

SURFACE USE AND OPERATING PLAN

OPERATOR.....: Bennett Exploration And Production Company
WELL.....: Bennett E & P Federal #1-19X
API Number.....: 05-107-6129
WELL LOCATION.....: 2640' FSL & 660' FEL, NWSE Sec. 19, T1S, R85W
COUNTY, STATE.....: Routt County, Colorado
COMMUNIZATION UNIT: No Unit
ONSITE INSPECTION DATE: July 2, 1997 with BLM & land owner
SURFACE OWNERSHIP.....: Private

1. EXISTING ROADS:

Figure "A" is an area map showing proposed location of the well in relation to the roads of the surrounding area from

Figure "B" shows the proposed location and access road.

Directions to the proposed wellsite from Toponas, Colorado.

On HWY 131 travel south \pm one mile and turn right onto County road #5. When road #5 intersects road #3 continue west and south \pm 2.6 miles. You make a right turn onto private land where road #3 turns south. Follow this private ranch road \pm 2.5 miles to the #1-19X well site.

2. PROPOSED ACCESS ROAD:

On the access road from Toponas the County roads should need no up-grading or new construction. The last \pm 2.5 miles is a private ranch road which will be gravelled. This private ranch road will remain in place, for ranch use following plugging and abandonment.

The roadway is safe for the anticipated traffic flow. Occasional maintenance grading and storm repairs will keep the road in good condition. Vehicles will be towed as required.

Access road specifications on this \pm 2.5 mile private road:

- a. Width: 20 foot right-of-way except at turn-outs. No travel will be permitted outside of this right-of-way.
- b. Maximum Grade: \pm 6%.
- c. Low water crossing: None.
- d. Drainage: Natural



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- e. Culverts: Two or more as determined by the surface owner.
- f. Surface Material: Gravel as needed, will come from a commercial source or the surface owner.
- g. Cattle Guards: One.
- h. Turn-outs: As needed.
- i. Fences: There is one where the cattleguard is located.
- j. Surface Ownership: Private.

3. LOCATION OF EXISTING WELLS:

There are no known wells within a one mile radius.

- a. Water well: None.
- b. Abandoned wells: None. The #1-19x is an abandoned well.
- c. Temporarily Abandoned Wells: None.
- d. Disposal Wells: None.
- e. Drilling wells: None.
- f. Producing wells: None.
- g. Shut-in wells: None.
- h. Injection wells: None.
- i. Monitoring or Observation wells: None.

4. LOCATION AND TYPE OF WATER SUPPLY:

Water for wash down & completion of this well will be pumped (3" line) from the Egeria Reservoir in the NW/4 Section 29, T1N, R85W. The water line will be along side the ranch road marked in RED on Figure "B". We have an agreement with the private surface owner, Flattops Ranch Partnership, to use water, from their water shares, in drilling & completion operations.

5. LOCATION OF EXISTING AND/OR PROPOSED PRODUCTION FACILITIES

- A. The operator has no production facilities on this lease.
- B. For established production the surface equipment will be installed

as shown in Figure "C", unless the work area is reduced for a smaller rig.

- C. The gravel mound for the tank battery will be prepared and leveled with a grader and front loader/backhoe. Gravel will come from the land owner or a commercial source. The retaining wall around the storage tanks will have the capacity to hold 110% of the largest tank volume.
- D. Pipelines are not required or anticipated at this time.

6. SOURCE OF CONSTRUCTION MATERIAL:

- a. Any additional earthen materials needed on the location or roadway will come from the land owner or a commercial source.
- b. There should be enough earthen material on the location for production equipment installation. Any additional materials needed will come from the land owner or a commercial source.

7. METHODS FOR DISPOSING OF WASTE MATERIALS:

- a. Wash down cuttings will be buried in the reserve pit.
- b. Reserve pit water will be disposed of by hauling to the Elk Springs R & R disposal pit in Elk Springs, Colorado.
- c. Unavoidable spills will be cleaned up and properly disposed.
- d. Any fluids produced during production testing will be collected in the reserve pit or a test tank. Waste water will be hauled to the above disposal pit.
- e. Sewage facilities will be installed and then serviced by Routt Sanitation Services using their Permit.
- f. Wastes, including non-flammable materials, salts and other chemicals produced or used during completion or testing, will be contained in the reserve pit and covered.
- g. Trash and garbage will be contained in trash baskets and hauled to the nearest Approved Land Fill.

The reserve pit will be constructed to prevent leaks, breaks, or allow discharges. For water conservation the reserve pit may lined. No trash or scrap pipe will be disposed in the pit.

After first production, waste water will be confined to a lined pit or storage tank for a period not to exceed ninety (90) days. During the 90 day period, the required water analysis and an application for a permanent disposal method and location shall be submitted for the A.O.'s approval. Failure to file an application within the time allowed will be considered an incident of noncompliance.

8. ANCILLARY FACILITIES:

None.

9. WELL SITE LAYOUT:

The location faces to the south with the reserve pit on the east side.

The cross-section schematic is a display of the proposed drill pad showing cuts and fills, Figure "D". Pad may be reduced in size for a smaller rig.

The well site schematic shows a drilling rig layout, Figure "E".

The flare pit is 100 feet southeast of the well bore.

The production equipment plat also shows the proposed reclamation area, Figure "C".

The top (12') twelve inches of soil will be saved and stockpiled. The top soil stockpile will be seeded within 48 hours. See seeding requirements on page 10.

The access road enters the well site from the east.

FENCING REQUIREMENTS

All pits will be fenced according to the following standards:

- a. Net wire, 39-inch, shall be used with at least one strand of barbed wire on top.
- b. The bottom of the net wire shall be no more than 2 inches above the ground, The barbed wire will be 3 inches above the net wire, for a total height of at least 42-inches.
- c. Corner posts shall be cemented and/or braced, in a manner, to keep the fence tight at all times.
- d. Standard steel, wood, or pipe posts shall be used between the corner braces. Maximum distance between any two posts shall be no greater than 16 feet.

- e. All wire shall be stretched, by using a stretching device, before it is attached to the corner posts.

The reserve pit will be fenced on three sides during operations and fenced on all sides until pit is back filled.

10. PLANS FOR RESTORATION of SURFACES:

NOTE: Wet weather springs on the northeast corner of proposed location have been drained. See Figure " ". Additional springs will be handled in a like manner.

A. Producing Location:

Immediately upon well completion the location and surrounding area will be cleared of debris and equipment not required for production operations.

As much of the plastic pit liner as possible will be recovered before back filling operations began.

The reserve pit and the portion of the location not needed for production facilities & operations, will be reshaped as close as practical to the existing contours.

Reseeding will be done after September 15, 1997.

Seeding requirements per the BLM & surface owner for good range grass:

SEED	PLBS/Acre
Mountain Brome Grass, Bromar	4
Intermediate Wheat Grass, OAHE	4
Kentucky Blue Grass, POA Pratensis, TROY	3
Hard Fescue, DURAR	3
Alfalfa, Dryland	0.5

b. Location Abandonment:

When the well is plugged and abandoned. The surface will be restored to its current condition and seed as above.

A report for final inspection will be sent to the BLM when the wellsite is returned to the surface owner.

11. Surface Ownership:

Access Road: Private, Federal and Routt County.
Location: Private.

12. Other Information:

- a. Topography: The surrounding area is rough & varies from steep to gentle slopes.
- b. Soil characteristics: Rocky with good sandy soil coverage.
- c. Flora: Good cover of native grasses with numerous wild flowers.
Aspen trees surround this well site.
- d. Fauna: Domestic cattle, elk, deer, rodents & etc.
- e. Surface Use: Wildlife management & livestock grazing.
- f. Surface Ownership: Private.
- g. Occupied Dwellings: None.
- h. Archeological sites: None known, see 1984 Culture Survey.
- i. Historical sites: None known.

13. OPERATOR'S REPRESENTATIVES:

Wilburn L. Luna, Authorized Agent.....: 1-801-781-0620
1720 South 3135 West
Vernal, UT 84078-8774

Richard E. Bennett, President.....: 1-303-832-1555
1580 Lincoln ST. Ste 630
Denver, CO 80203

14. CERTIFICATION:

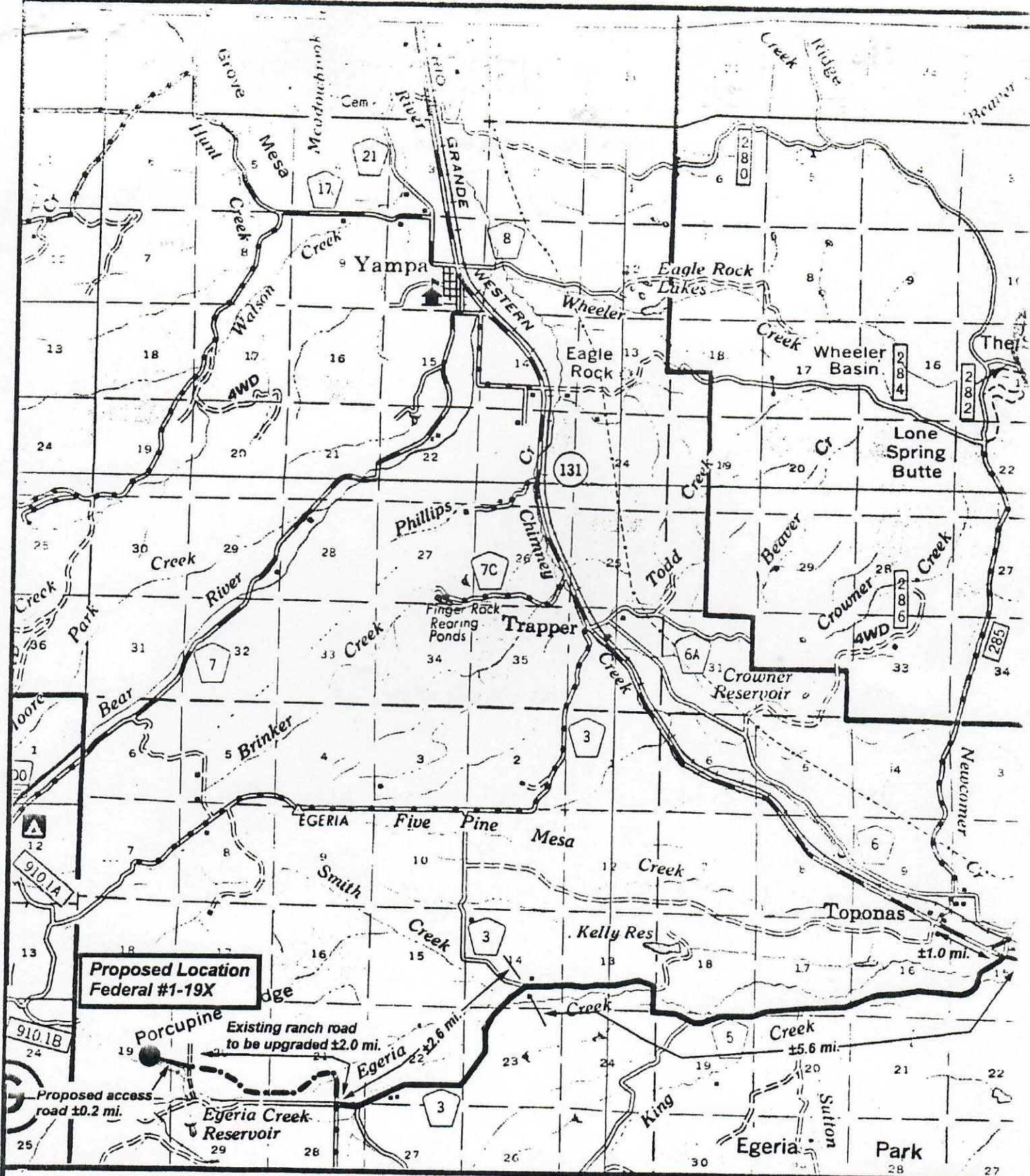
I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route: that I am familiar with the conditions which currently exist; and the statements made in this plan are true and correct to the best of my knowledge; and that the work associated with operations proposed here will be performed by Bennett Exploration And Production Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

7-14-97
DATE

Wilburn L. Luna
Wilburn L. Luna

NOTIFICATION REQUIREMENTS

1. Forty-eight (48) hours prior to construction of the access road or location. When location is completed call BLM or go to #2.
2. Twenty-four (24) hours before moving in the drilling rig.
3. At least twenty-four (24) hours prior to spudding. Send in a "SUNDRY NOTICE" with-in five (5) working days to report the spudding.
4. Twenty-four (24) hours prior to running casing and cementing all casing strings.
5. Twenty-four (24) hours prior to initiating pressure tests of BOP stack.
6. Running a DST? Immediately following decision to test call BLM.
7. First Production Notice with-in five (5) business days:
 - a. When the well first begins production.
 - b. Or production resumes after the well has been off for 90 days or longer.
 - c. Notification may be by letter, "SUNDRY NOTICE", or oral. Any oral notification must be followed by letter or "SUNDAY NOTICE" as to the date production commenced.

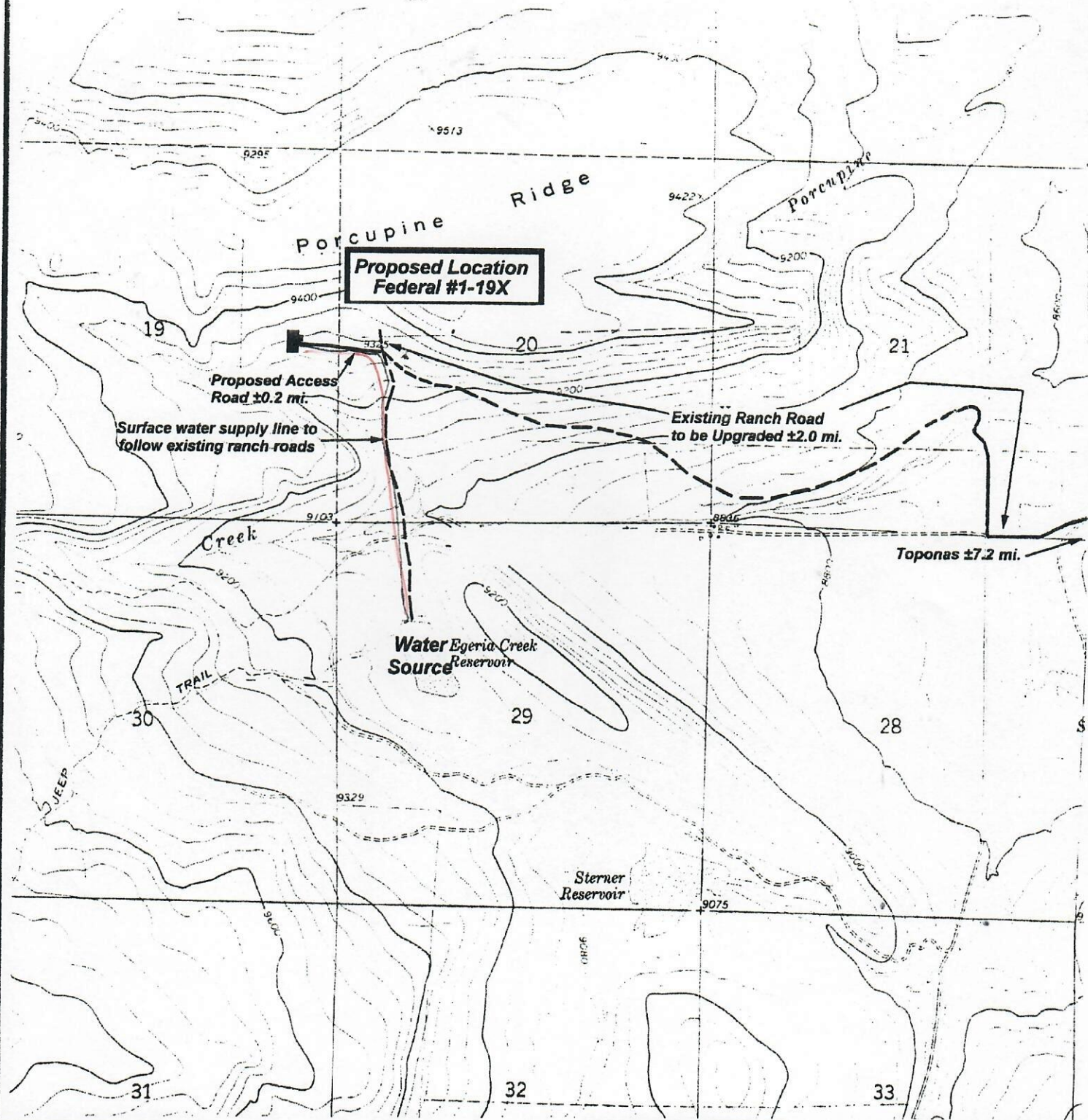


BENNETT EXP. & PROD. CO.

FEDERAL #1-19X
SEC. 19, T1N, R85W, 6th P.M.
TOPO "A"



7th Edition
Land Survey
 (801) 781-2501
 38 WEST 100 NORTH VERNAL, UTAH 84078



BENNETT EXP. & PROD. CO.

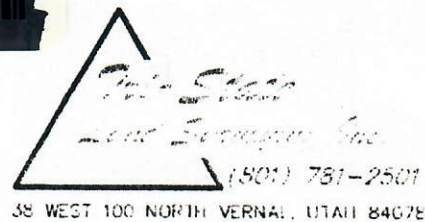
FEDERAL #1-19X

SEC. 19, T1N, R85W, 6th P.M.

TOPO "B"



Scale 1" = 2000'



38 WEST 100 NORTH VERNAL, UTAH 84078

TYPICAL PRODUCTION FACILITY

FEDERAL #1-19X

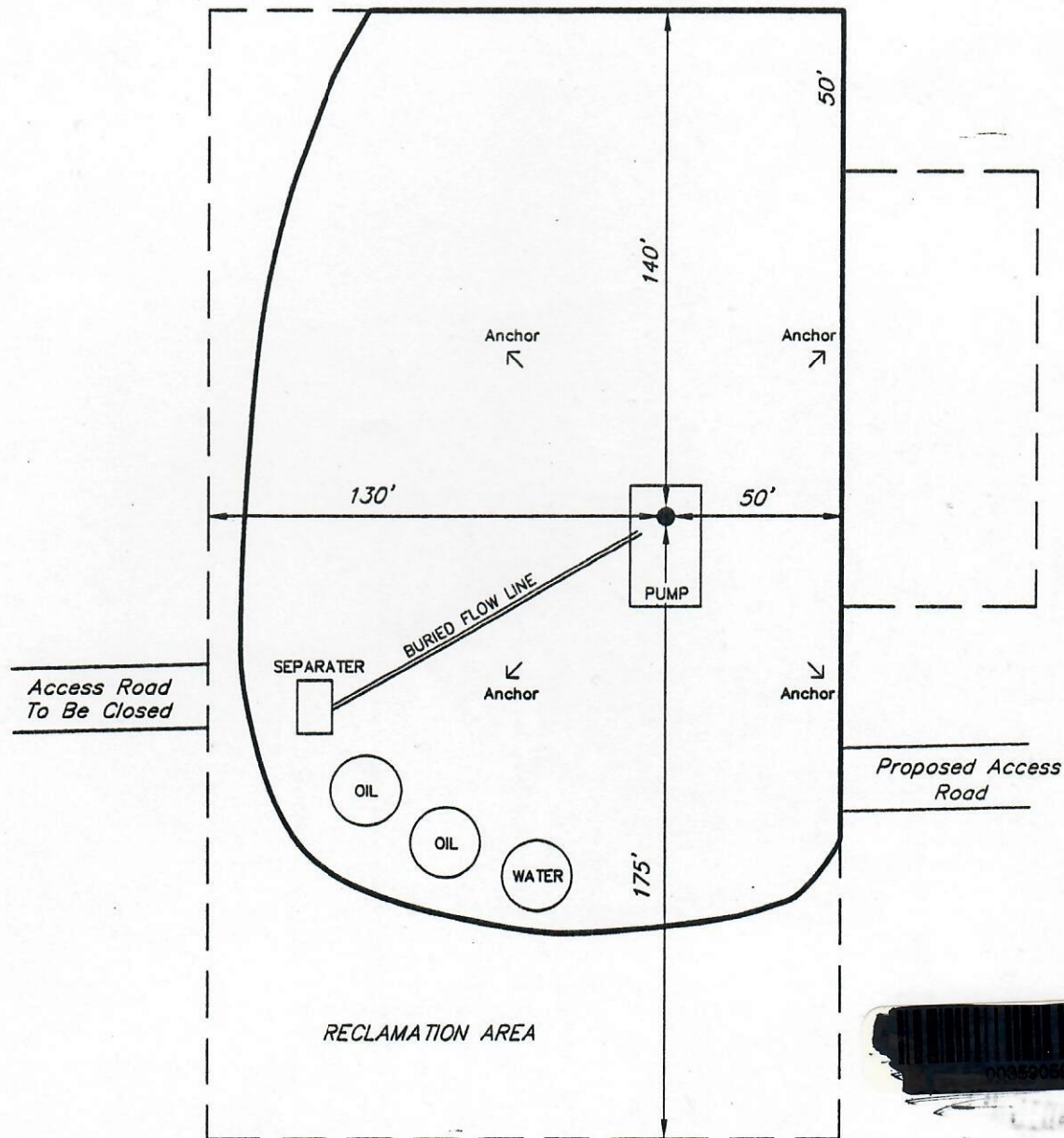


Figure "c"

TYPICAL RIG LAYOUT

FEDERAL #1-19X

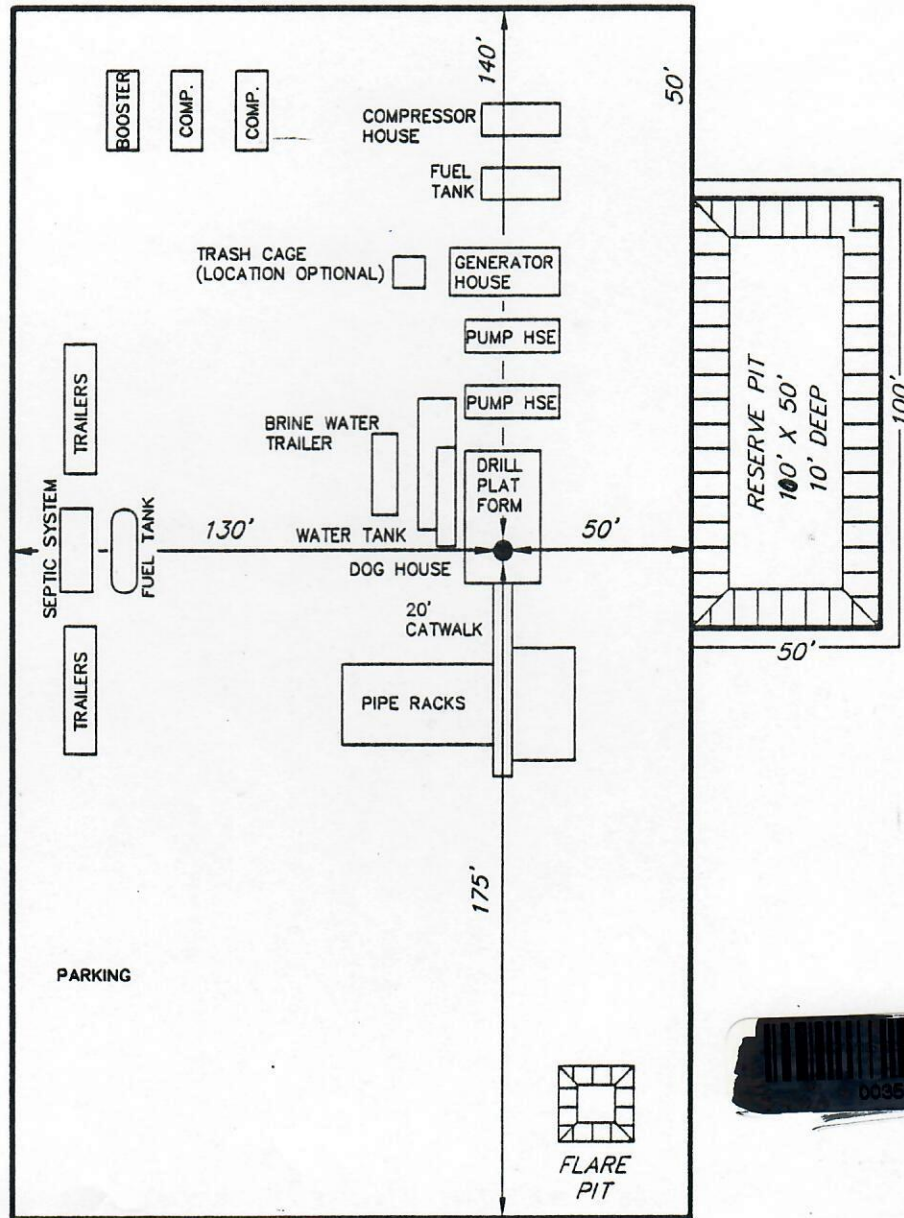


Figure "E"