

State of Colorado
Oil and Gas Conservation Commission

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



SUNDRY NOTICE

Submit original plus one copy. This form is to be used for general, technical and environmental sundry information. For proposed or completed operations, describe in full on Technical Information Page (Page 2 of this form.) Identify well or other facility by API Number or by OGCC Facility ID. Operator shall send an informational copy of all sundry notices for wells located in High Density Areas to the Local Government Designee (Rule 603b.)

RECEIVED
5/18/2012

1. OGCC Operator Number: 86571	4. Contact Name: Chris G. Clark	Complete the Attachment Checklist
2. Name of Operator: OXY USA WTP LP	Phone: 970.263.3651	
3. Address: 760 Horizon Drive, Suite 101 City: Grand Junction State: CO Zip: 81506	Fax: 970.263.3694	
5. API Number: 05-	OGCC Facility ID Number: 414402	OP OGCC
6. Well/Facility Name: Pond G	7. Well/Facility Number:	Survey Plat
8. Location (Dir/Otr, Sec, Twp, Rng, Meridian): SENW, Sec. 16, T6S, T97W, 6th		Directional Survey
9. County: Garfield	10. Field Name: Grand Valley	Surface Eqm't Diagram
11. Federal, Indian or State Lease Number:		Technical Info Page
		Other:

General Notice

CHANGE OF LOCATION: Attach New Survey Plat (a change of surface qtr/qtr is substantive and requires a new permit)

Change of Surface Footage from Exterior Section Lines:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Change of Surface Footage to Exterior Section Lines:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Change of Bottomhole Footage from Exterior Section Lines:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Change of Bottomhole Footage to Exterior Section Lines:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Bottomhole location Qtr/Otr, Sec, Twp, Rng, Mer _____ attach directional survey

Latitude _____ Distance to nearest property line _____ Distance to nearest bldg, public rd, utility or RR _____
 Longitude _____ Distance to nearest lease line _____ Is location in a High Density Area (rule 603b)? Yes/No
 Ground Elevation _____ Distance to nearest well same formation _____ Surface owner consultation date: _____

GPS DATA:
 Date of Measurement _____ PDOP Reading _____ Instrument Operator's Name _____

CHANGE SPACING UNIT

Formation	Formation Code	Spacing order number	Unit Acreage	Unit configuration

Remove from surface bond
Signed surface use agreement attached

CHANGE OF OPERATOR (prior to drilling):
 Effective Date: _____
 Plugging Bond: Blanket Individual

CHANGE WELL NAME NUMBER
 From: _____
 To: _____
 Effective Date: _____

ABANDONED LOCATION:
 Was location ever built? Yes No
 Is site ready for inspection? Yes No
 Date Ready for inspection: _____

NOTICE OF CONTINUED SHUT IN STATUS
 Date well shut in or temporarily abandoned: _____
 Has Production Equipment been removed from site? Yes No
 MIT required if shut in longer than two years. Date of last MIT _____

SPUD DATE: _____ REQUEST FOR CONFIDENTIAL STATUS (6 mos from date casing set)

SUBSEQUENT REPORT OF STAGE, SQUEEZE OR REMEDIAL CEMENT WORK *submit cbl and cement job summaries

Method used	Cementing tool setting/perf depth	Cement volume	Cement top	Cement bottom	Date

RECLAMATION: Attach technical page describing final reclamation procedures per Rule 1004.
 Final reclamation will commence on approximately _____ Final reclamation is completed and site is ready for inspection.

Technical Engineering/Environmental Notice

Notice of Intent Approximate Start Date: _____ Report of Work Done Date Work Completed: _____

Details of work must be described in full on Technical Information Page (Page 2 must be submitted.)

<input type="checkbox"/> Intent to Recomplete (submit form 2)	<input type="checkbox"/> Request to Vent or Flare	<input type="checkbox"/> E&P Waste Disposal
<input type="checkbox"/> Change Drilling Plans	<input type="checkbox"/> Repair Well	<input type="checkbox"/> Beneficial Reuse of E&P Waste
<input type="checkbox"/> Gross Interval Changed?	<input type="checkbox"/> Rule 502 variance requested	<input type="checkbox"/> Status Update/Change of Remediation Plans
<input type="checkbox"/> Casing/Cementing Program Change	<input checked="" type="checkbox"/> Other: Water transfer/re-use agrmnt for Spills and Releases	

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

Signed: Date: 5-18-12 Email: chris.clark@oxy.com
 Print Name: Chris G. Clark Title: Regulatory Lead

COGCC Approved: Title: G. M. Suggs Date: 5/24/12
 CONDITIONS OF APPROVAL (IF ANY):

See Attached

TECHNICAL INFORMATION PAGE



FOR OGCC USE ONLY

1. OGCC Operator Number:	66571	API Number:	
2. Name of Operator:	OXY USA WTP LP	OGCC Facility ID #	414402
3. Well/Facility Name:	Pond G	Well/Facility Number:	
4. Location (QtrQtr, Sec, Twp, Rng, Meridian):	SENW, Sec. 16 T6S, R97W, 6th		

This form is to be completed whenever a Sundry Notice is submitted requiring detailed report of work to be performed or completed. This form shall be transmitted within 30 days of work completed as a "subsequent" report and must accompany Form 4, page 1.

5. **DESCRIBE PROPOSED OR COMPLETED OPERATIONS**

The attached documents have been submitted for your review/approval for the produced water transfer between Oxy USA Inc. (Oxy) and WPX Energy (WPX). The sundry request is specifically for the receipt of produced water from WPX's TR 41-35-597 / #2 Multi-well Pit (Facility ID 422272) or Starkey Gulch Special Purpose Pit (Facility ID 422267) to Oxy's Pond G produced water storage pond. The transfer point will occur via water pipeline transfer from WPX to Oxy. The water will be used for fracking at Oxy's 697-16-28 pad (Location ID: 335643) and Oxy's 697-04D pad (Location ID: 423240). All facilities are located in Garfield County.

The following documents has been provided for your review:

- Receiving Operator Water Transfer and Reuse Plan

CONDITIONS OF APPROVAL

Oxy LOCATION IDs: 414404; 414403 and 414402

WPX Location IDs 422272 and 422267

OXY USA WTP LP and WPX Energy Rocky Mountain, LLC Transfer and Receiving Water Reuse Plans

COA- APPROVAL OF THIS PLAN IS CONTINGENT UPON ANALYTICAL LABORATORY RESULTS FOR REPRESENTATIVE SAMPLES OF OXY USA A WTP LP (Oxy) FLOWBACK WATER FROM LOCATION IDs: 414404; 414403 and 414402 and WPX Location IDs 422272 and 422267

RESULTS SHALL BE SUBMITTED TO THE COGCC WITHIN 45 DAYS OF APPROVAL OF THIS PLAN. ANALYTICAL LABORATORY ANALYSIS SHALL INCLUDE:

- VOLATILE ORGANIC COMPOUNDS EPA METHOD 624 (GC/MS)
- SEMI-VOLATILE ORGANIC COMPOUNDS EPA METHOD 625 (GC/MS)
- DISSOLVED METALS EPA METHOD 200.7 (ICP)
- DISSOLVED INORGANICS (NON-METALS) EPA METHOD 300.0 (IC)
 - Br, Cl, F, Nitrate/Nitrite, Sulfate
- GENERAL WATER QUALITY PARAMETERS
 - SPECIFIC CONDUCTANCE EPA METHOD 300.0 (IC)
 - HARDNESS EPA METHOD 130.1
 - TOTAL DISSOLVED SOLIDS EPA METHOD 160.1
 - pH EPA METHOD 150.2
 - ALKALINITY EPA METHOD 310.1
- GROSS ALPHA AND BETA RADIOACTIVITY EPA METHOD 900.1

COA – IF LOCATIONS ARE IN A SENSITIVE AREA BECAUSE OF ITS PROXIMITY TO SURFACE WATER OPERATOR MUST ENSURE 110 PERCENT SECONDARY CONTAINMENT FOR ANY VOLUME OF FLUIDS CONTAINED AT THE WATER HANDLING FACILITY SITE DURING NATURAL GAS DEVELOPMENT ACTIVITIES AND 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.

COA - OPERATOR MUST IMPLEMENT BEST MANAGEMENT PRACTICES TO CONTAIN ANY UNINTENTIONAL RELEASE OF FLUIDS, INCLUDING ANY FLUIDS CONVEYED VIA TEMPORARY SURFACE PIPELINES.

COA - OPERATOR SHALL PROVIDE OVERFLOW PROTECTION FOR EACH TANK PROPOSED IN THE FACILITY PLANS, IF TANKS ARE USED.

COA- PROVIDE THE ANTICIPATED DURATION OF DELIVERY OF FLUIDS BY OXY AND WPX BY JUNE 1, 2012.

COA - SHOULD THE OPERATION OF THIS FACILITY CONTINUE MORE THAN ONE YEAR, A FORM 28 SHALL BE SUBMITTED AND APPROVED BEFORE THE ONE-YEAR ANNIVERSARY DATE OF THE FIRST USE OF THE TRANSFER FACILITY/LOCATION.

COA-TERMINATION OF ACTIVITIES: BOTH OXY AND WPX SHALL NOTIFY THE COGCC VIA SUNDRY IMMEDIATELY UPON TERMINATION OF ACTIVITIES.

COA-OXY AND WPX WILL EACH SEPERATELY SUBMIT AN ANNUAL REPORT TO THE COGCC SUMMARIZING THE TRANSFER OF PRODUCTION WATER (BOTH AS TRANSFER AND RECEIVING OPERATOR) DURING THE CALENDAR YEAR AND INCUDING LABORATORY ANALYTICAL RESULTS FOR REPRESENTATIVE SAMPLES(S) OF THE PRODUCTION WATER PROVIDED AS THE TRANSFER/RECIEVER. THE ANNUAL REPORT SHALL BE SUBMITTED ON OR BEFORE THE ANNIVERSAY OF THE FIRST DATE OF TRANSFER.

COA- PROVIDE MAPS OF THE PIPELINE DISTRUBUTION SUSTEM(S) FROM WPX Location IDs 422272 and 422267 AND TO LOCATIONS 335643 AND 423240 BY JUNE 1, 2012.

COA- PROVIDE A DESCPTION OF THE MANIFOLD BETWEEN OXY AND WPX CUSTODY TRANSFER POINT AND WHAT SAFE GUARDS ARE IN PLACE TO PRVETN BACKFLOW OR DISCHARGE INTO THE WORNG DISTRIBUTION SYSTEM BY JUNE 1, 2012.

COA- PROVIDE PRECAUTIONS/SECONDARY CONTAINMENT THAT WILL BE INPLACE FOR BOTH BELOW GRADE AND ABOVE GRADE PIPELINES AS THEY CROSS STREAMS, SENSITVE AREAS, OR ALONG SENSITIVE AREAS. INCLUDE SPECIFIC BMPs BY JUNE 1, 2012.

COA-PROVIDE FREQUENCY OF PIPELINE INTERGRITY TESTING FOR BOTH BELOW GRADE AND ABOVE GRADE PIPELINES BY JUNE 1, 2012.



OXY USA WTP LP
A subsidiary of Occidental Petroleum Corporation

760 Horizon Drive, Suite 101
Grand Junction, CO 81506

Receiving Operator Water Reuse Plan

OXY USA WTP LP and WPX Energy Rocky Mountain, LLC

May 2012

Purpose and Need

This water re-use plan is to be submitted to the Colorado Oil and Gas Conservation Commission (COGCC) with a Form 4 (sundry) to allow a temporary produced water transfer agreement between OXY USA WTP LP (Oxy) and WPX Energy Rocky Mountain, LLC (WPX).

Oxy has a need for up to 150,000 barrels (bbls) of produced water for drilling and completion operations in Garfield County, Colorado. WPX operates wells in the Trail Ridge and Grand Valley fields located in Garfield County, Colorado located near Oxy's location currently in need of produced water. WPX generates approximately 6,000-8,000 bbls per day of non-tributary produced and flowback water from these operations. Oxy will test and verify compatibility of the produced water provided by WPX Energy.

Oxy would like to receive water for beneficial re-use. If permitted to do so, water will be collected at WPX's approved TR 41-35-597 / #2 Multi-well Pit (Facility ID 422272) or Starkey Gulch Special Purpose Pit (Facility ID 422267) and piped to any of the following produced water storage ponds operated by Oxy: Pond 13 East (Facility ID 414403, NESE Sec. 4, T6S, R97W, 6th PM), Pond 13 West (Facility ID 414404, SESE, Sec. 4, T6S, T97W, 6th PM), and Pond G (Facility ID 414402, SENW, Sec. 16, T6S, R97W, 6th PM) all located in Garfield County, Colorado. Transfer of produced water would begin upon COGCC approval and terminate after 90 days with an option for extension.

Benefits

Under this plan, each party shall use reasonable and available means to safely transfer production water, in sufficient volumes and quality, to meet the other party's transfer request, when mutually agreeable to do so. The benefits include:

- Less fresh water withdraws from surface water sources;
- Less reliance on injection wells for disposal of production/flowback water;
- Increased operational efficiencies from reusing local supplies of production/flowback water to meet water demands for drilling, completion and workover activities, and
- Reduced truck traffic for both operators.

Produced Fluid Pickup and Transfer Location

Produced water will be collected at either of the two WPX identified collection locations and piped to any of the three Oxy identified delivery locations via existing buried water pipelines operated by WPX and Oxy, or via surface lines (if needed). The transferring company (WPX) shall maintain all regulatory responsibility, custody and control for all water until such time it is transferred into Oxy's existing water lines. This will occur via pipeline risers in both water lines located proximate to the intersection of both rights-of-way (custody transfer point). Exact location of the custody transfer point is Lat 39.541631°/Long -108.231430°. Once water reaches the custody transfer point and has

been transferred into Oxy's water distribution pipeline, the receiving company will assume all regulatory responsibility, custody and control of the water. (See attached map for additional detail on the custody transfer point).

From the custody transfer point, Oxy will transport the water directly to their produced water storage ponds listed above and will unload water into these ponds. From the storage ponds Oxy would utilize its distribution water pipelines to deliver the water to the necessary completions areas. Reuse of transferred water will be conducted at the following locations:

- Frac Location 1: Cascade Creek 697-16-28: Location ID: 335643; SENW, Sec.16, T6S, T97W, Garfield County, Colorado;
- Frac Location 2: Cascade Creek 697-04D: Location ID: 423240; NWSW, Sec. 4, T6S, R97W, Garfield County, Colorado.

Receipt

Oxy's receiving activities will consist of the following:

Receipt of water from WPX's TR 41-35-597 / #2 Multi-well Pit (Facility ID 422272) or Starkey Gulch Special Purpose Pit (Facility ID 422267) will occur at the custody transfer point located in Garfield County, Colorado.

The volumes of fluid to be delivered will be up to ~6,000 – 8,000 bbls/day; actual transferred volumes will be metered.

The transfer operator will maintain records with the following information:

- Changes to the approved plan;
- Applicable training requirements for its contractors (lock out/ tag out, job hazard analysis at the transfer location, etc.);
- Types and results of internal and contractor audits conducted;
- Tabulated waste generator records, if required by Rule 907.b.(2) including:
 - Date of transport
 - Identity of water generator
 - Identity of water transporter
 - Volume of water transported
 - Location of receiving point
(Transport tickets will be maintained for each load)
- Summary of spills, incidents or upsets;

Spill Response and Cleanup Measures

WPX's collection facilities are covered under a Spill Prevention Control and Countermeasure Plan (SPCC).

Oxy's receiving points are also covered under a SPCC plan.

Analytical Data

An analysis representative of the water to be transferred to Oxy will be included as Attachment A.

Operator Contact Information

WPX Energy Rocky Mountain LLC
Lisa Dee
Regulatory Specialist
1058 County 215
Parachute, CO 81635
720.470.4919 Mobile
970.263.2738 Office

OXY USA WTP LP
Chris Clark
Field Regulatory Lead – Piceance
760 Horizon Drive, Suite 101
Grand Junction, CO 81506
970.462.8375 Mobile
970.263.3651 Office

Summary

Proposed use of water – WPX’s Garfield County drilling and completion activities;

Destination of water – Oxy’s produced water storage ponds (Pond 13 East, Pond 13 West, and Pond G) located in Garfield County, Colorado;

Water Transportation – All water transported to Oxy will be pumped via existing buried water lines operated by WPX and Oxy, or via surface lines (if needed);

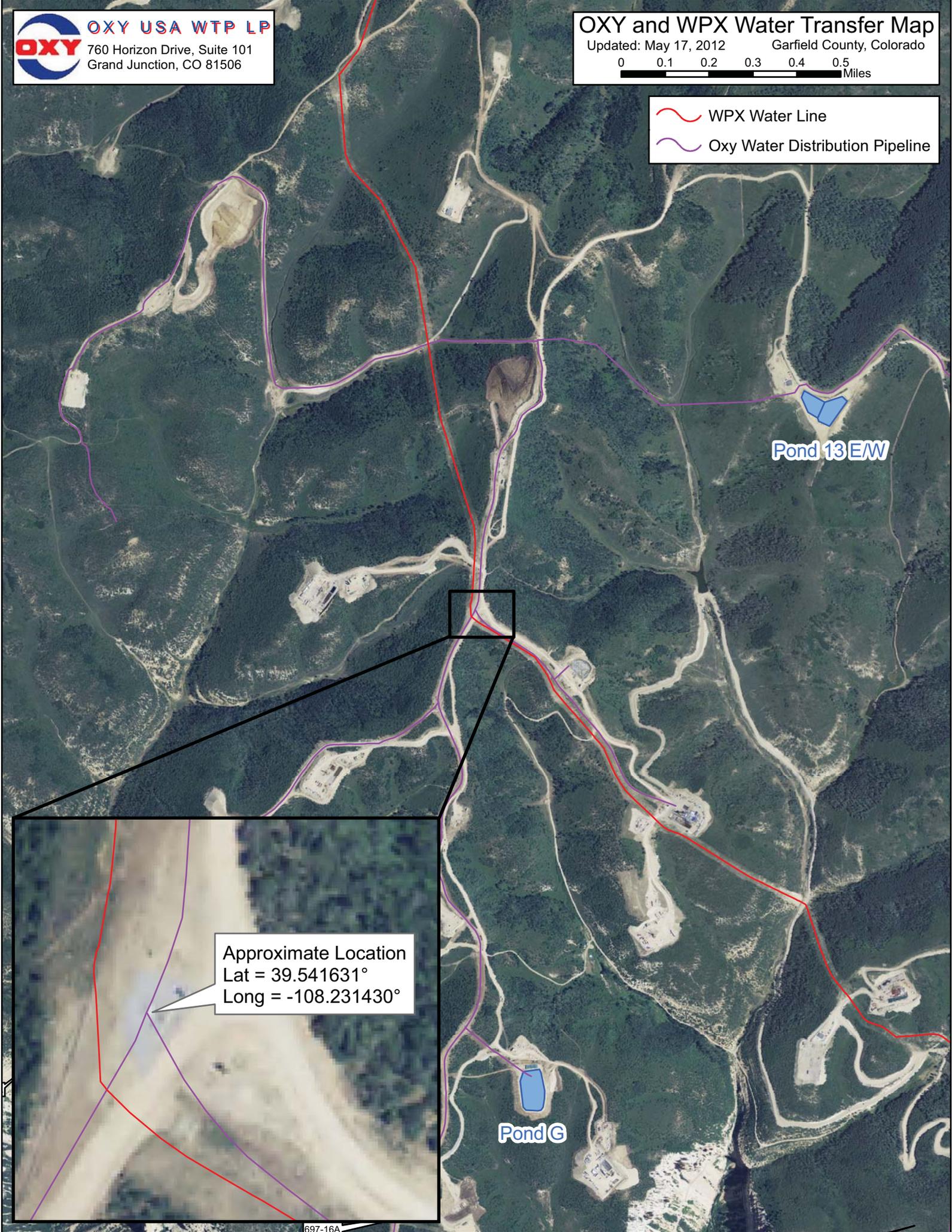
Estimated volume of water transferred – up to ~6,000-8,000 bbls/day for up to 90 days.

The receiving operator shall implement the following:

- IF LOCATIONS ARE IN A SENSITIVE AREA BECAUSE OF ITS PROXIMITY TO SURFACE WATER OPERATOR MUST ENSURE 110 PERCENT SECONDARY CONTAINMENT FOR ANY VOLUME OF FLUIDS CONTAINED AT THE WATER HANDLING FACILITY SITE DURING NATURAL GAS DEVELOPMENT ACTIVITIES AND 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.
- OPERATOR MUST IMPLEMENT BEST MANAGEMENT PRACTICES TO CONTAIN ANY UNINTENTIONAL RELEASE OF FLUIDS, INCLUDING ANY FLUIDS CONVEYED VIA TEMPORARY SURFACE PIPELINES.
- OPERATOR SHALL PROVIDE OVERFLOW PROTECTION FOR EACH TANK PROPOSED IN THE FACILITY PLANS, IF TANKS ARE USED.

- OPERATOR PROPOSES THAT THIS FACILITY WILL BE IN OPERATION FOR A PERIOD OF LESS THAN ONE YEARS. SHOULD THE OPERATION OF THIS FACILITY CONTINUE MORE THAN ONE YEAR, A FORM 28 SHALL BE SUBMITTED AND APPROVED BEFORE THE ONE-YEAR ANNIVERSARY DATE OF THE FIRST USE OF THE TRANSFER FACILITY/LOCATION.
- TERMINATION OF ACTIVITIES: BOTH OXY AND WPX SHALL NOTIFY THE COGCC VIA SUNDRY IMMEDIATELY UPON TERMINATION OF ACTIVITIES.
- OXY AND WPX WILL EACH SEPERATELY SUBMIT AN ANNUAL REPORT TO THE COGCC SUMMARIZING THE TRANSFER OF PRODUCTION WATER (BOTH AS TRANSFER AND RECEIVING OPERATOR) DURING THE CALENDAR YEAR AND INCLUDING LABORATORY ANALYTICAL RESULTS FOR REPRESENTATIVE SAMPLE(S) OF THE PRODUCTION WATER PROVIDED AS THE TRANSFER/RECIEVER. THE ANNUAL REPORT SHALL BE SUBMITTED ON OR BEFORE THE ANNIVERSAY OF THE FIRST DATE OF TRANSFER.

 WPX Water Line
 Oxy Water Distribution Pipeline



Pond 13 EW

Pond G

Approximate Location
Lat = 39.541631°
Long = -108.231430°

Attachment A

Analytical results will be submitted on 5/21/2012 upon receipt.