FORM 15 Rev 6/99

State of Colorado
Oil and Gas Conservation Commission

01632014

1120 Lincoln Street, Suite 801, Denver, Colorado 80203 (303)894-2100 Fax:(303)894-2109

FOR OGCC USE ONLY
RECEIVED
JAN 12 2010
COGCC

EARTHEN PIT REPORT/PERMIT

This form is to be used for both reporting and permitting pits. Rule 903 describes when a Permit with prior approval, or a Report within 30 days, is required for pits. Submit required attachments and forms.

Complete the Attachment Checklist

	Oper	OGCC
Detailed Site Plan	X	
Topo Map w/ Pit Location	X	
Water Analysis (Form 25)	NA	
Source Wells (Form 26)	NA	
Pit Design/Plan & Cross Sec	X	
Design Calculations	X	
Sensitive Area Determ.	X	
Mud Program	NA	
Form 2A	X	

FORM SUBMITTED FOR:

☐ Pit Report ☒ Pit Permit

OGCC Operator Number: 96850
Name of Operator: Williams Production RMT
Address: 1058 County Rd 215
City: Parachute State: CO Zip: 81635

Contact Name and Telephone:
Karolina Blaney
No: 970 683-2295
Fax: (970) 285-9573

API Number (of associated well): _____ OGCC Facility ID (of other associated facility): _____

Pit Location (QtrQtr, Sec, Twp, Rng, Meridian): SWSE 7S 96W Section 28

Latitude: 39.404536 Longitude: -108.110461 County: GARFIELD

Pit Use: ☐ Production ☐ Drilling (Attach mud program) ☒ Special Purpose (Describe Use): FLARE PIT

Pit Type: ☐ Lined ☒ Unlined Surface Discharge Permit: ☐ Yes ☒ No

Offsite disposal of pit contents: ☐ Injection ☐ Commercial Pit/Facility Name: SG 34-28 Pit/Facility No: _____

Attach Form 26 to identify Source Wells and Form 25 to provide Produced Water Analysis results.

Existing Site Conditions

Is the location in a "Sensitive Area?" ☐ Yes ☒ No **Attach data used for determination.**

Distance (in feet) to nearest surface water: 194' ground water: 45' water wells: 1092'

LAND USE (or attach copy of Form 2A if previously submitted for associated well) Select one which best describes land use:

Crop Land: ☐ Irrigated ☐ Dry Land ☐ Improved Pasture ☐ Hay Meadow ☐ CRP

Non-Crop Land: ☒ Rangeland ☐ Timber ☐ Recreational ☐ Other (describe): _____

Subdivided: ☐ Industrial ☐ Commercial ☐ Residential

SOILS (or attach copy of Form 2A if previously submitted for associated well)

Soil map units form USNRCS survey: Sheet No: NA Soil Complex/Series No: 4, 66

Soils Series Name: Arvada Horizon thickness (in inches): A: 0-3 ; B: 3-17 ; C: 17-60

Soils Series Name: Torriorthents-Camborthids Horizon thickness (in inches): A: 0-4 ; B: 4-30 ; C: 30-34

Attach detailed site plan and topo map with pit location.

Pit Design and Construction

Size of pit (feet): Length: 10 Width: 10 Depth: 5

Calculated pit volume (bbls): 50 Daily inflow rate (bbls/day): NA

Daily disposal rates (attach calculations): Evaporation: NA bbls/day Percolation: NA bbls/day

Type of liner material: NA Thickness: NA

Attach description of proposed design and construction (include sketches and calculations).

Method of treatment of produced water prior to discharge into pit (separator, heater treater, other): NA

Is pit fenced? ☐ Yes ☒ No Is pit netted? ☐ Yes ☒ No

I hereby certify that the statements made in this form are, to the best of my knowledge, true, correct, and complete.

Print Name: Karolina Blaney Signed: Karolina Blaney

Title: Environmental Specialist Date: 1/5/10

OGCC Approved: _____ Title: _____ Date: _____

CONDITIONS OF APPROVAL, IF ANY:

FACILITY NUMBER: 415154

JAK

EXPLORATION AND PRODUCTION
1058 CR #215
P.O. Box 370
Parachute, Colorado 81635
970/285-9377 – 970/285-9573 (fax)

January 11, 2009

Mr. Alex Fischer
Environmental Supervisor – Western Colorado
Colorado Oil and Gas Conservation Commission
1120 Lincoln St.
Denver, CO 80203

Re: Form 15 applications for the flare pits located on the RU 23-5, RU 34-6, SG 34-28, and KP 24-16 pads

Dear Mr. Fischer:

Enclosed are the COGCC Form 15 applications with attachments for the flare pits, owned by Williams Production RMT. These pits will be used to collect excess fluids that might be generated exclusively in an emergency situation during the drilling process.

The enclosures include:

- Form 15
- Topo Map with Pit Location
- Detailed Site Plan
- Pit Design, Cross Section, and Design Calculations
- Sensitive Area Determination
- Copy of Form 2A

I appreciate your consideration in this matter. If you have any questions or need additional information, please do not hesitate to call me at (970) 683-2295.

Best Regards,

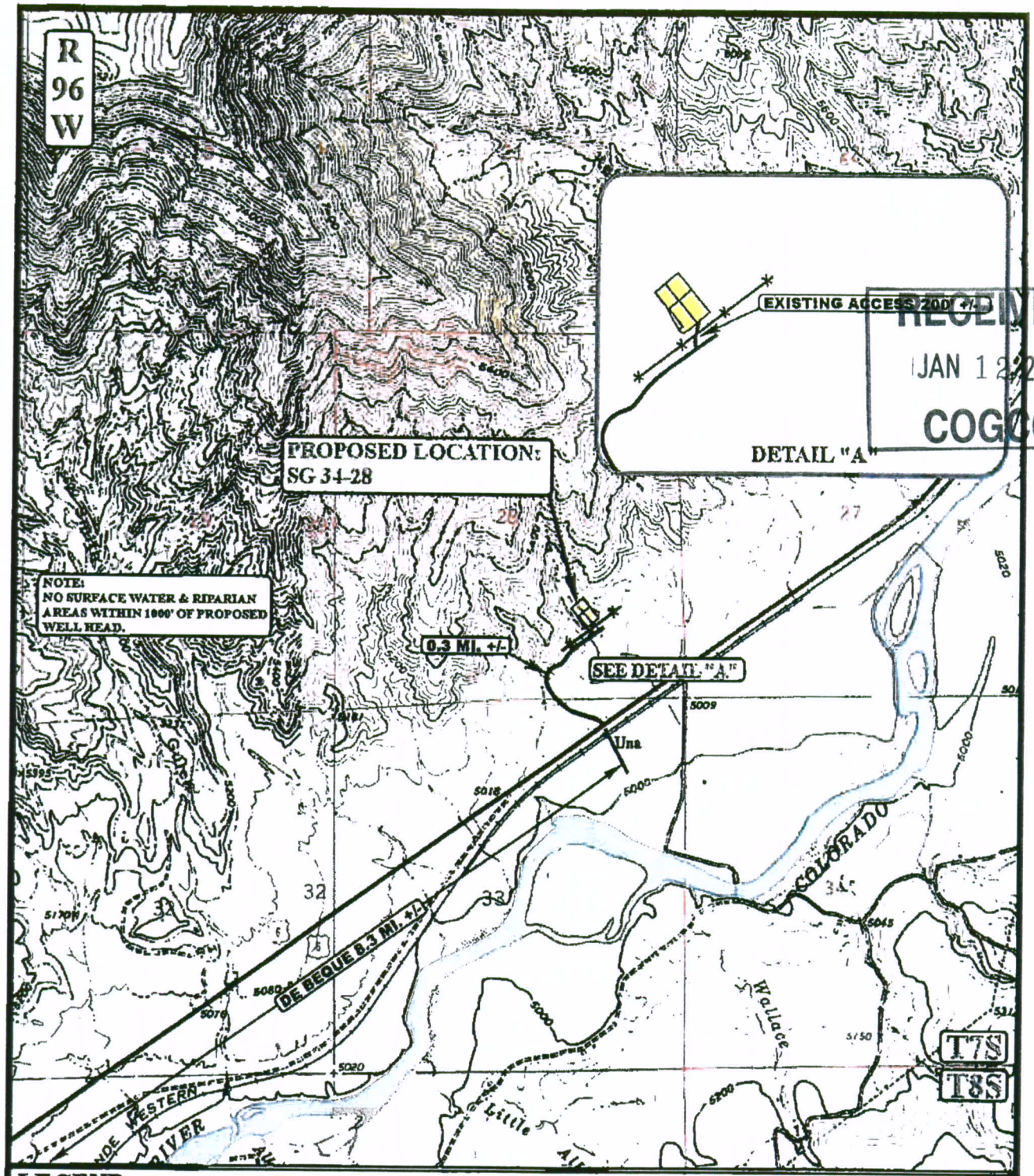
Karolina Blaney

Karolina Blaney
Environmental Specialist
Piceance - Valley Asset Team
(970) 683-2295 (Office)
(970) 589-0743 (Cell)
Karolina.Blaney@williams.com

cc (via e-mail): G. Davis

Environmental file (Waste Management)

Topo Map with Pit Location



LEGEND:

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING FENCE & CATTLE GUARD

N

WILLIAMS PRODUCTION RMT COMPANY

SG 34-28
SECTION 28, T7S, R96W, 6th P.M.
SW 1/4 SE 1/4

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

TOPOGRAPHIC MAP	12 MONTH	28 DAY	07 YEAR	5 TOPO
SCALE: 1" = 2000'	DRAWN BY: Z.L.	REV: J.H. 09-16-09		

Detailed Site Plan

CONSTRUCTION LAYOUT DRAWING

WILLIAMS PRODUCTION RMT COMPANY

SCALE: 1" = 60'
DATE: 01-29-08
Drawn By: D.R.B.
Revised: 09-16-09 D.R.B.

PLAT #2 LOCATION LAYOUT FOR SG 34-28
T7S R96W Section 28

ROBERT L. KAY
REGISTERED
LAND SURVEYOR
STATE OF COLORADO

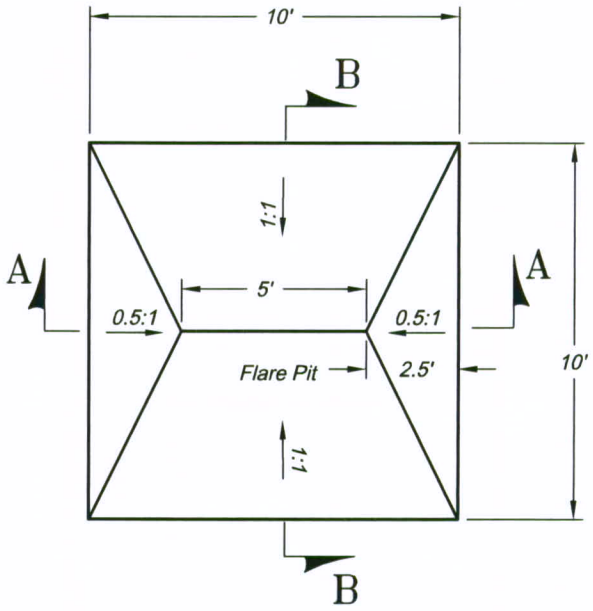
Prevailing Winds

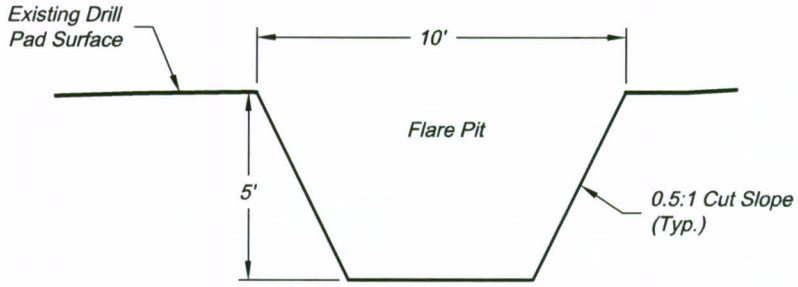
C-3.7' El. 92.6'
C-5.2' El. 94.1'
F-6.7' El. 82.2'
F-0.9' El. 88.0'
Construct Diversion Ditch
Exist. Fence
Proposed Production Equipment Area
Exist. Fac.
Exist. Tanks
"D"
Existing Drainage
F-11.1' El. 77.8'
NOTE: USE DIRT PILE TO EXTEND PAD.
160'
N54°27'54"W
Property Line
Cut/Fill Transition Line
Existing Drainage
100'
Edge of Pad
C-1.6' El. 90.5'
F-5.1' El. 83.8'
"C"
Prop. SG 533-28
Prop. SG 433-28
125'
Prop. SG 24-28
Prop. SG 424-28
Prop. SG 443-28
Prop. SG 543-28
Exist. SG 324-28
7.5' (Typ.)
Prop. SG 44-28
Prop. SG 334-28
Exist. SG 34-28
Prop. SG 434-28
Exist. SG 344-28
Prop. SG 31-33
7.5' (Typ.)
Prop. SG 331-33
Prop. SG 444-28
Prop. SG 431-33
Meth. Inj. Unit
Prop. SG 544-28
Prop. SG 341-33
Prop. SG 41-33
Existing Fenceline
C-3.9' El. 92.8'
BLM FEE
Topsoil Stockpile
"B"
Spoils Stockpile
CUTTING PITS (12' Deep)
Slope = 1 : 1
194'
151'
133'
215'
125'
FLARE PIT
Min. 100' from rig substructure.
C-0.5' El. 89.4'
"A"
79'
Edge of Pad
Flare Pit
C-1.2' El. 90.1'
C-1.0' El. 89.9'
Stockpile
Existing Fenceline
Existing Road
Existing Access Road
NOTE:
2' Contour Interval
60' 30' 0' 60'
SCALE
Elev. Graded Ground at Location Stake = 5088.9'

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

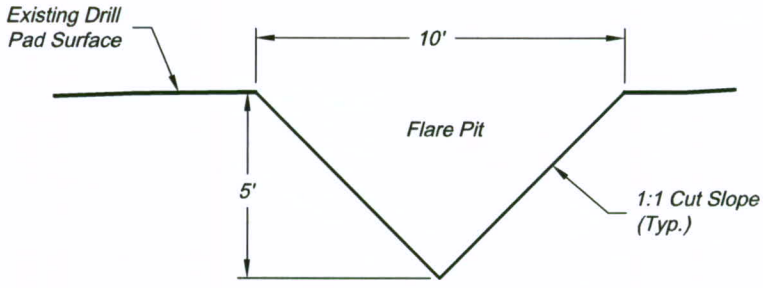
Pit Design/Plan and Cross Section

Design Calculations





Section A
Scale: 1" = 5'



Section B
Scale: 1" = 5'

Total Volume ~ 50bbls

Revised date:8/11/09

136 East Third Street
Rifle, Colorado 81650
Ph. (970) 625-1330
Fax (970) 625-2773
BOOKCLIFF Survey Services, Inc.

SCALE:	1" = 5'
DATE:	5/15/09
SHEET:	1 of 1
PROJECT:	Williams
DFT:	cws

Construction Plan Prepared for:
Williams Production, RMT

10' x 10' FLARE PIT
WILLIAMS STANDARD DETAIL

K:\Williams\Typicals\Flare Pit.dwg, 5/15/2009 3:16:54 PM

Sensitive Area Determination

Sensitive Area Determination Checklist

Williams Production RMT Company – Valley			
Person(s) conducting inspection		Ashlee Lane	10/8/2009
		Mark Mumby	10/27/2009
Site Information			
Location:	SG 34-28		Time: 11:40 & 11:20
Site Activity:	Producing well pad		
Personnel on-site:	None		
Environmental Conditions	Cloudy, cold, intermittent showers both inspections		
Temperature (°F)	~50		

1. Will the pit of the proposed facility contain hydrocarbons and chlorides or other E&P wastes?
   X Yes ☐ No
   If yes, list pit type(s): Drilling Pit, Flare Pit

SURFACE WATER

1. Are there any surface water features or SWSAs adjacent to or within the ¼ mile buffer zone?
   X Yes ☐ No
   If yes, list type of surface water feature(s); i.e. seeps, springs, wetlands:
   There are two unnamed ephemeral drainages.
   If yes, describe location relative to facility:
   The larger of the two is adjacent to the west side of the pad. The second smaller drainage is adjacent to the east side of the pad.
2. Could a potential release from the proposed facility reach surface water features?
   X Yes ☐ No
   If yes, describe the pathway a release from facility would likely follow to determine if the potential to impact surface water is high or low.
   If a release were to migrate off the pad it would flow down the fill slope of the pad and directly into the drainages on both the east and west sides. The drainage on the east side of the pad could be potentially affected by a large release if it migrated down the access road on the south side of the pad.
3. Is the potential to impact surface water from a facility release high or low?
   ☐ High X Low

Williams

GROUNDWATER

1. Is the site of the proposed facility underlain by an unconfined aquifer?
   X Yes ☐ No (*If no, this section does not need to be completed.*)

2. Is the hydraulic conductivity of the underlying soil or bedrock $\geq 1.0 \times 10^{-7}$ cm/sec?
   ☐ Yes X No

3. Is the proposed facility located within 1/8 mile of a domestic water well or 1/4 mile of a public water supply well?
   ☐ Yes X No

4. Is the proposed facility located within a 100 year floodplain?
   ☐ Yes (*Sensitive Area*) X No (*If no, proceed to question #5.*)

5. Is the depth to groundwater known?
   X Yes (*If yes, follow instructions provided in 5(a) of this section).*
   ☐ No (*If no, follow instructions provided in 5(b) of this section*).

   (a) If yes, could a potential release from the proposed facility reach groundwater?
   ☐ Yes X No (*If no, this section does not need to be completed.*)
   If yes, explain:

   (b) If no:
   (i) Evaluate surrounding soils and vegetation which may suggest the presence of shallow groundwater
   (ii) Drill a soil boring to determine depth to groundwater.
   (iii) Model hydro geologic conditions to determine if the potential to impact groundwater is high or low.

6. Is the potential to impact ground water from a facility release high or low?
   ☐ High X Low

Additional Comments:

The ephemeral drainages on both sides of the pad exhibit signs of substantial water flow after large precipitation events. However neither of the drainages have a direct connection to the Colorado River due to the developed industrial area south of Interstate 70. Groundwater is at sufficient depth and is most likely in another flow regime than that of the pad. Therefore, it would be extremely unlikely that it would not be affected by a release form the site. With the information gathered from the site the pad can be designated as being in a non-sensitive area.

Inspector(s) Signature(s): [signature] Date: 10/29/2009

[signature] Date: 10/29/2009

[signature]

Copy of Form 2A

Form 2A Rev 03/09 Page 1

State of Colorado
Oil and Gas Conservation Commission
1120 Lincoln Street, Suite 801, Denver, Colorado 80203 Phone: (303)894-2100 Fax (303)894-2109

For COGCC Use Only

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JAN 12 2010
COGCC

Deemed Complete

Oil and Gas Location Assessment

☐ New Location ☒ Amend Existing Location Location #: 334397

Submit original plus one copy. This form is to be submitted to the COGCC prior to any ground disturbance activity associated with oil and gas development operations. This Assessment may be approved as a stand alone application or submitted as an informational report accompanying an Application for Permit-To-Drill, Form 2. Approval of this Assessment will allow for the construction of the below specified location; however, it does not supersede any land use rules applied by the local land use authority. This form may serve as notice to land owners and other interested parties, please see the COGCC web site at http://colorado.gov/cogcc/ for all accompanying information pertinent to this Oil and Gas Location Assessment.

☒ This location assessment is included as part of a permit application.

Complete the Attachment Checklist

Attachment	Op	COGCC
Location Pictures	☒	
Location Drawing	☒	
Hydrology Map	☒	
Access Road Map	☒	
Reference Area Map	☒	
Reference Area Pictures	☒	
NRCS Map Unit Desc	☒	
Const. Layout Drawings	☒	
Multi-well Plan	☒	
Proposed BMPs	☒	
Sensitive Area Data	☒	
Section 404 Permit	☐	
CDP Conditions	☐	
3178 Notification	☐	
	☐	

1. Consultation

☐ This location is included in a Comprehensive Drilling Plan. CDP #
☒ This location is in a sensitive wildlife habitat area.
☐ This location is in a wildlife restricted surface occupancy area.
☐ This location includes a Rule 306.d.(1)A.ii. variance request.

2. Operator

Operator Number: 96850 Suffix:
Name: Williams Production RMT Company
Address: 1515 Arapahoe St., Tower 3, Suite 1000
City: Denver State: CO Zip: 80202

3. Contact Information

Name: Greg Davis
Phone: 303 606-4071
Fax: 303 629-8272
email: Greg.J.Davis@Williams.com

4. Location Identification:

Name: Wright, Smallwood, Casteel Number: SG 34-28
County: Garfield
QuarterQuarter: SWSE Section: 28 Township: 7S Range: 96W Meridian: 6th Ground Elevation: 5089'
Define a single point as a location reference for the facility location. This point should be used as the point of measurement in the drawings to be submitted with this application. When the location is to be used as a well site then the point shall be a well location.
Footage at surface: 1194 feet, from North or South section line: S and 1488 feet, from East or West section line: E
Latitude: 39.404536 Longitude: 108.110461 PDOP Reading: 2.3 Date of Measurement: 12/20/07
Instrument operator's name: Robert Kay

5. Facilities (Indicate the number of each type of oil and gas facility planned on location)

Wells	19	Drilling Pits		Special Purpose Pits		Production Pits		Multi-Well Pits		Oil Tanks	
Condensate Tanks	5	Water Tanks	6	Separators	19	LACT Unit		Dehydrator Units		Gas Compressors	
Pump Jacks		Cavity Pumps		Electric Motors		Gas or Diesel Motors	3	Electric Generators	3	Fuel Tanks	1
Pigging Station		Gas Pipeline		Oil Pipeline		Water Pipeline		Flare	1	VOC Combustor	

Other: Cuttings Trench

6. Construction

Date planned to commence construction: 2/1/10 Size of disturbed area during construction in acres: 4.048 Is H2S Anticipated: Yes ☐
Estimated date that interim reclamation will begin: 03/01/11 Size of location after interim reclamation in acres: 1.367
Estimated post-construction ground elevation: 5089' Will a closed loop system be used for drilling fluids: Yes ☒
Will salt sections be encountered during drilling: Yes ☐ No ☒ Will salt (>15,000 ppm TDS Cl) or oil based muds be used: Yes ☐ No ☒
Mud disposal: Offsite ☒ Onsite ☐ Method: Land Farming ☐ Land Spreading ☐ Disposal Facility ☐ Other ☒ re-used

7. Surface Owner

Name: Wright, Casteel, and Smallwood Phone:
Address: See Surface Use Agreement Fax:
Address: email:
City: State: Zip: Date of Rule 306 surface owner consultation:
Surface Owner: ☐ Fee ☐ State ☐ Federal ☐ Indian
Mineral Owner: ☒ Fee ☐ State ☒ Federal ☐ Indian
The surface owner is: ☐ the mineral owner ☐ committed to an oil and gas lease ☐ is the executor of the oil and gas lease. ☐ the applicant
The right to construct the location is granted by: ☐ oil and gas lease ☒ Surface Use Agreement ☐ Right of Way ☐ applicant is owner
Surface damage assurance if no agreement is in place: ☐ $2,000 ☐ $5,000 ☒ Blanket Surety Id:

8. Reclamation Financial Assurance

☒ Well Surety Id: 20030107 ☐ Gas Facility Surety Id: ☐ Waste Management Surety Id:

9. Cultural

Is the location in a high density area (Rule 603.b.): Yes ☐ No ☒
Distance, in feet, to nearest building: 958' , public road: 337' , above ground utility: 917' , railroad: 1680' , property line: 37'

Continue on Page Two

State of Colorado
Oil and Gas Conservation Commission
1120 Lincoln Street, Suite 801, Denver, Colorado 80203 Phone: (303)894-2100 Fax (303)894-2109

Oil and Gas Location Assessment Page 2

10. Current Land Use (Check all that apply)

Crop Land:	☐ Irrigated	☐ Dry land	☐ Improved Pasture	☐ Hay Meadow	☐ CRP
Non-Crop Land:	☒ Rangeland	☐ Timber	☐ Recreational	☐ Other (describe):	
Subdivided:	☐ Industrial	☐ Commercial	☐ Residential		

11. Future Land Use (Check all that apply)

Crop Land:	☐ Irrigated	☐ Dry land	☐ Improved Pasture	☐ Hay Meadow	☐ CRP
Non-Crop Land:	☒ Rangeland	☐ Timber	☐ Recreational	☐ Other (describe)	
Subdivided	☐ Industrial	☐ Commercial	☐ Residential		

12. Soils

List all soil map units that occur within the proposed location. Attach the National Resource Conservation Service (NRCS) report showing the "Map Unit Description" report listing the soil typical vertical profile. This data is to used when segregating topsoil.

The required information can be obtained from the NRCS web site at http://soildatamart.nrcs.usda.gov/ or from the COGCC web site GIS Online map page found at http://colorado.gov/cogcc. Instructions are provided within the COGCC web site help section.

NRCS Map Unit Name: 4 Arvada Loam 6 to 20% Slopes

NRCS Map Unit Name: 66 Torriorthents - Cambothids - Rock outcrop complex, steep

NRCS Map Unit Name:

13. Plant Community

Complete this section only if any portion of the disturbed area of the location's current land use is on non-crop land.

Are noxious weeds present: Yes ☐ No ☒

Plant species from: ☐ NRCS or, ☒ field observation Date of observation 7/13/09

List individual species. Sagebrush and Native Grasses

Check all plant communities that exist in the disturbed area.

- ☐ Disturbed Grassland (Cactus, Yucca, Cheatgrass, Rye)
- ☐ Native Grassland (Bluestem, Grama, Wheatgrass, Buffalograss, Fescue, Oatgrass, Brome)
- ☐ Shrub Land (Mahogany, Oak, Sage, Serviceberry, Chokecherry)
- ☐ Plains Riparian (Cottonwood, Willow, Aspen, Maple, Poplar, Russian Olive, Tamarisk)
- ☐ Mountain Riparian (Cottonwood, Willow, Blue Spruce)
- ☒ Forest Land (Spruce, Fir, Ponderosa Pine, Lodgepole Pine, Juniper, Pinyon, Aspen)
- ☐ Wetlands Aquatic (Bullrush, Sedge, Cattail, Arrowhead)
- ☐ Alpine (above timberline)
- ☒ Other (describe): Existing Reclaimed Well Pad

14. Water Resources

Rule 901 e. may require a sensitive area determination be performed. If this determination is performed the data is to be submitted with the Form 2A.

Is this a sensitive area: ☒ No ☐ Yes Was a Rule 901 e. Sensitive Areas Determination performed ☒ No ☐ Yes

Distance (in feet) to nearest surface water: 194' , water well: 1092' , depth to ground water: 45'

Is the location in a riparian area ☒ No ☐ Yes Was an Army Corps of Engineers Section 404 permit filed. ☒ No ☐ Yes If yes attach permit.

Is the location within a Rule 317B Surface Water Supply Area buffer zone ☒ No ☐ 0-300 ft zone ☐ 301-500 ft zone ☐ 501-2640 ft zone

If the location is within a Rule 317B Surface Water Supply Area buffer have all public water supply systems within 15 miles been notified. ☒ No ☐ Yes

15. Comments

This location assessment is for the expansion of the SG 34-28 well pad. There will be a total of 19 wells on the pad when drilled out. There are currently 3 existing producing wells. We are permitting an additional 16 wells at this time.

Pad is located on Fee Surface

The location reference point for this facility is the SG 34-28 well. All measurements were taken from this point.

I hereby certify that the statements made in this form are, to the best of my knowledge, true, correct and complete.

Signed Greg Davis Date 12/28/09 Email Greg.J.Davis@Williams.com

Print Name: Greg Davis Title: Supervisor Permits

COGCC Approved _____ Title _____ Date _____

CONDITIONS OF APPROVAL will be attached. Location Number: _____

WILLIAMS PRODUCTION RMT COMPANY

SG533-28 SG434-28 SG431-33 SG 34-28 SG341-33 SG 41-33 SG 324-28
SG433-28 SG 444-28 SG 44-28
SG 24-28 SG 31-33 LOCATED IN GARFIELD COUNTY, COLORADO SG 544-28
SG 424-28 SG 344-28 SECTION 28, T7S, R96W, 6th P.M. SG 443-28 SG 543-28
SG 334-28 SG 331-33

PHOTO: VIEW OF LOCATION STAKES — CAMERA ANGLE: SOUTHERLY

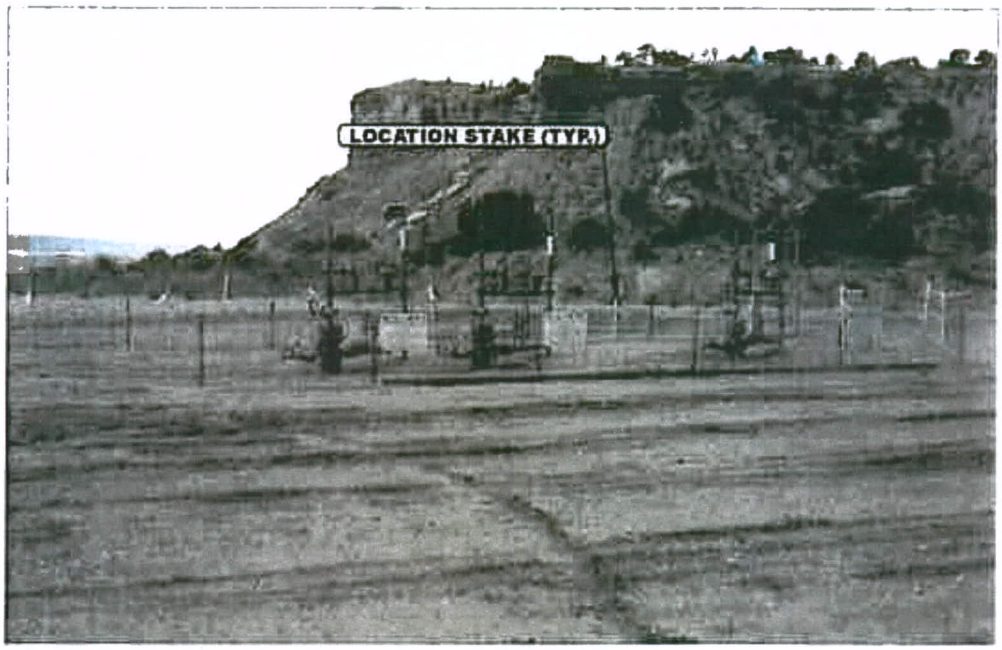


PHOTO: VIEW OF LOCATION STAKES — CAMERA ANGLE: WESTERLY

- Since 1964 -
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

LOCATION PHOTOS	09 MONTH	16 DAY	09 YEAR	PHOTO
TAKEN BY: J.F.	DRAWN BY: J.H.	REVISED: 00-00-00		

WILLIAMS PRODUCTION RMT COMPANY

SG533-28 SG434-28 SG444-28 **SG 34-28** SG 544-28 SG 431-33
SG 24-28 SG 31-33 SG 443-28 SG 341-33
SG424-28 SG 344-28 **LOCATED IN GARFIELD COUNTY, COLORADO** SG 433-28
SG 334-28 SG 331-33 SG 44-28 **SECTION 28, T7S, R96W, 6th P.M.** SG543-28 SG 41-33

PHOTO: VIEW FROM CORNER #A TO LOCATION STAKE **CAMERA ANGLE: EASTERLY**

PHOTO: VIEW OF EXISTING ACCESS **CAMERA ANGLE: NORTHEASTERLY**

· Since 1964 ·
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

LOCATION PHOTOS	03 MONTH	18 DAY	08 YEAR	PHOTO
TAKEN BY: J.F.	DRAWN BY: J.L.G.	REV: J.H. 09-16-09		

WILLIAMS PRODUCTION RMT COMPANY

SG-533-28 SG 434-28 SG 444-28 SG 34-28 SG 443-28 SG 431-33
SG-24-28 SG 31-33 SG 544-28 SG 324-28 SG 341-33
SG 424-28 SG-344-28 LOCATED IN GARFIELD COUNTY, COLORADO SG 433-28
SG 334-28 SG 331-33 SG 44-28 SECTION 28, T7S, R96W, 6th P.M. SG 543-28 SG 41-33

PHOTO: VIEW OF LOCATION STAKES — CAMERA ANGLE: NORTHERLY

PHOTO: VIEW OF LOCATION STAKES — CAMERA ANGLE: EASTERLY

- Since 1964 -
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

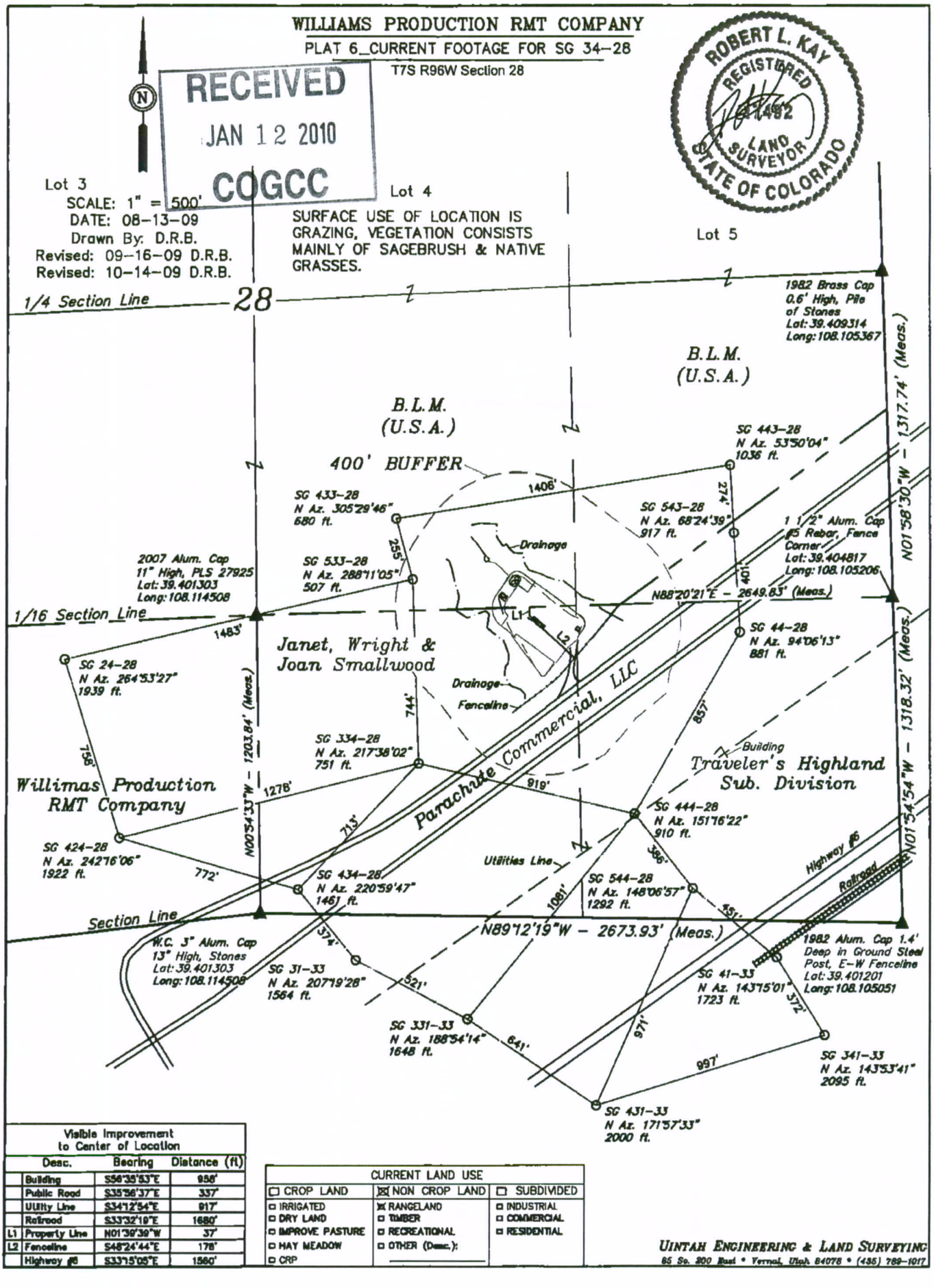
LOCATION PHOTOS	09 MONTH	16 DAY	09 YEAR	PHOTO
TAKEN BY: J.F.	DRAWN BY: J.H.	REVISED: 00-00-00		

LOCATION DRAWING

WILLIAMS PRODUCTION RMT COMPANY

PLAT 6_CURRENT FOOTAGE FOR SG 34-28

T7S R96W Section 28



Visible Improvement to Center of Location			
	Desc.	Bearing	Distance (ft)
	Building	S56°35'53"E	958'
	Public Road	S35°36'37"E	337'
	Utility Line	S34°12'54"E	917'
	Railroad	S33°32'19"E	1680'
L1	Property Line	N01°39'39"W	37'
L2	Fenceline	S48°24'44"E	178'
	Highway #6	S33°15'05"E	1560'

CURRENT LAND USE		
☐ CROP LAND	☒ NON CROP LAND	☐ SUBDIVIDED
☐ IRRIGATED	☒ RANGELAND	☐ INDUSTRIAL
☐ DRY LAND	☐ TIMBER	☐ COMMERCIAL
☐ IMPROVE PASTURE	☐ RECREATIONAL	☐ RESIDENTIAL
☐ HAY MEADOW	☐ OTHER (Desc.):	
☐ CRP		

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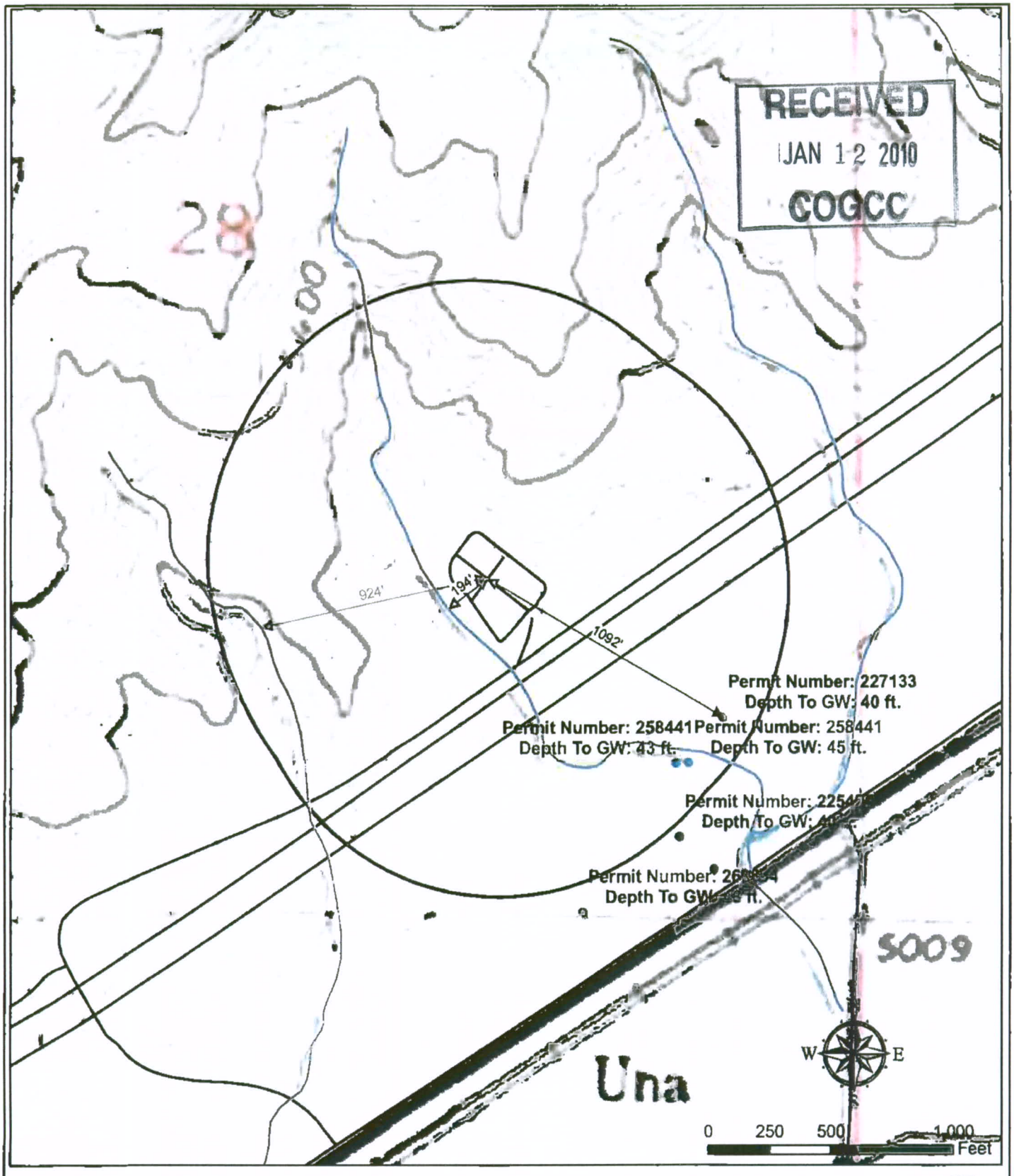

Legend

- Pad
- 1000' Buffer
- Proposed Road
- Stream
- Existing Road
- Water Well

Williams Production RMT

Plat 5C

SG 34-28 Hydrology Map
T7S R96W Section 28

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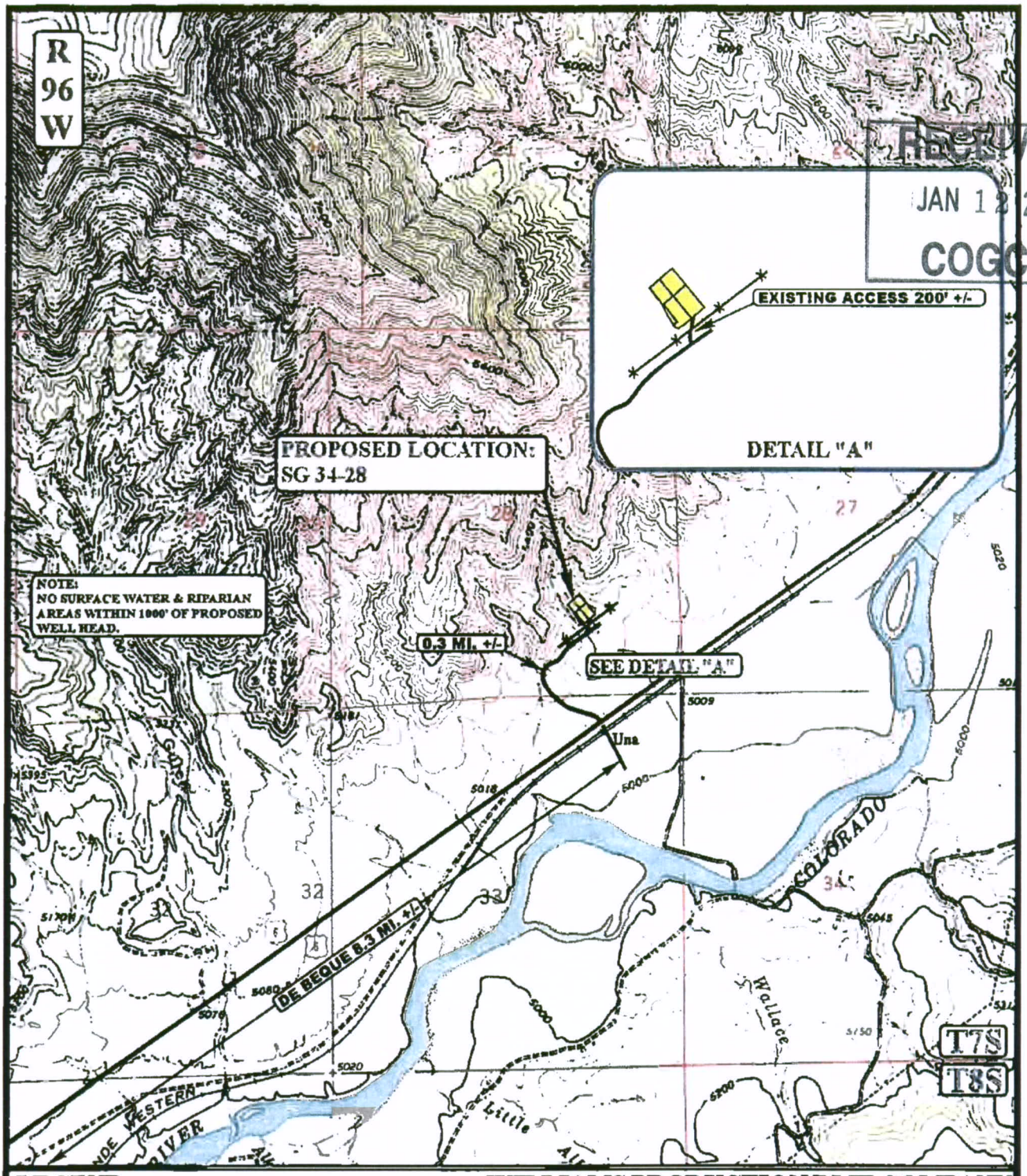


LEGEND:

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING FENCE & CATTLE GUARD

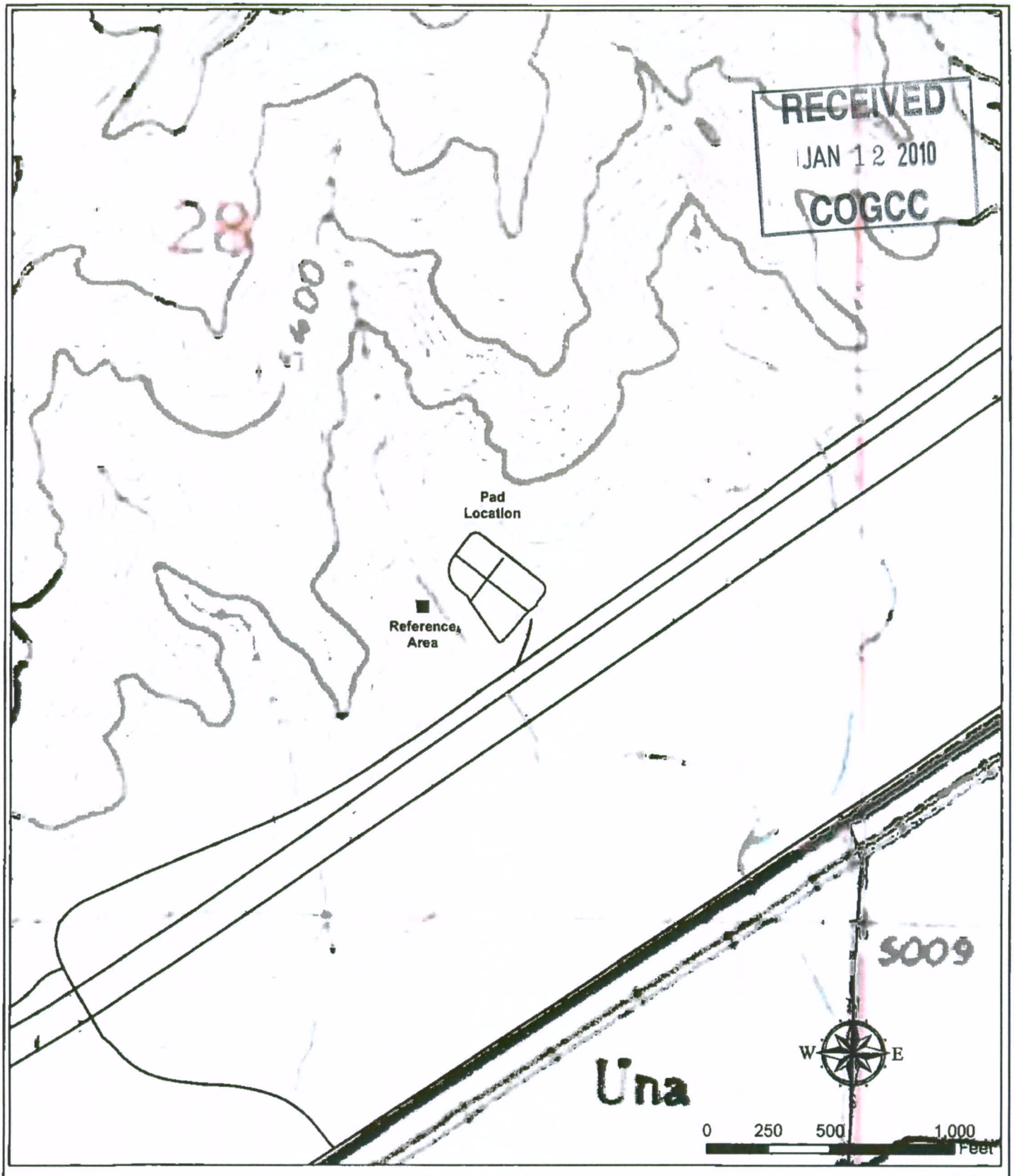
N

WILLIAMS PRODUCTION RMT COMPANY

SG 34-28
SECTION 28, T7S, R96W, 6th P.M.
SW 1/4 SE 1/4

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

TOPOGRAPHIC MAP	12 MONTH	28 DAY	07 YEAR	5 TOPO
SCALE: 1" = 2000'	DRAWN BY: Z.L.	REV: J.H. 09-16-09		



Legend

Existing Road

Williams Production RMT

Plat 5D

SG 34-28 Reference Area Map
T 7S R96W Section 28

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Reference Area Photos

Pad # SG 34-28
Date: 11/03/09
Township/Range/Section: Section 28 T 7S R96W

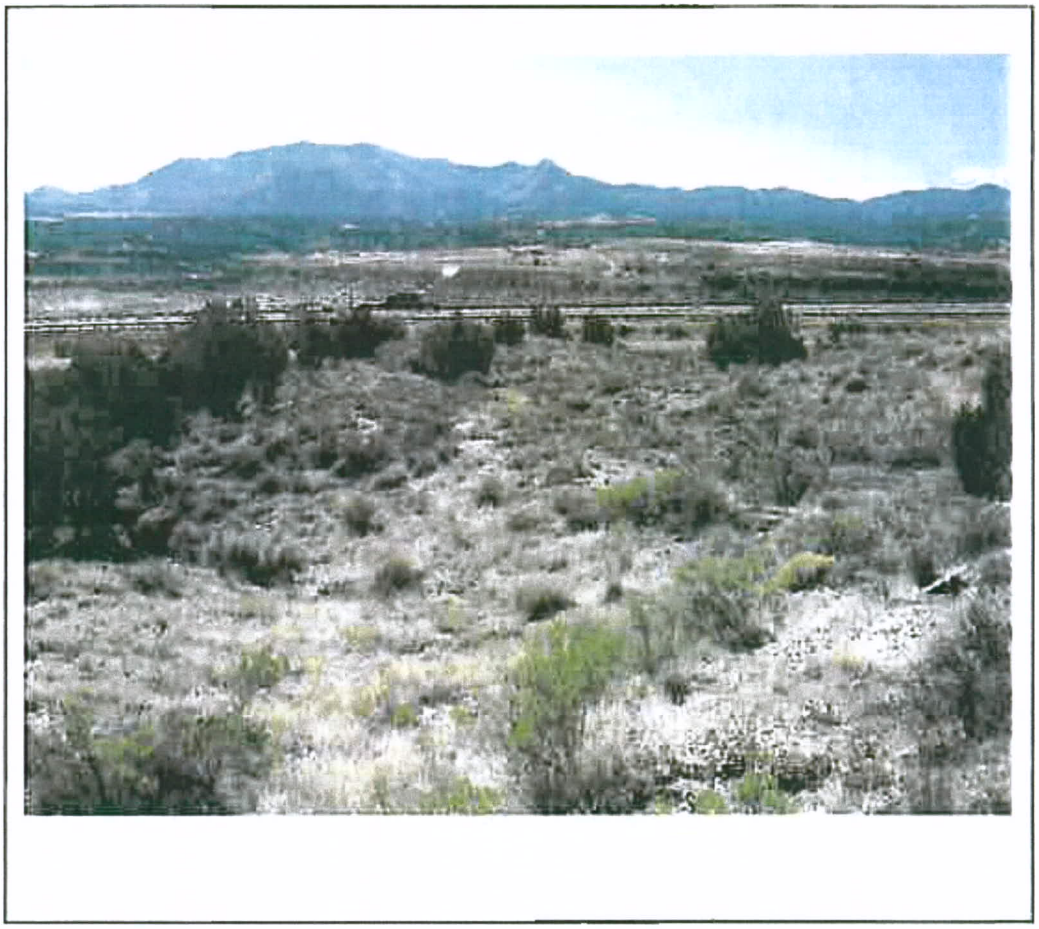
North Reference

Williams

Reference Area Photos

Pad # SG 34-28
Date: 11/03/09
Township/Range/Section: Section 28 T 7S R96W

South Reference



Williams

Reference Area Photos

Pad # SG 34-28
Date: 11/03/09
Township/Range/Section: Section 28 T 7S R96W

East Reference

Williams

Reference Area Photos

Pad # SG 34-28
Date: 11/03/09
Township/Range/Section: Section 28 T 7S R96W

West Reference

Map Unit Description

Rifle Area, Colorado, Parts of Garfield and Mesa Counties

4 Arvada loam, 6 to 20 percent slopes

Setting

Elevation: 5100 to 6200 feet

Composition

Arvada and similar soils: 85 percent

Description of Arvada

Setting

Landform: Terraces, fans
Down-slope shape: Convex, linear
Across-slope shape: Convex, linear
Parent material: Highly saline alluvium derived from sandstone and shale

Properties and Qualities

Slope: 6 to 20 percent
Drainage class: Well drained
Capacity of the most limiting layer to transmit water (Ksat): Moderately low or moderately high (0.06 to 0.20 in/hr)
Frequency of flooding: None
Frequency of ponding: None
Calcium carbonate maximum: 10 percent
Gypsum maximum: 2 percent
Salinity maximum: Very slightly saline or moderately saline (4.0 to 16.0 mmhos/cm)
Sodium adsorption ratio maximum: 30.0
Available water capacity: Moderate (about 8.0 inches)

Interpretive Groups

Land capability classification (irrigated): 7s
Land capability (non irrigated): 7s

Typical Profile

0 to 3 inches: loam
3 to 17 inches: silty clay loam
17 to 60 inches: silty clay loam

Map Unit Description

Rifle Area, Colorado, Parts of Garfield and Mesa Counties

66 Torriorthents-Camborthids-Rock outcrop complex, steep

Setting

Landscape: Foothills
Elevation: 5000 to 8500 feet
Mean annual precipitation: 10 to 15 inches
Mean annual air temperature: 39 to 46 degrees F
Frost-free period: 80 to 105 days

Composition

Torriorthents, steep, and similar soils: 45 percent
Camborthids, steep, and similar soils: 20 percent
Rock outcrop, steep: 15 percent

Description of Torriorthents, steep

Setting

Landform: Mountainsides
Landform position (two-dimensional): Footslope
Down-slope shape: Convex
Across-slope shape: Convex
Parent material: Stony, basaltic alluvium derived from sandstone and shale

Properties and Qualities

Slope: 15 to 70 percent
Depth to restrictive feature: 4 to 30 inches to Lithic bedrock
Drainage class: Well drained
Capacity of the most limiting layer to transmit water (Ksat): Moderately low or moderately high (0.06 to 0.20 in/hr)
Frequency of flooding: None
Frequency of ponding: None
Calcium carbonate maximum: 5 percent
Gypsum maximum: 0 percent
Available water capacity: Very low (about 2.4 inches)

Interpretive Groups

Land capability (non irrigated): 7e

Typical Profile

0 to 4 inches: variable
4 to 30 inches: fine sandy loam
30 to 34 inches: unweathered bedrock

Description of Camborthids, steep

Setting

Landform: Mountainsides
Landform position (two-dimensional): Footslope
Down-slope shape: Convex
Across-slope shape: Convex
Parent material: Stony, basaltic alluvium derived from sandstone and shale

Properties and Qualities

Slope: 15 to 65 percent
Depth to restrictive feature: 15 to 60 inches to Lithic bedrock
Drainage class: Well drained
Capacity of the most limiting layer to transmit water (Ksat): Moderately low or moderately high (0.06 to 0.20 in/hr)
Frequency of flooding: None
Frequency of ponding: None
Calcium carbonate maximum: 10 percent
Gypsum maximum: 2 percent
Available water capacity: Low (about 4.0 inches)

Interpretive Groups

Land capability (non irrigated): 7e

Typical Profile

0 to 4 inches: variable

4 to 30 inches: clay loam
30 to 34 inches: unweathered bedrock

Description of Rock outcrop, steep

Setting

Landform: Mountainsides
Down-slope shape: Convex
Across-slope shape: Convex

Properties and Qualities

Slope: 15 to 70 percent
Depth to restrictive feature: 0 to 0 inches to Paralithic bedrock
Capacity of the most limiting layer to transmit water (Ksat): Very low or moderately high (0.00 to 0.20 in/hr)
Frequency of flooding: None
Available water capacity: Very low (about 0.0 inches)

Interpretive Groups

Land capability (non irrigated): 8s

Typical Profile

0 to 60 inches: unweathered bedrock

CONSTRUCTION LAYOUT DRAWING

WILLIAMS PRODUCTION RMT COMPANY

SCALE: 1" = 60'
DATE: 01-29-08
Drawn By: D.R.B.
Revised: 09-16-09 D.R.B.

PLAT #2 LOCATION LAYOUT FOR SG 34-28

T7S R96W Section 28

ROBERT L. KAY REGISTERED LAND SURVEYOR 161932 STATE OF COLORADO

Prevailing Winds

C-3.7' El. 92.6'
C-5.2' El. 94.1'
F-6.7' El. 82.2'
F-0.9' El. 88.0'
Construct Diversion Ditch
Exist. Fence
Proposed Production Equipment Area
Exist. Fac.
Exist. Tanks
Existing Drainage
F-11.1' El. 77.8'
NOTE: USE DIRT PILE TO EXTEND PAD.
160'
N54°27'54"W
Cut/Fill Transition Line
Existing Drainage
Property Line
Edge of Pad
C-1.6' El. 90.5'
F-5.1' El. 83.8'
35.8'
Prop. SG 533-28
Prop. SG 433-28
125'
Prop. SG 24-28
Prop. SG 424-28
Prop. SG 334-28
Prop. SG 434-28
Prop. SG 31-33
Prop. SG 331-33
Prop. SG 431-33
Prop. SG 341-33
Existing Fenceline
Prop. SG 443-28
Prop. SG 543-28
Exist. SG 324-28
Prop. SG 44-28
Exist. SG 34-28
Exist. SG 344-28
7.5' (Typ.)
Prop. SG 444-28
Meth. Inj. Unit
Prop. SG 544-28
Prop. SG 41-33
BLM FEE
C-3.9' El. 92.8'
Topsoil Stockpile
Spoils Stockpile
CUTTING PITS (12' Deep)
Slope = 1 : 1
151'
194'
133'
215'
125'
FLARE PIT
Min. 100' from rig substructure.
C-0.5' El. 89.4'
79'
Edge of Pad
Flare Pit
C-1.2' El. 90.1'
C-1.0' El. 89.9'
Stockpile 6
Existing Fenceline
Existing Road
Existing Access Road
NOTE:
2' Contour Interval
SCALE
60' 30' 0' 60'
Elev. Graded Ground at Location Stake = 5088.9'

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CONSTRUCTION LAYOUT / X SECTION

WILLIAMS PRODUCTION RMT COMPANY

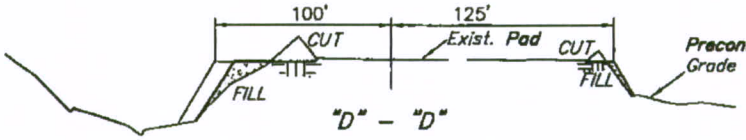
PLAT #3_TYPICAL CROSS SECTIONS FOR SG 34-28

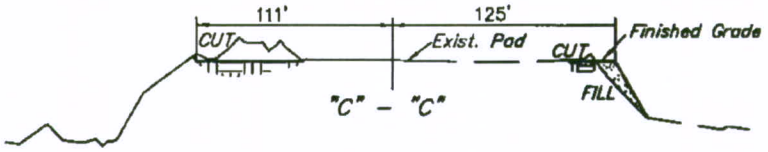
T7S R96W Section 28

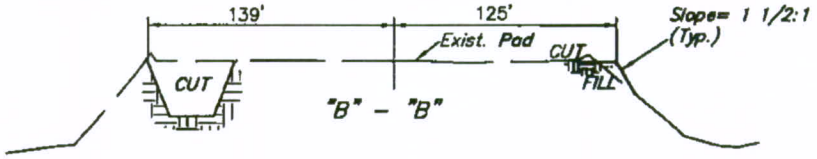
1" = 40'
X-Section
Scale
1" = 100'

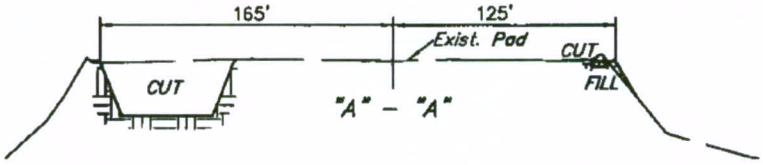
DATE: 01-29-08
Drawn By: D.R.B.
Revised: 09-16-09 D.R.B.

ROBERT L. KAY
REGISTERED
LAND SURVEYOR
STATE OF COLORADO









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

APPROXIMATE YARDAGES

CUT
(6") Topsoil Stripping = 760 Cu. Yds.
(New Construction Only)
Remaining Location = 4,350 Cu. Yds.

TOTAL CUT = 5,110 CU.YDS.
FILL = 1,350 CU.YDS.

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

EXCESS MATERIAL AFTER = 3,760 Cu. Yds.
Topsoil & Pit Backfill = 2,330 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 1,430 Cu. Yds.
(After Rehabilitation)

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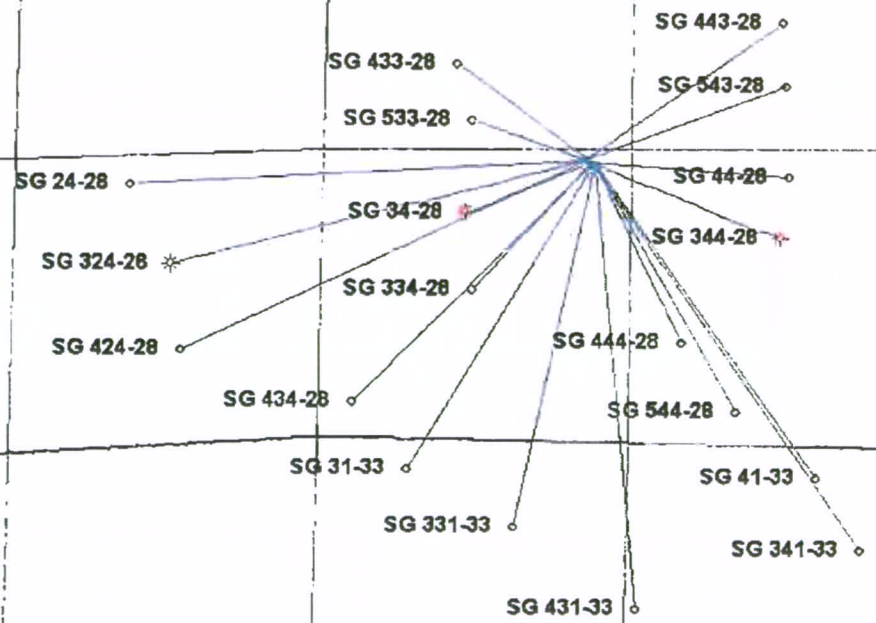
MULTI-WELL PLAN

T7S R96W

28



SG 34-28

In addition to compliance with General Operating Requirements required under COGCC rule 1203 to be applied in Sensitive Wildlife Habitat and Restricted Surface Occupancy areas or COGCC 1204 to be applied statewide or in areas noted in the Rule, Williams will employ the following BMPs either field wide or at the specific location for which this Form 2A is being submitted.

Field Wide BMPs:

General

- Prepare plans and studies to support wildlife conservation and protection
- Contribute to and participate in wildlife studies and research efforts related to oil and gas activity's relationship to wildlife
- Treat/control noxious weeds/plants including Tamarisk
- Assist CDOW in obtaining access to private lands for wildlife research and conservation
- Focus BMPs on critical wildlife seclusion and "crucial habitats'
- Contribute to organizations that acquire/manage habitat
- Continue to Support Operation Game Thief
- Continue to support CDOW sportsman's programs
- Participate in wildlife seminars and conferences (e.g. AFWA)
- Focus Ranch and Property Management (Williams' owned/managed properties) on wildlife resources
- Restrict and/or manage grazing to benefit wildlife
- Construct habitat improvement projects as practical
- Enforce policies to protect wildlife (e.g., no poaching, no firearms, no dogs on location, no feeding of wildlife, etc.).
- Inventory, monitor and remove obsolete, degraded, or hazardous fencing on Williams owned property
- Support research to test the effectiveness of specific Best Management Practices

Planning

- Conduct wildlife surveys to determine presence of game/non-game species/habitat
- Identify and Protect "crucial habitats"
- Site access roads, pads and facilities in locations that minimize habitat impacts
- Identify private and Federal land seclusion areas where drilling will be voluntarily deferred in critical seasonal habitats
- Identify and protect migration corridors
- Minimize well pad density to the extent possible
- Minimize the number, size and distribution of well pads and locate pads along existing roads where possible.
- Cluster well pads in the least environmentally sensitive areas.

- Plan pipelines routes ahead of time to avoid field fitting and reduce excessive ROW widths and reclamation.
- Adequately size infrastructure and facilities to accommodate both current and future gas production.

Construction

- Schedule necessary construction in stream courses to avoid critical spawning times.
- Surface roads to ensure that the anticipated volume of traffic and the weight and speed of vehicles using the road do not cause environmental damage, including generation of fugitive dust and contribution of sediment to downstream areas.
- Protect culvert inlets from erosion and sedimentation and install energy dissipation structures at outfalls
- Use the minimum right-of-way width and vegetation mats where pipelines cross riparian areas and streams wherever possible
- Construct fluid pit fences and nets that are capable of withstanding animal pressure and environmental conditions and that are appropriately sized for the wildlife encountered.
- Install impermeable barriers beneath fluid pits to protect groundwater, riparian areas and wetlands.
- Salvage topsoil from all road construction and other rights-of-way and re-apply during interim and final reclamation.
- Strip and segregate topsoil prior to construction. Appropriately configure topsoil piles and immediately seed to control erosion, prevent weed establishment and maintain soil microbial activity

Drilling/Completions

- Continue application of BMPs to prevent wildlife from entering pits including fencing and netting where appropriate
- Limit days/hours operations where practical to minimize disturbance and traffic
- Promptly report spills that affect wildlife to the CDOW.
- Store and stage emergency spill response equipment at strategic locations so that it is available to expedite effective spill response.
- Limit parking to already disturbed areas that have not yet been reclaimed
- Screen water suction hoses to exclude fish.
- Reduce noise by using effective sound dampening devices or techniques (e.g., hospital-grade mufflers, equipment housing, insulation, installation of sound barriers, earthen berms, vegetative buffers, etc.).

Production/Reclamation

- Gate access roads where necessary to minimize/control access to "crucial habitats"

- Install automated emergency response systems (e.g., high tank alarms, emergency shut- down systems, etc.).
- Implement fugitive dust control program
- Avoid direct discharge of pipeline hydrostatic test water to any reservoir, lake, wetland, or natural perennial or seasonally flowing stream or river.
- Locate above-ground facilities to minimize the visual effect (e.g., low profile equipment, appropriate paint color, vegetation screening in wooded areas, etc.).
- Skim and eliminate oil from produced water ponds and fluid pits at a rate sufficient to prevent oiling of birds or other wildlife that could gain access to the pit.
- Apply an aggressive, integrated, noxious and invasive weed management plan. Utilize an adaptive management strategy that permits effective responses to monitored findings and reflects local site and geologic conditions
- Map the occurrence of existing weed infestations prior to development to effectively monitor and target areas that will likely become issues after development.
- Evaluate the utility of soil amendment application or consider importing topsoil to achieve effective reclamation.
- Use locally adapted seed whenever available and approved by landowner.
- Use appropriately diverse reclamation seed mixes that mirror an appropriate reference area for the site being reclaimed where approved by landowner.
- Conduct seeding in a manner that ensures that seedbed preparation and planting techniques are targeted toward the varied needs of grasses, forbs and shrubs (e.g., seed forbs and shrubs separately from grasses, broadcast big sagebrush but drill grasses, etc.)
- Emphasize bunchgrass over sod-forming grasses in seed mixes in order to provide more effective wildlife cover and to facilitate forb and shrub establishment.
- Seed during appropriate season to increase likelihood of reclamation success
- Do not include aggressive, non-native grasses in reclamation seed mixes
- Choose reference areas as goals for reclamation that have high wildlife value, with attributes such a diverse and productive understory of vegetation, productive and palatable shrubs, and a high prevalence of native species.
- Establish vegetation with total perennial non-invasive plant cover of at least eighty (80) percent of pre-disturbance or reference area levels.
- Establish vegetation with plant diversity of non-invasive species which is at least half that of pre-disturbance or reference area levels. Quantify diversity of vegetation using a metric that considers only species with at least 3 percent relative plant cover.
- Establish permanent and monumented photo points and vegetation measurement plots or transects; monitor at least annually until plant cover, composition, and diversity standards have been met.
- Observe and maintain a performance standard for reclamation success characterized by the establishment of a self-sustaining, vigorous, diverse, locally appropriate plant community on the site, with a density sufficient to control erosion and non-native plant invasion and diversity sufficient to allow for normal plant community development.

- Use early and effective reclamation techniques, including interim reclamation to accelerate return of disturbed areas for use by wildlife
- Remove all unnecessary infrastructure during the production phase.
- Reclaim reserve pits as quickly as practical after drilling and ensure that pit contents do not contaminate soil.
- Remediate hydrocarbon spills on disturbed areas prior to reclamation.
- Complete final reclamation activities so that seeding occurs during the first optimal season following plugging and abandonment of oil and gas wells.
- Perform interim reclamation to final reclamation species composition and establishment standards.
- Perform interim reclamation on all disturbed areas not needed for active support of production operations
- Remove and properly dispose of degraded silt fencing and erosion control materials after their utility has expired
- Remove and properly dispose of pit contents where contamination of surface water, groundwater, or soil by pit contents cannot be effectively prevented
- Apply certified weed free mulch and crimp or tacify to remain in place to reclaim areas for seed preservation and moisture retention
- Control weeds in areas surrounding reclamation areas in order to reduce weed competition
- Educate employees and contractors about weed issues
- Where possible, fence livestock and/or wildlife out of newly reclaimed areas until reclamation standards have been met and plants are capable of sustaining herbivory
- Conduct necessary reclamation and invasive plant monitoring.
- Census and assess the utilization of the reclaimed areas by the target species
- Maintain pre and post development site inspection records and monitor operations for compliance
- Utilize GIS technologies to assess the extent of disturbance and document the reclamation progression and the footprint of disturbances
- Conduct reclamation field trials to match seed mixes, soil preparation techniques, and planting methods to local conditions.

Site Specific BMPs:

<u>Planning</u>

- Share/consolidate corridors for pipeline ROWs to the maximum extent possible.
- Maximize the utility of surface facilities by developing multiple wells from a single pad (directional drilling), and by co-locating multipurpose facilities (for example, well pads and compressors) to avoid unnecessary habitat fragmentation and disturbance of additional geographic areas.
- Minimize newly planned activities and operations within 300 feet of the ordinary high water mark of any reservoir, lake, wetland, or natural perennial or seasonally flowing stream or river.

- Locate roads outside of drainages where possible and outside of riparian habitat.
- Avoid constructing any road segment in the channel of an intermittent or perennial stream.
- Avoid new surface disturbance and placing new facilities in key wildlife habitats in consultation with CDOW.
- Minimize the number, length, and footprint of oil and gas development roads;
- Use existing roads where possible
- Combine utility infrastructure (gas, electric, and water) planning with roadway planning to avoid separate utility corridors
- Combine and share roads to minimize habitat fragmentation
- Where possible, consolidate pipeline and existing roadways, or roadways that are planned for development
- Place roads to avoid obstructions to migratory routes for wildlife, and to avoid displacement of wildlife from public to private lands.
- Maximize the use of directional drilling to minimize habitat loss/fragmentation
- Maximize use of remote completion/frac operations to minimize traffic
- Maximize use of remote telemetry for well monitoring to minimize traffic
- Phase and concentrate development activities, so that large areas of undisturbed habitat for wildlife remain.
- Maintain undeveloped areas within development boundaries sufficient to allow wildlife to persist within development boundaries during all phases of construction, drilling, and production.

Construction

- Structures for perennial or intermittent stream channel crossings should be constructed using appropriately sized bridges or culverts

Drilling/Completions

- Use centralized hydraulic fracturing operations.
- Install and maintain adequate measures to exclude all types of wildlife (e.g., big game, birds, and small rodents) from all fluid pits (e.g., fencing, netting, and other appropriate exclusion measures).
- Conduct well completions with drilling operations to limit the number of rig moves and traffic.

Production/Reclamation

- Remove well pad and road surface materials that are incompatible with post-production land use and re-vegetation requirements
- Use only certified weed-free native seed in seed mixes, except for non-native plants that benefit wildlife
- Install exclusionary devices to prevent bird and other wildlife access to equipment stacks, vents and openings.

- Reduce visits to well-sites through remote monitoring (i.e. SCADA) and the use of multi-function contractors.
- Avoid dust suppression activities within 300 feet of the ordinary high water mark of any reservoir, lake, wetland, or natural perennial or seasonally flowing stream or river where possible.

Sensitive Area Determination Checklist

Williams Production RMT Company – Valley			
Person(s) conducting inspection		Ashlee Lane	10/8/2009
		Mark Mumby	10/27/2009
Site Information			
Location:	SG 34-28		Time: 11:40 & 11:20
Site Activity:	Producing well pad		
Personnel on-site:	None		
Environmental Conditions	Cloudy, cold, intermittent showers both inspections		
Temperature (°F)	~50		

1. Will the pit of the proposed facility contain hydrocarbons and chlorides or other E&P wastes?
   X Yes ☐ No
   If yes, list pit type(s): Drilling Pit, Flare Pit

SURFACE WATER

1. Are there any surface water features or SWSAs adjacent to or within the ¼ mile buffer zone?
   X Yes ☐ No
   If yes, list type of surface water feature(s), i.e. seeps, springs, wetlands:
   There are two unnamed ephemeral drainages.
   If yes, describe location relative to facility:
   The larger of the two is adjacent to the west side of the pad. The second smaller drainage is adjacent to the east side of the pad.
2. Could a potential release from the proposed facility reach surface water features?
   X Yes ☐ No
   If yes, describe the pathway a release from facility would likely follow to determine if the potential to impact surface water is high or low.
   If a release were to migrate off the pad it would flow down the fill slope of the pad and directly into the drainages on both the east and west sides. The drainage on the east side of the pad could be potentially affected by a large release if it migrated down the access road on the south side of the pad.
3. Is the potential to impact surface water from a facility release high or low?
   ☐ High X Low

RECEIVED
JAN 12 2010
COGCC

Williams

GROUNDWATER

1. Is the site of the proposed facility underlain by an unconfined aquifer?
   X Yes ☐ No (*If no, this section does not need to be completed.*)

2. Is the hydraulic conductivity of the underlying soil or bedrock $\geq 1.0x10^{-7}$ cm/sec?
   ☐ Yes X No

3. Is the proposed facility located within 1/8 mile of a domestic water well or 1/4 mile of a public water supply well?
   ☐ Yes X No

4. Is the proposed facility located within a 100 year floodplain?
   ☐ Yes (*Sensitive Area*) X No (*If no, proceed to question #5.*)

5. Is the depth to groundwater known?
   X Yes (*If yes, follow instructions provided in 5(a) of this section).*
   ☐ No (*If no, follow instructions provided in 5(b) of this section*).

   (a) If yes, could a potential release from the proposed facility reach groundwater?
   ☐ Yes X No (*If no, this section does not need to be completed.*)
   If yes, explain:

   (b) If no:
   (i) Evaluate surrounding soils and vegetation which may suggest the presence of shallow groundwater
   (ii) Drill a soil boring to determine depth to groundwater.
   (iii)Model hydro geologic conditions to determine if the potential to impact groundwater is high or low.

6. Is the potential to impact ground water from a facility release high or low?
   ☐ High X Low

Additional Comments:

The ephemeral drainages on both sides of the pad exhibit signs of substantial water flow after large precipitation events. However neither of the drainages have a direct connection to the Colorado River due to the developed industrial area south of Interstate 70. Groundwater is at sufficient depth and is most likely in another flow regime than that of the pad. Therefore, it would be extremely unlikely that it would not be affected by a release form the site. With the information gathered from the site the pad can be designated as being in a non-sensitive area.

Inspector(s) Signature(s): _____ Date: 10/29/2009

_____ Date: 10/29/2009

Ashlee Hand

Scanned

MEMORANDUM OF SURFACE USE AGREEMENT

Joan Wright, whose address is 3766 North 15th Court, Grand Junction, Colorado 81506, Janet Smallwood, whose address is 1870 Bittern Court, Grand Junction, Colorado 81506, and Joseph Casteel, whose address is 507 South 2nd Street, Carbondale, Colorado 81623 (collectively, "Owner"), and Williams Production RMT Company, whose address is 1515 Arapahoe Street, Tower 3, Suite 1000, Denver, Colorado 80202 ("Operator"), have entered into and executed a certain Surface Use Agreement effective September 8, 2006 ("the Agreement"), under the terms of which Owner has granted Operator certain rights in connection with the drilling, construction, completion, re-completion, reworking, re-entry, production, maintenance and operation of oil and gas wells, and for the construction, maintenance and use of roads and pipelines, on the land situated in Garfield County, Colorado (the "Property"), legally described as:

Township 7 South, Range 96 West, 6th P.M.

Section 28: All that part of the S/2SE/4 lying northwesterly of I-70 right-of-way, except for a parcel containing 1.08 acres described in Quit Claim Deed recorded in Book 954, Page 412,

containing 20.76 acres, more or less.

The term of the Agreement expires in accordance with the terms described therein. The purpose of this Memorandum is to provide record notice of the interest of Operator in and under the Agreement. Any right, title or interest in and to the Property acquired by any party subsequent to the date of recordation of this Memorandum shall be subject to the terms, provisions and conditions of the Agreement and the rights and interests of Operator thereunder. In the event of any conflict between the terms of this Memorandum and the terms of the Agreement, the terms of the Agreement shall control.

EFFECTIVE the 8th day of September, 2006.

OWNER:

Joan Wright

Janet Smallwood

Joseph Casteel

OPERATOR:

WILLIAMS PRODUCTION RMT COMPANY

Joseph P. Barrett, Attorney-in-Fact

ACKNOWLEDGEMENTS

STATE OF COLORADO)
) .ss
COUNTY OF MESA)

The foregoing instrument was subscribed and sworn to before me on September 11, 2006, by Joan Wright.

My commission expires: 02/22/2008

Witness my hand and seal.

Notary Public

NOTARY PUBLIC SHERYL JACK STATE OF COLORADO

My Commission Expires 02/22/2008

STATE OF COLORADO)
) .ss
COUNTY OF MESA)

The foregoing instrument was subscribed and sworn to before me on September 11, 2006, by Janet Smallwood.

My commission expires: 02/22/2008

Witness my hand and seal.

Notary Public

NOTARY PUBLIC SHERYL JACK STATE OF COLORADO

My Commission Expires 02/22/2008

STATE OF COLORADO)
) .ss
COUNTY OF MESA)

The foregoing instrument was subscribed and sworn to before me on September 11, 2006, by Joseph Casteel.

My commission expires: 02/22/2008

Witness my hand and seal.

Notary Public

NOTARY PUBLIC SHERYL JACK STATE OF COLORADO

My Commission Expires 02/22/2008

STATE OF COLORADO)
) .ss
COUNTY OF DENVER)

The foregoing instrument was subscribed and sworn to before me on Sept. 15, 2006, by Joseph P. Barrett, Attorney-in-Fact of Williams Production RMT Company.

My commission expires: 5/21/07

Witness my hand and seal.

PATTIE E. RIVES NOTARY PUBLIC STATE OF COLORADO

Notary Public