod	7.875	5.5	0 - 6281	17.0	N-80 LT&C	9.5	Halliburton Light , Type Unknown		264	2.95	11.0
							Halliburton Premium , Type Unknown		335	1.48	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 Valyn Davis				TITLE Regulatory Affairs Analyst				PHONE 435 781-4369			
SIGNATURE				DATE 12/20/2012				EMAIL Valyn.Davis@qepres.com			
API NUMBER ASSIGNED 43047534420000				APPROVAL  Permit Manager							

QEP Energy Company

RW 31-24AGR New Vertical Well Summarized Procedure

1. MIRU.
2. Drill 12 ¼" surface hole to 200', then drill 11" to 3,954'.
3. Run 8 5/8", 32#, HCK-55, LTC casing and cement to surface.
4. NU rig's 3,000 WP rated BOP. Test BOP's and surface casing.
5. PU straight hole BHA, drill out surface casing and 10' of new formation, run FIT.
6. Drill 7 7/8" hole to 6,281'.
7. TOOH, MIRU Loggers.
8. Log from surface casing to TD.
9. RDMO Loggers.
10. TIH, Circulate.
11. TOOH & LDDP.
12. PU and run 5 1/2", 17.0#, N-80, LTC casing to TD, cement casing.
13. ND BOP's.
14. RDMOL.

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ONSHORE OIL & GAS ORDER NO. 1
 QEP Energy Company
 RW 31-24AGR

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 and Gas No. 1, and the approved plan of operations. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished the field representative to insure compliance.

1. Formation Tops

The estimated tops of important geologic markers are as follows:

<u>Formation</u>	<u>Depth</u>
Uinta	Surface
Green River	3,098'
Bird's Nest	3,372'
Mahogany Bench	3,904'
TD	6,281'

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

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

<u>Substance</u>	<u>Formation</u>	<u>Depth</u>
Oil	Eagle	5,021'
Oil	Gulch	5,539'
Oil	Mesa	5,781'

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 # 49-251 (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

ONSHORE OIL & GAS ORDER NO. 1
QEP Energy Company
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DRILLING PROGRAM

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. A 3,000 psi double gate, 3,000 psi annular BOP (schematic included) from surface casing point to total depth.
- B. Functional test daily.
- C. All BOP connections subject to pressure shall be flanged, welded or clamped.
- D. 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.
- E. Upper and Lower Kelly cock valves with handles and safety valve and subs to fit all drill string connections.
- F. IBOP or float sub available.
- G. Fill up line must be installed above the uppermost preventer.
- H. All casing strings shall be pressure tested (0.2 psi/foot or 1500 psi, whichever is greater) prior to drilling the plug after cementing; test pressure shall not exceed the internal yield pressure of the casing.
- I. Ram type preventers and associated equipment shall be tested to the 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 3M system and individual components shall be operable as designed.

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4. Casing Design:

Hole Size	Csg. Size	Top (MD)	Bottom (MD)	Wt.	Grade	Thread	Cond.	MW
17-1/2"	14"	sfc	40'	Steel	Cond.	None	Used	Air
12-1/4" to 200'/11" to Surface TD	8-5/8"	sfc	3,954'	32.0	HCK-55	LTC	New	Air
7-7/8"	5-1/2"	sfc	6,281'	17.0	N-80	LTC	New	8-9.5 ppg

Casing Strengths:				Collapse	Burst	Tensile (min)
8-5/8"	32.0 lb.	HCK-55	LTC	3,740 psi	3,930 psi	452,000 lb.
5-1/2"	17.0 lb.	N-80	LTC	6,290 psi	7,740 psi	348,000 lb.

MINIMUM DESIGN FACTORS:

COLLAPSE: 1.125
BURST: 1.10
TENSION: 1.80

Area Fracture Gradient: 0.65 psi/foot
Maximum anticipated mud weight: 9.5 ppg
Maximum surface treating pressure: 4,000 psi
Over pull margin (minimum): 100,000 lbs

5. Cementing Program**14" Conductor:**

Cement to surface with construction cement.

8-5/8" Surface Casing: sfc – 3,954' (MD)

Lead Slurry: 0' – 3,300'. 539 sks (1,558 cu ft) ECONOCEM V4 + 3.0 lb/sk Kol-Seal. Slurry wt: 11.0 ppg, Slurry yield: 2.89 ft³/sk, Slurry volume: 12-1/4" to 200', 11" to Surface TD and hole + 75% excess.

Tail Slurry: 3,300' – 3,954'. 155 sks (232 cu ft) EXPANDACEM V3 + 0.2% HR-800 + 1.0 lb/sk Granulite TR 1/4 + 0.13 lb/sk Poly-E-Flake. Slurry wt: 13.5 ppg, Slurry yield: 1.49 ft³/sk, Slurry volume: 11" to TD and hole + 75% excess.

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DRILLING PROGRAM

5-1/2" Production Casing: sfc – 6,281' (MD)

Lead Slurry: 0' – 4,400'. 264 sks (779 cu ft) Extendacem cement + 3.0 lb/sk Kol-Seal. Slurry wt: 11.0 ppg, Slurry yield: 2.95 ft³/sk, Slurry volume: 7-7/8" hole + 25% excess in open hole section.

Tail Slurry: 4,400' – 6,281'. 335 sks (496 cu ft) BONDCEM V1 + 0.2% HR-5 + 3.0 lb/sk Kol-Seal + 0.125 lb/sk Poly-E-Flake. Slurry wt: 13.5 ppg, Slurry yield: 1.48 ft³/sk, Slurry volume: 7-7/8" hole + 25% excess.

*Final cement volumes to be calculated from caliper log with an attempt to be made to circulate cement to the surface on the production string. A bond log will be run across the zone of interest and across zones as required by the authorized officer to insure protection of natural resources.

6. Auxiliary Equipment

- A. Kelly Cock – yes
- B. Float at the bit – no
- C. Monitoring equipment on the mud system – visually and/or PVT/Flow Show
- D. Full opening safety valve on the rig floor – yes
- E. Rotating Head – yes
- F. Request for Variance

Possibility of drilling surface hole with air or aerated fluid:

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 50' into the Mahogany Bench formation 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. **Blooie line discharge 100 feet from wellbore and securely anchored** – the blooie 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.

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3. **Automatic igniter or continuous pilot light on blooie 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 blooie line a minimum of 100 feet from the wellbore** – compressors located within 50 feet on the opposite side of the wellbore from the blooie 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. **Well Kill Fluid** – A suitable amount of water and weighting agents will be available in the reserve pit during air drilling operations to kill the well, if necessary. No overpressured zones are expected in the area.
 6. **Deflector on the end of the blooie line** – Questar will mount a deflector unit at the end of the blooie 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 blooie. 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 blooie 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.
- G. All other operations and equipment for air/gas drilling shall meet specifications in Onshore Order #2, Section III Requirements, subsection E. Special Drilling Operations and Onshore Order #1.
- H. Drilling below the 8-5/8" casing will be done with water based mud. Maximum anticipated mud weight is 9.5 ppg.
- I. No minimum quantity of weight material will be required to be kept on location.
- J. Gas detector will be used from surface casing depth to TD.

Gas detector will be used from surface casing depth to TD.

7. Testing, logging and coring program

- A. Cores – none anticipated
- B. DST – none anticipated

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- C. Logging – Mud logging – Surf Casing to TD
GR-SP-Induction, Neutron Density

- D. Formation and Completion Interval: Green River intervals, final determination of completion will be made by analysis of logs.
Stimulation – Stimulation will be designed for the particular area of interest as encountered.

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

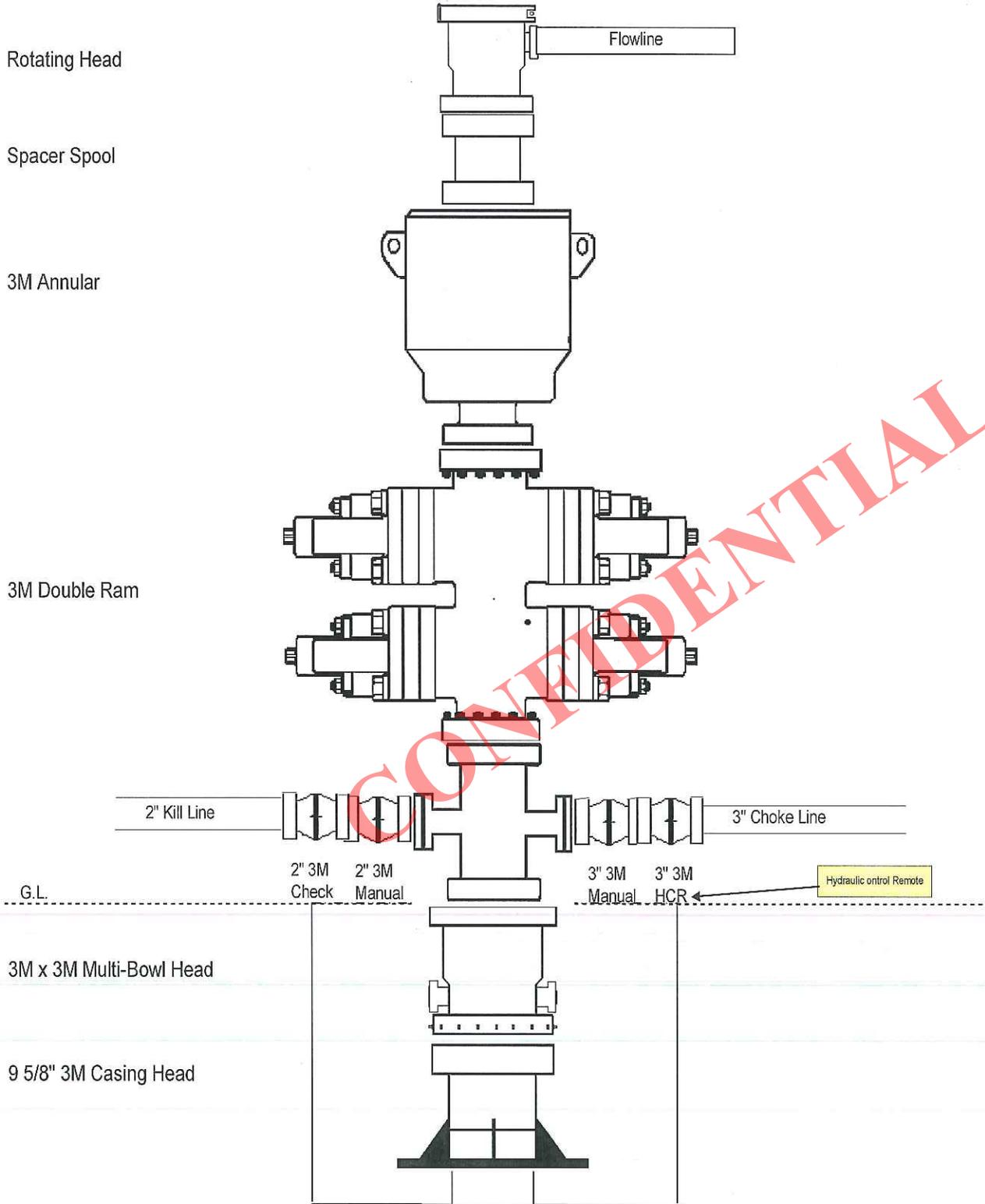
No abnormal temperatures or pressures are anticipated. No H₂S has been encountered in or known to exist from previous wells drilled to similar depths in the general area. Maximum anticipated bottom hole pressure equals approximately 2,300 psi. Maximum anticipated bottom hole temperature is 120° F.

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ONSHORE OIL & GAS ORDER NO. 1
QEP Energy Company
RW 31-24AGR

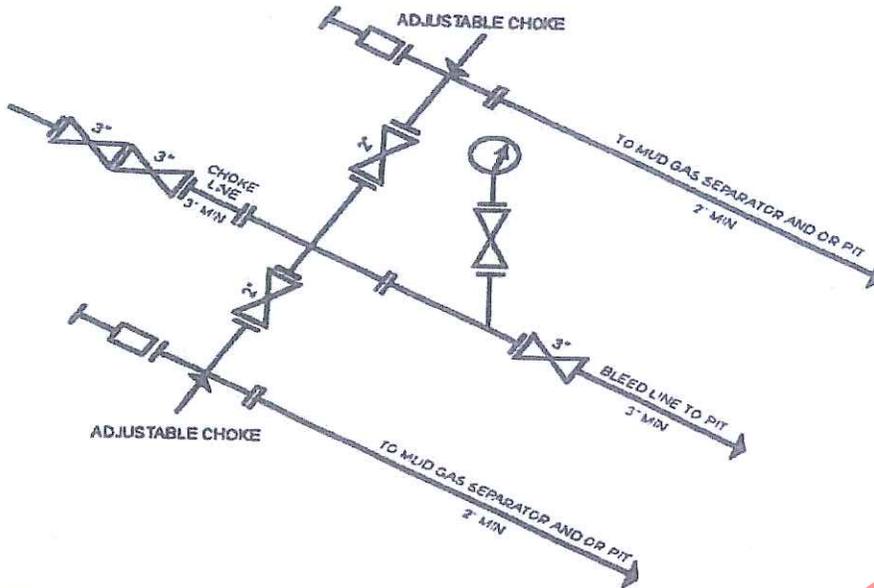
DRILLING PROGRAM

3M BOP STACK



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RW 31-24AGR

DRILLING PROGRAM



3M CHOKE MANIFOLD EQUIPMENT - CONFIGURATION OF CHOKES MAY VARY
[54 FR 39528, Sept. 27, 1989]

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Modified 11-10-2012 CRA

RW 31-24AGR

API # 43-047

Proposed WBD

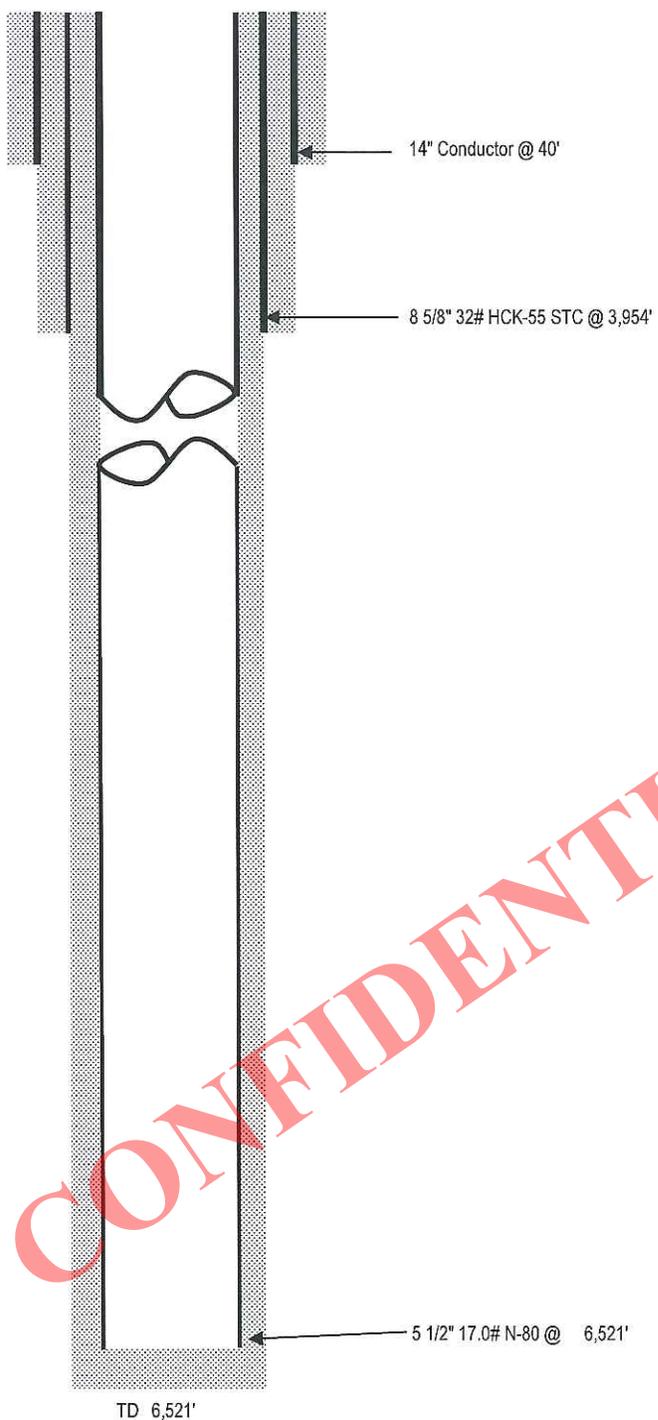
Uinta Basin

Sec. 24, T7S-R22E, Uintah Co, UT

LOCATION: 822' FNL, 2,237' FEL

KB 5,385'

GL 5,369'



T7S, R22E, S.L.B.&M.

QEP ENERGY COMPANY

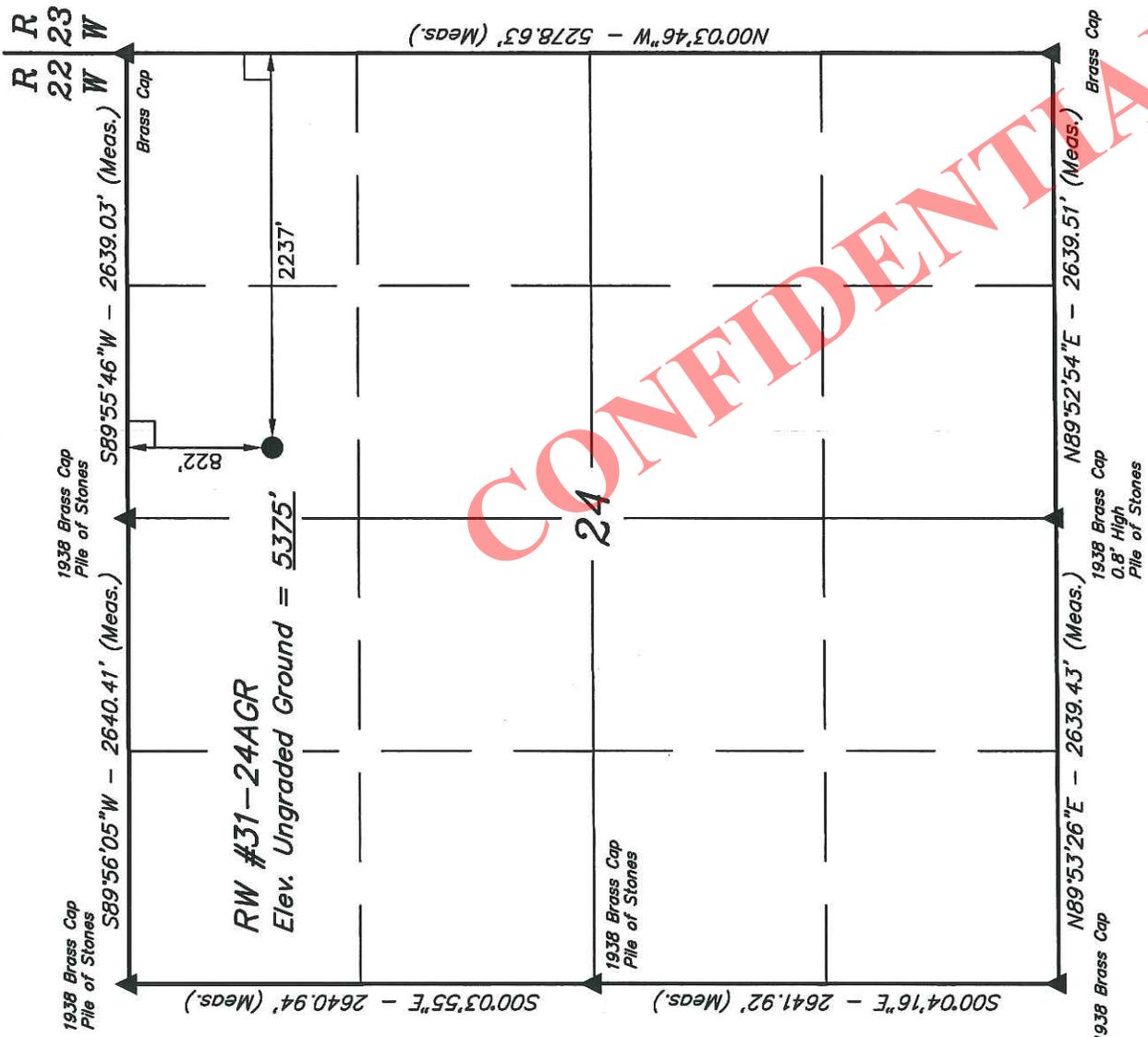
Well location, RW #31-24AGR, located as shown in the NW 1/4 NE 1/4 of Section 24, T7S, R22E, S.L.B.&M., Uintah County, Utah.

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.

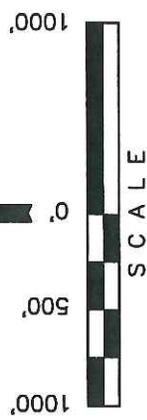
BASIS OF BEARINGS

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



LEGEND:

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



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.

J. C. R. W.
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 06-18-12

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

SCALE 1" = 1000'	DATE SURVEYED: 06-04-12	DATE DRAWN: 06-11-12
PARTY J.C. R.W. R.L.L.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE	QEP ENERGY COMPANY

QEP ENERGY COMPANY
RW #31-24AGR
LOCATED IN UINTAH COUNTY, UTAH
SECTION 24, T7S, R22E, S.L.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHEASTERLY



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

LOCATION PHOTOS

06 06 12
MONTH DAY YEAR

PHOTO

TAKEN BY: J.C.

DRAWN BY: C.I.

REVISED: 00-00-00

T7S, R22E, S.L.B.&M.

QEP ENERGY COMPANY

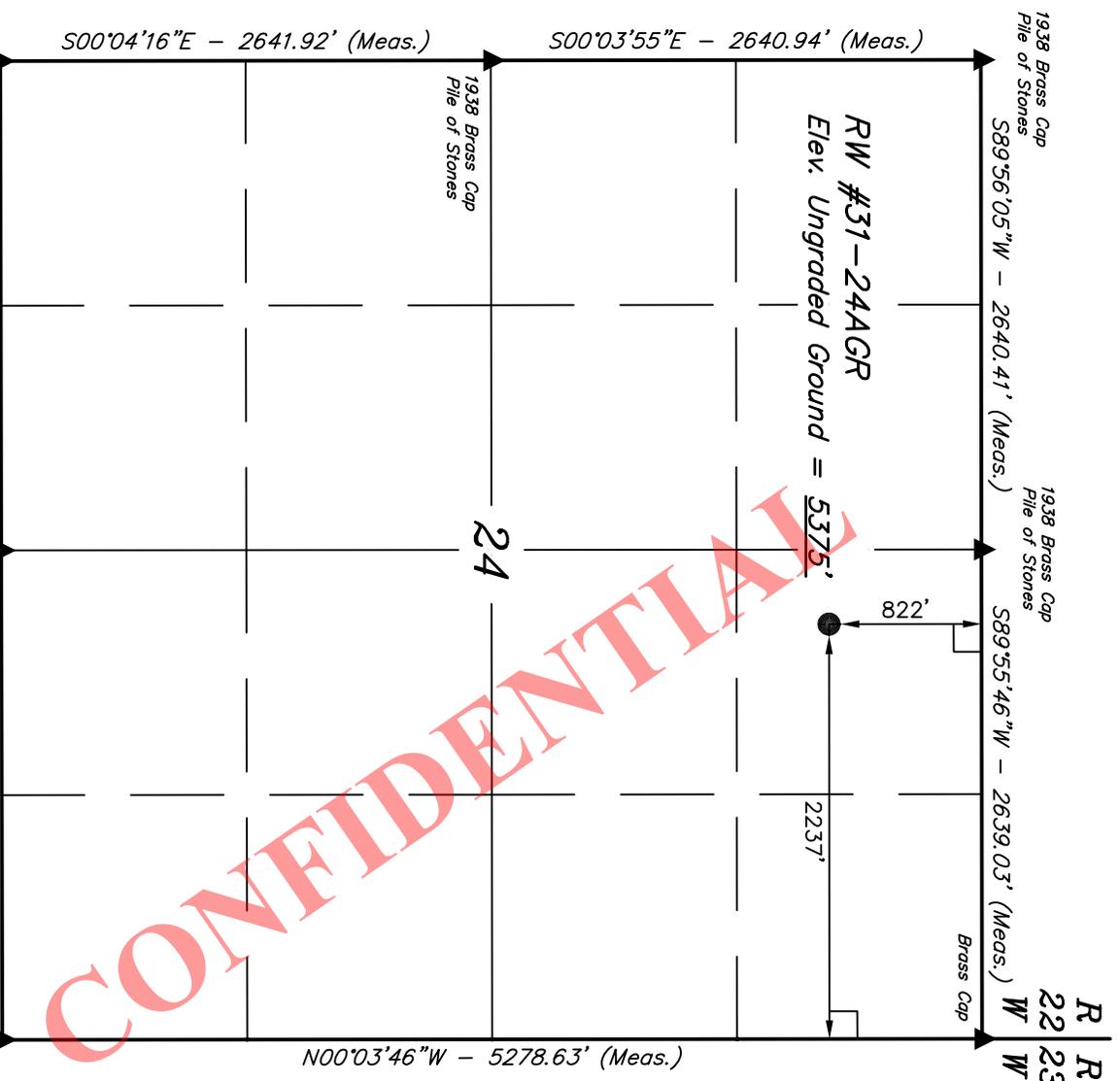
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BASIS OF ELEVATION

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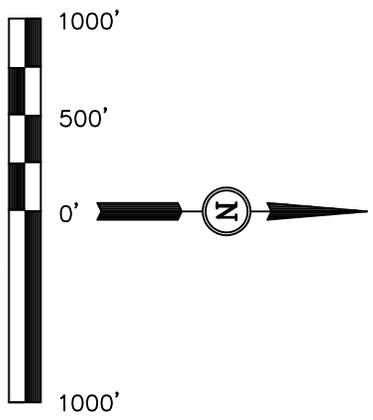
BASIS OF BEARINGS

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



N00°03'46\"W - 5278.63' (Meas.)

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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.

KAY ROBERTS
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 06-18-12

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

SCALE: 1" = 1000'
 DATE SURVEYED: 06-04-12
 DATE DRAWN: 06-11-12

PARTY	J.C. R.W. R.L.L.	REFERENCES	G.L.O. PLAT
WEATHER	HOT	FILE	QEP ENERGY COMPANY

- LEGEND:**
- └─ = 90° SYMBOL
 - = PROPOSED WELL HEAD.
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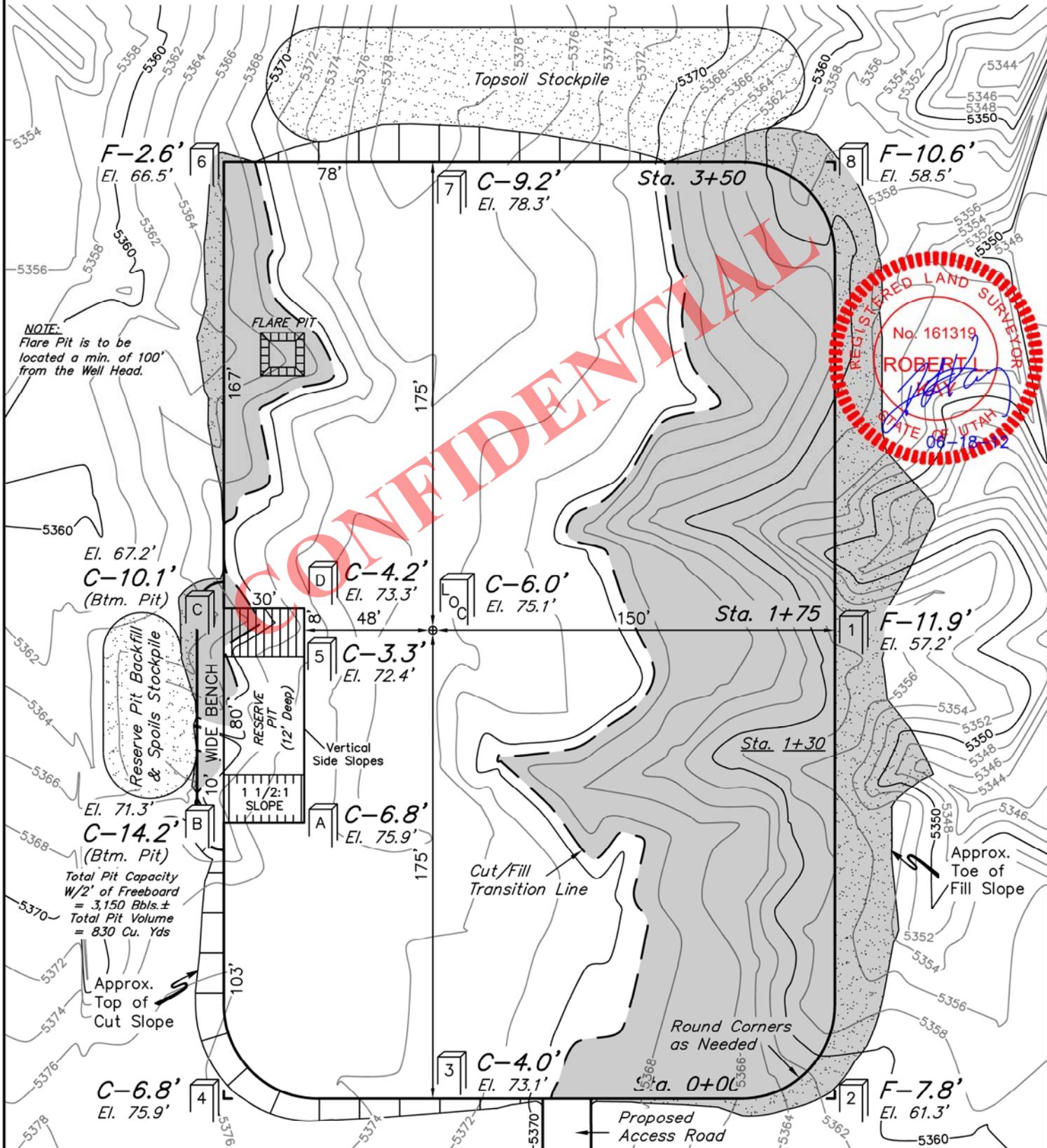
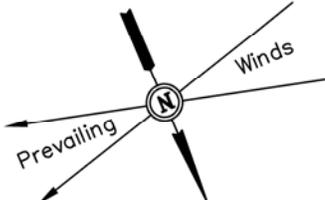
NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°12'07.07" (40.201964)	
LONGITUDE = 109°23'12.79" (109.386886)	
NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°12'07.20" (40.202000)	
LONGITUDE = 109°23'10.32" (109.386200)	

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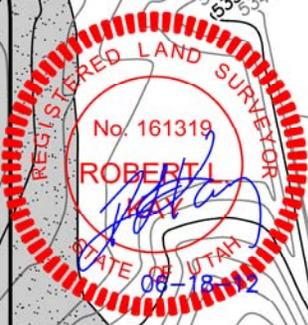
LOCATION LAYOUT FOR
RW #31-24AGR
SECTION 24, T7S, R22E, S.L.B.&M.
822' FNL 2237' FEL

FIGURE #1

SCALE: 1" = 50'
DATE: 06-11-12
DRAWN BY: R.L.L.



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



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Elev. Ungraded Ground At Loc. Stake = 5375.1'
FINISHED GRADE ELEV. AT LOC. STAKE = 5369.1''

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

QEP ENERGY COMPANY

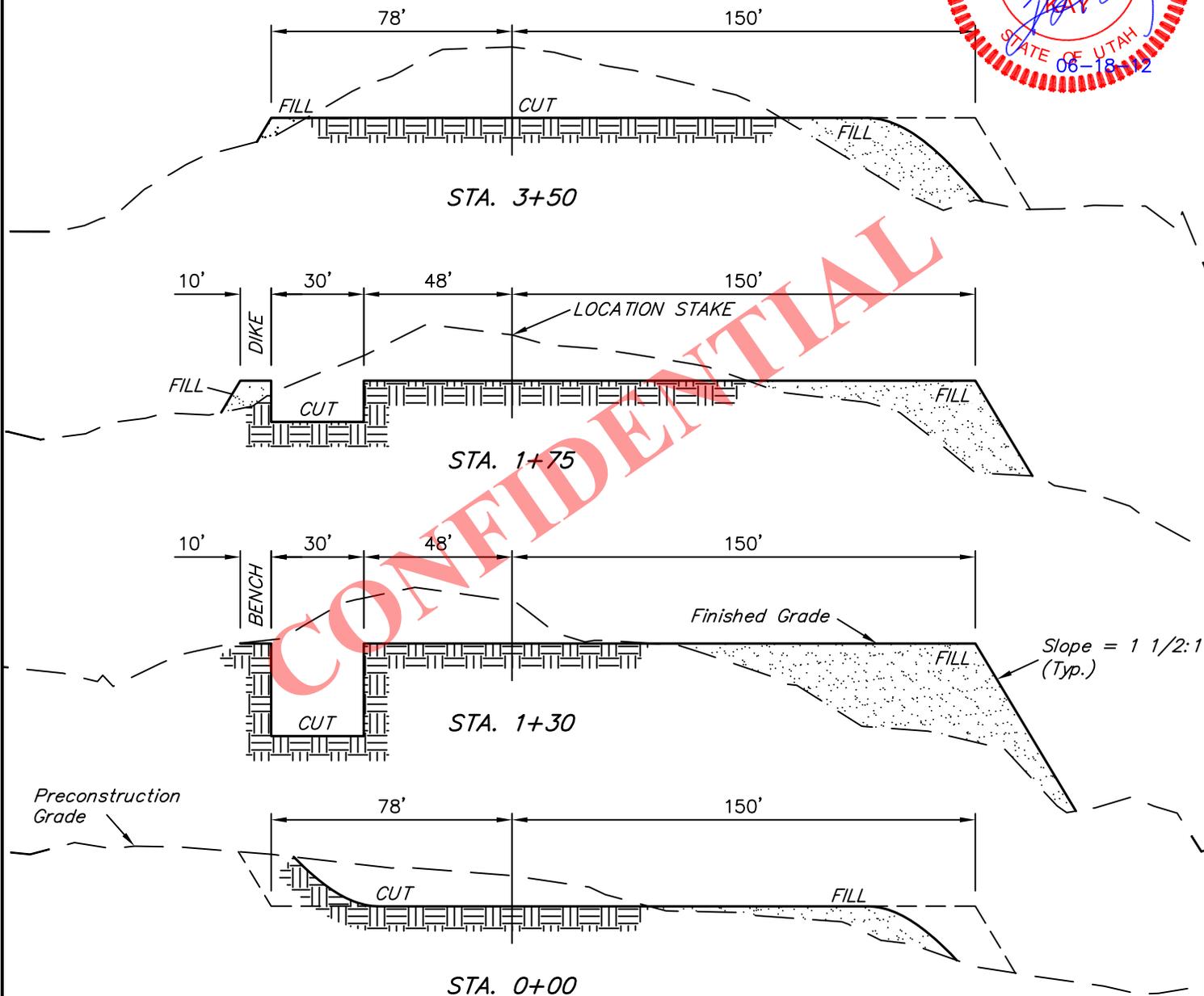
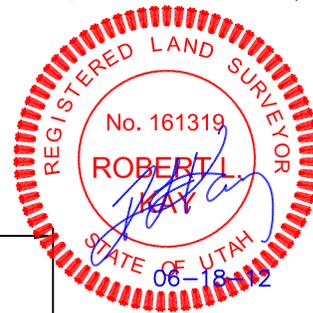
TYPICAL CROSS SECTIONS FOR

**RW #31-24AGR
SECTION 24, T7S, R22E, S.L.B.&M.
822' FNL 2237' FEL**

FIGURE #2

1" = 20'
X-Section Scale
1" = 50'

DATE: 06-11-12
DRAWN BY: R.L.L.



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NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 2.351 ACRES
ACCESS ROAD DISTURBANCE = ± 0.045 ACRES
PIPELINE DISTURBANCE = ± 0.039 ACRES
TOTAL = ± 2.435 ACRES

* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 1,730 Cu. Yds.
Remaining Location = 8,600 Cu. Yds.
TOTAL CUT = 10,330 CU. YDS.
FILL = 8,180 CU. YDS.

EXCESS MATERIAL = 2,150 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 2,150 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 0 Cu. Yds.

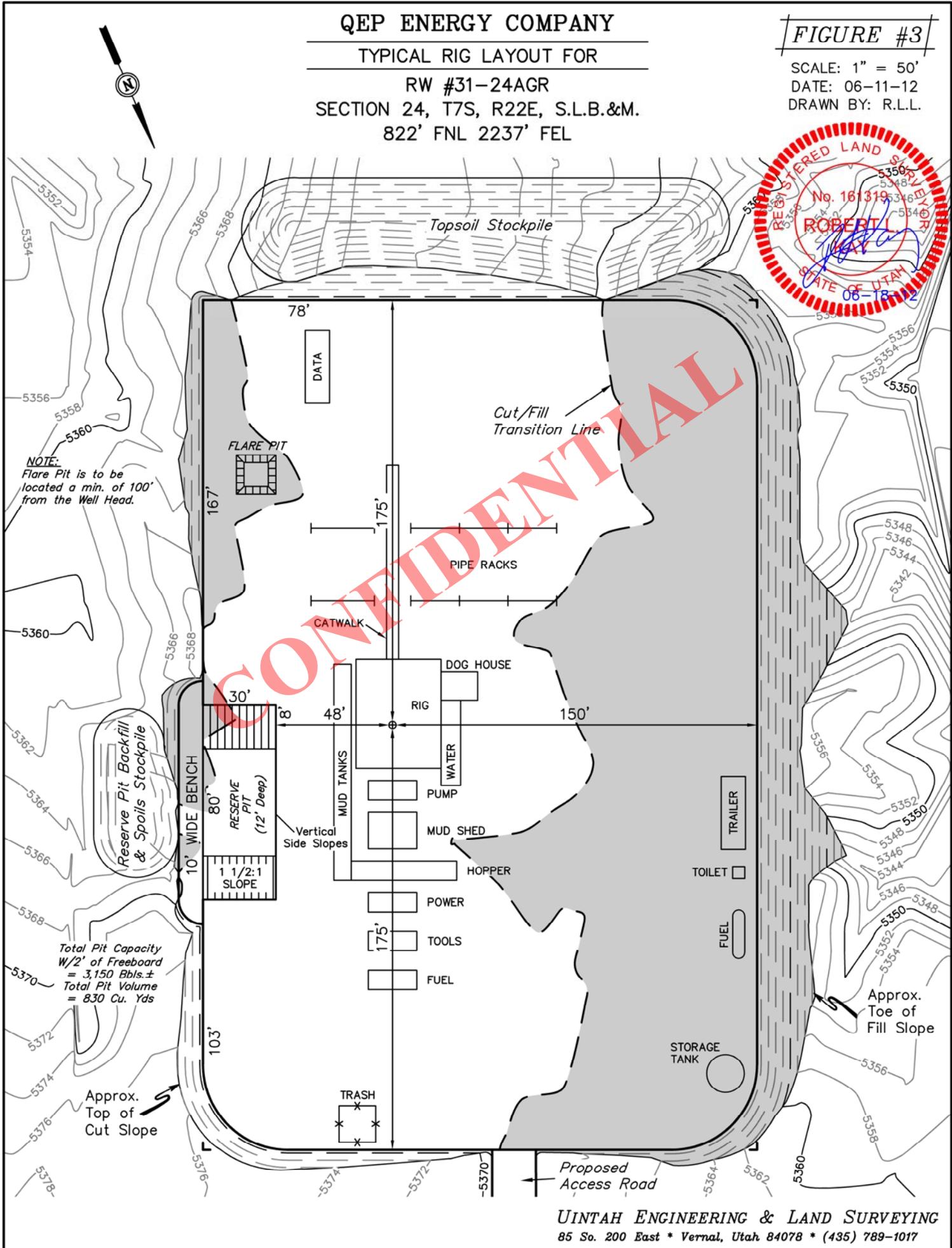
UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

QEP ENERGY COMPANY

TYPICAL RIG LAYOUT FOR
RW #31-24AGR
SECTION 24, T7S, R22E, S.L.B.&M.
822' FNL 2237' FEL

FIGURE #3

SCALE: 1" = 50'
DATE: 06-11-12
DRAWN BY: R.L.L.



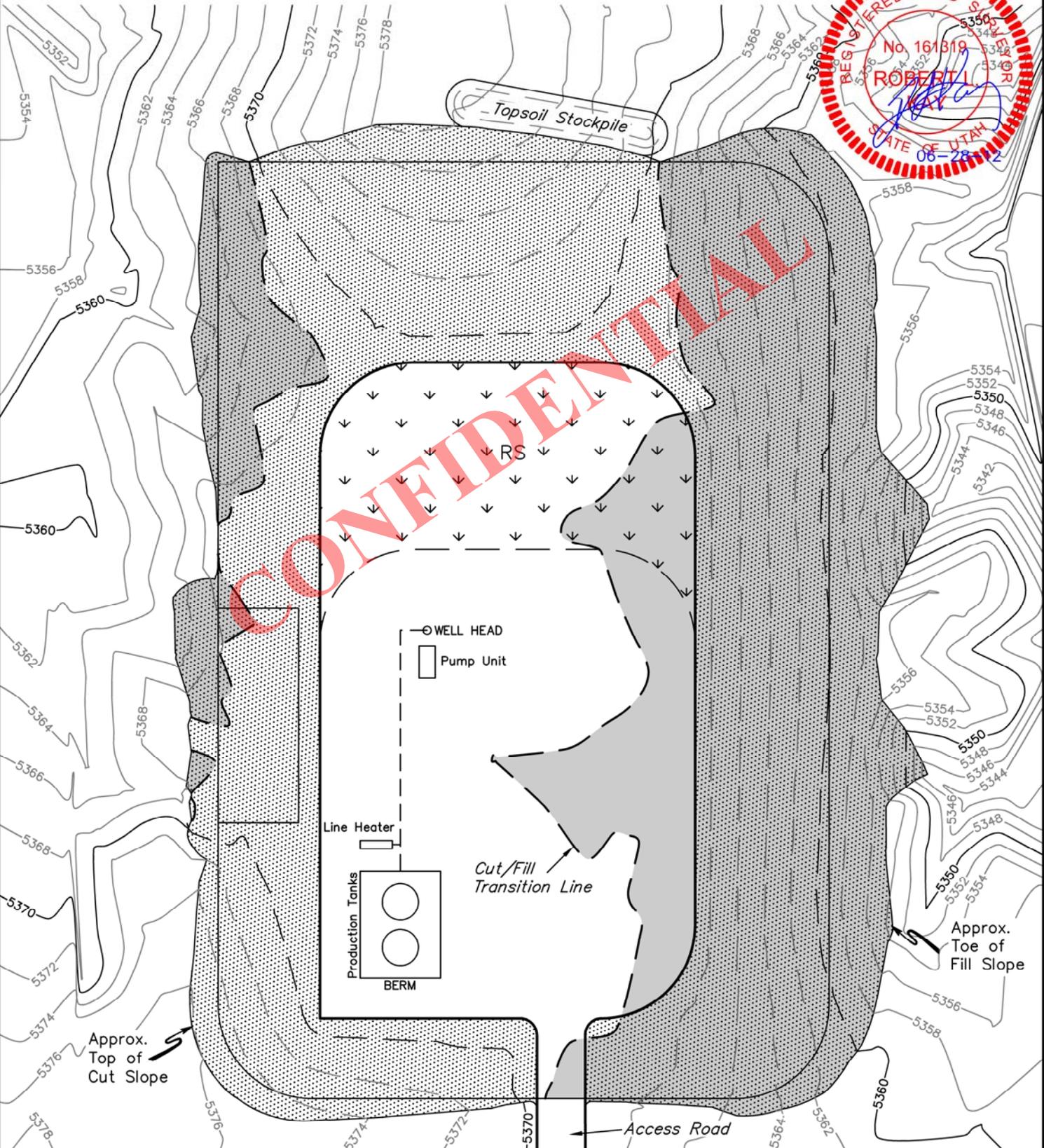
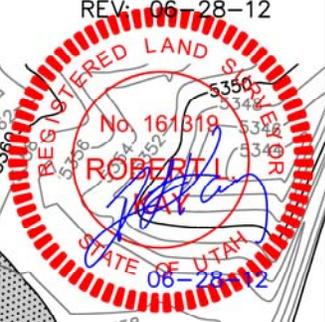
NOTE:
Flare Pit is to be
located a min. of 100'
from the Well Head.

Total Pit Capacity
W/2' of Freeboard
= 3,150 Bbbls.±
Total Pit Volume
= 830 Cu. Yds

QEP ENERGY COMPANY
PRODUCTION FACILITY LAYOUT FOR
RW #31-24AGR
SECTION 24, T7S, R22E, S.L.B.&M.
822' FNL 2237' FEL

FIGURE #4

SCALE: 1" = 50'
DATE: 06-11-12
DRAWN BY: R.L.L.
REV: 06-28-12



Approx. Top of Cut Slope

Approx. Toe of Fill Slope

RECLAIMED AREA
 RESEED AREA

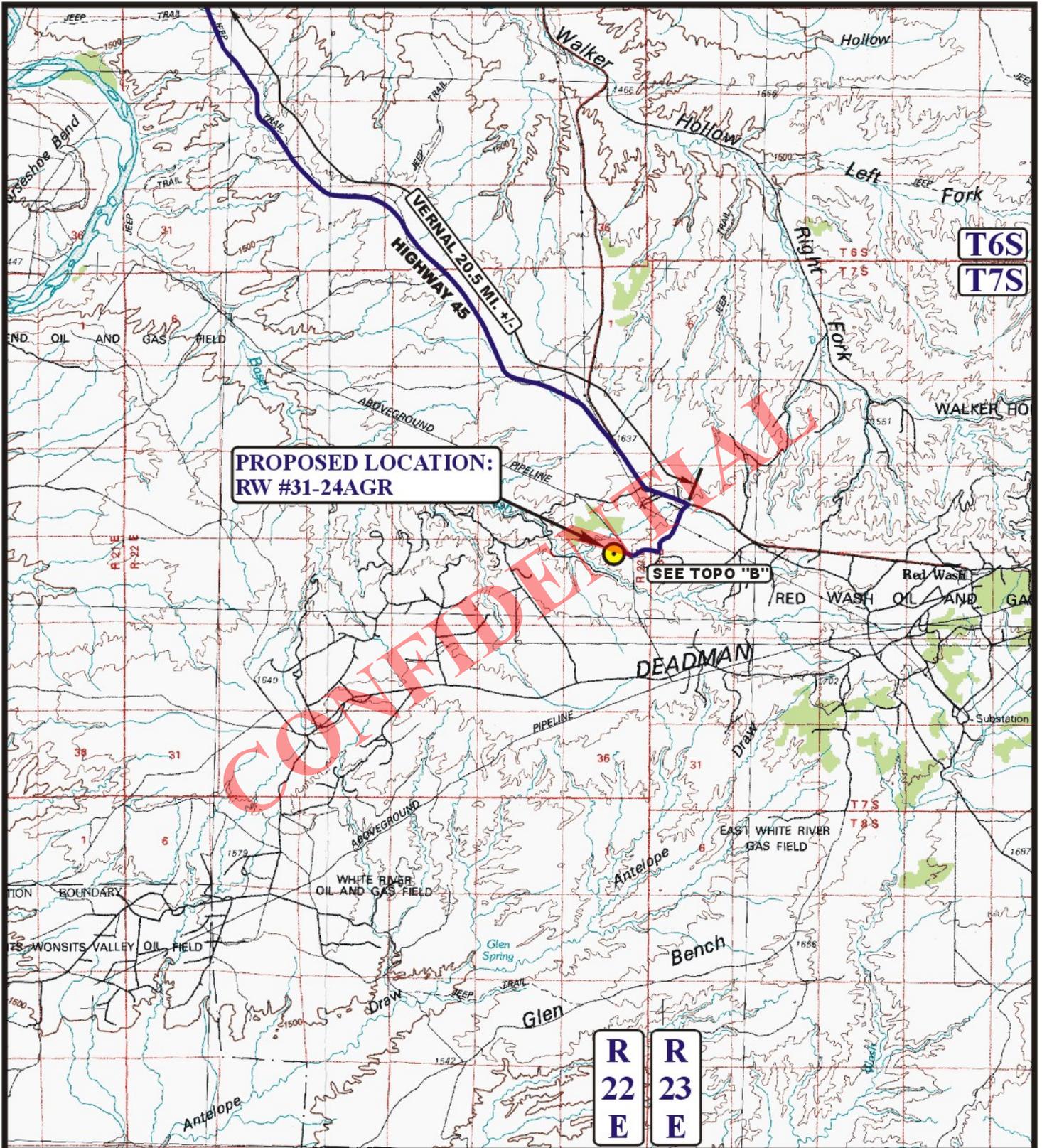
APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.557 ACRES

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

QEP ENERGY COMPANY
RW #31-24AGR
SECTION 24, T7S, R22E, 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, THEN SOUTHEASTERLY DIRECTION APPROXIMATELY 16.6 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHWEST; TURN RIGHT AND PROCEED IN A SOUTHWESTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 0.7 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE WEST; TURN RIGHT AND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 0.5 MILES TO THE BEGINNING OF THE PROPOSED ACCESS ROAD TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY DIRECTION APPROXIMATELY 65' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM VERNAL, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 21.7 MILES.



**PROPOSED LOCATION:
RW #31-24AGR**

SEE TOPO "B"

LEGEND:

PROPOSED LOCATION

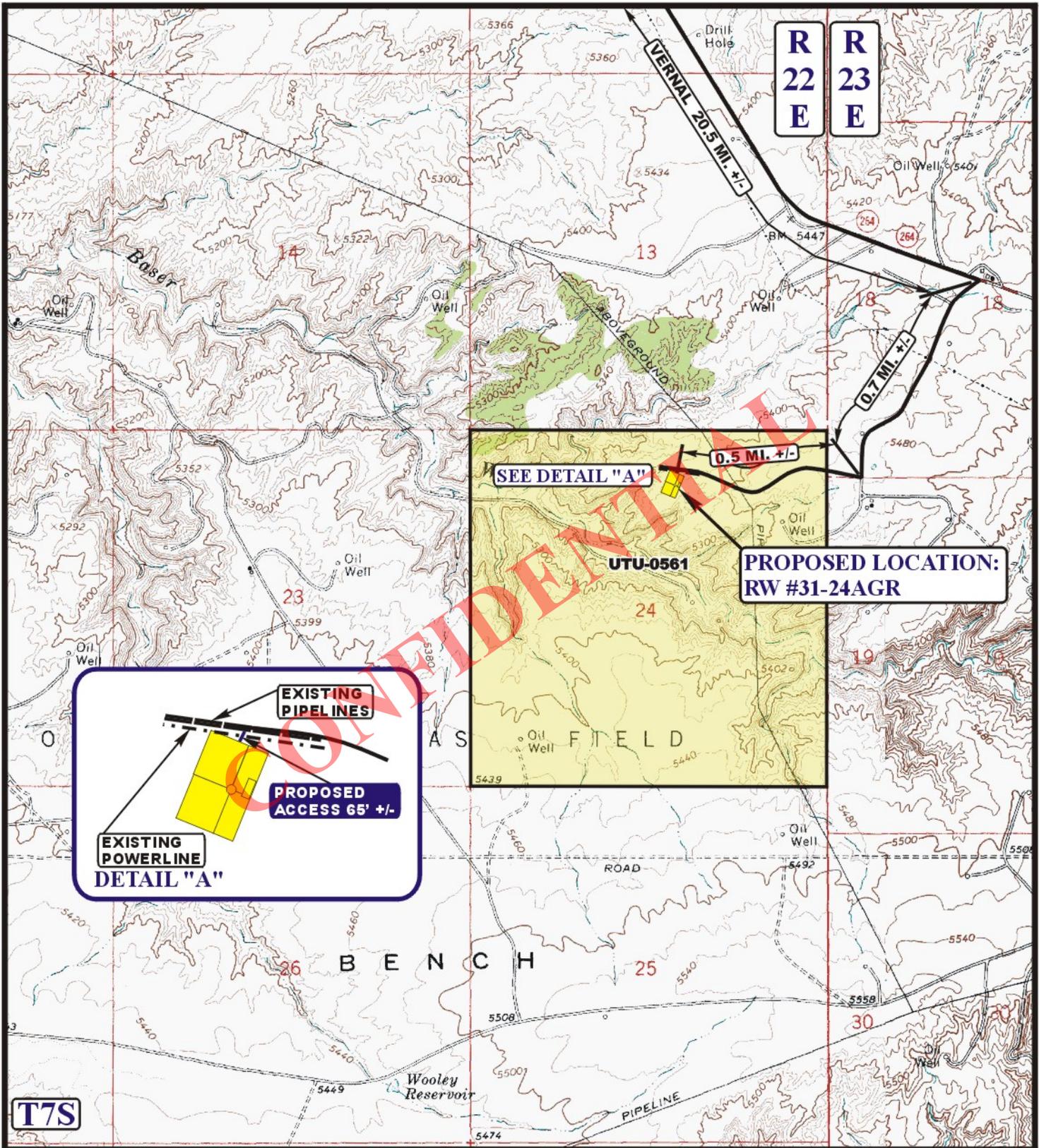


QEP ENERGY COMPANY

**RW #31-24AGR
SECTION 24, T7S, R22E, S.L.B.&M.
822' FNL 2237' FEL**

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

ACCESS ROAD MAP	06 MONTH	06 DAY	12 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: C.I.		REVISED: 00-00-00	



LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING POWERLINE
- EXISTING PIPELINE

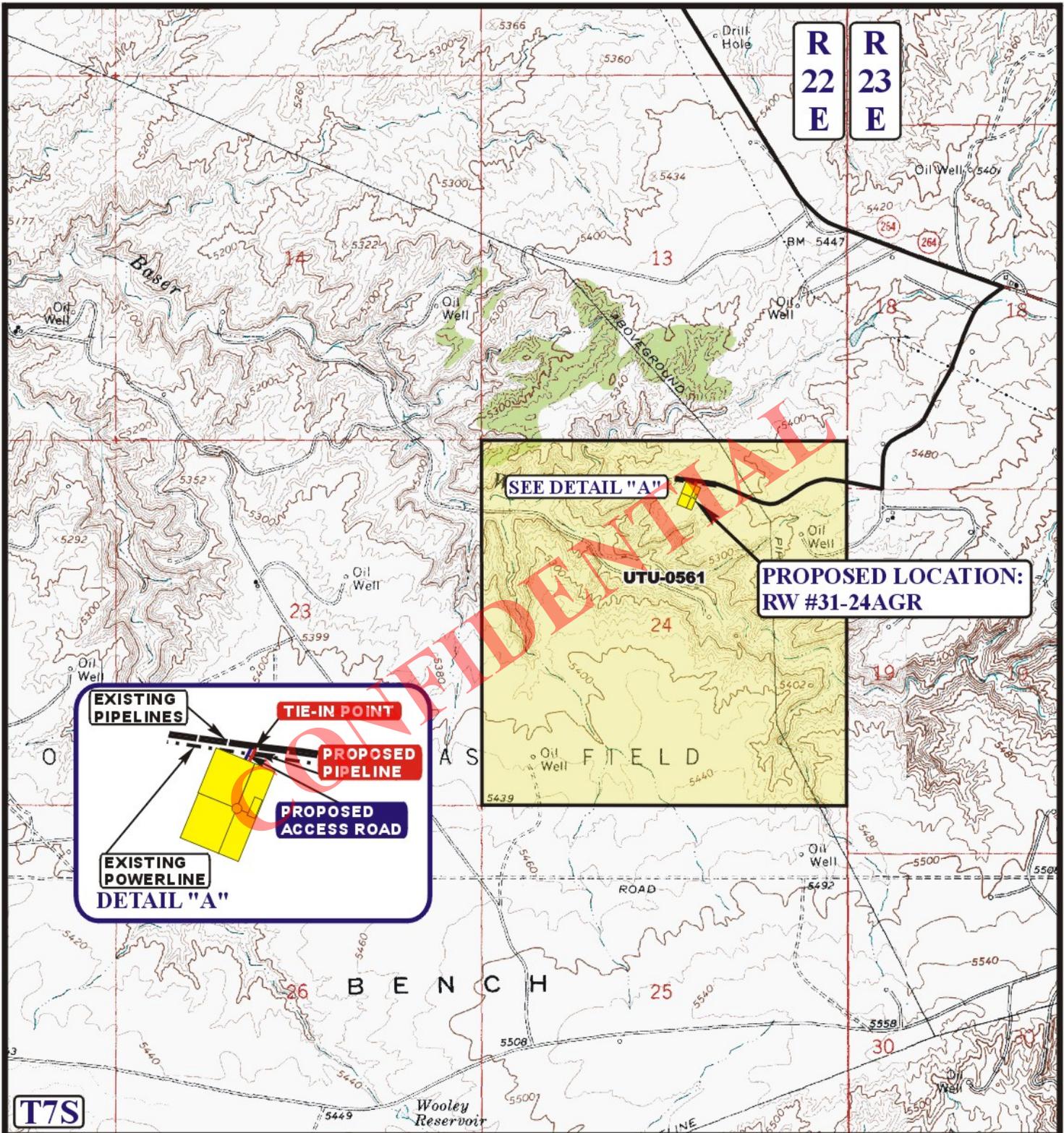
QEP ENERGY COMPANY

RW #31-24AGR
SECTION 24, T7S, R22E, S.L.B.&M.
822' FNL 2237' FEL

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



ACCESS ROAD	06	06	12	B TOPO
MAP	MONTH	DAY	YEAR	
SCALE: 1" = 2000'	DRAWN BY: C.I.		REVISED: 00-00-00	



APPROXIMATE TOTAL PIPELINE DISTANCE = 56' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  EXISTING PIPELINE
-  PROPOSED PIPELINE

QEP ENERGY COMPANY

**RW #31-24AGR
SECTION 24, T7S, R22E, S.L.B.&M.
822' FNL 2237' FEL**



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

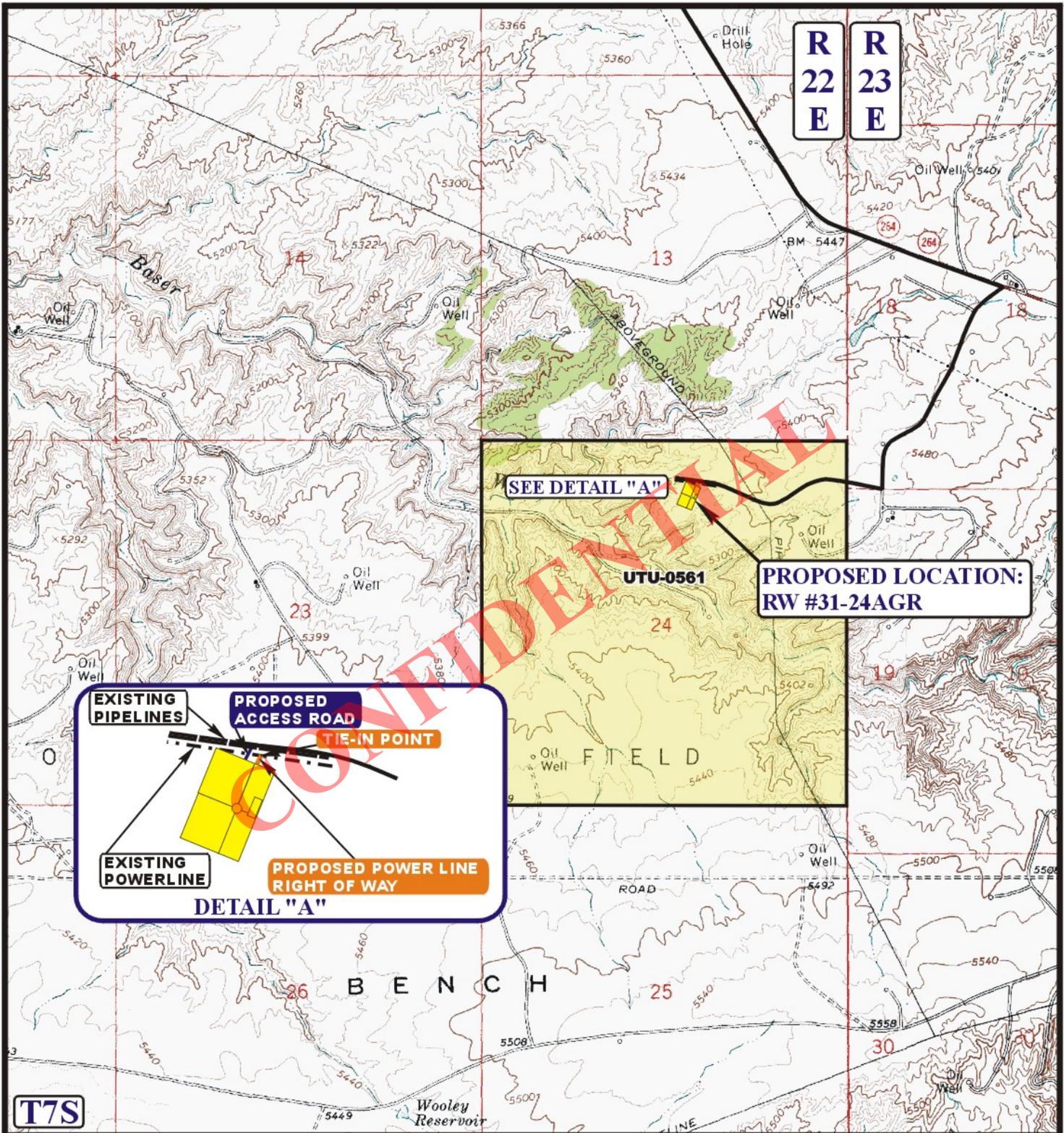


**TOPOGRAPHIC
MAP**

06 06 12
MONTH DAY YEAR

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

**D
TOPO**



APPROXIMATE TOTAL POWERLINE DISTANCE = 67' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  PROPOSED POWER LINE
-  EXISTING POWER LINE

QEP ENERGY COMPANY

RW #31-24AGR
SECTION 24, T7S, R22E, S.L.B.&M.
822' FNL 2237' FEL



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



TOPOGRAPHIC
MAP

06 06 12
 MONTH DAY YEAR

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

1
TOPO

QEP ENERGY COMPANY
REFERENCE MAP: AREA OF VEGETATION
RW #31-24AGR
LOCATED IN UINTAH COUNTY, UTAH
SECTION 24, T7S, R22E, S.L.B.&M.



NOTE:

BEGINNING OF REFERENCE AREA

UTM NORTHING: 14600121.151

UTM EASTING: 2090171.522

(NAD 83) LATITUDE: 40.190331

(NAD 83) LONGITUDE: -109.389581

END OF REFERENCE AREA

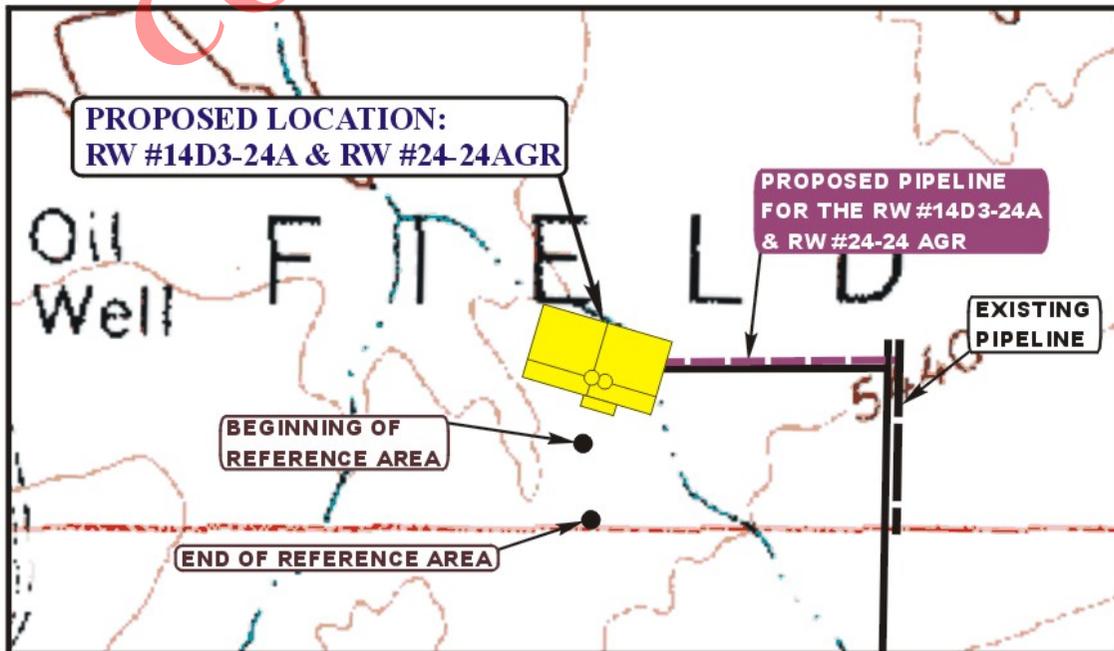
UTM NORTHING: 14599926.461

UTM EASTING: 2090205.321

(NAD 83) LATITUDE: 40.189794

(NAD 83) LONGITUDE: -109.389472

PHOTO: VIEW FROM BEGINNING OF REFERENCE AREA



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

SCALE: 1" = 500'

08 **10** **12**
MONTH DAY YEAR

REF.

TAKEN BY: G.S. DRAWN BY: C.I. REVISED: 00-00-00

**QEP ENERGY COMPANY
RW 31-24AGR
NWNE, SECTION 24, T7S, R22E
UINTAH COUNTY, UT
LEASE # UTU-0561
MULTI-POINT SURFACE USE & OPERATIONS PLAN**

An onsite inspection was conducted for the RW 31-24AGR on August 1, 2012. 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
Valyn Davis	QEP Energy Company
Stephanie Tomkinson	QEP Energy Company
Jeff Atwood	QEP Energy Company
Eric Wickersham	QEP Energy Company
Gary Streeter	Uintah Engineering & Land Surveying

1. Existing Roads:

See attached Wellsite Plats showing directional reference stakes on location, and attached TOPO Map "B" showing access to location from existing roads.

The proposed well site is located approximately 22 miles south of Vernal, Utah.

-See attached TOPO Map "A".

Existing roads will be upgraded, maintained and repaired as necessary.

2. Planned Access Roads:

An offlease right-of-way is not required. The entire well pad and access road are located within the Red Wash Unit.

There will be a new access road approximately 65' in length, 30' in width, containing approximately 0.045 acres.

New access roads on BLM surface will be crowned (2 to 3%), ditched, and constructed with a running surface of 18 feet and a maximum disturbed width of 30 feet. Any additional disturbance required due to intersections or sharp curves will be discussed at the on-site and approved by the BLM.

Graveling or capping the roadbed will be performed as necessary to provide a well constructed safe road. Surface disturbance and vehicular traffic will be limited to the approved location and access route or, as proposed by the Operator.

The road surface and shoulders will be kept in a safe and usable condition and will be maintained in accordance with the original construction standards.

If culverts are needed, the location and size of the culverts will be proposed during the on-site. The operator will clean and maintain approved culverts as needed.

All drainage ditches and culverts will be kept clear and free-flowing and will be maintained according to original construction standards.

The access road disturbed area will be kept free of trash during operations. All traffic will be confined to the approved road running surface. Road drainage crossings shall be of the typical dry creek drainage crossing type. Crossings shall be designed so they will not cause excess siltation or accumulation of debris in the drainage nor shall the drainage be blocked by the roadbed.

Erosion of drainage ditches by runoff water shall be prevented by diverting water off at frequent intervals by means of cutouts. Should mud holes develop, the holes shall be filled in and detours around the holes avoided.

When snow is removed from the road during the winter months, the snow should be pushed outside of the borrow ditches, and the turnouts kept clear so that snowmelt will be channeled away from the road.

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

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

A map will be provided with the site-specific APD showing the location of existing wells within a one mile radius.

Please refer to Topo map C.

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

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 BLM.

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

5. Power line

Electrification of the well sites will reduce the emissions and increase reliability by removing the gas venting of pumps for the heat trace system and chemical injection, as well as increase well pad safety by adding lights to the location.

Access into the proposed power lines will be from existing highways and roads. All construction and vehicular traffic will be confined to the authorized access corridor and designated county and/or BLM roads unless otherwise authorized and approved by the regulating agency

All work will be done in accordance with REA specifications.

QEP Energy Company is proposing a 50 ft temporary authorized access and a 15 ft permanent authorized access for power line maintenance. Minimal to no disturbance is required for the power lines following roads and existing ROW's.

The proposed power line will be 67' in length, 15 ft in width, containing 0.023 acres.

6. Location and Type of Water Supply:

Fresh water will be obtained from Wonsits Valley water right # 49-251 (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, to supply fresh water for drilling purposes.

7. Source of Construction Materials:

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

Any gravel will be obtained from a commercial source.

8. Methods of Handling Waste Materials:

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 destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

It was determined at the on-site inspection that 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.

Disposal of Produced Water:

After first production, produced wastewater will be confined to the approved pit or storage tank for a period not to exceed 90 days. During the 90 day period, in accordance with Onshore Order # 7, all produced water will be contained in tanks on location.

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

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 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.

9. **Ancillary Facilities:**

This will be an independent well location. Product will be contained in two 500 bbl tanks and then transported from location to delivery site.

A suitable muffler will be installed on pumping unit to help reduce noise control.

The pipeline will be steel, welded schedule #40 or greater, and consist of one (1) 3" inside diameter oil line and two (2) 1 1/4" inside diameter trace lines. The pipelines will be welded together on location and pulled separately into place. The lines will be banded together in one (1) bundle, insulated, and covered with tin painted Covert Green. The pipeline will be laid within 20 feet of existing roads, pipelines, or existing route authorizations as much as possible. Pipeline route alternatives will be discussed at the on-site and the resulting proposal will be described in the APD. Road crossings will have a casing installed over the pipeline and ramped so the pipeline will not be buried. Pipeline Route Authorizations will be 30' wide and the location noted on maps accompanying the APD.

FUEL GAS LINE: The pipeline will be a 2" inside diameter, poly pipe with a rating of 160 psi or greater. The line will be laid adjacent to the bundled line following the line to location.

The pipeline will be 56' in length, containing approximately 0.039 acres.

10. **Well Site Layout:**

A Location Layout Diagram describing drill pad cross-sections, cuts and fills, and locations of mud tanks, reserve pits, flare pit or flare box, pipe racks, trailer parking, spoil dirt stockpile(s), and the surface material stockpile(s) will be included with the site specific APD.

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 the 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.

11. 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.

12. Reclamation Plan:

Reclamation will follow QEP Energy Company, Uinta Basin Division's Reclamation Plan, September 2009 (QEP Energy 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 disced 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 QEP Energy Company's Reclamation Plan. Weed control will be conducted as stated in QEP Energy Company's Reclamation Plan.

A reference site and weed data sheet have been established and are included in this application.

Please see attached Weed Data Sheet.

Dry Hole/Abandoned Location:

On lands administered by the BLM abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the reestablishment of irrigation systems; reestablishment of appropriate soil conditions; and, the reestablishment of vegetation as specified.

All disturbed surfaces will be recontoured to approximate natural contours, with reclamation of the well pad and access road to be performed as soon as practical after final abandonment.

At final abandonment, the Operator will cap the casing with a metal plate a minimum of 0.25 inch thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap will be constructed with a weep hole. The depth of the permanent cap will be determined at the time of final abandonment. Long-term reclamation will then be applied and will follow the reclamation process described in this plan. When reclamation is deemed successful by the Operator and the BLM, the Operator will request a bond release.

13. Surface Ownership:

The well pad and access road are located on lands owned by:

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

14. Other Information:

Drilling rigs and/or equipment used during drilling operations will not be stacked or stored on Federal lands or State administered lands after the conclusion of drilling operations or at any other time without authorization by the BLM Authorized Officer. If BLM authorization is obtained, such storage is only a temporary measure.

A Class III archeological survey was conducted by Montgomery Archaeology Consultants. A copy of this report was submitted on December 17, 2012, **State of Utah Antiquities Report U-12-MQ-1070b** by Montgomery Archaeology Consultants. Cultural resource clearance has been recommended for this project.

A paleontological survey was conducted by Intermountain Paleo Consulting. A copy of this report was submitted on August 21, 2012 Report **No. IPC 12-109** 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 will provide Paleo monitor if needed.

A habitat assessment and inventory was conducted in August 2012 by Bowen Collins & Associates. No horseshoe milkvetch populations or individuals were located during the surveys within the proposed RW 31-24AGR, 300' buffer zone or adjacent habitat. This proposed action would not impact any BLM sensitive species at this time.

Per the onsite meeting on August 1, 2012, the following items were requested/discussed.

There is 6" topsoil.

CONFIDENTIAL

Lessee's or Operator's Representative & Certification:

Valyn Davis
Regulatory Affairs Analyst
QEP Energy Company
11002 East 17500 South
Vernal, UT 84078
(435) 781-4369

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

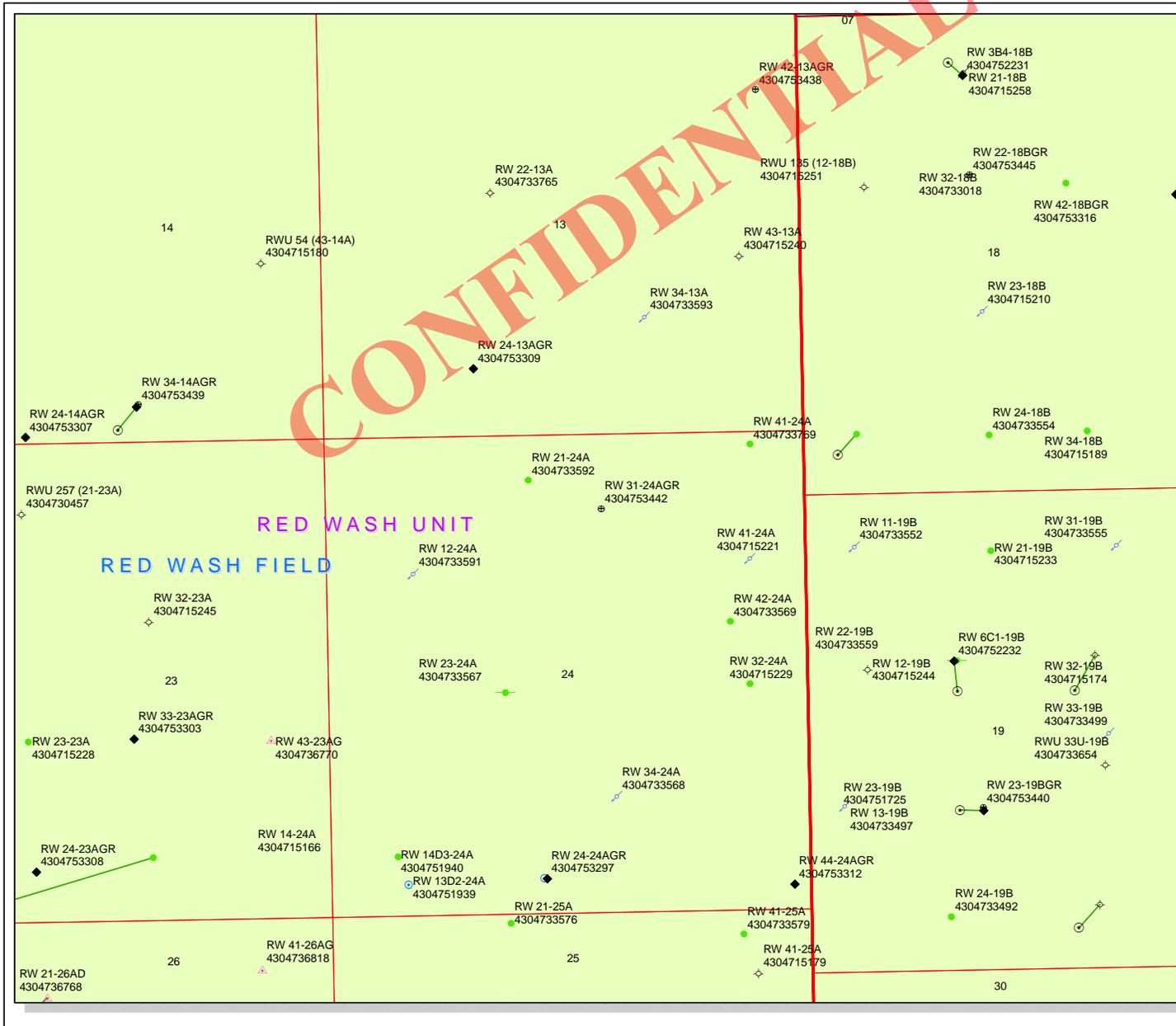
I hereby certify that I, or persons under my supervision, have inspected the proposed drill site and access route, that I am familiar with the conditions that currently exist; that I have full knowledge of the State and Federal laws applicable to this operations; that the statements made in this plan 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.



Valyn Davis

12/19/2012

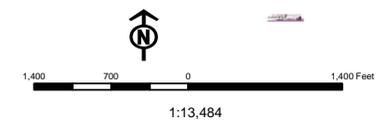
Date



API Number: 4304753442
Well Name: RW 31-24AGR
Township T07.0S Range R22.0E Section 24
Meridian: SLBM
Operator: QEP ENERGY COMPANY

Map Prepared:
 Map Produced by Diana Mason

Units STATUS	Wells Query Status
ACTIVE	APD - Approved Permit
EXPLORATORY	DRL - Spudded (Drilling Commenced)
GAS STORAGE	GIW - Gas Injection
NF PP OIL	GS - Gas Storage
NF SECONDARY	LOC - New Location
PI OIL	OPS - Operation Suspended
PP GAS	PA - Plugged Abandoned
PP GEOTHERMAL	PGW - Producing Gas Well
PP OIL	POW - Producing Oil Well
SECONDARY	SGW - Shut-in Gas Well
TERMINATED	SOW - Shut-in Oil Well
Unknown	TA - Temp. Abandoned
ABANDONED	TW - Test Well
ACTIVE	WDW - Water Disposal
COMBINED	WW - Water Injection Well
INACTIVE	WSW - Water Supply Well
STORAGE	Bottom Hole Location - Oil/Gas/Oil
TERMINATED	



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)

January 2, 2013

Memorandum

To: Assistant Field Office Manager Minerals,
Vernal Field Office

From: Michael Coulthard, Petroleum Engineer

Subject: 2012 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 2012 within the Red Wash Unit, Uintah County, Utah.

API#	WELL NAME	LOCATION
(Proposed PZ Green River)		
43-047-53438	RW 42-13AGR	Sec 13 T07S R22E 1511 FNL 0453 FEL
43-047-53439	RW 34-14AGR	Sec 14 T07S R22E 0420 FSL 2050 FEL
43-047-53440	RW 23-19BGR	Sec 19 T07S R23E 1790 FSL 1913 FWL
43-047-53441	RW 24-25AGR	Sec 25 T07S R22E 0752 FSL 1976 FWL
43-047-53442	RW 31-24AGR	Sec 24 T07S R22E 0822 FNL 2237 FEL
43-047-53445	RW 22-18BGR	Sec 18 T07S R23E 1789 FNL 1886 FWL
43-047-53454	RW 43-20BGR	Sec 20 T07S R23E 1655 FSL 0538 FEL

The following well has been modified to be drilled directionally (please see our memo dated June 29, 2011).

API#	WELL NAME	LOCATION
(Proposed PZ Mesaverde)		
43-047-51721	RW 43-20B	Sec 20 T07S R23E 1637 FSL 0562 FEL
	BHL	Sec 20 T07S R23E 1462 FSL 0952 FEL

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: 2013.01.02 11:05:29 -0700

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

MCoulthard:mc:1-2-13

RECEIVED: January 03, 2013

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 12/20/2012

API NO. ASSIGNED: 43047534420000

WELL NAME: RW 31-24AGR

OPERATOR: QEP ENERGY COMPANY (N3700)

PHONE NUMBER: 435 781-4369

CONTACT: Valyn Davis

PROPOSED LOCATION: NWN 24 070S 220E

Permit Tech Review:

SURFACE: 0822 FNL 2237 FEL

Engineering Review:

BOTTOM: 0822 FNL 2237 FEL

Geology Review:

COUNTY: UINTAH

LATITUDE: 40.20196

LONGITUDE: -109.38688

UTM SURF EASTINGS: 637292.00

NORTHINGS: 4451421.00

FIELD NAME: RED WASH

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU0561

PROPOSED PRODUCING FORMATION(S): GREEN RIVER

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: 49-251/49-2153
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingle 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 31-24AGR
API Well Number: 43047534420000
Lease Number: UTU0561
Surface Owner: FEDERAL
Approval Date: 1/8/2013

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 GREEN RIVER 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 in a cursive style.

For John Rogers
Associate Director, Oil & Gas

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

JAN 09 2013

APPLICATION FOR PERMIT TO DRILL OR REENTER

BLM

CONFIDENTIAL

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. UTU0561
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator QEP ENERGY COMPANY Contact: VALYN DAVIS E-Mail: Valyn.Davis@qepres.com		7. If Unit or CA Agreement, Name and No. 8920007610
3a. Address 11002 EAST 17500 SOUTH VERNAL, UT 84078	3b. Phone No. (include area code) Ph: 435-781-4369 Fx: 435-781-4395	8. Lease Name and Well No. RW 31-24AGR
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface NWNE 822FNL 2237FEL 40.201964 N Lat, 109.386886 W Lon At proposed prod. zone NWNE 822FNL 2237FEL 40.201964 N Lat, 109.386886 W Lon		9. API Well No. 430475342
14. Distance in miles and direction from nearest town or post office* 22 MILES +/- SOUTH OF VERNAL, UTAH		10. Field and Pool, or Exploratory RED WASH
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 822'	16. No. of Acres in Lease 1920.00	11. Sec., T., R., M., or Blk. and Survey or Area Sec 24 T7S R22E Mer SLB
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. +/- 900'	19. Proposed Depth 6281 MD 6281 TVD	12. County or Parish UINTAH
21. Elevations (Show whether DF, KB, RT, GL, etc.) 5375 GL	22. Approximate date work will start 05/01/2013	13. State UT
		17. Spacing Unit dedicated to this well 40.00
		20. BLM/BIA Bond No. on file ESB000024
		23. Estimated duration 7 DAYS

24. Attachments

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

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

25. Signature (Electronic Submission)	Name (Printed/Typed) VALYN DAVIS Ph: 435-781-4369	Date 12/19/2012
Title REGULATORY AFFAIRS ANALYST		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date SEP 09 2013
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

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

Electronic Submission #167168 verified by the BLM Well Information System
For QEP ENERGY COMPANY, sent to the Vernal
Committed to AFMSS for processing by ROBIN R. HANSEN on 01/09/2013 ()

NOTICE OF APPROVAL

SEP 12 2013

DIV. OF OIL, GAS & MINING

UDOGM

**** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ****

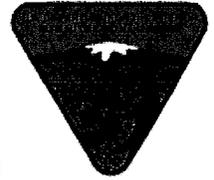


**UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE**

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: QEP ENERGY COMPANY
Well No: RW 31-24AGR
API No: 43-047-53442

Location: NWNE, Sec. 24, T7S, R22E
Lease No: UTU-
Agreement:

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

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

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

NOTIFICATION REQUIREMENTS

Location Construction (Notify Environmental Scientist)	-	Forty-Eight (48) hours prior to construction of location and access roads.
Location Completion (Notify Environmental Scientist)	-	Prior to moving on the drilling rig.
Spud Notice (Notify Petroleum Engineer)	-	Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	-	Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

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

- All new and replacement internal combustion gas field engines of less than or equal to 300 design-rated horsepower must not emit more than 2 gms of NO_x per horsepower-hour. This requirement does not apply to gas field engines of less than or equal to 40 design-rated horsepower.
- All and replacement internal combustion gas field engines of greater than 300 design rated horsepower must not emit more than 1.0 gms of NO_x per horsepower-hour.
- If there is an active Gilsonite mining operation within 2 miles of the well location, operator shall notify the Gilsonite operator at least 48 hours prior to any blasting during construction.
- If paleontological materials are uncovered during construction, the operator is to immediately stop work and contact the Authorized Officer (AO). A determination will be made by the AO as to what mitigation may be necessary for the discovered paleontologic material before construction can continue.
- QEP Energy Company's proposal to 19 oil wells: RW 11-27 AGR, RW 12-14 AGR, RW 12-25 AGR, RW 12-26 AGR, RW 13-17 BGR, RW 13-26 AGR, RW 14-25 AGR, RW 23-19 BGR, RW 24-13 AGR, RW 24-14 AGR, RW 24-25 AGR, RW 31-20 BGR, RW 31-24 AGR, RW 34-25 AGR, RW 42-25 AGR, RW 43-20 BGR, RW 43-27 AGR, RW 44-25 AGR, RW 44-29 BGR. Sections 13, 14, 23, 24, 25, 26, and 27, T. 7 S., R. 22 E., and Sections 17, 19, 20, 28, 29, T. 7 S., R. 23 E, Uintah County, Utah. The project area is located approximately 25 miles south of Vernal, Utah.
- The construction of the wells and access roads will result in approximately 75.56 acres of new surface disturbance.
- All new and replacement internal combustion gas field engines of less than or equal to 300 design-rated horse power must not emit more than 2 grams of NO_x per horsepower-hour. This requirement does not apply to gas field engines of less than or equal to 40 design-rated horsepower-hour.
- All new and replacement internal combustion gas field engines of greater than 300 design rated horsepower must not emit more than 1.0 grams of NO_x per horsepower-hour.
- Green completions would be used for all well completion activities where technically feasible.
- Employ enhanced VOC emission controls with 95% control efficiency on production equipment having a potential to emit greater than 5 tons per year.
- The reserve pit will be fenced on three sides prior to drilling activity and closed off on the fourth side after drilling is finished. The reserve pits for the wells will be lined with a 16 ml liner with felt.
- A dike will be constructed around those production facilities that contain fluids. The dikes will be constructed of compacted subsoil. They will be impervious, hold 10 percent more than the capacity of the largest tank, and be independent of the back cut.
- All permanent (meaning on site for six months or longer) structures will be painted Covert Green to match the surrounding landscape color unless otherwise authorized. This will include all facilities except those required to comply with Occupational Safety and Health Act (OSHA) regulations.

- If dry, the wells will be plugged and abandoned as per BLM and State of Utah requirements.
- Prior to construction, an invasive plants/noxious weeds inventory will be completed for all areas where surface disturbance will occur. A completed Weed Inventory form documenting any occurrences of invasive plants or noxious weeds will be submitted to the BLM Authorized Officer before surface disturbance will occur.
- All vehicles and equipment would be cleaned either through power-washing, or other approved method, if the vehicles or equipment are brought in from areas outside the Uinta Basin, to prevent weed seed introduction.
- The operator will control noxious/invasive weeds along their roads, pipelines, well sites, or other applicable facilities by the application of herbicides or by mechanical removal until reclamation is considered to be successful by the authorized officer (AO) and the bond for the well is released. A list of noxious weeds will be obtained from the BLM or the appropriate county extension office. On BLM-administered land, the operator will submit a Pesticide Use Proposal and obtain approval prior to the application of herbicides, other pesticides, or possible hazardous chemicals.
- Immediately upon well completion, the location and surrounding area shall be cleared of all unused tubing, equipment, debris, materials, and trash. Any hydrocarbons in the pit will be removed in accordance with 43 CFR 3162.7-1.
- The reserve pit and the portion of the well not needed for production facilities/operations shall be recontoured to the approximate natural contours. The reserve pit will be reclaimed within 120 days from the date of well completion, or as soon as environmental conditions allow. The stockpiled pit topsoil will then be spread over the pit area and broadcast-seeded/drill seeded (preferred method) with a seed mix submitted to the BLM Authorized Officer (AO) for approval prior to seeding. Seeding will be done in the fall prior to winter freezing of the soil. The seed mixture shall be worked into the topsoil with a drill seeder, bulldozer or other heavy equipment. If initial seeding is not successful, reseeding may be required.
- Once the well is plugged and facilities are removed and abandoned, the topsoil shall be stripped and stockpiled off of the location, and the well site, pipelines, and access roads will be returned to natural contours. The topsoil shall be respread, and the location seeded with the mixture submitted to the BLM AO. The seed mixture shall be worked into the topsoil with a drill seeder, bulldozer or other heavy equipment.
- Interim reclamation, final reclamation, and monitoring of reclaimed areas will be completed in accordance with the QEP Energy Company, Uinta Basin Division's Reclamation Plan, September 2009 on file with the Vernal Field Office of the BLM.
- Prior to any surface disturbance, vegetative monitoring locations and reference sites will be identified by QEP and approved by the BLM AO. Vegetation monitoring protocol will be developed by QEP and approved by the BLM AO prior to implementation of revegetation techniques and will be designed to monitor % basal vegetative cover.
- Revegetated areas will be inspected annually and monitored to document location and extent of areas with successful revegetation, and areas needing further reclamation (for a period of 5 years after construction completion). A reclamation report will be submitted to the AO by March 31 of each year.

- QEP has agreed not to construct or drill during the following dates, unless otherwise determined by the BLM Authorized Officer.

Raptor nesting timing restriction

Well Name	Burrowing Owl March 1 to August 31	Red Tailed Hawk March 1 to August 15	Great Horned Owl December 1 to September 31	Ferruginous Hawk March 1 to August 31	Golden Eagle January 1 to August 31
RW 11-27 AGR	Yes	No	No	No	No
RW 12-14 AGR	No	Yes	Yes	No	No
RW 12-25 AGR	Yes	No	No	No	No
RW 12-26 AGR	No	No	No	Yes	No
RW 13-17 BGR	No	No	No	No	No
RW 13-26 AGR	No	No	No	Yes	No
RW 14-25 AGR	No	No	No	No	No
RW 23-19 BGR	No	No	No	No	No
RW 24-13 AGR	No	Yes	No	No	No
RW 24-14 AGR	No	Yes	No	No	Yes
RW 24-25 AGR	Yes	No	No	No	No
RW 31-20 BGR	Yes	No	No	No	No
RW 31-24 AGR	No	No	No	No	No
RW 34-25 AGR	Yes	No	No	No	No
RW 42-25 AGR	No	No	No	No	No
RW 43-20 BGR	No	No	No	No	No
RW 43-27 AGR	Yes	No	No	Yes	No
RW 44-25 AGR	Yes	No	No	No	No
RW 44-29 BGR	No	No	No	Yes	No

Yes indicates that drilling or construction would not commence during this time period unless approved by the BLM authorized officer.

- QEP will educate its contractors and employees about the relevant federal regulations intended to protect paleontological and cultural resources. All vehicular traffic, personnel movement, construction, and restoration activities shall be confined to areas cleared by the site inventory and to existing roads. If any potential paleontological or cultural resources are uncovered during construction, work will stop immediately in the area and the appropriate BLM AO will be notified.
- A paleontological survey was conducted on all areas where surface disturbance would occur Table 2-2 indicates where and when a paleontologist would be required to monitor surface disturbing activity.

Table 2-2 Paleontological Resources Survey Results.

Well Name	BLM Authorized Permitted Paleontologist Would Monitor the Access Road.	BLM Authorized Permitted Paleontologist Would Monitor the Pipe Line.	BLM Authorized Permitted Paleontologist Would Monitor the Well Pad.	BLM Authorized Permitted Paleontologist Would Monitor for the Power Line.
RW 11-27 AGR	No	No	No	NA
RW 12-14 AGR	Yes	Yes	Yes	NA
RW 12-25 AGR	No	No	No	No
RW 12-26 AGR	No	No	No	No
RW 13-17 BGR	Yes	Yes	Yes	Yes
RW 13-26 AGR	No	No	No	No
RW 14-25 AGR	No	No	No	No
RW 23-19 BGR	No	No	No	No
RW 24-13 AGR	No	Yes	No	No

Well Name	BLM Authorized Permitted Paleontologist Would Monitor the Access Road.	BLM Authorized Permitted Paleontologist Would Monitor the Pipe Line.	BLM Authorized Permitted Paleontologist Would Monitor the Well Pad.	BLM Authorized Permitted Paleontologist Would Monitor for the Power Line.
RW 24-14 AGR	No	No	No	No
RW 24-25 AGR	No	No	No	No
RW 31-20 BGR	No	No	No	No
RW 31-24 AGR	No	No	No	No
RW 34-25 AGR	No	No	No	No
RW 42-25 AGR	No	No	No	No
RW 43-20 BGR	No	No	No	No
RW 43-27 AGR	No	No	No	No
RW 44-25 AGR	Yes	Yes	Yes	Yes
RW 44-29 BGR	No	No	No	No

Yes indicates that QEP would provide a BLM Authorized Permitted Paleontologist to monitor the construction process for the access road, pipe line, well pad, or power line.

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

SITE SPECIFIC DOWNHOLE COAs:

- Cement for the production casing shall be brought up to a minimum of 200` feet above the surface casing shoe.
- A CBL shall be run for TD to TOC in the Production Casing.
- Variances shall be granted as requested in Section 6 of the Drilling Program.
- Gamma Ray Log shall be run from Total Depth to the Surface.
- Cement sample shall be caught and tested for the lead and tail cement for the surface and production casing.

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

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

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

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

OPERATING REQUIREMENT REMINDERS:

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

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

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU0561
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME: RED WASH
2. NAME OF OPERATOR: QEP ENERGY COMPANY		8. WELL NAME and NUMBER: RW 31-24AGR
3. ADDRESS OF OPERATOR: 11002 East 17500 South , Vernal, Ut, 84078		9. API NUMBER: 43047534420000
PHONE NUMBER: 303 308-3068 Ext		9. FIELD and POOL or WILDCAT: RED WASH
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0822 FNL 2237 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 24 Township: 07.0S Range: 22.0E Meridian: S		COUNTY: UINTAH
		STATE: UTAH

11.

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 9/24/2013	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

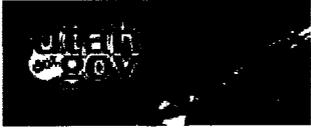
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

ON 9/24/2013- QEP ENERGY COMPANY SET 40' OF 14" CONDUCTOR
PIPE AND CEMENTED WITH READY MIX.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
October 01, 2013**

NAME (PLEASE PRINT) Valyn Davis	PHONE NUMBER 435 781-4369	TITLE Regulatory Affairs Analyst
SIGNATURE N/A	DATE 9/26/2013	

CONFIDENTIAL



4304753442 NWN 5-24 TORS R2AE

spud notice RW 31-24AGR .docm

Rig - SST 54 (Contractor) <rwig.5@qepres.com>

Mon, Sep 23, 2013 at 9:44 AM

To: "UT_VN_OpReport@blm.gov" <UT_VN_OpReport@blm.gov>, "chrisjensen@utah.gov" <chrisjensen@utah.gov>, "caroldaniels@utah.gov" <caroldaniels@utah.gov>

Cc: Valyn Davis <Valyn.Davis@qepres.com>, Jan Nelson <Jan.Nelson@qepres.com>

We will be drilling and setting 40 ft of 14 inch conductor. Any questions please call me at 435-828-0315. Thanks—

-Dave Harding— *SPUD 9/24/2013 per Dave Harding 11:35 AM 9/24/2013*

 **spud notice RW 31-24AGR .docm**
17K

RECEIVED

SEP 23 2013

DIV. OF OIL, GAS & MINING

CONFIDENTIAL



NWNB S-24 T075 R22E 4304753442

pressure test RW 31-24AGR .docm

Rig - SST 54 (Contractor) <rwig.5@qepres.com>

Mon, Sep 30, 2013 at 5:50 AM

To: "UT_VN_OpReport@blm.gov" <UT_VN_OpReport@blm.gov>

Cc: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "chrisjensen@utah.gov" <chrisjensen@utah.gov>

We will be pressure testing the BOPE at surface casing point. As always if you have any questions please call at 435-828-0315. Thanks—Dave Harding—

 **pressure test RW 31-24AGR .docm**
17K

RECEIVED
SEP 30 2013
DIV. OF OIL, GAS & MINING

BLM - Vernal Field Office - Notification Form

Operator QEP Rig Name/# SST 54 Submitted By David Reid Phone Number 435-828-0315

Well Name/Number RW 31-24AGR

Qtr/Qtr NWNE Section 24 Township 7S Range 22E

Lease Serial Number UTU0561

API Number 43-047-53442

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ AM PM

Casing – Please report time casing run starts, not cementing times.

- Surface Casing
- Intermediate Casing
- Production Casing
- Liner
- Other

Date/Time 10/05/2013 8:00 AM PM

BOPE

- Initial BOPE test at surface casing point
- BOPE test at intermediate casing point
- 30 day BOPE test
- Other

RECEIVED
OCT 05 2013
DIV. OF OIL, GAS & MINING

Date/Time _____ AM PM

Remarks WE WILL BE RUNNING 5 1/2" PRODUCTION CASING T/6449' AND CEMENTING

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: UTU0561
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME: RED WASH
2. NAME OF OPERATOR: QEP ENERGY COMPANY		8. WELL NAME and NUMBER: RW 31-24AGR
3. ADDRESS OF OPERATOR: 11002 East 17500 South , Vernal, Ut, 84078		9. API NUMBER: 43047534420000
PHONE NUMBER: 303 308-3068 Ext		9. FIELD and POOL or WILDCAT: RED WASH
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0822 FNL 2237 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 24 Township: 07.0S Range: 22.0E Meridian: S		COUNTY: UINTAH
		STATE: UTAH

11.

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 10/22/2013	<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 checked="" type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

THIS WELL COMMENCED PRODUCTION ON OCTOBER 22, 2013 @ 7:30 P.M.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
October 30, 2013**

NAME (PLEASE PRINT) Jan Nelson	PHONE NUMBER 435 781-4331	TITLE Permit Agent
SIGNATURE N/A	DATE 10/23/2013	

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

AMENDED REPORT FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU0561
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME
1a. TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> DRY <input type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME RED WASH
b. TYPE OF WORK: NEW WELL <input checked="" type="checkbox"/> HORIZ. LATS. <input type="checkbox"/> DEEP-EN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/> DIFF. RESVR. <input type="checkbox"/> OTHER _____		8. WELL NAME and NUMBER: RW 31-24AGR
2. NAME OF OPERATOR: QEP ENERGY COMPANY		9. API NUMBER: 4304753442
3. ADDRESS OF OPERATOR: 11002 E. 17500 S. CITY VERNAL STATE UT ZIP 84078		10. FIELD AND POOL, OR WILDCAT RED WASH
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: NWNE, 822' FNL, 2237' FEL AT TOP PRODUCING INTERVAL REPORTED BELOW: NWNE, 822' FNL, 2237' FEL AT TOTAL DEPTH: NWNE, 822' FNL, 2237' FEL		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNE 24 7S 22E
		12. COUNTY UINTAH
		13. STATE UTAH

14. DATE SPUDDED: 9/24/2013	15. DATE T.D. REACHED: 10/4/2013	16. DATE COMPLETED: 11/8/2013	ABANDONED <input type="checkbox"/> READY TO PRODUCE <input checked="" type="checkbox"/>	17. ELEVATIONS (DF, RKB, RT, GL): 5375' GL
18. TOTAL DEPTH: MD 6,465 TVD 6,463	19. PLUG BACK T.D.: MD TVD	20. IF MULTIPLE COMPLETIONS, HOW MANY? *	21. DEPTH BRIDGE MD PLUG SET: TVD	
22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each) CBL			23. WAS WELL CORED? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit analysis) WAS DST RUN? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit report) DIRECTIONAL SURVEY? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit copy)	

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
12.25	9.625 J-55	36	0	522		288			
8.75	5.5 L-80	17	0	6,449		1,400	652	3315	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2.875	6,122							

26. PRODUCING INTERVALS					27. PERFORATION RECORD				
FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS	
(A) GREEN RIVER	5,041	5,996			5,041 5,996	.42	101	Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>

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

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5,041 - 5,996	1210 BBLs DELTA 140 AND FRESH WATER; 15,530 LBS SAND

29. ENCLOSED ATTACHMENTS: <input type="checkbox"/> ELECTRICAL/MECHANICAL LOGS <input type="checkbox"/> SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION <input type="checkbox"/> GEOLOGIC REPORT <input type="checkbox"/> CORE ANALYSIS <input type="checkbox"/> DST REPORT <input type="checkbox"/> DIRECTIONAL SURVEY <input checked="" type="checkbox"/> OTHER: OPS SUMMARY	30. WELL STATUS: OSI
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 10/22/2013	TEST DATE: 11/20/2013	HOURS TESTED: 24	TEST PRODUCTION RATES: →	OIL - BBL: 6	GAS - MCF: 7	WATER - BBL: 641	PROD. METHOD: EPU
CHOKE SIZE:	TBG. PRESS. 40	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	INTERVAL STATUS:

INTERVAL B (As shown in item #26)

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

INTERVAL C (As shown in item #26)

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

INTERVAL D (As shown in item #26)

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

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

USED ON LEASE

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				GREEN RIVER MAHOGANY MARKER	3,105 3,917

35. ADDITIONAL REMARKS (Include plugging procedure)

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

NAME (PLEASE PRINT) BENNA MUTH TITLE REGULATORY ASSISTANT - CONTRACTOR
 SIGNATURE *Benna Muth* DATE 1/7/2014

This report must be submitted within 30 days of

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

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

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

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



QEP Energy Company

Daily Activity and Cost Summary

Well Name: RW 31-24AGR

API 43-047-53442	Surface Legal Location S24-T7S-R22E	Field Name RED WASH	County UINTAH	State UTAH	Well Configuration Type Vertical
Unique Well ID UT08816657	Ground Elevation (ft) 5,369.1	Casing Flange Elevation (ft) 5,369.10	Current KB to GL (ft) 22.80	KB to CF (ft) 22.80	Spud Date 9/23/2013 06:00
Job Category DRILLING		Primary Job Type DRILLING	Secondary Job Type DEVELOPMENT		Objective
Start Date 9/23/2013			Job End Date 10/6/2013		

Purpose

Summary

Contractor Pete Martin Drilling	RIG PETE MARTIN 1	Rig Type BUCKET RIG
Contractor Pro Petro	RIG AIR 8	Rig Type AIR RIG
Contractor SST DRILLING	RIG SST 54	Rig Type TOP DRIVE

DOL	Start Date	Summary
1	9/22/2013	PRE SPUD COSTS
2	9/23/2013	DRILL AND SET CONDUCTOR AND MOUSEHOLE
3	9/26/2013	SAFETY MEETING, RIG UP, DRILL, TRIP, RUN CASING AND CEMENT
4	9/27/2013	RIG DOWN AND MOVE 3 MILES WITH WESTROC TRUCKING, WAIT ON DAYLIGHT
5	9/29/2013	MOVE 3 MILES AND RIG UP WITH WESTROC TRUCKING, 100% OFF OLD LOCATION, 100% SET IN. STACKED AND PINNED SUBS, PINNED DERRICK ON FLOOR AND RAISED, SET GENS, PARTS HOUSES, FUEL TANK. PICK UP TOP DRIVE AND GENERAL RIG UP.
6	9/30/2013	PRESSURE TEST, PICK UP MWD TOOLS, PICK UP BHA, DRILL SHOE TRACK, RIG SERVICE, FIT, DRILLING NEW HOLE.
7	10/1/2013	DRILLING, SHORT TRIP, RIG SERVICE, RIG REPAIR-TOP DRIVE.
8	10/2/2013	DRILLING, SHORT TRIP, BREAK OUT OVER TORQUED PIPE,
9	10/3/2013	DRILLING, TRIP FOR BIT,
10	10/4/2013	DRILL TO 6465' T.D.; CONDITION HOLE; SHORT TRIP TO 3000'; CIRCULATE FOR CSG, TRIP OUT LAYING DOWN DRILL PIPE.
11	10/5/2013	RAN & CEMENT PRODUCTION CSG, NIPPLE DOWN, CLEAN PITS & RELEASED RIG.