

ONSHORE OIL & GAS ORDER NO. 1
Approval of Operations on Onshore
Federal and Indian Oil and Gas Leases
SURFACE USE PLAN: WRD 23-33
NESW Section 33-T2N-R97W
Lease Number COC-45291

1. EXISTING ROADS

- a. Directions to the well site are as follows: From the Meeker, Colorado, proceed west on Highway 64 for 23.0 miles to the junction of the indicated side road. Turn left (South) onto side road and proceed south following the road to a point approximately 1.4 miles from Highway 64. Turn Right, pad is +-351 feet to the north. See Map A and B.
- b. For access roads, see attached Maps A and B.
- c. All existing roads within a 1-mile radius are shown on Map C.
- d. Some Improvement to existing roads will be minimal; see attached Maps A and B.
- e. Approximately three hundred fifty one (351) feet of the reclaimed access road will be utilized and maintained for well access. See Map B.
- f. BLM Best Management Practices (BMP's) as outlined in the "Surface Operating Standards and Guidelines for Oil and Gas Exploration and Development" (The Gold Book) will be utilized for all construction and operational activity related to this facility.

2. ACCESS ROAD AND WELL PAD CONSTRUCTION

- a. The BLM Field Office will be contacted no earlier than 15 days and no later than three (3) working days prior to commencement of construction activities. Construction under adverse conditions may require additional stipulations. Net new disturbance will be limited to the well pad location and 351 feet of new access road. Newly constructed road R-O-W will be 50' wide, see route on attached topographic Maps A & B.
- b. All brush, limbs, and other woody material will be stockpiled separately from the topsoil along the roadway, or near the well pad.
- c. The BLM "Gold" book BMP's shall be followed for specifications on road design. All weather surfacing will be required if the well becomes a producer. A regular maintenance program shall include blading, ditching, sign replacement, surfacing, and culvert maintenance. All vehicles servicing the well are restricted to use of the approved access road.
- d. Three Hundred fifty one (351) feet of new road construction will be necessary. Net disturbance will be minimal and restricted to the pad, pipeline and road area. See Maps A - D for road route.

- e. The location will be fenced to increase re-vegetation success rates upon reclamation. A cattle-guard may also be necessary but has not yet been determined. No existing fence cuts will be necessary.
- f. Surface disturbance will be limited to the approved location and approved pipeline/access road routes. Any additional area needed will be approved in advance. Figures 1 and 2.
- g. Dust control measures will be implemented during dry weather when necessary.
- h. No pullouts or off-road parking will be allowed unless specifically authorized. Shortcutting by vehicles operated by WHITING Oil and Gas Corporation or its contractors, on roads not identified as access routes in the APD, will not be allowed.
- i. The total estimated disturbed area will be approximately:

Pad 450' X 400'

Pad, Pipeline and Road Acreage 8.574 acres

3. LOCATION OF EXISTING WELLS WITHIN A 1-MILE RADIUS OF THE PROPOSED LOCATION. SEE MAP C, One Mile Radius Map.

- a. Water Wells - 0
- b. Injection or Disposal Wells – 0
- c. Proposed, Permitted or Drilling Wells – 0
- d. Producing Wells – 9
- e. Shut-in Wells – 1
- f. Plugged and abandoned Wells - 3

4. BMP's AND EXISTING AND/OR PROPOSED FACILITIES IF THE WELL IS PRODUCTIVE.

- a. If the well is productive, the proposed facilities to be located on the well pad will be Three (3) 400 bbl stock tanks; meter hut and a separator.
- b. Any off-lease measurement, or commingling on-lease or off-lease will have prior written approval from the BLM Field Office.
- c. The gas measurement facilities will be installed on the well location. Gas meters will be calibrated in place prior to any deliveries. A copy of the meter calibration reports will be submitted to the BLM Field Office upon request. All meter measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standard for natural gas measurement.
- d. A schematic facilities diagram as required by CFR 43, Part 3162.7-5 (b.9.d.) shall be submitted to the BLM Field Office within 30 days of installation or first production. All site security regulations as specified in Onshore Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 3162.7-5 (b.4.) if any are used in future applications.

WRD 23-33 Surface Use Plan of Operations

- e. Any venting or flaring of gas will be done in accordance with Notice of Lessees (NTL) 4A and may need prior approval from the Field Office Petroleum Engineer.
- f. All undesirable events (fires, accidents, blowouts, spills) as specified in Notice to Lessees (NTL-3A) will be reported to the BLM Field Office. Major events will 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 (Form 3160-6, formerly 9-329).
- g. The proposed gas gathering line will be buried from the well head to the tie-in as indicated on the attached Map D. The total length of the pipeline will be (+-) four thousand five hundred thirty (4,500) feet in length. On-lease pipelines will be 3-4" poly-steel line and will parallel the access road. The lines will be trenched with a wheel type trencher to minimize disturbance. The trenching and pipe laying installation equipment will be limited to operations in the immediate area of the road. The pipelines to the main tie in point are indicated on the attached Map D and will encompass a thirty (30) foot wide area of disturbance. All pipeline disturbances will be reclaimed as outlined in the reclamation plan outlined in Part 10 of this plan. See Map D for route and tie-in point.
- h. Compaction and construction of the berms surrounding the tank will be designed to prevent lateral movement of fluids through the utilized materials, prior to storage of fluids. The berms must be constructed to contain at a minimum 110 percent of the storage capacity of the largest tank within the berm. All load lines and valves shall be placed inside the berm.
- i. Any production pits will be fenced with at least four (4) strands of barbed wire and held in place by side posts and corner H-braces.
- j. All permanent structures (onsite for six months or longer) constructed or installed will be painted a flat, non-reflective earth tone color or the prescribed color outlined in the approved permit to drill.
- k. If this well is productive, that portion of the drill site to be utilized for the production facilities will be surfaced with 6 inches of gravel/Road Base mix after all other drilling activity has been completed and the production equipment is installed. The Authorized Officer, upon request, may grant an extension of this time period due to inclement weather.
- l. All access roads will be upgraded and maintained as necessary to prevent erosion and accommodate year-round traffic.
- m. All production facilities will comply with Federal Rules regarding noise. Regardless of whether the operation is at the construction, drilling, or production phase, adequate muffling techniques, if necessary, will be applied.
- n. WHITING will contract with a State Certified applicator licensed to work on public lands, and treat all State and County identified noxious weed species at least annually, on all facilities associated with these wells. Approval shall be documented in writing by the BLM Authorized Officer (AO). The applicator must operate under an approved Pesticide Use Proposal (PUP) application from the BLM. Use of pesticides and herbicides will comply with the applicable Federal and State laws.

- o. Interim reclamation as per State or Federal Storm water permitting guidelines can include seeding of exposed bank and top-soil stockpile areas, and placement of silt fence or seed free straw bales in strategic drainage way areas surrounding the facility. These areas include topsoil and overburden stockpiles, exposed banks of elevated cut and fill around the pad. BMP controls will include some or any of the following: Staked straw bales in perimeter fill slope areas around the pad and soils stockpiles; Compact berms around the pad on down-slope sides; Slopes including stockpiles stabilized with a hydro-mulch or soil binding tackifier, or erosion control blanketing. See Diagram A and F.
- p. Disturbed areas adjacent to the pad as a result of that construction and slash storage areas will have interim seeding completed after all construction has been completed. The area will be hydro-mulched and have staked bales or silt-fence for erosion control where necessary. Access road slopes and bar ditches will have interim seeding and mulching completed. Access roads will be topped with gravel if production is economic. Aggregate rock check dams will be installed where necessary in cut and or fill areas of the road. Seed mixture will be as follows:

<u>Species (Variety)</u>	<u>Lbs PLS/Acre</u>
Western Wheatgrass (Arriba)	3
Pubescent Wheatgrass (Luna)	2
Russian Wildrye (Bozoisky)	2
Crested Wheatgrass (Fairway/Ephraim)	2
Fourwing Saltbrush (Wytana/Rincon)	2
Orchardgrass (Paiute)	

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5. LOCATION AND TYPE OF WATER SUPPLY

- a. The source of water will be from Dalbo, INC. owned facility/well, Permit #67426-F; located in the NWNE Section 1-T1N-R97W. The attached Map A-1 indicates the water haul route.

Dalbo, INC.
355 South 1000 East
Vernal, Utah 84075

6. CONSTRUCTION MATERIALS

- a. All materials needed for construction will be procured from the following source:

Meeker Sand and Gravel Inc.
3251 County Road 4
Meeker, Colorado 81641

- b. No gravel or other related minerals from new or existing pits on Federal land will be used in the construction of roads, well pads, etc.
- c. All weather construction materials will be used on the pad if the wells are economic. A six (6) inch weed free gravel and road base mix will be used on the road and pad.

7. METHODS FOR HANDLING WASTE DISPOSAL

- a. Drill cuttings are to be contained and buried in the reserve pit. Excess liquids will be removed from the pit and if necessary, fly ash or another solidification agent may be used to consolidate pit contents to facilitate closure of the pit.
- b. Garbage is to be contained in the trash cage. The trash cage will be totally enclosed with small mesh wire to prevent wind scattering and wildlife entry. All garbage will be hauled to an approved disposal site at the end of drilling/completion operations.
- c. Any salts and/or chemicals which are an integral part of the drilling system will be disposed of in the same manner as the drilling fluid. Drilling, stimulation, completion and testing fluids will be hauled to and disposed of at the following licensed facility:

Dalbo, Inc.
2250 County Road 319
Rifle, Colorado 81650

- d. Sewage will be disposed of in accordance with State regulations. The sewage waste will be pumped into a holding tank then hauled to the City of Meeker municipal sewage treatment facility in Meeker, Colorado.
- e. The produced fluids (produced water, frac fluid and possibly condensate), while testing the well will be flowed back to a test tank. Any condensate will be skimmed and transferred to production tanks. Sand and produced fluids other than condensate will be transferred to the reserve pit until such time as the well is cleaned up sufficiently to produce pipeline quality gas. Any spills of oil, gas, salt water or other produced fluids will be cleaned up and removed. Any non-hydrocarbon produced fluids will be hauled to and disposed of as outlined in 7-c above.

8. ANCILLARY FACILITIES

No airstrips, permanent camps or other access facilities will be necessary for wells on this lease.

9. WELLSITE LAYOUT

- a. The survey plat is attached.
- b. The well pad layout diagrams are attached, see Figures 1 through 4.
- c. Cuts and fills are shown on Figure 1

- d. The location of reserve pit, access roads onto the pad, soil material stockpiles and orientation of the rig with respect to the pad and other facilities is shown on the attached Figures 1 through 4.
- e. The reserve pit will be sealed in such a manner as to prevent leakage of the fluids. Methods available to insure containment of drilling fluids in the reserve pit include lining the inside of the pit with at least 12 mil plastic. If a plastic liner is used, the bottom of the pit shall be smooth and free of any sharp rocks. If the pit has a rocky bottom, it shall be bedded with a material such as soil, sand, straw or hay to avoid the possibility puncturing the liner. A minimum of not less than a 2 foot freeboard will be maintained in the pit at all times. All oil or floating debris will be removed from the pit immediately after the drilling phase or the well.
- f. The reserve pit will be designed to prevent the collection of surface runoff. The pit will have a two (2) foot freeboard rim around the pit to prevent surface runoff collection. The size and capacity of the reserve pit has been increased to allow for additional completion fluids.
- g. Flare pits must be located a sufficient distance from the reserve pit to prevent the liner from being damaged during flaring operations.
- h. Compaction and construction of the berms surrounding the tank will be designed to prevent lateral movement of fluids through the berm, prior to any storage of fluids.
- i. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.

10. PLANS FOR RECLAMATION OF THE SURFACE

For the full procedure, please refer to the "Plan for Surface Reclamation" for this well dated October, 16, 2008 for all reclamation details.

If necessary, a fence shall be installed around the perimeter of the area undergoing reclamation and shall be maintained in a manner to prevent cattle from entering the area:

Posts to be no more than 16.5' apart; Four wires of at least 12.5 gauge, double strand twisted;

Wire stretched taut between brace panels; Wire spacing from the ground up: 16", 22", 30", and 42".

11. SURFACE OWNERSHIP

Well site - Bureau of Land Management

Roads - Bureau of Land Management

12. OTHER INFORMATION

- a. A Class III archeological, T & E species and raptor surveys have been conducted for the surface location, access road. This report has been submitted to your office.

- b. If any archaeological or historical materials are discovered during construction, the operator must immediately halt surface disturbing activities and notify the Area manager.
- c. The Area manager will then consult with the appropriate SMA concerning the NRHP significance of the discovered materials, and to recommend appropriate measures to manage those resources and/or to mitigate any adverse effects that may have occurred to them. The costs of mitigation beyond determination of NRHP eligibility will be the responsibility of the fluid minerals lessee. The determination of appropriate management actions, including possibly avoidance or mitigation actions will be made by the Area Manager in consultation with the SHPO and the Advisory Council on Historic Preservation, as appropriate pursuant to Federal Regulation 36 CFR 800. The developer will also be invited to consult with the area manager regarding his management decisions.
- d. If subsurface cultural resources are unearthed during operations, activity in the vicinity of the cultural resource will cease and a BLM representative notified immediately. Pursuant to 43 CFR 10.4 WHITING must notify the authorized officer, by telephone, with written confirmation, immediately upon the discovery of human remains, funerary items, sacred objects, or objects of cultural patrimony. Further, WHITING shall stop activities in the vicinity of the discovery and protect it for 30 days or until notified to proceed by the authorized officer.
- e. WHITING will inform all persons associated with this project that they will be subject to prosecution for knowingly disturbing Native American Indian shrines, historic and prehistoric archaeology sites, or for collecting artifacts of any kind, including historic items and/or arrowheads and pottery fragments from Federal lands.
- f. "Sundry Notice and Report of Wells" (Form 3160-5) will be filed for approval for all changes of plans and other operations in accordance with 32 CFR 3164.
- g. The dirt contractor will be provided with an approved copy of the surface use plan.

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

Permit Matters

WHITING OIL AND GAS CORP.

1700 Broadway, Suite 2300
 Denver, CO 80290-2300
 Scott M. Webb
 (303)390-4095

Drilling & Completion Matters

WHITING OIL AND GAS CORP.

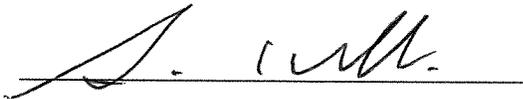
1700 Broadway, Suite 2300
 Denver, CO 80290-2300
 Dana Greathouse – Drilling Manager
 Office: (303) 390-4247

List of Attachments:

Location Plat	Figure 1:Pad Diagram	
Figure 2:	Pad Grading Plan Diagram	
Figure 3:	Rig Layout	
Figure 4:	Land Use Map	BOP and Accumulator Diagrams
Map A:	Area Access	Map B: Access Road
Map C:	One Mile Radius	Map A-1: Water Haul Route
Map D:	Utility Map	Map W Map Ref

Operator Certification

I hereby certify that I, or someone under my direct supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of State and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filing of false statements.



Executed this 17th Day of August, 2010.

Name: Scott M. Webb
Position Title: Regulatory Coordinator

Address: Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver, Colorado 80290-2300

Telephone: (303) 390-4095