

BOPCO L.P.

SURFACE USE PLAN
BOPCO's – BMP's

YELLOW CREEK FEDERAL 35-12-3533
ALL WELLS ON PAD
SECTION 35, T1N, R98W
Rio Blanco County, Colorado
Federal Lease: COC-059394

1. EXISTING ROADS

From the intersection of US Highway 64 and 10th Street in Meeker, Colorado proceed in a westerly direction along US Highway 64 approximately 19.8 miles to the junction of the Piceance Creek Road (County Road #5); exit left and proceed in a southerly direction along the Piceance Creek Road approximately 4.6 miles to the junction of County Road 20; exit right and proceed in a northwesterly direction along County Road 20 approximately 2.7 miles to the junction of County Road 83 (south) and County Road 88 (north). Continue on County Road 20 in a southwesterly direction approximately 2.3 miles to the junction of County Road 122; exit right and proceed in a westerly direction along County Road 122 approximately 5.2 miles to the intersection of a service road; exit left and proceed in a southeasterly direction along the service road approximately 1.1 miles to the intersection of a service road to the proposed access road for the 35-33-1; exit right and proceed in an easterly direction approximately 1.5 miles to the proposed access road of the 35-12-1. Exit left and drive in an easterly direction approximately 60 feet to the location.

Total distance from Meeker, Colorado is approximately 37.3 miles in a westerly direction.

All existing roads to the location are State of Colorado, BLM maintained or County Class D roads. These roads are in good condition and will be continually maintained per BLM's road and safety standards found in "BLM's 9113 – Road Manual".

Please see the attached map for additional details.

2. PLANNED ACCESS ROAD

Access will utilize the existing access to the YCF 35-33-1 with no improvements proposed.

3. LOCATION OF EXISTING WELLS

The following wells are located within a one-mile radius of the location site.

Producing well.....	Five (5)
Water well.....	None
Abandoned well.....	None

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Temporary abandoned well..... None
Disposal well.....None
Drilling/Permitted well.....None
Shut in well.....None
Injection well.....None
Monitoring or observation well.....None

**4. LOCATION OF TANK BATTERIES, PRODUCTION FACILITES AND
PRODUCTION GATHERNG SERVICE LINES:**

Current tank battery facilities on site are parallel along the access road into pad area (see Sheet 4). The final layout will be submitted by Sundry Notice prior to changing or constructing any new facilities.

Dimension of current well site pad is 325' wide x 368' long. No additional pad area is required.

Production facilities are already installed on this well pad and are reflected on the referenced sheets (2b, 4, 5, and 6) of the plat package. The tank battery facilities are adjacent to the well pad (between Corners 2 and 3) and along the access corridor.

Site preparation for the drilling will be done with standard excavation equipment using native materials. If additional surface material (gravel) is needed it will be obtained from a commercial sources or an approved borrow area.

All above ground permanent structures including production equipment will be painted to blend with the surrounding landscape. The color specified is given with the Standard Environmental Color – Juniper Green.

Containment already exists around the tank battery which is of sufficient capacity to contain at least 110 percent of the storage capacity of the largest tank within the containment.

Cuttings pits will be properly fenced to prevent any wildlife and livestock entry. Pits, which contain hydrocarbons, will be netted.

Production facilities may vary according to actual reservoir discovered. If the well is a producer, any additional production facilities will be authorized by Sundry Notice.

The site will require periodic maintenance to ensure that drainages are kept open and free of debris, ice, and snow, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

If the well is capable of economic production, buried gas and water lines already exist. The line will be connected to the existing pipeline in Section 32, T1N, R98W, 6th PM.

An off lease right-of-way will not be required.

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Rehabilitation of unneeded, previously disturbed areas will consist of backfilling and contouring, back sloping and contouring all cut and fill slopes. These areas will be re-seeded. Refer to plans for restoration of surface for additional details.

5. LOCATION AND TYPE OF WATER SUPPLY

No water supply pipelines will be laid for this well.

No water well will be drilled for this well.

Drilling water for this well will come from the produced water from the field to be used during drilling operations. This water will be hauled over the approved access road(s) shown within the attached map set (Sheet 7).

The secondary water supply for construction, drinking, cement jobs, and dust suppression and operations will be provided by RN Industries Trucking/Dalbo Water Service which has a water withdrawal permit for the White River. This water comes from the White River at the intersection of County Road 5 and Highway 64. Also, if necessary BOPCO, L.P. will get water from the city of Meeker, a local source of municipal water, through direct water purchases. The truck route is shown on Sheet 7.

6. SOURCE OF CONSTRUCTION MATERIALS

Constructions materials will consist of native materials from borrow ditches and location areas. The Natural Resources Conservation Service identifies the soil in this area as “104 – yamac loam, 2 to 15 percent slopes”.

At this time, no construction is anticipated because the pad and production facilities have previously been built.

The use of materials will conform to 43 CFR 3610.2-3.

No construction materials will be removed from BLM lands.

If any gravel is used, it will be obtained from a state approved gravel pit sources.

7. METHODS FOR HANDLING WASTE DISPOSAL

BOPCO proposes to use a de-watering system in its drilling operations. The system uses a series of centrifuges to remove the cuttings from the drilling fluid and returns the fluid to tanks while the cuttings are disposed of in a cuttings pit on location. This method eliminates the need for a separate reserve pit and has proved successful on drilling operations within the Piceance Basin.

Cuttings will be placed on 24 mil black plastic liner. A berm will be put around the plastic pile to prevent runoff and to guard against a stormwater event. If a cuttings pit is used, the pit will be

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fenced “stock tight” on three sides during drilling operations and on fourth side at time of rig move out. The fencing will consist of 3 foot high-woven wire topped with two strands of barbed wire. The cuttings pit will remain fenced until backfilled.

The cuttings will be allowed to dry and tested per BLM requirements for threshold HC toxicity levels. If the levels are below normal then the cuttings will be buried. The liner will be properly cut and folded over before burying. If the toxicity levels are above normal per BLM’s requirement for threshold HC toxicity levels then they will be hauled away to an approved EPA landfill.

No trash or debris will be disposed of in the cuttings pit.

All drilling fluids will be contained within a closed loop drilling system. Any extra drilling fluids will be stored in tanks on the cut side of the drill pad (refer to Sheet 5). Drilling fluids may be reused at the next well or delivered to an approved commercial disposal facility. If commercial disposal is selected, it is anticipated that RNI Industries (DALBO) located in Rangely, CO will be utilized.

Produced fluids will be contained in the existing tank battery during completion and testing. This tank battery currently contains 4-400 bbl. produced water tanks and 2-400 bbl. condensate tanks.

Sewage disposal facilities will be in accordance with State and local regulations and placed on the pad away from all drilling and/or production activity. Portable chemical toilets will be supplied and properly secured to the site to prevent possible upset. The portable chemical toilets will be pumped out weekly, new chemicals will be added and the waste will be taken to a state approved facility by the company which supplies the toilets.

Garbage and other waste will be contained in a portable bear-proof trash cage which will be totally enclosed with small mesh wire or dumpsters. The cage or dumpster will be located on the pad at a site outside of drilling and/or production activity areas. The contents of the cage or dumpster will be regularly transported to a Colorado Department of Public Health and

Environment (CDPHE) approved Sanitary Landfill until completion of operations. Trash will be picked up if scattered and contained in trash container as soon as practical after rig is moved off location. Trash containers would be relocated off-site as soon as practical after rig relocation.

Upon release of the drilling rig, rathole and mousehole will be filled. Excess equipment will be removed and the well site area will be cleaned and all refuse removed.

8. ANCILLARY FACILITIES

Garbage containers and chemical toilets are the only ancillary facilities proposed in this application.

No camps, airstrips or staging areas are proposed with this application.

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9. WELL-SITE LAYOUT

The drill pad was previously built and BOPCO, L.P. plans no further pad construction.

Stormwater BMP's continue to be implemented on this pad. The most recent stormwater plat for the YCF 35-12-1 pad has been provided to BLM.

See attached drillsite plat – map package Sheet1a through 9.

The present site has no reserve pit and plans are to go only with a cuttings pit of 50 ft x 50 ft .x 12 ft deep (see Sheet 4).

All cut /fill slopes are 1.5:1, Back slopes to be 2:1 or shallower.

Flare pit for drilling operations will (if used) to be located minimum 125 ft. from well bore and on outside of location pad.

The well will be properly identified in accordance with 43 CFR 3162.6.

10. PLANS FOR RESTORATION OF THE SURFACE

Site reclamation for a producing well will be accomplished for portions of the site not required for the continued operation of the well.

Upon well completion, any hydrocarbons in the cuttings pit shall be removed in accordance with 43 CFR 3162.7-1. The pit and that portion of the location not needed for production facilities/operations will be re-contoured to the approximate natural contours.

Following BLM published Best Management Practices the interim reclamation will be completed within 180 days of completion of the well to reestablish vegetation, reduce dust and erosion and compliment the visual resources of the area. This will include re-spreading top soil free of weeds to an adequate depth up to six inches. The soil will be re-contoured and if necessary will include ripping, tilling, and tracking.

All equipment and debris will be removed from the area proposed for interim reclamation and the pit area will be backfilled and re-contoured.

The area outside of the rig anchors and other disturbed areas not needed for the operation of the well will be re-contoured to blend with the surrounding area and reseeded as prescribed within the BLM approval documents

Reclaimed areas receiving incidental disturbance during the life of the producing well will be re-contoured and reseeded.

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The Operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites, or other applicable facilities by spraying or mechanical removal. A list of noxious weeds may be obtained from the BLM or the appropriate County Extension Office. On BLM administered land, it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides, pesticides or possibly hazardous chemicals.

Prior to final abandonment of the site, all disturbed areas, including the access road, will be scarified and left with a rough surface. Site preparation will included re-spreading topsoil to an adequate depth, and may also include ripping, tilling, disking on contour, and dozer track-imprinting. The site will be re-contoured and drill seeded or “dozer track-walking” followed by broadcast seeding as prescribed by the BLM. The BLM recommended seed mix will be detailed within their approval documents.

11. SURFACE OWNERSHIP

Access road.....	Federal/BLM
Location.....	Federal/BLM
Pipe line.....	Federal/BLM

12. OTHER INFORMATION

Project area is situated in the undulating uplands south of the White River.

No surface use is allowed during December 1 through March 31 for the purpose of protecting big game critical winter ranges.

Topographic and geologic features – moderate – relief area, well drained, sand and silt deposition, surrounded by rock outcrops with moderately eroded drainages.

Flora consists of: Juniper, Pinyon pine, Big sagebrush, Silver sagebrush, Matchbrush, Phlox, Prickly pear, Winterfat, Bluebunch wheatgrass, Indian ricegrass, Needle and thread, Groundsel, and Western wheatgrass.

Fauna – mule deer and elk observed; assume coyotes, rabbits, raptors, prairie dogs, and rodents.

Concurrent surface use – grazing and hunting.

Mineral Owner – Federal, managed by the Bureau of Land Management – White River Field Office, 220 East Market Street, Meeker, Colorado 81641.

Surface Owner – Federal, managed by the Bureau of Land Management – White River Field Office, 220 East Market Street, Meeker, Colorado 81641.

Proximity of water, occupied dwelling or other features – an un-named intermittent drainage of + .15 miles northeast of location, which flows into Yellow Creek.

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Archaeological, cultural and historical information (A Class III (100% pedestrian) cultural resource inventory) was completed by an Archaeological Consultant and sent separately in to Michael Selle, BLM White River Field Office covering more than 10 acres on the drill site.

If any fossils are discovered during construction, operator shall cease construction immediately and notify the Authorized Officer so as to determine the significance of the discovery.

The operator is responsible for informing all persons in the area who are associated with this project that they will be subject to prosecution for knowingly disturbing historic or archaeological sites, or for collecting artifacts. If historic or archaeological materials are uncovered during construction, the operator is to immediately stop work that might further disturb such materials, and contact the authorized officer (AO). With five working days the AO will inform the operator as to: whether the materials appear eligible for the National Register of Historic Places; the mitigation measures the operator will likely have to undertake before the site can be used (assuming in site preservation is not necessary); and, a timeframe for the AO to complete and expedite review under 36 CFR 800-111 to confirm, through the State Historic Preservation Officer, that the findings of the AO are correct and that mitigation is appropriate.

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with finding cultural resources, the AO will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise, the operator will be responsible for mitigation costs. The AO will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the AO that the required mitigation has been completed, the Operator will then be allowed to resume construction.

Hazardous Materials: BOPCO L.P. maintains a file, per 29 CFR 1910.1200(g) containing currently Material Safety Data Sheets (MSDS) for all chemicals, compounds, and/or substances which are used during the course of construction, drilling, completion, and production operations

for this project. Hazardous materials (substances) which may be transported across these lands may include drilling mud and cementing products which are primarily inhalation hazards, fuel (flammable and/ or combustible), materials that may be necessary for well completion/stimulation activities such as flammable or combustible substances and acids/gels (corrosives). The opportunity for Superfund Amendments and Reauthorization Act (SARA) listed Extremely Hazardous Substances (EHS) at the site is generally limited to proprietary treating chemicals. All hazardous substances and EHSs and commercial preparations will be handled in an appropriate manner to minimize the potential for leaks or spills to the environment.

13. Lessees or Operator's representative and certification:

A) Representatives

Trent W. Green, Division Production Manager
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Parker, CO 80134

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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, and any applicable notices to lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

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OPERATOR CERTIFICATION

This drilling permit will be valid for a period of two (2) years from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and that the work associated with operations proposed herein will be performed by BOPCO, L.P. and its contractors and subcontractors 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.

Reed Haddock
Regulatory Analyst

DATE: November 23, 2009

BOPCO, L.P. Representatives:

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Jay Rasmussen, Area Production Supervisor; phone: (970) 220-2235

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STATEMENT OF USE OF HAZARDUS MATERIALS

No chemical(s) form the EPA's consolidated list of Chemicals subject to Reporting under Title III of the Superfund Amendments and Reauthorization. Act (SARA) of 1986 will be used, produced, transported, stored, disposed, or associated with the proposed action. No extremely hazardous substances, as defined in 40 CFR355, will be used, produced, stored, transported, disposed, or associated with the proposed action.

If you require additional information please contact:

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