



Williams Production RMT

Parachute District

1058 County Road 215
P.O. Box 370
Parachute, Colorado 81635
(970) 285-9377



White River Field Office

Meeker, Co

SURFACE USE PLAN OF OPERATIONS BCU 24-30-198

Federal Lease No(s): Surface COC-60831

12/15/10

Included with this SUPO: Application Fees/APDs / Survey Plats/Plan of Development (POD) map
cc: Williams Project File

Proposed Action

Williams is proposing a new pad to drill 15 Fed well(s) located on Fed surface. APDs for the following bolded wells located in the table below are being submitted at this time.

Well Pads and Wells:

BCU 24-30-198	BCU 11-31-198	BCU 444-25-199	BCU 313-30-198	BCU 314-30-198	BCU 423-30-198	BCU 324-30-198	BCU 333-30-198
	BCU 21-31-198	BCU 512-30-198	BCU 413-30-198	BCU 414-30-198	BCU 523-30-198	BCU 424-30-198	
	BCU 321-31-198	BCU 13-30-198	BCU 14-30-198	BCU 514-30-198	BCU 24-30-198	BCU 524-30-198	

Green highlights indicate Fed well/bold indicates wells submitted.

Lease Development Status

Lease No.	COC-60831
Lease Acres (total)	1,086
Disturbed Acres (existing)	3.7
SUPO Disturbed Acres (additional)	4.68
Total Existing and SUPO Disturbed Acres	8.38
Total Disturbed Acres on Lease as %	0.77%

Surface Use Plan of Operations

1. Existing Roads

Access Description:

From the intersection of state highway 64 and Rio Blanco County Road 5 proceed southerly along County Road 5 ± 4.6 miles to the intersection with a dirt/gravel road being County Road 20, proceed right in a westerly direction along County Road 20 ± 4.9 miles to the intersection with a dirt/gravel road being County Road 122, proceed right in a westerly to southwesterly direction ± 7.1 miles to an intersection with a dirt/gravel road, proceed right in a northerly direction ± 0.7 miles to the BCU 24-30-198 drill pad location.

See Plat #5 (Access Road Map) of the attached APD(s)

Also, please see the attached Plan of Development (POD) map attached towards the back of APD package.

All non-county roads used to access the wells will be maintained in their current condition or better than before operations began and will be maintained in accordance with the current BLM Gold Book standards and Surface Operating Standards for Oil and Gas Exploration and Development, All equipment and vehicles will be confined to the access road, pad and areas specified in the APD.

The Operator will be responsible for continuous inspection and maintenance of the access road. The Operator will conform to a schedule of preventive maintenance, which at a minimum, provides for the following corrective measures on a biannual basis. (Problem areas will be corrected as needed.)

1. Road surface grading.
2. Relief ditch, culvert cleaning and cattle guard cleaning.
3. Erosion control measures for cut and fill slopes and all other disturbed areas as needed.
4. Road closures in periods of excessive soil moisture to prevent rutting caused by vehicular traffic.
5. Road and slope stabilization measures as required. The road shall be maintained to the standards required for the construction of the road until final abandonment and rehabilitation takes place.

No BLM road right-of-way is required.

2. New or Reconstructed Access Roads

Standard road information:

- Road will be ditched and crowned with an approximate width of 24ft running surface
- Wing ditches will be installed as needed at key locations after the road has been initially constructed and their locations can be properly determined
- Standard maximum grade will be 10% or less with exception of a 650' section that will be <12%.
- State and County 2% crown design will be met.
- The recommended 90 degree safety & visibility with 100 ft width at intersection turnouts will be followed.
- Drainage and ditch designs are modeled at 2ft wide by 6 in deep.
- Onsite and offsite erosion control, re-vegetation of disturbed areas and source and storage of topsoil will be handled per Williams Stormwater and Reclamation best management practices. (Plan available upon request)
- BLM requirement of 18 inches minimum for culvert and/or bridge will be met.
- Major cuts and fills will be at 1 ½ or 2 ½ to 1.
- Surface materials, if needed, will be gravel road base.

Site Specific road information:

Approximately 3150' feet of new BLM Local Road will be constructed to access this proposed location. The maximum grade of the new road will be approximately <10%, with no major cuts or fills required. There will be approximately 650' of 10%-12% grade. Prior to construction, available topsoil will be stripped and windrowed along both sides of the road and segregated from other excess materials.

As the road varies between 2 – 12% culvert placement will be guided by the maximum recommended culvert spacing requirements stated in the current BLM Gold Book standards and Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007, During construction culverts will be installed along the proposed access road as close to the requirements for intermediate soil type as possible. Intermediate soil type spacing requirements - Road grade 2-4% culverts will be every 310', road grade 5-8% culverts will be every 260', and road grade 9-12% culverts will be every 200'.

Please refer to section 1 (Existing Roads) for maintenance plans and conformance standards.

3. Location of Existing Wells

See Plat #5B (Existing Well Locations within One-Mile Radius) & Location of Existing Wells – COGCC 11/22/10 of the attached APDs.

4. Location of Existing and/or Proposed Production Facilities

Primary proposed facilities will consist of 8 - 400 barrel production tanks, 2 for condensate and 6 for water, a gas allocation meter for each well on the pad, and 4 quad and 1 double production units. The tanks and production units will be located on the adjacent 100' x 200' Production Pad. Tanks will be set on cut and situated so as to maintain minimum distances between the tanks and other equipment for safety purposes. (See attached Production Equipment Detail) This equipment layout is what will be present for full drill out of this pad (all wells listed in table on front page). Only equipment that is needed for the first 3 wells that are being permitted at this time will be placed for this first visit to the pad.

Secondary containment(s) will be installed/constructed, inspected and maintained in accordance with the Protection Agency's Spill Prevention, Control and Countermeasure (SPCC) regulation (40 CFR 112.7 5c & Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007).

See Plat #2 (Construction Layout) of the attached plat package as well as the production detail drawing attached towards the back of the APD packages.

Pipelines

A new 8-inch gas line and dual 4-inch water lines will be located in the access road and tie into the main lines at the BCU 42-31-198. However, there is an existing grant (COC-71418) for a main pipeline that will run parallel to CR 122. If this pipeline is installed by the time this pad is built, the gas pipeline for this pad will tie into this main line at the intersection of the access road and CR 122. The water lines will continue down CR 122 to the east and tie into existing lines at the BCU 42-31-198 pad.

Pipeline routes shown on POD map.

5. Location and Types of Water Supply

If needed fresh water will be pumped under valid existing permits and transported by truck over privately owned and county roads from one of several sources: 1) surface water at the Mautz Ranch in SWNE19-2S-98W utilizing County Roads 86 and 24, and BLM road, 2) surface water at Mantle's Ranch in NWSW 33-2S-98W utilizing County Roads 85, 86, and 24, and BLM road, and 3) surface water at Mantle's Ranch in NWNW 33-1S-97W utilizing Rio Blanco County #5, and County Road 24 and BLM road.

For information purposes, be advised that typical *estimated* fresh water volumes needed for drilling operations would be approximately 8100 bbls. *Estimated* water volumes needed for dust control as needed during time of drilling would be approximately 7000 bbls. *Estimated* water volumes required for completion operations (including fracing) would be approximately 35,000 bbls. Some wells vary due to loss circulation. Williams always endeavors to recycle produced water from other wells within pad location area for all completion work.

For completions, fracing will occur onsite and water used will be recycled water from other wells within pad location area that is trucked, via existing county and/or state roads, or pumped. An adjacent frac pad (shown on Plat #2) is planned for the full drill-out of the pad but will not be needed or built for the first visit to this pad.

6. Source of Construction Materials

Surface and subsoil materials within the proposed construction areas will be used. Detailed soils information is available on the COGCC website. Additional gravel or pit lining material (if required) will be obtained from the Connell Resources gravel pit located in the S ½ of section 6 of T6N R90W.

No construction materials will be taken from Federal lands without prior approval from the appropriate Surface Management Agency.

7. Methods for Handling Waste Disposal

Drill Cuttings & Reserve Pit Management

Drill cuttings generated during drilling of proposed well(s) will be managed within the cuttings trench that will be constructed and maintained in accordance to COGCC rules. (Cuttings trench as shown on Plat #2 (Construction Layout) They will reside on location no more than 6 months until being hauled offsite to an authorized disposal site, in this case, the Ray Gulch Landfill Disposal Facility in LaPoint, Utah. After removal of the drill cuttings, the liner will be removed and hauled to the Ray Gulch Landfill Disposal Facility in LaPoint, Utah. The pit will be closed in accordance with applicable COGCC rules and regulations. A smaller amount of the cuttings (all the fines), as well as excess cement from the well, will be contained and buried in the reserve pit. A frac water pit will be constructed and double lined with 30 ml reinforced material to accommodate frac water (see below)

In cases where emergencies such as weather conditions, safety concerns, or operational constraints exist, cutting may be temporarily stored at another location per BLM approval, and in accordance with COGCC waste management and CDPHE stormwater regulations.

Drilling fluids will be contained in the reserve pit as shown on Plat 2. All drilling mud will be dewatered and the useable fluids recycled as appropriate, which in turn contributes to a reduction in truck traffic on all local roads. The reserve pit has been designed to prevent the collection of surface runoff and will be constructed in the cut portion of the well pad where possible. If pit bottom sits in fill a design and certification by a registered professional engineer has been submitted with the state permits in accordance to COGCC regulations. Two 30 ml reinforced synthetic liners will be installed and stabilized within the pit anchor trench. Two feet of freeboard will be maintained at all times. During drilling and completion operations, the reserve pit will be fenced on three sides with sheep-tight material. The fourth side of the reserve pit will be fenced immediately upon removal of the drilling rig and the fencing will be maintained until the pit is backfilled. Fluids in the reserve pit will be allowed to evaporate prior to pit burial.

Wastes meeting criteria established in the U.S. Environmental Protection Agency's "Exemption of Oil and Gas Exploration and Production Wastes from Federal Hazardous Waste Regulations (EPA Publication Number 530-I-01-004) (2002), including drilling cuttings, produced water, frac water, etc. will be managed in accordance with Federal (BLM) and COGCC regulations. Non-E&P wastes will be managed in accordance with EPA and CDPHE regulations. Pit closures will be conducted in accordance with applicable COGCC rules and regulations.

Produced fluids from the new wellbores, including produced water and liquid hydrocarbons produced during completions operations, will be contained in test tanks located on the drill pad. Test tanks containment will be in accordance with the Protection Agency's Spill Prevention, Control and Countermeasure (SPCC) regulation (40 CFR 112.7 5c. Recoverable condensate will be gauged and sold. Produced water from completion operations will be recycled and used for other wells within pad location area. The tanks will be removed from the location within 6 months. Any spills of oil, gas, produced water or any other potentially hazardous substances will be cleaned up and immediately removed to an approved disposal site. Williams has SPCC and Spill Prevention and Response plans on file in its Parachute office that addresses these issues. As with the reserve pit, the pit liners will be anchored in the pit anchor trench and two feet of freeboard will be maintained at all times. The pit will be fenced immediately upon removal of the completion rig and the fencing maintained until the pit is closed. Any excess frac water will be recycled and used at a nearby location for completions. The frac pit will be netted during completion operations.

If needed produced wastewater flows back to operator's evaporation pond which then will eventually be injected into the operator's injection well Federal 299-27-5.

- Cuttings: Will be contained on the location in the cuttings trench.
- Drilling fluids and chemicals: Drilling fluids and chemicals will be recycled.
- All chemical management complies with COGCC, CDPHE and SARA Title III reporting requirements, including MSDS sheets for all chemicals used in Williams' operations.
- Sewage: Chemical toilets provided for human waste disposal or an enclosed sewer system will be used. Contents will be disposed of by a licensed contractor at an approved disposal facility.
- Garbage and non-flammable solid waste materials will be contained in a portable bear-proof trash cage. No trash will be placed in the reserve pits. Within one week following termination of drilling operations the accumulated trash will be hauled off to an authorized disposal site. All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the well location. The well site and access road will be kept free of trash and debris at all times. No potentially adverse materials or substances will be left on the location.
- Used oil is put back in its original drum and stored on location within secondary containment. Contracted recyclers come to location to remove the oil from the drums for recycling at an authorized facility.

8. Ancillary Facilities

A small temporary living quarters unit will be located on the northeast corner of the BCU 12-31-198 pad which will serve both the BCU 12-31-198 and BCU 24-30-198 pads. The unit consists of several trailers placed side by side, or sometimes stacked on top of each other. Williams will obtain a Special Use Permit from Rio Blanco County for this facility.

9. Wellsite Layout

See Plat #1 of the attached APD(s) for the Well Location.

See Plat #2 of the attached APD(s) for the Construction Layout.

See Plat #3 of the attached APD(s) for the Construction Layout Cross Sections.

See Plat #4 of the attached APD(s) for the Drill Rig Layout.

See Plat #5 of the attached APD(s) for Access Road Map (with existing and proposed access)

See Plat #5C of the attached APD(s) for Hydrology Map

See Plat #5D of the attached APD(s) for Reference Area Map

See Plat #6 of the attached APD(s) for the Location (Current Footages).

See Plat #7 of the attached APD(s) for the Reclaimed Pad & Production Equipment. – contains disturbance area acreage.

Production Equipment Detail

POD Map

Location of Existing Wells – COGCC Map

No construction activity will be conducted with saturated soil material or when significant watershed damage (rutting, extensive sheet soil erosion, formation of rills/gullies, etc.) is likely to occur.

Vegetative material will be cleared from the proposed access road and pad areas, shredded and piled to one side. Available topsoil, estimated at 8-12 inches, will be removed from the area to be disturbed, including material piles, and added to the stockpile of topsoil. Topsoil stockpiles will be labeled, seeded, stabilized with erosion control blankets, and properly segregated from other excess materials stockpile(s). Once all wells planned for the pad have been drilled, completed and hooked up to production equipment, interim reclamation will take place. Restoration of un-needed portions of the pad will commence as soon as practical after the installation of production facilities but no later than 6 months after said installation. Cut and fill slopes not actively used during the production phase (generally that area outside the rig anchors) will be reduced to a maximum 3:1 slope and the surface will be roughened on the contour. Salvaged topsoil from the location will

be evenly redistributed over cut and fill surfaces. Excess material piles are always kept separate from topsoil piles and their locations are depicted on the Construction Layout Drawing (Plat #2).

Soil material and overburden will not be pushed over side slopes or into drainages. All soil material disturbed will be placed in an area where it can be retrieved.

The location (including the reserve pit) has been designed to prevent the collection of surface runoff. The reserve pit will be lined, as mentioned above.

Cut and fill slopes on the expanded pad will be constructed no steeper than 1-1/2:1. They typically range from 3:1 to 5:1.

The maximum cut on the proposed pad will be approximately 13.8 feet.

All equipment and vehicles will be confined to the access road, pad and area specified in this APD.

Water application may be implemented if necessary to minimize the amount of fugitive dust.

At least three (3) working days prior to constructing the well pad and/or related facilities, the Operator will notify the Authorized Officer, Bureau of Land Management, White River Field Office at (970) 878-3800. The Operator will also notify the Authorized Officer within two (2) working days after the completion of earth-moving activity.

10. Plans for Surface Reclamation

Interim Reclamation

Immediately upon completion of drilling and well completions, the locations and surrounding area will be cleared of all remaining debris, materials, trash and junk not required for production. All trash removed will be transported to an approved, offsite disposal facility.

The reserve pit will be allowed to dry prior to the commencement of backfilling work. The cuttings pit will be emptied as previously described above. No attempts will be made to backfill the reserve or frac pits until the pits are free of standing water. Any remaining produced water in the frac pit will be transferred via tank truck (eventually via buried water lines) to other frac pit locations in the field and recycled for completion operations. There will be a minimum of three feet of cover on each reclaimed pit. Rat and mouse holes will be filled and compacted from bottom to top immediately upon release of the drilling rig from the location.

Any hydrocarbons floating on the surface of the reserve pit will be removed as soon as possible after drilling and completion operations are finished. The pit will be continually inspected and skimmed as needed to remove the accumulations on the surface. Additionally, pits that may pose a risk to migratory birds and are expected to remain open during migration periods will be implemented with a net deterrent system. This system will help to eliminate possible interactions with waterfowl and other wildlife.

To the extent possible, the slopes of the pad will be re-contoured to fit the natural topography and to gain the best soil stabilization to accommodate reseeding. A working area must be maintained around each well head and production equipment as these must remain accessible. For the well pad, this will consist of pushing fill material into the cuts and up over the back slope. For the access road, culverts and the road crown and ditches will be removed. Topsoil will be re-distributed over all disturbed areas and a BLM recommended interim seed mix (prior to final reclamation) will be used on all disturbed areas except within the fenced working area that is needed for production. The slopes of the pipeline will be re-contoured to fit the natural topography and to gain the best soil stabilization to accommodate reseeding.

Final Reclamation

The following standards will apply to final reclamation.

- A. Re-contouring:** Unless an agreement is made with the landowner to keep the road and/or pad in place, the disturbed areas surrounding the well location, including the access road will be re-contoured to blend as nearly possible with the natural topography and pre-disturbance conditions.

Final grading of back-filled and cut slopes will be done to prevent erosion and encourage establishment of vegetation. Existing drainages will be re-established.

- B. Re-vegetation:** The long term objective is to establish a self-sustaining plant community that is compatible with and capable of supporting the identified land use.

The rate of application of the seed mix listed in the Surface Use Plan in the Master APD is listed in pounds of pure live seed (PLS)/acre. The seed will be certified and there will be no primary or secondary noxious weeds in the seed mixture. The operator shall notify the Authorized Officer 24 hours prior to seeding and shall provide evidence of certification of the above seed mix to the Authorized Officer.

All compacted portions of the pad, road, and pipeline route will be ripped to a depth of 18 inches when subsurface conditions permit. Prior to seeding, stockpiled topsoil (stripped surface material) will be spread to a uniform depth that will allow the establishment of desirable vegetation. If the seed bed has begun to crust over or seal, the seed bed will be prepared by disking or some other mechanical means sufficient to allow penetration of the seed into the soil. In addition, broadcast seed should be covered by using a harrow, drag bar, or chain.

This Reclamation COA is subject to all disturbances including pipelines and roads. If it is determined by the Authorized Officer that the above reclamation standards are not being met, the operator will be required to submit a plan to correct the problem. Approval of the plan may require special reclamation practices such as mulching, the method and time of planting, the use of different plant species, soil analysis to determine the need for fertilizer, fertilizing, seed-bed preparation, contour furrowing, watering, terracing, water barring, and the replacement of topsoil.

Reclamation operations for the well pad and associated pit(s) will begin as soon as is practicable, but not to exceed reclamation timeline established and defined by BLM and/or COGCC. Seeding will take place during the spring and fall in accordance with seeding schedules as recommended by the BLM-WRFO.

Areas being reclaimed will be fenced to exclude livestock for the first two growing season or until the seeded species have established. The type of fencing will be approved by the Authorized Officer.

Noxious weeds which may be introduced due to soil disturbance and reclamation will be treated by methods approved by the Authorized Officer. **The Pesticide Use Permit shall be on record with the BLM for treatment of noxious and invasive weeds.**

Upon completion of approved plugging, a regulation marker will be erected in accordance with 43 CFR 3162.6. The marker will be constructed after contouring. The top of the marker will be closed or capped and the following minimum information will be permanently placed on the marker with a plate, cap or beaded-on with a welding torch: "Fed" or "Ind", as applicable; "well number, location by quarter, quarter section, township and range"; and "lease number".

The project area will be monitored for the life of the project and Williams will eradicate all noxious and invasive plant species which occur on site using materials and methods approved in advance by the Authorized Officer.

Pipelines that are associated with only the plugged wells will be decommissioned.

11. Surface Ownership:

See Plat #5 (Access Road Map) & Plat #6 (Location (Current Footages)) for surface ownership, well location, and existing access.

Surface owner name and contact information

Bureau of Land Management

U.S. Department of the Interior

Colorado River Field Office (970) 876-9000

This is surface owner's copy of this SUPO

12. Other Information

Please send approved APD to:

Greg Davis
Williams Production RMT Company
1515 Arapahoe Street, Tower III, Suite 1000
Denver, CO 80202
Phone: 303-606-4071

Please direct questions on Form 3160 to:

Greg Davis
Supervisor Permits – Denver
Williams Production RMT Company
Office: 303-606-4071
Greg.Davis@Williams.com

April Mestas
Planning Team Lead
Williams Production RMT Company
Office: 970-263-2711
Cell: 970-640-1864
April.Mestas@Williams.com

Kris Meil
Administration Assistant – FOA II
Williams Production RMT Company
Office: 970-285-9377 ext 2209
Cell: 970-623-6583
Kris.Meil@Williams.com

Environmental Considerations

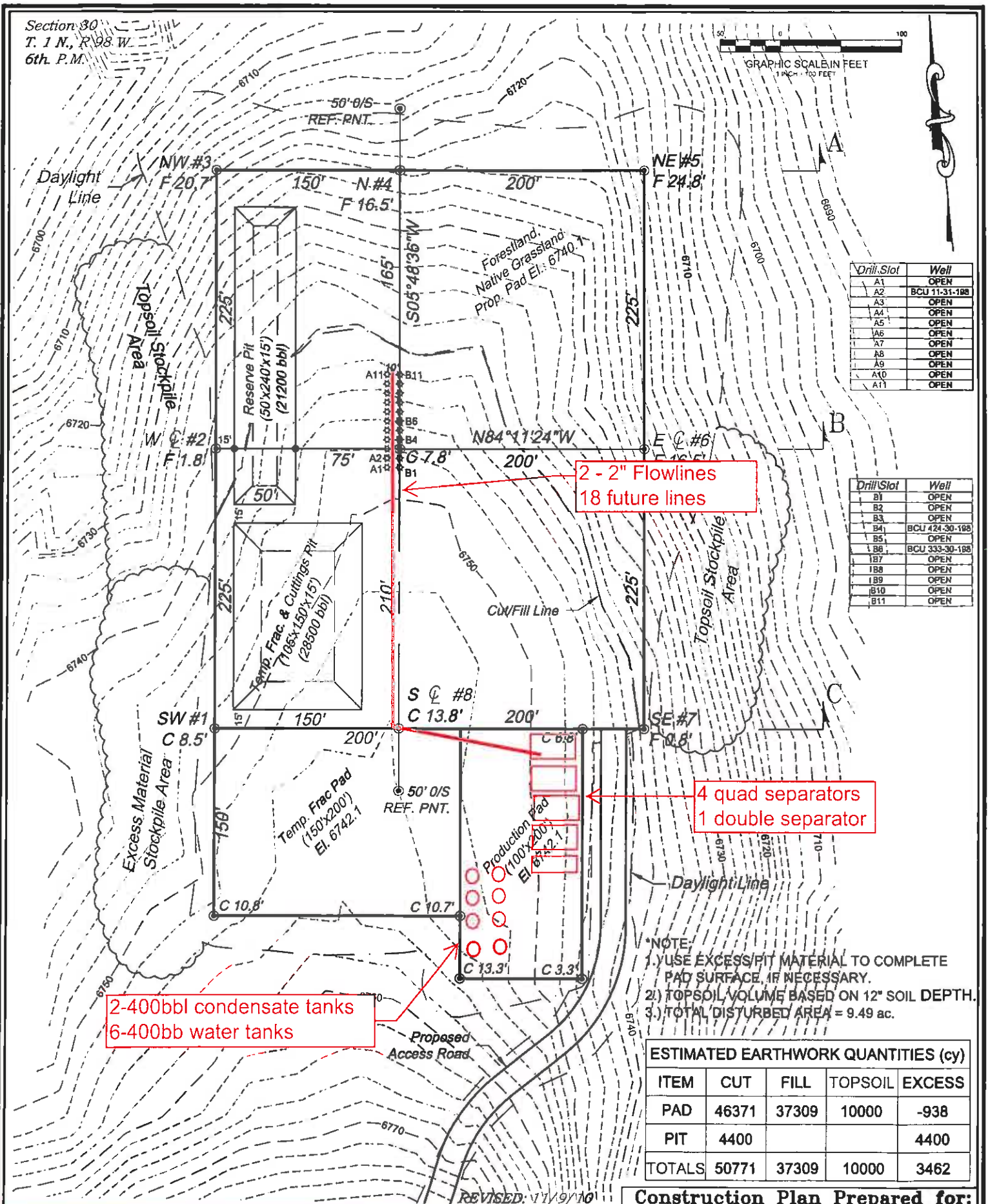
RESOURCE / ENVIRONMENTAL ISSUE	COMMENTS
AIR QUALITY	All equipment and infrastructure complies with COGCC and CDPHE air quality regulations for an APEN or permitting.
CHEMICAL	All chemical management complies with COGCC, CDPHE and SARA

MANAGEMENT	Title III reporting requirements, including MSDS sheets for all chemicals used in Williams' operations.
CULTURAL OR PALEO RESOURCES PRESENT	See Survey Report dated August 2, 2010 completed by Grand River Institute. 14 sites were located, of which 5 are eligible to the NRHP but surface disturbances <u>will not</u> affect eligible sites.
GROUNDWATER	Drilling plans comply with COGCC, CDPHE, and local government agency ground water protection regulations.
MINERALS - FEDERAL	APDs submitted herein comply with 43 CFR 3160, et. al. and associated Onshore Orders and guidance.
MINERALS- STATE AND COUNTY	APDs have been submitted to the COGCC for State Approval in accordance with COGCC Title 34 regulations. Any SUP or other county requirements will be complied with.
NEPA	A NEPA documentation decision (CX, EA, or EIS) is necessary.
NOISE	Noise thresholds as established by the COGCC will be complied with in accordance with State Title 34 regulations.
NOXIOUS WEEDS	See Survey Report dated September 2010 completed by WestWater Engineering No noxious weed are present in the project area
PLANTS-TE&S	See Survey Report dated September 2010 completed by WestWater Engineering No TES plants are present within the surveyed project area.
RECLAMATION	Reclamation/reseeding will comply with Federal (BLM) and state (COGCC) regulations. On BLM lands, Williams will comply with seeding requirements as established by the appropriate BLM office. A Reclamation Status Report will be submitted to the WRFO biannually for all actions that require disturbance of surface soils on BLM-administered lands as a result of the proposed action. Actions may include, but are not limited to, well pad and road construction, construction of ancillary facilities, or power line and pipeline construction. The Reclamation Status Report will be submitted by April 15 and August 15 of each calendar year, and will include the well number, API number, legal description, UTM coordinates, project description (e.g., well pad or pipeline), reclamation status (e.g., interim or final), whether the well pad or pipeline has been re-vegetated and/or re-contoured, date seeded, photos of the reclaimed site, estimate of acres seeded and seeding method (e.g., broadcast, drilled, hydro-seeded, etc), and contact information for the person(s) responsible for developing the report. The report will be accompanied with maps showing each point (i.e., well pad), polygon, or polyline (i.e., pipeline) feature that was included in the report. Geospatial data will be submitted using the NAD 83 UTM, Zone 12 North projected coordinate system, the Transverse Mercator projection, and the GCS North American 1983 geographic coordinate system (NAD 83 datum). In addition, scanned copies of seed tags that accompanied the seed bags will be included with the report. Internal and external review of the WRFO Reclamation Status Report, and the process used to acquire the necessary information will be conducted annually, and new information or changes in the reporting process will be incorporated into the report. The Reclamation Status Report will be submitted electronically via email and as a hard-copy to Natural Resource

	<p>Specialist, Brett Smithers (brett_smithers@blm.gov). The hard copy will be submitted to:)</p> <p>All seed tags will be submitted to the designated NRS within 14 calendar days from the time the seeding activities have ended via Sundry Notice. The sundry will include the purpose of the seeding activity (i.e., seeding well pad cut and fill slopes, seeding pipeline corridor, etc.). In addition, the SN will include the well or well pad number associated with the seeding activity, if applicable, the name of the contractor that performed the work, his or her phone number, the method used to apply the seed (e.g., broadcast, hydro-seeded, drilled), whether the seeding activity represents interim or final reclamation, an estimate of the total acres seeded, an attached map that clearly identifies all disturbed areas that were seeded, and the date the seed was applied. The designated NRS for this project is Brett Smithers (phone: 970-878-3818; email: brett_smithers@blm.gov).</p> <p>The designated NRS will be notified 24 hours prior to beginning all reclamation activities associated with this project via email or by phone. The designated NRS for this project is Brett Smithers (phone: 970-878-3818; email: brett_smithers@blm.gov).</p>
SPILLS	All spills will be managed in accordance with Federal (NRC, BLM, et. al.), state (COGCC, CDPHE, CDOT) requirements, including notification, reporting, response and remediation actions. The appropriate level of notification will depend upon the waste classification as an E&P, or non E&P waste, as defined by EPA regulations.
VISUAL RESOURCES	The area is in a Class III or IV area, and no mitigation is proposed, however all permanent above-ground structures not subject to safety considerations will be painted a flat, non-reflective, earth-tone color to match the standard environmental colors.
WASTE	All E&P wastes, including drilling cuttings, produced water, frac water, etc. will be managed in accordance with Federal (BLM) and COGCC regulations. Non-E&P wastes will be managed in accordance with EPA and CDPHE regulations.
WATER – 404 LOCATIONS	No 404 locations will be affected by the proposed actions XX 404
WATER – GENERAL / NPDES / WATER RIGHTS	Any NPDES discharge permits (if needed) and water rights obligations will be complied with under state COGCC, CDPHE and SEO regulations.
WATER - SPCC	All SPCC locations with comply with EPA, COGCC and CDPHE requirements for plans and reporting in accordance with 40 CFR 112.
WATER-STORMWATER	Stormwater is addressed under a field-wide CDPHE plan/permit
WILDLIFE-NON GAME AND TE&S (INCLUDES RAPTORS)	<p>See Survey Report dated September 2010 completed by WestWater Engineering</p> <p>GENERAL No TES wildlife species are present within the surveyed project area.</p> <p>RAPTORS No Raptor nesting sites were located within ¼ mile of the proposed action.</p>
WILDLIFE - GAME	The proposed action would not be subject to any lease BGTL.

Section 30
T. 1 N., R. 98 W.
6th. P.M.

GRAPHIC SCALE IN FEET
1" = 100'



Drill Slot	Well
A1	OPEN
A2	BCU 11-31-128
A3	OPEN
A4	OPEN
A5	OPEN
A6	OPEN
A7	OPEN
A8	OPEN
A9	OPEN
A10	OPEN
A11	OPEN

Drill Slot	Well
B1	OPEN
B2	OPEN
B3	OPEN
B4	BCU 424-30-128
B5	OPEN
B6	BCU 333-30-128
B7	OPEN
B8	OPEN
B9	OPEN
B10	OPEN
B11	OPEN

SCALE: 1" = 100'
DATE: 11/3/10
Drawing: 1 of 10
PROJECT: Williams Highlands
DFT: cws

Construction Plan Prepared for:

Williams. Williams Production, RMT

BCU 24-30-198 - Sheet 1

Production Equipment Detail

125 East Third Street
Rt. 67, Colorado 81650
Ph: (970) 825-1130
Fax: (970) 825-2772

BOOKCLIFF
Survey Services, Inc.

Section 30
T. 1 N., R. 98 W
6th. P.M.

GRAPHIC SCALE IN FEET
1" = 100'

Daylight Line

Topsoil Stockpile Area

Excess Material Stockpile Area

Topsoil Stockpile Area

Daylight Line

Cut/Fill Line

Proposed Access Road

Temp. Frac Pad
(150'x200')
El. 6742.1

Production Pad
(100'x200')
El. 6742.1

Proposed Center of Pad
N:1810274.5
E:2177114.4
Pad Elev.: 6740.1

Reserve Pit
(50'x240'x15')
(21200 bbl)

Temp. Frac & Cuttings Pit
(105'x150'x15')
(28500 bbl)

EARTHWORKS VOLUMES:

Cut: 46371 cy
Fill: 37309 cy
Top Soil(12in): 1000 cy

Construction Plan Prepared for:

Williams. Williams Production, RMT

BCU 24-30-198 Drill Pad
PRELIMINARY LOCATION

SCALE: 1" = 100'
DATE: 9/14/10
PLAT: 1 of 2
PROJECT: Williams Highlands
DFT: CWS

1200 East Third Street
N. Ft. Collins, CO 80501
Ph: (970) 625-1130
Fax: (970) 625-2773

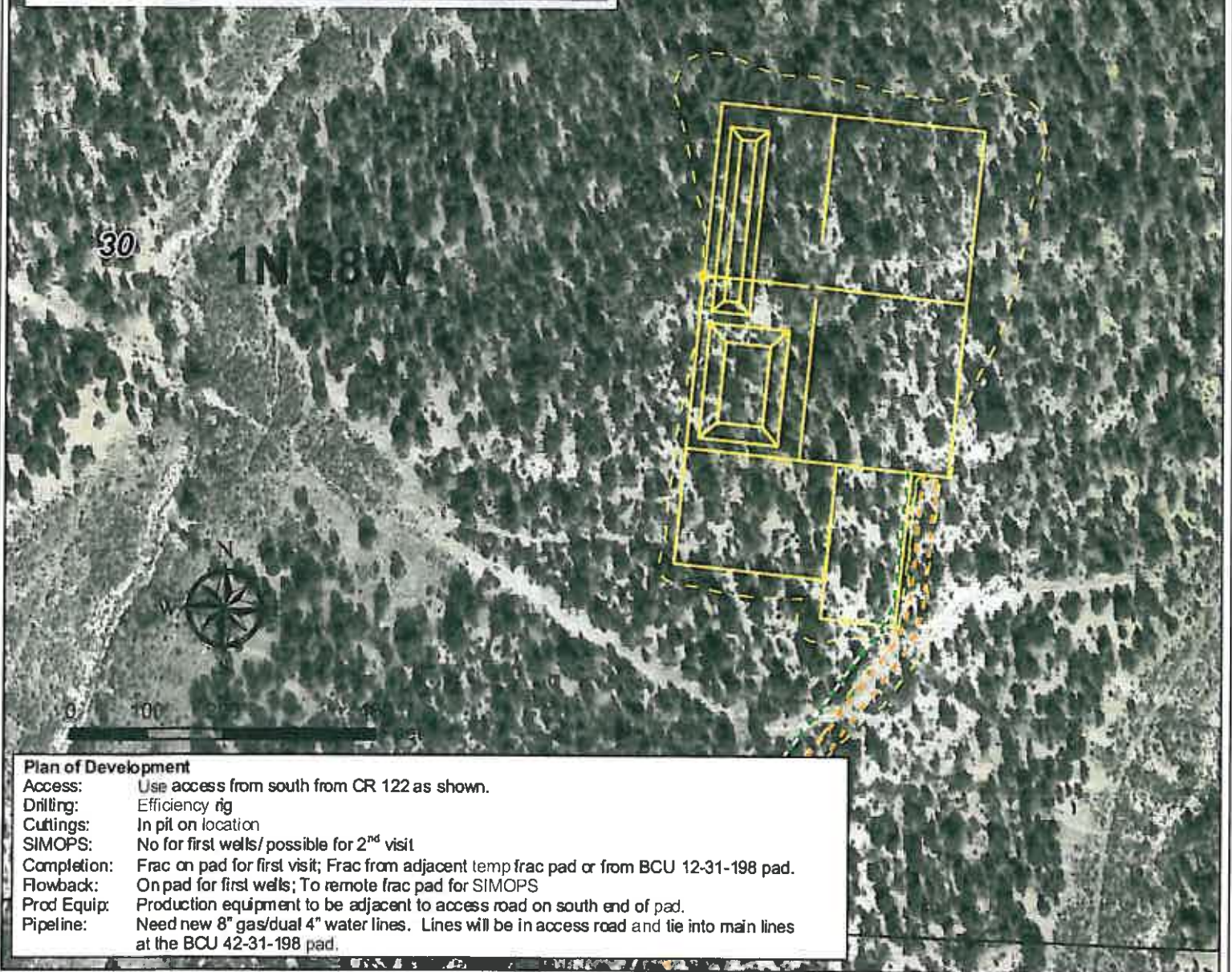


BOOKCLIFF
Survey Services, Inc.



Geologist Information

General: New location, drill 2 wells first (18 wells planned)
 Ownership: FED surface/ FED minerals
 SUA Status: N/A
 Spacing Units: All BHs in Barcus Creek Unit
 Adjacent Owners: BLM



Plan of Development

Access: Use access from south from CR 122 as shown.
 Drilling: Efficiency rig
 Cuttings: In pit on location
 SIMOPS: No for first wells/ possible for 2nd visit
 Completion: Frac on pad for first visit; Frac from adjacent temp frac pad or from BCU 12-31-198 pad.
 Flowback: On pad for first wells; To remote frac pad for SIMOPS
 Prod Equip: Production equipment to be adjacent to access road on south end of pad.
 Pipeline: Need new 8" gas/dual 4" water lines. Lines will be in access road and tie into main lines at the BCU 42-31-198 pad.

Legend

- Proposed Pipeline
- Existing Pipeline
- Existing Pad
- Proposed Pad or Pit
- Proposed Road
- Proposed Daylight Line
- Existing Road

Williams Production RMT

BCU 24-30-198 Plan of Development

Date Prepared: December 10, 2010

