

| | | | | | | |
|--|---|--|----|----|----|----|
| FORM INSP Rev 05/11 | State of Colorado Oil and Gas Conservation Commission <small>1120 Lincoln Street, Suite 801, Denver, Colorado 80205 Phone: (303) 894-2100 Fax: (303) 894-2109</small> |  | DE | ET | OE | ES |
|--|---|--|----|----|----|----|

FIELD INSPECTION FORM

| | | | | |
|---------------------|-------------|--------|---------------|---------------------------------|
| Location Identifier | Facility ID | Loc ID | Tracking Type | Inspector Name: LONGWORTH, MIKE |
| | 298691 | 335522 | | |

Inspection Date: 02/02/2012

Document Number: 663800120

Overall Inspection: Satisfactory

Operator Information:

OGCC Operator Number: 96850 Name of Operator: WILLIAMS PRODUCTION RMT COMPANY LLC

Address: 1001 17TH STREET - SUITE #1200

City: DENVER State: CO Zip: 80202

Contact Information:

| Contact Name | Phone | Email | Comment |
|--------------|----------------|------------------------|--------------------|
| Moss, Brad | (970) 285-9377 | Brad.Moss@Williams.com | Production foreman |

Compliance Summary:

QtrQtr: SWNW Sec: 16 Twp: 6S Range: 91W

Inspector Comment:

Location looks to be going thru improvements.

Related Facilities:

| Facility ID | Type | Status | Status Date | Well Class | API Num | Facility Name | |
|-------------|------|--------|-------------|------------|-----------|----------------------|---|
| 295978 | WELL | PR | 05/18/2010 | GW | 045-15864 | JOLLEY 16-17D | X |
| 298691 | WELL | PR | 04/29/2009 | GW | 045-17338 | JOLLEY 16-23D | X |
| 298692 | WELL | XX | 10/12/2011 | LO | 045-17339 | Jolley KP 521-16 | X |
| 298693 | WELL | PR | 04/18/2009 | OG | 045-17340 | HILTON 16-36D | X |
| 298694 | WELL | XX | 10/12/2011 | LO | 045-17341 | Hilton KP 422-16 | X |
| 298695 | WELL | XX | 10/12/2011 | LO | 045-17342 | Hilton KP 532-16 | X |
| 298696 | WELL | PR | 12/20/2010 | LO | 045-17343 | HILTON KP 632-16 | X |
| 298701 | WELL | PR | 03/19/2009 | GW | 045-17344 | JOLLEY 16-16D | X |
| 298703 | WELL | XX | 10/12/2011 | LO | 045-17345 | Jolley KP 12-16 | X |
| 298705 | WELL | DG | 01/11/2010 | LO | 045-17346 | JOLLEY KP 511-16 | X |
| 300619 | WELL | AL | 09/13/2011 | LO | 045-17956 | KOKOPELLI FED 16-27D | |
| 300620 | WELL | AL | 09/13/2011 | LO | 045-17957 | KOKOPELLI FED 16-28D | |
| 300621 | WELL | XX | 10/12/2011 | LO | 045-17958 | Jolley KP 22-16 | X |
| 300622 | WELL | XX | 10/12/2011 | LO | 045-17959 | Jolley KP 322-16 | X |

Equipment:

Location Inventory

| | | | |
|------------------------------|-------------------------|-----------------------|--------------------------|
| Special Purpose Pits: _____ | Drilling Pits: _____ | Wells: <u>12</u> | Production Pits: _____ |
| Condensate Tanks: <u>4</u> | Water Tanks: <u>4</u> | Separators: <u>12</u> | Electric Motors: _____ |
| Gas or Diesel Mortors: _____ | Cavity Pumps: _____ | LACT Unit: _____ | Pump Jacks: _____ |
| Electric Generators: _____ | Gas Pipeline: <u>1</u> | Oil Pipeline: _____ | Water Pipeline: <u>1</u> |
| Gas Compressors: _____ | VOC Combustor: <u>1</u> | Oil Tanks: _____ | Dehydrator Units: _____ |
| Multi-Well Pits: _____ | Pigging Station: _____ | Flare: _____ | Fuel Tanks: _____ |

Location

| Lease Road: | | | | |
|--------------------|-----------------------------|---------|-------------------|------|
| Type | Satisfactory/Unsatisfactory | comment | Corrective Action | Date |
| Access | Satisfactory | | | |

| Signs/Marker: | | | | |
|----------------------|-----------------------------|--|---|------------|
| Type | Satisfactory/Unsatisfactory | Comment | Corrective Action | CA Date |
| CONTAINERS | Unsatisfactory | no label on tote on south of location | Install sign to comply with rule 210.b. | 02/29/2012 |
| TANK LABELS/PLACARDS | Satisfactory | Tanks and separator need well ids. redone. | | |
| WELLHEAD | Unsatisfactory | signs missing from 11-16 and 632-16 | Install sign to comply with rule 210.b. | 02/29/2012 |

Emergency Contact Number: (S/U/V) _____ Corrective Date: _____

Comment: _____

Corrective Action: _____

| Good Housekeeping: | | | | |
|---------------------------|-----------------------------|--|-----------------------|------------|
| Type | Satisfactory/Unsatisfactory | Comment | Corrective Action | CA Date |
| OTHER | Unsatisfactory | oil stain around 16-17D and condensate around 511-16 | clean up around wells | 02/24/2012 |

| Spills: | | | | |
|--|------|--------|-------------------|---------|
| Type | Area | Volume | Corrective action | CA Date |
| <input type="checkbox"/> Multiple Spills and Releases? | | | | |

| Fencing/: | | | | |
|------------------|-----------------------------|-----------------------|-------------------|---------|
| Type | Satisfactory/Unsatisfactory | Comment | Corrective Action | CA Date |
| TANK BATTERY | Satisfactory | | | |
| SEPARATOR | Satisfactory | | | |
| WELLHEAD | Satisfactory | no fence around wells | | |

| Equipment: | | | | | |
|-----------------------------|----|-----------------------------|---------------------------------|-------------------|---------|
| Type | # | Satisfactory/Unsatisfactory | Comment | Corrective Action | CA Date |
| Plunger Lift | 6 | Satisfactory | | | |
| Bird Protectors | 5 | Satisfactory | | | |
| Horizontal Heated Separator | | Satisfactory | 3 quad separators and 4 singles | | |
| Dehydrator | 1 | Satisfactory | | | |
| Bird Protectors | 10 | Satisfactory | | | |

| | | | | | |
|---------------------|-----------------------------|-----------------------------------|---------------------|----------------------|-------|
| Tanks/Berms: | | <input type="checkbox"/> New Tank | Tank ID: _____ | | |
| Contents | # | Capacity | Type | SE GPS | |
| CONDENSATE | 8 | 300 BBLS | STEEL AST | 39.530600,107.565180 | |
| S/U/V: | Satisfactory | Comment: _____ | | | |
| Corrective Action: | _____ | | | Corrective Date: | _____ |
| Paint | | | | | |
| Condition | _____ | | | | |
| Other (Content) | _____ | | | | |
| Other (Capacity) | _____ | | | | |
| Other (Type) | _____ | | | | |
| Berms | | | | | |
| Type | Capacity | Permeability (Wall) | Permeability (Base) | Maintenance | |
| Metal | Adequate | Walls Sufficient | Base Sufficient | Adequate | |
| Corrective Action | _____ | | | Corrective Date | _____ |
| Comment | _____ | | | | |
| Venting: | | | | | |
| Yes/No | Comment | | | | _____ |
| _____ | _____ | | | | _____ |
| Flaring: | | | | | |
| Type | Satisfactory/Unsatisfactory | Comment | Corrective Action | CA Date | |
| _____ | _____ | _____ | _____ | _____ | |

Predrill

Location ID: 335522

Site Preparation:

Lease Road Adeq.: _____ Pads: _____ Soil Stockpile: _____

Corrective Action: _____ Date: _____ CDP Num.: _____

Form 2A COAs:

| Group | User | Comment | Date |
|-------|-----------|--|------------|
| OGLA | kubeczkod | <p>SITE SPECIFIC COAs:</p> <p>Operator must implement best management practices to contain any unintentional release of fluids, including any fluids conveyed via temporary surface pipelines.</p> <p>Any pit constructed to hold liquids, must be lined or a closed loop system (which operator has indicated on the Form 2A) must be implemented during drilling.</p> <p>Operator must ensure 110 percent secondary containment for any volume of fluids contained at well site during drilling and completion operations; including, but not limited to, construction of a berm or diversion dike, diversion/collection trenches within and/or outside of berms/dikes, site grading, or other comparable measures (i.e., best management practices (BMPs) associated with stormwater management) sufficiently protective of nearby surface water. Any berm constructed at the well pad location will be stabilized, inspected at regular intervals (at least every 14 days), and maintained in good condition.</p> <p>Flowback and stimulation fluids must be sent to tanks, separators, or other containment/filtering equipment before the fluids can be placed into any pipeline or pit located on the well pad or into tanker trucks for offsite disposal. The flowback and stimulation fluid tanks, separators, or other containment/filtering equipment must be placed on the well pad in an area with additional downgradient perimeter berming. The area where flowback fluids will be stored/reused must be constructed to be sufficiently impervious to contain any spilled or released material.</p> <p>The moisture content of any drill cuttings in a cuttings pit, trench, or pile shall be as low as practicable to prevent accumulation of liquids greater than de minimis amounts. At the time of closure, the drill cuttings must also meet the applicable standards of table 910-1.</p> | 10/27/2011 |

Wildlife BMPs:

| BMP Type | Comment |
|--------------------------------|--|
| Drilling/Completion Operations | <p>DRILLING/COMPLETIONS BMP's</p> <ul style="list-style-type: none"> • 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. |

| | |
|----------------------------|---|
| <p>Planning</p> | <p>PLANNING BMP's</p> <ul style="list-style-type: none"> • 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 • 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 • 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 |
| <p>Interim Reclamation</p> | <p>PRODUCTION/RECLAMATION BMP's</p> <ul style="list-style-type: none"> • 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 • Williams will use certified, weed free grass hay, straw, hay or other mulch materials used for the reseeding and reclamation of disturbed areas. • 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. |

Stormwater:

Comment: _____

Staking:

On Site Inspection (305):

Surface Owner Contact Information:

Name: _____ Address: _____
 Phone Number: _____ Cell Phone: _____

Operator Rep. Contact Information:

Landman Name: _____ Phone Number: _____
 Date Onsite Request Received: _____ Date of Rule 306 Consultation: _____

Request LGD Attendance: _____

LGD Contact Information:

Name: _____ Phone Number: _____ Agreed to Attend: _____

Summary of Landowner Issues:

Summary of Operator Response to Landowner Issues:

Onsite Inspection Memorandum Summarizing Discussions at Inspection as Attachment:

| Well | | | | |
|--------------|--------|-------------|-----------|--------------------------------|
| Facility ID: | 295978 | API Number: | 045-15864 | Status: PR Insp. Status: PR |
| Facility ID: | 298691 | API Number: | 045-17338 | Status: PR Insp. Status: PR |
| Facility ID: | 298692 | API Number: | 045-17339 | Status: XX Insp. Status: ND |
| Facility ID: | 298693 | API Number: | 045-17340 | Status: PR Insp. Status: PR |
| Facility ID: | 298694 | API Number: | 045-17341 | Status: XX Insp. Status: ND |
| Facility ID: | 298695 | API Number: | 045-17342 | Status: XX Insp. Status: ND |
| Facility ID: | 298696 | API Number: | 045-17343 | Status: PR Insp. Status: PR |
| Facility ID: | 298701 | API Number: | 045-17344 | Status: PR Insp. Status: PR |
| Facility ID: | 298703 | API Number: | 045-17345 | Status: XX Insp. Status: ND |
| Facility ID: | 298705 | API Number: | 045-17346 | Status: DG Insp. Status: PR |
| Facility ID: | 300621 | API Number: | 045-17958 | Status: XX Insp. Status: ND |
| Facility ID: | 300622 | API Number: | 045-17959 | Status: XX Insp. Status: ND |

Environmental

Spills/Releases:
 Type of Spill: _____ Description: _____ Estimated Spill Volume: _____
 Comment: _____
 Corrective Action: _____ Date: _____
 Reportable: _____ GPS: Lat _____ Long _____
 Proximity to Surface Water: _____ Depth to Ground Water: _____

Water Well:
 DWR Receipt Num: _____ Owner Name: _____ GPS: _____ Lat _____ Long _____

Field Parameters:
 Sample Location: _____

Emission Control Burner (ECB): _____
 Comment: _____
 Pilot: _____ Wildlife Protection Devices (fired vessels): _____

Reclamation - Storm Water - Pit

Interim Reclamation:

Date Interim Reclamation Started: _____ Date Interim Reclamation Completed: _____

Land Use: RANGELAND

Comment: _____

- 1003a. Debris removed? _____ CM _____
CA _____ CA Date _____
- Waste Material Onsite? _____ CM _____
CA _____ CA Date _____
- Unused or unneeded equipment onsite? _____ CM _____
CA _____ CA Date _____
- Pit, cellars, rat holes and other bores closed? _____ CM _____
CA _____ CA Date _____
- Guy line anchors removed? _____ CM _____
CA _____ CA Date _____
- Guy line anchors marked? _____ CM _____
CA _____ CA Date _____

1003b. Area no longer in use? _____ Production areas stabilized ? _____

1003c. Compacted areas have been cross ripped? _____

1003d. Drilling pit closed? _____ Subsidence over on drill pit? _____

Cuttings management: _____

1003e. Areas no longer needed for drilling or subsequent operations for have been re-vegetated to 80% of pre-existing? _____

Production areas have been stabilized? _____ Segregated soils have been replaced? _____

RESTORATION AND REVEGETATION

Cropland

Top soil replaced _____ Recontoured _____ Perennial forage re-established _____

Non-Cropland

Top soil replaced _____ Recontoured _____ 80% Revegetation _____

1003 f. Weeds Noxious weeds? _____

Comment: _____

Overall Interim Reclamation

Final Reclamation/ Abandoned Location:

Date Final Reclamation Started: _____ Date Final Reclamation Completed: _____

Final Land Use: RANGELAND

Reminder: _____

Comment: _____

Well plugged _____ Pit mouse/rat holes, cellars backfilled _____

Debris removed _____ No disturbance /Location never built _____

Access Roads Regraded _____ Contoured _____ Culverts removed _____

Gravel removed _____

Location and associated production facilities reclaimed _____ Locations, facilities, roads, recontoured _____

Inspector Name: LONGWORTH, MIKE

Compaction alleviation _____ Dust and erosion control _____
Non cropland: Revegetated 80% _____ Cropland: perennial forage _____
Weeds present _____ Subsidence _____
Comment: _____
Corrective Action: _____ Date _____

Overall Final Reclamation

Storm Water:

| Loc Erosion BMPs | BMP Maintenance | Lease Road Erosion BMPs | Lease BMP Maintenance | Chemical BMPs | Chemical BMP Maintenance | Comment |
|------------------|-----------------|-------------------------|-----------------------|---------------|--------------------------|---------|
| | | | | | | |

S/U/V: _____ Corrective Date: _____
Comment: _____
CA: _____