

Additional Operator Remarks:

This well will be drilled from the existing DOE 1-W-27 well pad. A total of 6 wells are being permitted at this time, there are 7 existing wells which will make a total of 13 wells when completed. The existing pad will be modified accordingly to accommodate the new wells. Please see version November 1, 2009 WPX Energy Rocky Mountain LLC Master APD Standard Operating Practices for 10 Point Drilling Plan and attached 13 Point Surface Use Plan, Survey plats, Directional Plot and Plan, and Geologic Prognosis for the subject well.

Surface and minerals are owned by the Bureau of Land Management, 2300 River Frontage Road, Silt Colorado 81652. 970-876-9000.

If additional information is required, please contact:
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SURFACE-USE CONDITIONS OF APPROVAL
EAST PARACHUTE PROJECT
DOI-BLM-CO-N040-2013-0025-EA

GENERAL SURFACE-USE CONDITIONS OF APPROVAL

1. Administrative Notification. The operator shall notify the BLM representative at least 48 hours prior to initiation of construction. If requested by the BLM representative, the operator shall schedule a pre-construction meeting, including key operator and contractor personnel, to ensure that any unresolved issues are fully addressed prior to initiation of surface-disturbing activities or placement of production facilities. No construction activities shall commence without staking of pad construction limits, pad corners, and road/pipeline centerlines and disturbance corridors.
2. Road Construction and Maintenance. Roads shall be crowned, ditched, surfaced, drained with culverts and/or water dips, and constructed to BLM Gold Book standards. Initial gravel application shall be a minimum of 6 inches. The operator shall provide timely year-round road maintenance and cleanup on the access roads. A regular schedule for maintenance shall include, but not be limited to, blading, ditch and culvert cleaning, road surface replacement, and dust abatement. When rutting within the traveled way becomes greater than 6 inches, blading and/or gravelling shall be conducted as approved by the BLM.
3. Drill Cuttings Management. Cuttings generated from the numerous planned well bores shall be worked through a shaker system on the drill rig, mixed with a drying agent, if necessary, and deposited in the planned cuttings trench or piled on location against the cut slope for later burial during the interim reclamation earthwork. The cuttings shall be remediated per COGCC regulations (Table 910-1 standards) prior to earthwork reshaping related to well pad interim reclamation.
4. Dust Abatement. The operator shall implement dust abatement measures as needed to prevent fugitive dust from vehicular traffic, equipment operations, or wind events. The BLM may direct the operator to change the level and type of treatment (watering or application of various dust agents, surfactants, and road surfacing material) if dust abatement measures are observed to be insufficient to prevent fugitive dust.
5. Drainage Crossings and Culverts. Construction activities at perennial, intermittent, and ephemeral drainage crossings (e.g. burying pipelines, installing culverts) shall be timed to avoid high flow conditions. Construction that disturbs any flowing stream shall utilize either a piped stream diversion or a cofferdam and pump to divert flow around the disturbed area.

Culverts at drainage crossings shall be designed and installed to pass a 25-year or greater storm event. On perennial and intermittent streams, culverts shall be designed to allow for passage of aquatic biota. The minimum culvert diameter in any installation for a drainage crossing or road drainage shall be 24 inches. Crossings of drainages deemed to be jurisdictional Waters of the U.S. pursuant to Section 404 of the Clean Water Act may require additional culvert design capacity. Due to the flashy nature of area drainages and anticipated culvert maintenance, the U.S. Army Corps of Engineers (USACE) recommends designing drainage crossings for the 100-year event. Contact the USACE Colorado West Regulatory Branch at 970-243-1199 ext. 17.

Pipelines installed beneath stream crossings shall be buried at a minimum depth of 4 feet below the channel substrate to avoid exposure by channel scour and degradation. Following burial, the channel grade and substrate composition shall be returned to pre-construction conditions.

6. Jurisdictional Waters of the U.S. The operator shall obtain appropriate permits from the U.S. Army Corps of Engineers (USACE) prior to discharging fill material into Waters of the U.S. in accordance with Section 404 of the Clean Water Act. Waters of the U.S. are defined in 33 CFR Section 328.3 and may include wetlands as well as perennial, intermittent, and ephemeral streams. Permanent impacts to Waters of the U.S. may require mitigation. Contact the USACE Colorado West Regulatory Branch at 970-243-1199 ext. 17. Copies of any printed or emailed approved USACE permits or verification letters shall be forwarded to the BLM.
7. Reclamation. The goals, objectives, timelines, measures, and monitoring methods for final reclamation of oil and gas disturbances are described in Appendix I (Surface Reclamation) of the 1998 Draft Supplemental EIS (DSEIS). Specific measures to follow during interim and temporary (pre-interim) reclamation are described below.
 - a. Reclamation Plans. In areas that have low reclamation potential or are especially challenging to restore, reclamation plans would be required prior to APD approval. The plan shall contain the following components: detailed reclamation plans, which include contours and indicate irregular rather than smooth contours as appropriate for visual and ecological benefit; timeline for drilling completion, interim reclamation earthwork, and seeding; soil test results and/or a soil profile description; amendments to be used; soil treatment techniques such as roughening, pocking, and terracing; erosion control techniques such as hydromulch, blankets/matting, and wattles; and visual mitigations if in a sensitive VRM area.
 - b. Deadline for Interim Reclamation Earthwork and Seeding. Interim reclamation to reduce a well pad to the maximum size needed for production, including earthwork and seeding of the interim reclaimed areas, shall be completed within 6 months following completion of the last well planned to be drilled on that pad as part of a continuous operation. If a period of greater than one year is expected to occur between drilling episodes, BLM may require implementation of all or part of the interim reclamation program.

Reclamation, including seeding, of temporarily disturbed areas along roads and pipelines, and of topsoil piles and berms, shall be completed within 30 days following completion of construction. Any such area on which construction is completed prior to December 1 shall be seeded during the remainder of the early winter season instead of during the following spring, unless BLM approves otherwise based on weather. If road or pipeline construction occurs discontinuously (e.g., new segments installed as new pads are built) or continuously but with a total duration greater than 30 days, reclamation, including seeding, shall be phased such that no portion of the temporarily disturbed area remains in an unreclaimed condition for longer than 30 days. BLM may authorize deviation from this requirement based on the season and the amount of work remaining on the entirety of the road or pipeline when the 30-day period has expired.

If requested by the project lead NRS for a specific pad or group of pads, the operator shall contact the NRS by telephone or email approximately 72 hours before reclamation and reseeding begin. This would allow the NRS to schedule a pre-reclamation field visit if needed to ensure that all parties are in agreement and provide time for adjustments to the plan before work is initiated.

The deadlines for seeding described above are subject to extension upon approval of the BLM based on season, timing limitations, or other constraints on a case-by-case basis. If the BLM approves an extension for seeding, the operator may be required to stabilize the reclaimed surfaces using hydromulch, erosion matting, or other method until seeding is implemented.

- c. Topsoil Stripping, Storage, and Replacement. All topsoil shall be stripped following removal of vegetation during construction of well pads, pipelines, roads, or other surface facilities. In areas of thin soil, a minimum of the upper 6 inches of surficial material shall be stripped. The BLM may specify a stripping depth during the onsite visit or based on subsequent information regarding soil thickness and suitability. The stripped topsoil shall be stored separately from subsoil or other excavated material and replaced prior to final seedbed preparation. The BLM best management practice (BMP) for the Windrowing of Topsoil (COA #16) shall be implemented for well pad construction whenever topography allows.
- d. Seedbed Preparation. For cut-and-fill slopes, initial seedbed preparation shall consist of backfilling and recontouring to achieve the configuration specified in the reclamation plan. For compacted areas, initial seedbed preparation shall include ripping to a minimum depth of 18 inches, with a maximum furrow spacing of 2 feet. Where practicable, ripping shall be conducted in two passes at perpendicular directions. Following final contouring, the backfilled or ripped surfaces shall be covered evenly with topsoil.

Final seedbed preparation shall consist of scarifying (raking or harrowing) the spread topsoil prior to seeding. If more than one season has elapsed between final seedbed preparation and seeding, and if the area is to be broadcast-seeded or hydroseeded, this step shall be repeated no more than 1 day prior to seeding to break up any crust that has formed.

If directed by the BLM, the operator shall implement measures following seedbed preparation (when broadcast-seeding or hydroseeding is to be used) to create small depressions to enhance capture of moisture and establishment of seeded species. Depressions shall be no deeper than 1 to 2 inches and shall not result in piles or mounds of displaced soil. Excavated depressions shall not be used unless approved by the BLM for the purpose of erosion control on slopes. Where excavated depressions are approved by the BLM, the excavated soil shall be placed only on the downslope side of the depression.

Seedbed preparation is not required for topsoil storage piles or other areas of temporary seeding.

For all interim reclamation work on the pads and reclamation of temporarily disturbed areas of pipelines and roads in the East Parachute project, the operator shall conduct soil testing prior to reseeding to identify if and what type of soil amendments will be required to enhance revegetation success. At a minimum, the soil tests shall include texture, pH, organic matter, sodium adsorption ratio (SAR), cation exchange capacity (CEC), alkalinity/salinity, and basic nutrients (nitrogen, phosphorus, potassium [NPK]). Depending on the outcome of the soil testing, the BLM may require the operator to submit a plan for soil amendment. Any requests to use soil amendments not directed by the BLM shall be submitted to the CRVFO for approval.

- e. Seed Mixes. A seed mix consistent with BLM standards in terms of species and seeding rate for the specific habitat type shall be used on all BLM lands affected by the project (see Attachment 1 of the letter provided to operators dated October 23, 2012).. Note that temporary seeding no longer allows the use of sterile hybrid nonnative species.

For private surfaces, the menu-based seed mixes are recommended, but the surface landowner has ultimate authority over the seed mix to be used in reclamation. The seed shall contain no prohibited or restricted noxious weed seeds and shall contain no more than 0.5% by weight of other weed seeds. Seed may contain up to 2.0% of "other crop" seed by weight, including the seed of other agronomic crops and native plants; however, a lower percentage of other crop seed is recommended. Seed tags or other official documentation shall be submitted to BLM at least 14

days before the date of proposed seeding for acceptance. Seed that does not meet the above criteria shall not be applied to public lands.

- f. Seeding Procedures. Seeding shall be conducted no more than 24 hours following completion of final seedbed preparation.

Where practicable, seed shall be installed by drill-seeding to a depth of 0.25 to 0.5 inch. Where drill-seeding is impracticable, seed may be installed by broadcast-seeding at twice the drill-seeding rate, followed by raking or harrowing to provide 0.25 to 0.5 inch of soil cover or by hydroseeding and hydromulching. Hydroseeding and hydromulching shall be conducted in two separate applications to ensure adequate contact of seeds with the soil.

If interim revegetation is unsuccessful, the operator shall implement subsequent reseeding until interim reclamation standards are met.

- g. Mulch. Mulch shall be applied within 24 hours following completion of seeding. Mulch may consist of either hydromulch or of certified weed-free straw or certified weed-free native grass hay crimped into the soil.

NOTE: Mulch is not required in areas where erosion potential mandates use of a biodegradable erosion-control blanket (straw matting).

- h. Erosion Control. Cut-and-fill slopes shall be protected against erosion with the use of water bars, lateral furrows, or other measures approved by the BLM. Cut-and-fill slopes along drainages or in areas with high erosion potential shall also be protected from erosion using hydromulch designed specifically for erosion control or biodegradable blankets/matting, bales, or wattles of weed-free straw or weed-free native grass hay. A well-anchored fabric silt fence shall also be placed at the toe of cut-and-fill slopes along drainages or to protect other sensitive areas from deposition of soils eroded off the slopes. Additional BMPs shall be employed as necessary to reduce soil erosion and offsite transport of sediments.
- i. Site Protection. The pad shall be fenced to BLM standards to exclude livestock grazing for the first two growing seasons or until seeded species are firmly established, whichever comes later. The seeded species would be considered firmly established when at least 50% of the new plants are producing seed. The BLM would approve the type of fencing.
- j. Monitoring. The operator shall conduct annual monitoring surveys of all sites categorized as "operator reclamation in progress" and shall submit an annual monitoring report of these sites to the BLM by **December 31** of each year. The monitoring program shall use the four Reclamation Categories defined in Appendix I of the 1998 DSEIS to assess progress toward reclamation objectives. The annual report shall document whether attainment of reclamation objectives appears likely. If one or more objectives appear unlikely to be achieved, the report shall identify appropriate corrective actions. Upon review and approval of the report by the BLM, the operator shall be responsible for implementing the corrective actions or other measures specified by the BLM.
8. Weed Control. The operator shall regularly monitor and promptly control noxious weeds or other undesirable plant species as set forth in the Glenwood Springs Field Office *Noxious and Invasive Weed Management Plan for Oil and Gas Operators*, dated March 2007. A Pesticide Use Proposal (PUP) must be approved by the BLM prior to the use of herbicides. Annual weed monitoring reports and Pesticide Application Records (PARs) shall be submitted to BLM by **December 1 annually**.

9. Big Game Winter Range Timing Limitation. To minimize impacts to wintering big game, no construction, drilling or completion activities shall occur during a Timing Limitation (TL) period from **December 1 through April 30 annually**.
10. Bald and Golden Eagles. It shall be the responsibility of the operator to comply with the Bald and Golden Eagle Protection Act (Eagle Act) with respect to "take" of either eagle species. Under the Eagle Act, "take" includes to pursue, shoot, shoot at, poison, wound, kill, capture, trap, collect, molest and disturb. "Disturb" means to agitate or bother a bald or golden eagle to a degree that causes, or is likely to cause, based on the best scientific information available, (1) injury to an eagle; (2) a decrease in its productivity by substantially interfering with normal breeding, feeding, or sheltering behavior; or (3) nest abandonment by substantially interfering with normal breeding, feeding, or sheltering behavior. Avoidance of eagle nest sites, particularly during the nesting season, is the primary and preferred method to avoid a take. Any oil or gas construction, drilling, or completion activities planned within 0.5 mile of a bald or golden eagle nest, or other associated activities greater than 0.5 miles from a nest that may disturb eagles, shall be coordinated with the BLM project lead and BLM wildlife biologist and the USFWS representative to the BLM Field Office (970-876-9051).
11. Raptor Nesting. To protect nesting raptors, a survey shall be conducted prior to construction, drilling, or completion activities that are to begin during the raptor nesting season (February 1 to August 15). The survey shall include all potential nesting habitat within 0.25 mile of a well pad or 0.125 mile of an access road, pipeline, or other surface facility. Results of the survey shall be submitted to the BLM. If a raptor nest is located within the buffer widths specified above, a 60-day raptor nesting TL will be applied by the BLM to preclude initiation of construction, drilling, and completion activities during the period of **March 1 to May 1**. The operator is responsible for complying with the MBTA, which prohibits the "take" of birds or of active nests (those containing eggs or young), including nest failure caused by human activity (see COA for Migratory Birds).
12. Migratory Birds – Birds of Conservation Concern. Pursuant to BLM Instruction Memorandum 2008-050, all vegetation removal or surface disturbance in previously undisturbed lands providing potential nesting habitat for Birds of Conservation Concern (BCC) is prohibited from **May 1 to June 30**. An exception to this TL may be granted if nesting surveys conducted no more than one week prior to surface-disturbing activities indicate that no BCC species are nesting within 30 meters (100 feet) of the area to be disturbed. Nesting shall be deemed to be occurring if a territorial (singing) male is present within the distance specified above. Nesting surveys shall include an aural survey for diagnostic vocalizations in conjunction with a visual survey for adults and nests. Surveys shall be conducted by a qualified breeding bird surveyor between sunrise and 10:00 AM under favorable conditions for detecting and identifying a BCC species. This provision does not apply to ongoing construction, drilling, or completion activities that are initiated prior to May 1 and continue into the 60-day period at the same location.
13. Migratory Birds – General. It shall be the responsibility of the operator to comply with the Migratory Bird Treaty Act (MBTA) with respect to "take" of migratory bird species, which includes injury and direct mortality resulting from human actions not intended to have such result. To minimize the potential for the take of a migratory bird, the operator shall take reasonable steps to prevent use by birds of fluid-containing pits associated with oil or gas operations, including but not limited to reserve pits, produced-water pits, hydraulic fracturing flowback pits, evaporation pits, and cuttings trenches. Liquids in these pits—whether placed or accumulating from precipitation—may pose a risk to birds as a result of ingestion, absorption through the skin, or interference with buoyancy and temperature regulation.

Based on low effectiveness of brightly colored flagging or spheres suspended over a pit, the operator shall install netting with a mesh size of 1 to 1.5 inches, and suspended at least 4 feet above the fluid surface, on all pits into which fluids are placed, except for storage of fresh water in a pit that contains no other material. The netting shall be installed within 24 hours of placement of fluids into a pit. The requirement for netting does not apply to pits during periods of continuous, intensive human activity at the pad, such as drilling and hydraulic fracturing phases or, as pertains to cuttings trenches, during periods of active manipulation for cuttings management, remediation of contaminated materials, or other purposes.

14. Fossil Resources. All persons associated with operations under this authorization shall be informed that any objects or sites of paleontological or scientific value, such as vertebrate or scientifically important invertebrate fossils, shall not be damaged, destroyed, removed, moved, or disturbed. If in connection with operations under this authorization any of the above resources are encountered the operator shall immediately suspend all activities in the immediate vicinity of the discovery that might further disturb such materials and notify the BLM of the findings. The discovery must be protected until notified to proceed by the BLM.

Where feasible, the operator shall suspend ground-disturbing activities at the discovery site and immediately notify the BLM of any finds. The BLM would, as soon as feasible, have a BLM-permitted paleontologist check out the find and record and collect it if warranted. If ground-disturbing activities cannot be immediately suspended, the operator shall work around or set the discovery aside in a safe place to be accessed by the BLM-permitted paleontologist.

15. Cultural Education/Discovery. All persons in the area who are associated with this project shall be informed that if anyone is found disturbing historic, archaeological, or scientific resources, including collecting artifacts, the person or persons would be subject to prosecution.

Pursuant to 43 CFR 10.4(g), the BLM shall be notified by telephone, with written confirmation, immediately upon the discovery of human remains, funerary items, sacred objects, or objects of cultural patrimony. Further, pursuant to 43 CFR 10.4 (c) and (d), activities shall stop in the vicinity of the discovery, and the discovery shall be protected for 30 days or until notified by the BLM to proceed.

If in connection with operations under this contract, the operator, its contractors, their subcontractors, or the employees of any of them discovers, encounters, or becomes aware of any objects or sites of cultural value or scientific interest such as historic ruins or prehistoric ruins, graves or grave markers, fossils, or artifacts, the operator shall immediately suspend all operations in the vicinity of the cultural resource and shall notify the BLM of the findings (16 USC 470h-3, 36 CFR 800.112). Operations may resume at the discovery site upon receipt of written instructions and authorization by the BLM. Approval to proceed would be based upon evaluation of the resource. Evaluation shall be by a qualified professional selected by the BLM from a Federal agency insofar as practicable. When not practicable, the operator shall bear the cost of the services of a non-Federal professional.

Within five working days, the BLM would inform the operator as to:

- whether the materials appear eligible for the National Register of Historic Places
- what mitigation measures the holder would likely have to undertake before the site can be used (assuming that *in-situ* preservation is not necessary)

- the timeframe for the BLM to complete an expedited review under 36 CFR 800.11, or any agreements in lieu thereof, to confirm through the SHPO State Historic Preservation Officer that the findings of the BLM are correct and that mitigation is appropriate

The operator may relocate activities to avoid the expense of mitigation and delays associated with this process, as long as the new area has been appropriately cleared of resources and the exposed materials are recorded and stabilized. Otherwise, the operator shall be responsible for mitigation costs. The BLM would provide technical and procedural guidelines for relocation and/or to conduct mitigation. Upon verification from the BLM that the required mitigation has been completed, the operator would be allowed to resume construction.

Antiquities, historic ruins, prehistoric ruins, and other cultural or paleontological objects of scientific interest that are outside the authorization boundaries but potentially affected, either directly or indirectly, by the Proposed Action shall also be included in this evaluation or mitigation. Impacts that occur to such resources as a result of the authorized activities shall be mitigated at the operator's cost, including the cost of consultation with Native American groups.

Any person who, without a permit, injures, destroys, excavates, appropriates or removes any historic or prehistoric ruin, artifact, object of antiquity, Native American remains, Native American cultural item, or archaeological resources on public lands is subject to arrest and penalty of law (16 USC 433, 16 USC 470, 18 USC 641, 18 USC 1170, and 18 USC 1361).

16. Visual Resources. Production facilities shall be placed to avoid or minimize visibility from travel corridors, residential areas, and other sensitive observation points—unless directed otherwise by the BLM due to other resource concerns—and shall be placed to maximize reshaping of cut-and-fill slopes and interim reclamation of the pad.

All woody vegetation (live and dead) shall remain standing at the toe of the fill slopes to provide visual screening. All woody vegetation left standing at the toe of the fill slopes shall be protected and remain standing and undamaged when fill material is pulled back to recontour the well pad.

Rocks and woody debris shall be saved during the construction process; care shall be taken to preserve the canopy of the woody material while storing and transporting. Rocks and woody debris saved during construction and not used for stormwater management shall be replaced on recontoured cut/fill slopes to emulate the texture closer to that of the surrounding natural landscape and to encourage vegetation growth.

Excavated material from construction shall not be side cast and shall be used in areas short of fill.

Above-ground facilities shall be painted **Shadow Gray** to minimize contrast with existing surrounding vegetation or rock outcrops.

To the extent practicable, cut and fill slopes shall not exceed 2:1 (horizontal to vertical) to provide stability and to facilitate vegetation establishment.

During construction, the BLM and WPX representatives shall jointly review construction measures to determine effectiveness in meeting visual resource mitigation measures, and if subtle changes in construction techniques are warranted, they could be directed by the BLM Authorized Officer.

17. Windrowing of Topsoil. Topsoil shall be windrowed around the pad perimeter to create a berm that limits and redirects stormwater runoff and extends the viability of the topsoil per BLM Topsoil Best

Management Practices (BLM 2009 PowerPoint presentation available upon request from Glenwood Springs Field Office). Topsoil shall also be windrowed, segregated, and stored along pipelines and roads for later spreading across the disturbed corridor during final reclamation. Topsoil berms shall be promptly seeded to maintain soil microbial activity, reduce erosion, and minimize weed establishment.

18. Interim Reclamation Related to Drilling Phases. Within 1 year of completion of all exploratory wells proposed on a pad or within one year of completion of all development wells on a pad (whichever the situation may be), the operator would stabilize the disturbed area by recontouring, mulching, providing run-off and erosion control, replacing topsoil as directed, and seeding with BLM-prescribed native seed mixes (or landowner requested seed mix on Fee surface), and conducting weed control, as necessary. In cases where the exploratory drilling and development drilling on a single pad occur more than 1 year apart, slopes shall be recontoured to the extent necessary to accommodate seeding, and seed mixes required by BLM or requested by the private landowner shall be applied to stabilize the soil between visits per direction of the BLM.

SITE-SPECIFIC CONDITIONS OF APPROVAL

DOE 1-W-27 Well Pad, Road, and Pipeline

The following site-specific surface use COAs are in addition to the standard COAs listed above and all relevant stipulations attached to the respective Federal leases.

1. Project Construction Details.

Pad Construction Items: Trees cleared during the pad construction, particularly along the western side of the pad, shall be removed, broken down by earthwork equipment and placed along the outside edge of the topsoil windrow.

Road Surfacing: The entire access road serving the DOE 1-W-27 pad shall be surfaced with a minimum 6-inch depth of gravel.

Road Construction Details. The existing road entrance onto DOE 1-W-27 pad shall be shifted north toward Corner #2 and east (possibly into the existing pipeline corridor) in a manner that improves the road grade transition onto the pad, maintains adequate curve radius and provides better curve widening, and increases the driver's sight distances as they approach or leave the location. Such work could include generating additional material from the pad construction to place on the road approach to lessen the steep road grade and/or sloping the road grade into the pad footprint between Corners #2 and #3A. Furthermore, the new flowlines and gas, water, and condensate pipelines shall be aligned in a manner that allows, and not hinders, these access road improvements.

Production Equipment Placement: The production units staged on the PA 13-27 pad that are currently serving the DOE 1-W-27 operating wells shall be re-positioned to the DOE 1-W-27 pad (east-side of pad) as shown on Production Detail in the APD. However, the production unit footprint as shown in APD shall be modified slightly to allow space behind the facilities (units and tanks) to accommodate a minimum 2:1 cut slope suitable for interim reclamation and revegetation. The current flow lines that appear to run south of the producing wells shall be removed, where feasible, during the new well hook-ups, so the southern fillslope of the pad can be cut down and re-sloped during the reclamation earthwork. All facilities including the metal containment rings shall be painted Shale Gray.

Pad containment berm-spill prevention measures: With the pad being in direct proximity to drainages on all but the north side, there shall be special attention to installing a solid containment berm system around the perimeter of the pad working area. Sediment basins shall be located and designed to readily accept pad drainage with focus of locating these basins near the cut/fill balance line of the pad surface. Using windrowed topsoil as sediment controls and/or basin catchments shall be incorporated into the storm water control plan. Sediment basin outlets with drop-down black piping are discouraged and, if used, such piping shall not feed directly into the nearby drainages. As a minimum, a hand-drawn schematic on Plat #2 shall provide the details for the storm water control plan for this pad. This plan shall be presented to the BLM and approved prior to completion of pad construction earthwork.

Interim Reclamation – Earthwork Reshaping Considerations. At the time of earthwork related to the interim reclamation of the DOE 1-W-27 pad as shown on Plat 7 in the APD, the objective of the slope reshaping work shall be to move as much dirt volume from the fillslope on the south side of the pad to the north end of the pad to cover the stored cuttings generated from the new wells and establish the new reclaimed slope to the upper reaches of the cutslope or headwall scar. This earthwork shall be accomplished while preserving the defined working area of the pad (shown in blue on Plat 7). If suitable dirt volume is not available from the fillslope side of the pad to reshape the upper reaches of the headwall scar, then the area above or north of the headwall shall be excavated and recontoured to create a natural, continuous slope along the north side of the pad. Topsoil shall be stripped away prior to any excavation above the headwall and respread across the reshaped slope after the earthwork has been finished.

2. Changes on the PA 13-27 Pad. The north cutslope of the DOE 1-W-27 pad will be the primary cuttings storage location for the six new wells. The PA 13-27 pad shall be the backup storage location for cuttings from DOE 1-W-27 wells only if space on the DOE pad becomes scarce. If the PA 13-27 site is used for cuttings storage, the unreclaimed area on the NE side of the PA 13-27 pad shall be reclaimed and seeded as part of the reclamation work for the cuttings storage. The production facilities on the PA 13-27 pad shall be reconfigured to satisfy combustible source setbacks within the existing facility footprint after the separators are moved to the DOE 1-W-27 pad. Any tree branches within 15 feet of the PA 13-27 production units shall be trimmed from the tree and removed.
3. Written Authorization Prior to DOE 1-W-27 Pipeline Upgrades. The buried gas and water pipeline installations along the private land segments of the DOE 1-W-27 access road shall not commence until BLM has received and reviewed the pending botany report and BLM has directed WPX, in writing, to commence surface-disturbing operations with any special requirements resulting from the recommendations of the botany report.

Buried Gas, Water, and Condensate Pipelines within the East Parachute Field

1. Administrative Notification. The operator shall notify the BLM representative at least 48 hours prior to initiation of construction. If requested by the BLM representative, the operator shall schedule a pre-construction meeting, including key operator and contractor personnel, to ensure that any unresolved issues are fully addressed prior to initiation of surface-disturbing activities.
2. Cultural Resource Monitoring and Fencing. See special monitoring requirements under PA 11-35 Frac Pad that shall apply to the cultural site protection for the surface water delivery pipeline in SE¼NW¼, Section 34, T6S, R95W. A barrier fence (orange plastic webbed type) shall be installed around the 20 meter buffer of the cultural site prior to the installation of the surface water delivery pipeline to prevent accidental incursion into the nearby NRHP eligible site by mechanized equipment or their operators.

3. Pipeline Construction and Maintenance. The pipelines (natural gas, condensate, and water for production or injection purposes) shall be installed to industry and BLM "Gold Book" standards.

The pipeline(s) shall be buried with a minimum depth of 48 inches from the top of the pipe to the surface. As shown below, various described pipelines shall be installed concurrently in the same trench. The centerline and disturbance limits of the proposed pipeline(s) shall be clearly staked and/or flagged prior to any commencement of operations. No equipment or vehicle use shall be allowed outside the staked disturbance corridor of the pipeline ROW unless authorized by BLM personnel. Overall construction width is dependent upon location of the planned pipelines. "Figures" references relate to detailed Project maps available for review in the East Parachute Project EA #DOI-BLM-CO-N040-2013-0025.

Gas pipelines shall be installed as follows: New 8-inch steel buried gas pipelines shall be installed to upgrade the existing gas gathering lines to each of the four pads planned to be expanded. A 918-foot-long, 20-foot-wide segment on BLM north of the PA 13-27 pad serving the DOE 1-W-27 pad shall be buried alongside the road (Figure 2). Another 4,414 feet of new 8-inch gas lines shall be buried on BLM land within an expanded existing pipeline corridor (50 feet wide corridor, of which 20 feet shall involve new disturbance) or along existing roads (20 feet wide along the road edge) serving the DOE 2-W-27, PA 543-27 and PA 23-26 pads (Figure 3). The uppermost portion of the new gas line serving the DOE 2-W-27 pad shall follow the new road alignment around the last switchback to the pad. A new 300-foot segment of gas line shall be buried (using a 50-foot wide corridor) southwest of the PA 44-27 pad to upgrade and replace the existing under-sized line within the planned PA 44-27 road improvement work (Figure 10).

The old gas pipeline buried under or within the PA 44-27 access road shall be decommissioned and removed during the planned PA 44-27 road excavation work.

Water (production) pipelines shall be installed as follows: The proposed East Parachute water collection system shall gather produced water from the existing and proposed well pads through new buried Flexpipe water pipelines along existing roads and pipelines. The 4-inch produced waterlines serving the DOE 2-W-27 and PA 23-26 corridors shall collect and deliver water to the proposed East Parachute Tank Pad in Section 34 on private land (Figure 2). The produced waterlines serving the DOE 1-W-27 corridor shall collect and deliver water to the existing Cottonwood Tank Pad (Figure 3). Where possible, the 4-inch waterlines shall be installed concurrently in the same trench as the identified 8-inch gas lines and/or the 2-inch condensate lines.

Condensate (production) pipelines shall be installed as follows: Condensate lines (2-inch diameter) shall be installed in the DOE 2-W-27 corridor in order to deliver condensate to storage tanks staged at the new East Parachute Tank Pad (Figure 2). Condensate on the west-side of the project area shall remain stored in tanks on its respective pads except for the DOE 1-W-27 pad where condensate shall continue to be piped to an existing tank on the PA 13-27 pad. . No additional disturbance estimate shall be needed since the condensate lines shall be trenched with the gas and/or produced waterlines.

4. Pre-installation of Water Delivery Lines. To reduce future pipeline corridor redisturbance and coordinate planning for a possible buried water delivery line potentially serving water disposal well(s) on the DOE 1-W-27 pad, the DOE 2-W-27 pad and the PA 23-26 pad, a 6-inch Flexsteel waterline would be installed concurrently across BLM lands in the planned pipeline line trench serving these identified pads. The lengths of 6-inch Flexsteel line would be 3,370 feet serving the DOE 2-W-27 pad, 2,390 feet for the DOE 1-W-27 pad, and 1,720 feet for the PA 23-26 pad. These future water delivery lines would be trenched, covered, and isolated with no intent to put them into service until

BLM right-of-way authorization(s) for a water disposal well are granted in the future and waterline hookups to future water disposal wells are completed.

5. Welding of Pipeline. Visual inspections shall be performed on 100% of all pipeline welds. All welders shall be appropriately certified. (43CFR109.227) *Qualification of welders.* 49CFR192.241) *Inspection and test of welds.*
 - (a) Welding must be performed by a qualified welder in accordance with welding procedures qualified under section 5 of API 1104 (incorporated by reference, *see* §192.7) or section IX of the ASME Boiler and Pressure Vessel Code "Welding and Brazing Qualifications" (incorporated by reference, *see* §192.7) to produce welds meeting the requirements of this subpart. The quality of the test welds used to qualify welding procedures shall be determined by destructive testing in accordance with the applicable welding standard(s).
6. Pipeline Testing. The entire pipeline shall be tested in compliance with United States Department of Transportation (DOT) Code of Federal Regulations (CFR) (49 CFR Part 192). (Ref. 49 CFR 192.500.Subpart J entitled "Test Requirements"). (49CFR 192.225 Welding procedures.)
7. Fire Suppression. Welding with acetylene or other open-flame torch shall be operated in an area barren or cleared of all flammable materials at least ten feet on all sides of equipment. Internal combustion engines must be equipped with approved spark arrestors which meet either (a) Department of Agriculture, Forest Service Standard 5100-1a, or (b) Society of Automotive Engineers (SAE) recommended practices J335(b) and J350(a).
8. Saturated Soil Conditions. When saturated soil conditions exist on or along the proposed right-of-way, construction shall be halted until soil material dries out or is frozen sufficiently for construction to proceed without undue damage and erosion to soils.
9. Warning Signs. Pipeline warning signs shall be installed within 5 days of completion of construction and prior to use of the pipeline for transportation of product. Pipeline warning shall be installed at all road crossings and shall be visible from sign to sign along the ROW. For safety purposes each sign shall be permanently marked with the operator's name and shall clearly identify the owner (emergency contact) and purpose (product) of the pipeline.

BUREAU OF LAND MANAGEMENT

Colorado River Valley Field Office
2300 River Frontage Road
Silt, CO 81652

DOWNHOLE CONDITIONS OF APPROVAL

Applications for Permit to Drill

Operator:	WPX Energy Rocky Mountain LLC
Lease Number:	COC62161
Pad(s):	DOE 1-W-27
Surface Location:	Garfield County; Lot 6, Sec. 27 T6S R95W
Engineer:	Shauna Kocman

See list of wells following the COAs.

1. Twenty-four hours *prior* to (a) spudding, (b) conducting BOPE tests, (c) cementing/running casing strings, and (d) within 24 hours *after* spudding, the CRVFO shall be notified. One of the following CRVFO inspectors shall be notified by phone. The contact number for all notifications is: 970-876-9064. The BLM CRVFO inspectors are Julie King, Lead PET; David Giboo, PET; Greg Rios, PET; Tim Barrett, PET; Alex Provstgaard, PET; Brandon Jamison, PET.
2. A CRVFO petroleum engineer shall be contacted for a verbal approval prior to commencing remedial work, plugging operations on newly drilled boreholes, changes within the drilling plan, sidetracks, changes or variances to the BOPE, deviating from conditions of approval, and conducting other operations not specified within the APD. Contact Shauna Kocman or Peter Cowan for verbal approvals (contact information below).
3. If a well control issue or failed test (e.g. kick, blowout, water flow, casing failure, or a bradenhead pressure increase) arises during drilling or completions operations, Shauna Kocman or Peter Cowan shall be notified within 24 hours from the time of the event. IADC/Driller's Logs and Pason Logs (mud logs) shall be forwarded to CRVFO – Petroleum Engineer, 2300 River Frontage Road, Silt, CO 81652 within 24 hours of a well control event.
4. The BOPE shall be tested and conform to Onshore Order No. 2 for a 3M system and recorded in the IADC/Driller's log. A casing head rated to 3,000 psi or greater shall be utilized.
5. Flexible choke lines shall meet or exceed the API SPEC 16C requirements. Flexible choke lines shall be effectively anchored, have flanged connections, and configured to the manufacturer's specifications. Manufacturer specifications shall be kept with the drilling rig at all times and immediately supplied to the authorized officer/inspector upon request. Specifications at a minimum shall include acceptable bend radius, heat range, anchoring, and the working pressure. All flexible choke lines shall be free of gouges, deformations, and as straight/short as possible.
6. An electrical/mechanical mud monitoring equipment shall be function tested prior to drilling out the surface casing shoe. As a minimum, this equipment shall include a pit volume totalizer, stroke counter, and flow sensor.
7. Prior to drilling out the surface casing shoe, gas detecting equipment shall be installed in the mud return system. The mud system shall be monitored for hydrocarbon gas/pore pressure changes, rate of penetration, and fluid loss.

8. A gas buster shall be functional and all flare lines effectively anchored in place, prior to drilling out the surface casing shoe. The discharge of the flare lines shall be a minimum of 100 feet from the wellhead and targeted at bends. The panic line shall be a separate line (not open inside the buffer tank) and effectively anchored. All lines shall be downwind of the prevailing wind direction and directed into a flare pit, which cannot be the reserve pit. The flare system shall use an automatic ignition. Where noncombustible gas is likely or expected to be vented, the system shall be provided supplemental fuel for ignition and maintain a continuous flare.
9. After the surface/intermediate casing is cemented, a Pressure Integrity Test/Mud Equivalency Test/FIT shall be performed on the first well drilled in accordance with OOGO No. 2; Sec. III, B.1.i. to ensure that the surface/intermediate casing is set in a competent formation. This is not a Leak-off Test, but a formation competency test, insuring the formation at the shoe is tested to the highest anticipated mud weight equivalent necessary to control the formation pressure to the next casing shoe depth or TD. Submit the results from the test via email (skocman@blm.gov) on the first well drilled on the pad or any horizontal well and record results in the IADC log. Report failed test to Shauna Kocman or Peter Cowan. A failed pressure integrity test is more than 10% pressure bleed off in 15 minutes.
10. As a minimum, cement shall be brought to 200 feet above the Mesaverde. After WOC for the production casing, a CBL shall be run to verify the TOC and an electronic copy in .las and .pdf format shall be submitted to CRVFO – Petroleum Engineer, 2300 River Frontage Road, Silt, CO 81652 within 48 hours. If the TOC is lower than required or the cement sheath of poor quality, a CRVFO petroleum engineer shall be notified for remedial operations within 48 hours from running the CBL and prior to commencing fracturing operations,

A greater volume of cement may be required to meet the 200-foot cement coverage requirement for the Williams Fork Formation /Mesaverde Group. Evaluate the top of cement on the first cement job on the pad (Temperature Log). If cement is below 200-foot cement coverage requirement, adjust cement volume to compensate for low TOC/cement coverage.

11. On the first well drilled on this pad, a triple combo open-hole log shall be run from the base of the surface borehole to surface and from TD to bottom of surface casing shoe. This log shall be in submitted within 48 hours in .las and .pdf format to: CRVFO – Todd Sieber, 2300 River Frontage Road, Silt, CO 81652. Contact Todd Sieber at 970-876-9000 or asieber@blm.gov for clarification.
12. Submit the (a) mud/drilling log (e.g. Pason disc), (b) driller's event log/operations summary report, (c) production test volumes, (d) directional survey, and (e) Pressure Integrity Test results within 30 days of completed operations (i.e. landing tubing) per 43 CRF 3160-9 (a).
13. Prior to commencing fracturing operations, the production casing shall be tested to the maximum anticipated surface treating/fracture pressure and held for 15 minutes without a 2% leak-off. If leak-off is found, Shauna Kocman or Peter Cowan shall be notified within 24 hours of the failed test, but prior to proceeding with fracturing operations. The test shall be charted and set to a time increment as to take up no less than a quarter of the chart per test. The chart shall be submitted with the well completion report.
14. During hydraulic frac operations, monitor the bradenhead/casing head pressures throughout the frac job. Frac operations shall be terminated upon any sharp rise in annular pressure (+/- 40 psi or greater) in order to determine well/wellbore integrity. Notify Shauna Kocman or Peter Cowan immediately.
15. Per 43 CFR 3162.4-1(c), no later than the 5th business day after any well begins production on which royalty is due anywhere on a lease site or allocated to a lease site, or resumes production in a case of a well which has been off production for more than 90 days, the operator shall notify the authorized

officer by letter or sundry notice, Form 3160-5, or orally to be followed by a letter or sundry notice, of the date on which such production has begun or resumed.

Contact Information:

Shauna Kocman, PhD, PE
 Petroleum/ Environmental Engineer

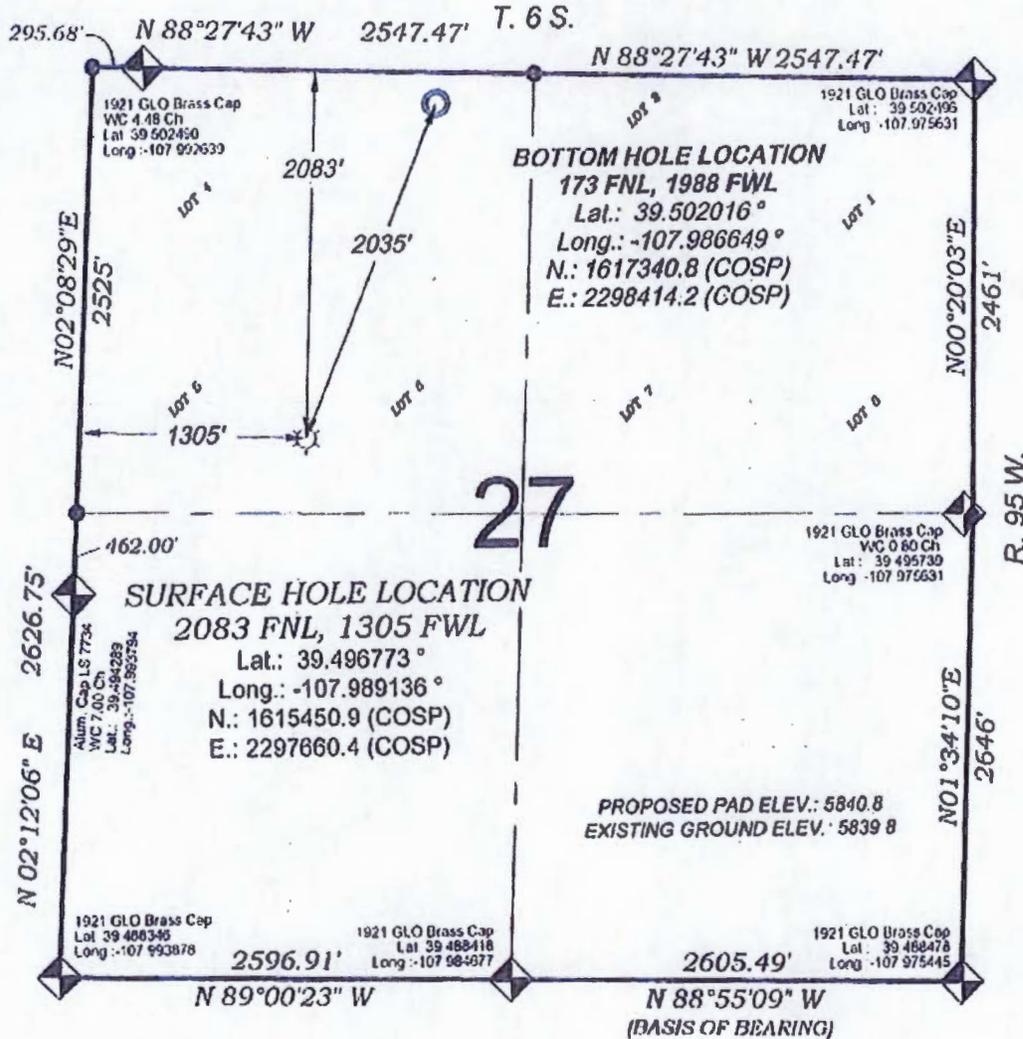
Office: (970) 876-9061
 Cell: (970) 456-5602
 skocman@blm.gov

Peter Cowan
 Petroleum Engineer

Office: (970) 876-9049
 Cell: (970) 309-8548
 picowan@blm.gov

List of Wells			
<i>Proposed Pads</i>	<i>Proposed Wells</i>	<i>Surface Locations</i>	<i>Bottomhole Locations</i>
DOE 1-W-27 (Federal Surface)	Federal PA 11-27	T6S R95W, Sect. 27 Lot 6	T6S R95W, Sect. 27 Lot 4
	Federal PA 21-27	T6S R95W, Sect. 27 Lot 6	T6S R95W, Sect. 27 Lot 3
	Federal PA 311-27	T6S R95W, Sect. 27 Lot 6	T6S R95W, Sect. 27 Lot 4
	Federal PA 321-27	T6S R95W, Sect. 27 Lot 6	T6S R95W, Sect. 27 Lot 3
	Federal PA 411-27	T6S R95W, Sect. 27 Lot 6	T6S R95W, Sect. 27 Lot 4
	Federal PA 421-27	T6S R95W, Sect. 27 Lot 6	T6S R95W, Sect. 27 Lot 3

Federal PA 21-27



SEE CONSTRUCTION LAYOUT PLAT FOR VISIBLE IMPROVEMENTS WITHIN 400' OF THIS LOCATION



- LEGEND -

- FIELD LOCATED SECTION MONUMENTS AS DESCRIBED
- FIELD SURVEYED WELL LOCATION
- CALCULATED BOTTOM HOLE LOCATION
- CALCULATED SECTION CORNER LOCATION

SURVEYORS STATEMENT

I, MICHAEL J. LANGHORNE, A REGISTERED LAND SURVEYOR IN THE STATE OF COLORADO DO HEREBY CERTIFY THAT THE SURVEY SHOWN HEREON WAS PREPARED UNDER MY DIRECT SUPERVISION AND HAS BEEN STAKED ON THE GROUND AS SHOWN ON THE PLAT AND CHECKING THAT THIS MAP IS A TRUE REPRESENTATION THEREOF.



MICHAEL J. LANGHORNE, COLORADO REGISTRATION NO. 36572 FOR AND ON BEHALF OF BOOKCLIFF SURVEY SERVICES, INC.

REFERENCES

- 1) RESURVEY of a PORTION and EXTENSION SURVEY, T. 6 S., R. 95 W., 6 in. P.M. (GLO PLAT)
- 2) U.S.G.S. QUAD: RULISON and ANVIL POINTS, CO

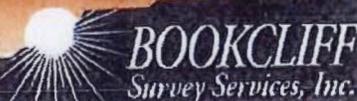
NOTES

- 1) ELEVATIONS BASED ON N.A.V.D. 1988 PUBLISHED COORDINATES.
- 2) LATITUDES AND LONGITUDES ARE BASE ON NAD 83, PUBLISHED COORDINATES.
- 3) STATE PLANE COORDINATES ARE BASED ON COLORADO CENTRAL ZONE, U.S. SURVEY FEET.
- 4) ELEVATION MASK SET TO 15'
- 5) GPS OPERATOR J. KIRKPATRICK, OBSERVED A PDOP 1.3 ON SURVEY POINT NUMBER 406.
- 6) SURFACE AND BOTTOM HOLE LOCATIONS ARE MEASURED 90° FROM SECTION LINES.

WELL LOCATION PLAT Prepared for: WPXENERGY WPX Energy Rocky Mountain, LLC

SE1/4 NW1/4, SECTION 27
T. 6 S., R. 95 W. of the 6th. P.M.
GARFIELD COUNTY, COLORADO

436 East Third Street
Rifle, Colorado
81650 Ph (970)
625 2720 Fax (970)
625 2773



SURVEY DATE: 10/29/12
MAP DATE: 11/1/12
SCALE: 1" = 1000'
PLAT: 1 of 1
PROJECT: Valley

GEOLOGIC & DRILLING PROGNOSIS

Prepared: 01-14-2013

WELL NAME: PA 21-27
Directional from the pad DOE 1-W-27

STATE: CO **API:**
COUNTY: GARFIELD
BOTTOM HOLE LOCATION: Sec. 27 T 6 S R 95 W 10-Acre FED
TYPE OF UNIT: N/2 Section 27, 320-Acre
SURFACE HOLE FOOTAGE: 2083' FNL 1305' FWL Sec. 27 T 6 S R 95 W
BOTTOM HOLE FOOTAGE: 173' FNL 1988' FWL Sec. 27 T 6 S R 95 W
SURFACE HOLE XY: 2297660.4 1615450.9
BOTTOM HOLE XY: 2298414.207 1617340.83
FEDERAL EA: NA
HARDLINE: No
WASATCH CEMENT: YES

ELEVATION (ft): PAD: 5840
KELLY BUSHING: 5866

RIG INFORMATION:
RIG NAME: Nabors 577
KB HEIGHT (ft): 26

ESTIMATE TOPS:

Formation	TVD	MD	Comments
Wasatch	Surface	Surface	
Top of "G" Sand	3356	3574	
Base of "G" Sand	3456	3682	
Mesaverde	4806	5139	
Approx. Top Gas	6346	6716	(Water zones may be encountered within the upper portion of the Mesaverde)
Cameo Coals	7616	7986	
Rollins SS	8346	8716	
TD	8446	8816	If pay encountered within 150' of Rollins, drill 150' rathole below base last pay. If no pay is encountered within 150' of the Rollins, TD well at 8741 ft (md)

MUD LOGGING (md): 4939 to TD. (One man or computer unit with at least total gas and drill rate.)

LOGGING PROGRAM: Type of Log: Cased-hole Pulsed Neutron log (e.g. RMTE or RPM)

Interval (md): GR from TD to surface
Pulsed Neutron from TD to 200ft above the Mesaverde top (md)

Strap drill pipe by latest trip prior to TD

CSG & CEMENT PROGRAM: SHOE TEST REQUIRED

Conductor:	csq size (in)	depth set at (tvd)	depth set at (md)	hole size (in)	Approximate Cmt (ft3) Tail	Tail Yield ft ³ /Sx	Approx. Sx Tail	Approximate Cmt (ft3) Lead	Lead Yield ft ³ /Sx	Approx. Sx Lead	WOC (hrs)
Surface:	9 5/8"	3556	3790	13 1/2"	352	2.11	167	1871	2.37	789	8
Intermediate:											
Liner or Production:	4 1/2"	8446	8816	8 3/4"	811	1.33	610	533	1.81	294	
					Surface (sacks): 956		Prod (Sacks):	904			

Surface cement volumes are calculated w/ 20% excess in gauge hole,
Production cement: tail is calculated to be 300 ft above geologists pick of top of gas, lead TOC is calculated 300 ft above top of MVRD. 10% Excess added.

ANTICIPATED PRESSURES

MASP	Prod Csq Test Pressure	Anticipated BHP	Pressure (psi)	Prod. Csq. Grade
2,150	7,000	5,490		E/I-80

MUD PROGRAM: (Do not deviate from mud engineer's recommendation without prior consent from Parachute office)

FROM (md)	TO (md)	TYPE MUD	#/GAL	VIS	WL
0	3790	Spud	9.0-9.5	45-50	
3790	8816	LSND	9.0-12.5	40-50	8-10

(Write mud added to system on tour sheets and report all mud mixed and daily cost in morning report)

LOST CIRCULATION: Report depth and bbls of mud lost on morning report and tour sheet - Any severe lost circulation problems should be reported immediately to well supervisor.

SURVEYS: Run every 100' on surface hole and trips unless otherwise instructed.

(note: if there are questions concerning TD or logging, please call Geologists)

WPX Geologists:	Office	Cell	Home
Susan Anderson (PA/SP/GM/SG wells)	303-606-4069	303-385-7529	720-464-5901
Kim Roberts (PA/SP Wells)	303-629-8438	303-646-7411	303-979-2709
Trevor Gates (KP Wells)	303-629-8431	720-254-4913	
Scott Meade		970-260-8131	

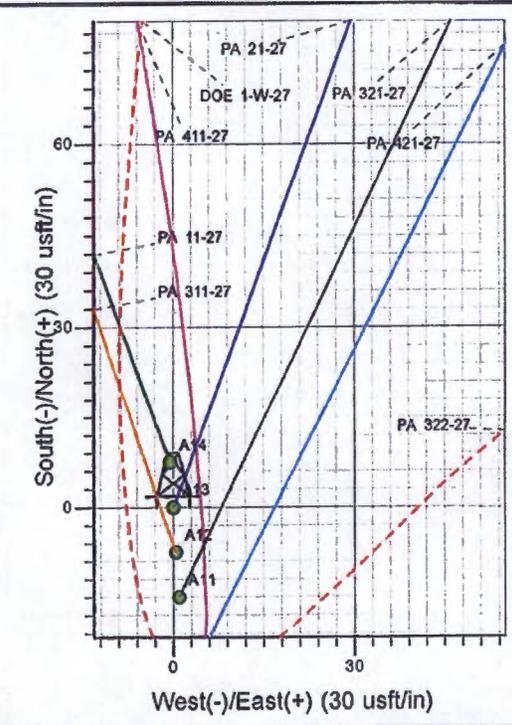
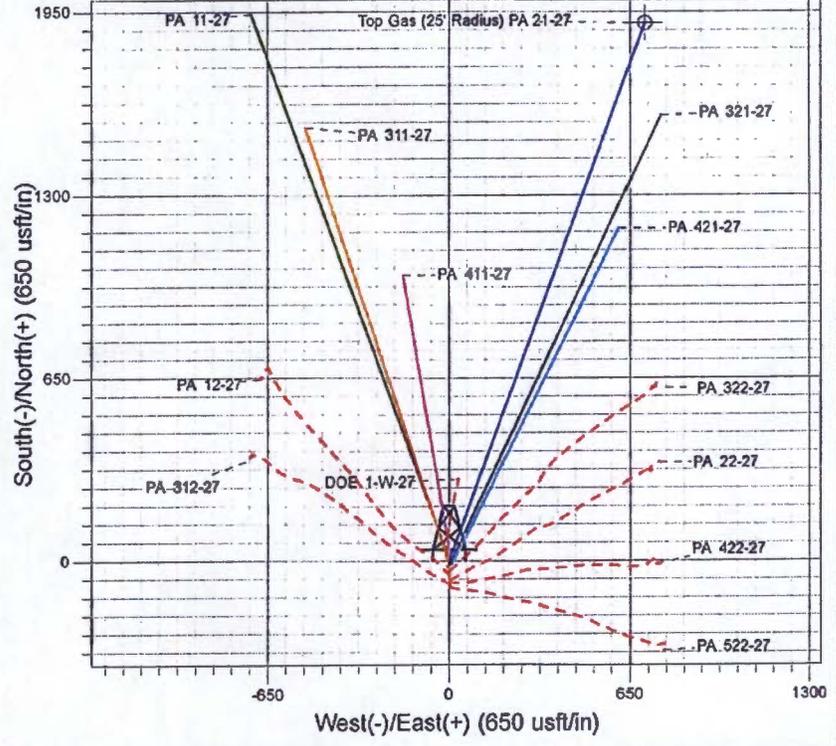
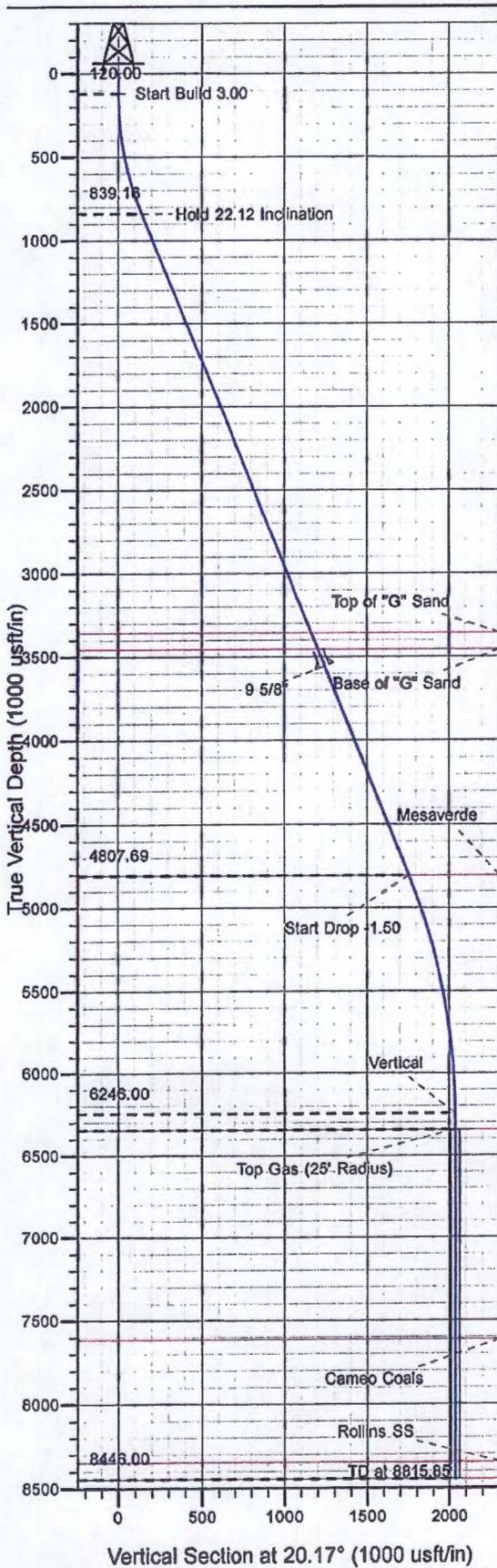


PA 27

Surface Location: DOE 1-W-27 Pad
 North American Datum 1983 , US State Plane 1983 , Colorado Central Zone
 Ground Elevation: 5840.00

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.00	0.00	1615450.90	2297660.40	39.49677	-107.98914	A13

KELLY BUSHING @ 5866.00usft (Nabors 577 (26' KB))



Project: PA 27-06S-095W
 Site: DOE 1-W-27 Pad
 Well: PA 21-27
 Design #2 10Jan13 kjs

Azimuths to True North
 Magnetic North: 11.45°
 Magnetic Field
 Strength: 53050.5snT
 Dip Angle: 65.99°
 Date: 12/31/2004
 Model: IGRF2000

ANNOTATIONS									
MD	Inc	Azi	TVD	+N/-S	+E/-W	Vsect	Departure	Annotation	
120.00	0.00	0.00	120.00	0.00	0.00	0.00	0.00	Start Build 3.00	
857.34	22.12	20.17	839.16	131.95	48.48	140.57	140.57	Hold 22.12 Inclination	
5141.17	22.12	20.17	4807.69	1846.05	604.81	1753.65	1753.65	Start Drop -1.50	
6615.85	0.00	0.00	6246.00	1909.95	701.78	2034.80	2034.80	Vertical	
6715.85	0.00	0.00	6346.00	1909.95	701.78	2034.80	2034.80	Top Gas	
8815.85	0.00	0.00	8446.00	1909.95	701.78	2034.80	2034.80	TD at 8815.85	



PICEANCE VLY NAD 83

PA 27-06S-095W

DOE 1-W-27 Pad

PA 21-27 - Slot A13

Wellbore #1

Plan: Design #2 10Jan13 kjs

Standard Planning Report - Geographic

10 January, 2013



WPX Energy
Planning Report - Geographic

Database:	COMPASS-PICEANCE	Local Co-ordinate Reference:	Well PA 21-27 - Slot A13
Company:	PICEANCE VLY NAD 83	TVD Reference:	KELLY BUSHING @ 5866.00usft (Nabors 577 (28' KB))
Project:	PA 27-06S-095W	MD Reference:	KELLY BUSHING @ 5866.00usft (Nabors 577 (28' KB))
Site:	DOE 1-W-27 Pad	North Reference:	True
Well:	PA 21-27	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #2 10Jan13 kjs		

Project	PA 27-06S-095W, Garfield County, CO, 27-06S-095W		
Map System:	US State Plane 1983	System Datum:	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Colorado Central Zone		Using geodetic scale factor

Site	DOE 1-W-27 Pad				
Site Position:		Northing:	1,615,428.38 usft	Latitude:	39.49671
From:	Map	Easting:	2,297,661.11 usft	Longitude:	-107.98913
Position Uncertainty:	0.00 usft	Slot Radius:	13.200 in	Grid Convergence:	-1.57 °

Well	PA 21-27 - Slot A13					
Well Position	+N-S	0.00 usft	Northing:	1,615,450.90 usft	Latitude:	39.49677
	+E-W	0.00 usft	Easting:	2,297,660.40 usft	Longitude:	-107.98914
Position Uncertainty		0.00 usft	Wellhead Elevation:		Ground Level:	5,840.00 usft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2000	12/31/2004	11.45	65.99	53,050

Design	Design #2 10Jan13 kjs			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD) (usft)	+N-S (usft)	+E-W (usft)	Direction (°)
	0.00	0.00	0.00	20.17

Plan Sections										
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N-S (usft)	+E-W (usft)	Dogleg Rate (°/100usft)	Buidl Rate (°/100usft)	Turn Rate (°/100usft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
120.00	0.00	0.00	120.00	0.00	0.00	0.00	0.00	0.00	0.00	
857.34	22.12	20.17	839.16	131.95	48.48	3.00	3.00	0.00	0.00	20.17
5,141.17	22.12	20.17	4,807.69	1,646.05	604.81	0.00	0.00	0.00	0.00	0.00
6,815.85	0.00	0.00	6,246.00	1,909.95	701.78	1.50	-1.50	0.00	0.00	180.00
6,715.85	0.00	0.00	6,346.00	1,909.95	701.78	0.00	0.00	0.00	0.00	0.00 Top Gas (25' Radius)
8,815.85	0.00	0.00	8,446.00	1,909.95	701.78	0.00	0.00	0.00	0.00	0.00



WPX Energy
Planning Report - Geographic

Database:	COMPASS-PICEANCE	Local Co-ordinate Reference:	Well PA 21-27 - Slot A13
Company:	PICEANCE VLY NAD 83	TVD Reference:	KELLY BUSHING @ 5866.00usft (Nabors 577 (26' KB))
Project:	PA 27-06S-095W	MD Reference:	KELLY BUSHING @ 5866.00usft (Nabors 577 (26' KB))
Site:	DOE 1-W-27 Pad	North Reference:	True
Well:	PA 21-27	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #2 10Jan13 kjs		

Planned Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Map Northing (usft)	Map Easting (usft)	Latitude	Longitude
0.00	0.00	0.00	0.00	0.00	0.00	1,615,450.90	2,297,660.40	39.49677	-107.98914
120.00	0.00	0.00	120.00	0.00	0.00	1,615,450.90	2,297,660.40	39.49677	-107.98914
Start Build 3.00									
500.00	11.40	20.17	497.50	35.37	13.00	1,615,485.89	2,297,674.36	39.49687	-107.98909
857.34	22.12	20.17	839.16	131.95	48.48	1,615,581.46	2,297,712.48	39.49714	-107.98887
Hold 22.12 Inclination									
1,000.00	22.12	20.17	971.32	182.37	67.01	1,615,631.36	2,297,732.38	39.49727	-107.98890
1,500.00	22.12	20.17	1,434.52	359.09	131.94	1,615,806.23	2,297,802.13	39.49776	-107.98867
2,000.00	22.12	20.17	1,897.72	535.82	196.88	1,615,981.10	2,297,871.87	39.49825	-107.98844
2,500.00	22.12	20.17	2,360.91	712.54	261.81	1,616,155.97	2,297,941.62	39.49873	-107.98821
3,000.00	22.12	20.17	2,824.11	889.26	326.74	1,616,330.84	2,298,011.37	39.49922	-107.98798
3,500.00	22.12	20.17	3,287.31	1,065.99	391.68	1,616,505.71	2,298,081.12	39.49970	-107.98775
3,574.15	22.12	20.17	3,356.00	1,092.19	401.31	1,616,531.64	2,298,091.46	39.49977	-107.98772
Top of "G" Sand									
3,682.09	22.12	20.17	3,456.00	1,130.35	415.33	1,616,569.40	2,298,106.52	39.49988	-107.98767
Base of "G" Sand									
3,790.04	22.12	20.17	3,556.00	1,168.50	429.34	1,616,607.15	2,298,121.58	39.49998	-107.98762
8 5/8"									
4,000.00	22.12	20.17	3,750.51	1,242.71	456.61	1,616,680.58	2,298,150.87	39.50019	-107.98752
4,500.00	22.12	20.17	4,213.71	1,419.43	521.54	1,616,855.45	2,298,220.61	39.50067	-107.98729
5,000.00	22.12	20.17	4,676.90	1,596.16	586.48	1,617,030.32	2,298,290.36	39.50116	-107.98706
5,139.35	22.12	20.17	4,806.00	1,645.41	604.58	1,617,079.06	2,298,309.80	39.50129	-107.98700
Mesaverde									
5,141.17	22.12	20.17	4,807.89	1,646.05	604.81	1,617,079.70	2,298,310.06	39.50129	-107.98699
Start Drop -1.50									
5,500.00	16.74	20.17	5,145.96	1,758.05	645.96	1,617,190.52	2,298,354.26	39.50180	-107.98685
6,000.00	9.24	20.17	5,632.82	1,863.45	684.69	1,617,294.81	2,298,395.88	39.50189	-107.98671
6,500.00	1.74	20.17	6,130.17	1,908.30	701.17	1,617,339.19	2,298,413.58	39.50201	-107.98665
6,615.85	0.00	0.00	6,246.00	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
Vertical									
6,715.85	0.00	0.00	6,346.00	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
Top Gas - Approx. Top Gas									
7,000.00	0.00	0.00	6,630.15	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
7,500.00	0.00	0.00	7,130.15	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
7,985.85	0.00	0.00	7,616.00	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
Cameo Coals									
8,000.00	0.00	0.00	7,630.15	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
8,500.00	0.00	0.00	8,130.15	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
8,715.85	0.00	0.00	8,346.00	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
Rollins SS									
8,815.85	0.00	0.00	8,446.00	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
TD at 8815.85 - TD									



WPX Energy
Planning Report - Geographic

Database: COMPASS-PICEANCE
Company: PICEANCE VLY NAD 83
Project: PA 27-06S-095W
Site: DOE 1-W-27 Pad
Well: PA 21-27
Wellbore: Wellbore #1
Design: Design #2 10Jan13 kjs

Local Co-ordinate Reference: Well PA 21-27 - Slot A13
TVD Reference: KELLY BUSHING @ 5866.00usft (Nabors 577 (28' KB))
MD Reference: KELLY BUSHING @ 5866.00usft (Nabors 577 (28' KB))
North Reference: True
Survey Calculation Method: Minimum Curvature

Design Targets									
Target Name	Dip Angle	Dip Dir.	TVD	+N-S	+E-W	Northing	Eastng	Latitude	Longitude
- hit/miss target	(°)	(°)	(usft)	(usft)	(usft)	(usft)	(usft)		
- Shape									
Top Gas (25' Radius) P/	0.00	0.00	6,346.00	1,909.95	701.78	1,617,340.83	2,298,414.21	39.50202	-107.98665
- plan hits target center									
- Circle (radius 25.00)									

Casing Points						
Measured Depth	Vertical Depth		Name	Casing Diameter	Hole Diameter	
(usft)	(usft)			(in)	(in)	
3,790.04	3,556.00	9 5/8"		9.625	13.500	

Formations						
Measured Depth	Vertical Depth	Name	Lithology	Dip	Dip Direction	
(usft)	(usft)			(°)	(°)	
3,574.15	3,356.00	Top of "G" Sand				
3,882.09	3,456.00	Base of "G" Sand				
5,139.35	4,806.00	Mesaverde				
6,715.85	6,346.00	Approx. Top Gas				
7,985.85	7,616.00	Cameo Coals				
8,715.85	8,346.00	Rollins SS				
8,815.85	8,446.00	TD				

Plan Annotations				
Measured Depth	Vertical Depth	Local Coordinates		Comment
(usft)	(usft)	+N-S	+E-W	
		(usft)	(usft)	
120.00	120.00	0.00	0.00	Start Build 3.00
857.34	839.16	131.95	48.48	Hold 22.12 Inclination
5,141.17	4,807.69	1,646.05	604.81	Start Drop -1.50
6,615.85	6,246.00	1,909.95	701.78	Vertical
6,715.85	6,346.00	1,909.95	701.78	Top Gas
8,815.85	8,446.00	1,909.95	701.78	TD at 8815.85



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

SURFACE USE PLAN OF OPERATIONS
DOE 1-W-27
Federal Lease No(s): COC-62161

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

Proposed Action

WPX Energy is proposing to drill an existing pad with 6 new Fed wells 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:

DOE 1-W-27	PA 421-27	PA 311-27	DOE 1-W-27	PA 22-27	PA 522-27
	PA 411-27	PA 21-27	PA 322-27	PA 312-27	
	PA 321-27	PA 11-27	PA 12-27	PA 422-27	

Green highlights indicate Fed well/bold indicates wells submitted.

Lease Development Status

Lease No.	No.62161
Lease Acres (total)	2,033
Disturbed Acres (existing)	71.2
SUPO Disturbed Acres (additional)	0
Total Existing and SUPO Disturbed Acres	71.2
Total Disturbed Acres on Lease as %	3.50%

No new onsite required due to notice of staking onsite held 8/27/12.

Surface Use Plan of Operations

1. Existing Roads

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.

Access roads and surface disturbing activities will conform to standards outlined in the 2007 version of BLM and USFS "Surface Operating Standards for Oil and Gas Exploration and Development – The Gold Book."

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.
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

Site Specific road information:

Existing access from the east edge of pad will be used – refer to Plat #5 (Access Road Map) & POD map attached towards the back of the APD package.

No new roads will need to be constructed for this pad. All roads already exist.

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) of the attached APDs.

Geospatial data has been electronically sent concurrently to Silt Energy Office.

4. Location of Existing and/or Proposed Production Facilities

Production equipment will be placed on the north east side of the pad. A condensate tank will be placed in the equipment area on the PA 13-27 pad. See POD map as well as the production detail drawing attached towards the back of the APD packages.

Pipelines (Gas Transportation line)

A new 8" buried gas line will be installed from the DOE 1-W-27 from the outlet of the separators to the main gathering line near the PA 13-27. A new 4" water line would need to be installed from the pad to the Cottonwood tank pad. Lines would be installed in excavated trenches approximately three to four feet deep

following the east side of the road. A 6" water disposal line may also be installed for future water disposal needs when these lines are being installed. This new 6" line will follow the same route as the 4" water line.

Pipeline routes shown on POD map.

5. Location and Types of Water

For drilling, water for the wells will be trucked, via existing county, state and/or lease roads, from approved sources.

For completions, fracking will occur on pad once the rig leaves the location and water used will be recycled water that will be pumped. A 10" temporary surface water supply line will run from the existing line near the PA 41-33 to the drill pad. Frac lines will run along access roads and/or pipeline ROWs where possible. (Please see POD map). This line will tie into an existing water supply line that supplies water from the PA 33-28 water storage pond and ultimately from the Grand Valley Evaporation Pond located in the SW/4 of Section 36-T6S-R96W.

6. Source of Construction Materials

Surface and subsoil materials within the proposed construction areas will be used. Additional gravel or pit lining material (if required) will be obtained from the Una gravel pit located in the NW ¼ of section 34 of T6S R96W or Latham-Burkett gravel pit located in the SW ¼ of section 27 T8S R97W and sometimes the Mamm Creek gravel pit located in the SE ¼ of section 11 T6S R93W.

7. Methods for Handling Waste Disposal

Drill Cuttings Management

Drill cuttings generated during drilling of proposed wells will be managed on surface up against the northern cut slope. In cases where emergencies such as weather conditions, safety concerns, or operational constraints exist, cutting may be temporarily stored at another location in accordance with COGCC waste management and CDPHE stormwater regulations.

The cuttings management area will be well constructed and under no circumstances will it be allowed to leak or be cut to drain. It will not be located on natural drainages. Waste or discharge of any kind will not be allowed to enter any drainage.

Produced wastewater flows back to operator's evaporation ponds which then will eventually be injected into the operator's injection wells.

- Cuttings: Will be contained on the location in the cuttings management area.
- Drilling fluids and chemicals: Will be recycled.
- Sewage: Chemical toilets or an enclosed sewer system will be used. Contents will be disposed of at an approved disposal facility.
- Garbage and other waste materials: All garbage and trash will be stored in enclosed trash containers and removed and deposited in an approved sanitary landfill within one week following termination of drilling operations. No garbage or trash will be disposed of in the cuttings trench. The well site and access road will be kept free of trash and debris at all times.

8. Ancillary Facilities

Fracking will occur on pad with temporary required surface lines once the rig leaves the location; (Please see POD map).

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 #5B of the attached APD(s) for the Existing Well Location within One-Mile Radius.
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.
POD Map
Production Equipment Detail

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 hauled to the nearest legal landfill.

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. 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.

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. 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-perpetuating 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.

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 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".

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

Surface owner has received a copy of this SUPO.

12. Other Information

Environmental Considerations

RESOURCE / ENVIRONMENTAL ISSUE	POTENTIAL IMPACTS		COMMENTS
	YES	NO	
AIR QUALITY			All equipment and infrastructure complies with COGCC and CDPHE air quality regulations for an APEN or permitting..
CHEMICAL MANAGEMENT			All chemical management complies with COGCC, CDPHE and SARA Title III reporting requirements, including MSDS sheets for all chemicals used in WPX Energy' operations.
CULTURAL OR PALEO RESOURCES PRESENT		X	No paleo survey needed, pending cultural - no apparent resource conflicts
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		X	The proposed actions are not specifically addressed in the CO140-2005-047 EA, but fall within the boundaries of the EA
NOISE			Noise thresholds as established by the COGCC will be complied with in accordance with State Title 34 regulations.

NOXIOUS WEEDS		X	WPX Energy annual weed management program will be implemented.
PLANTS-TE&S		X	No TES plants were found within the surveyed project area.
RECLAMATION		X	Reclamation/reseeding will comply with Federal (BLM) and state (COGCC) regulations. On BLM lands, WPX Energy will comply with seeding requirements as established by the appropriate BLM office. On Fee lands, WPX Energy will comply with COGCC/landowner requirements, or negotiate a seed mix to further environmental management objectives (e.g. wildlife seed mixes).
SPILLS	TBD	TBD	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		X	The area is in a Class II area, and WPX Energy will work with the BLM to determine the appropriate level of BMPs, and if required, mitigation.
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		X	No 404 locations will be affected by the proposed actions.
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 will comply with EPA, COGCC and CDPHE requirements for plans and reporting in accordance with 40 CFR 112.
WATER-STORMWATER		X	Stormwater is addressed under a field-wide CDPHE plan/permit
WILDLIFE-NON GAME AND TE&S (INCLUDES RAPTORS)		X	GENERAL No TES wildlife species are present within the surveyed project area. RAPTORS. Raptor survey to be ordered in February 2013. If present, BMPs will be implemented and mitigation (as required) will be conducted in consultation with the appropriate Federal (BLM) and state (CDOW/USFWS) agencies to protect TES wildlife, raptors and migratory birds in accordance with regulations and WPX Energy' Wildlife Management Plan (2006) and Migratory Bird Management Plan 2006).
WILDLIFE - GAME		X	The proposed actions would be conducted outside of required BGTLS. In addition, WPX Energy' will work with the appropriate Federal and state agencies to determine necessary mitigation should BMPs be insufficient to avoid or minimize impacts to game species.

Lessee's or Operator's Representative and Certification

DOE 1-W-27 PAID

A) Representative

NAME: Scott Brady
ADDRESS: WPX Energy Rocky Mountain, LLC
1058 County Road #215
P.O. Box 370
Parachute, Colorado 81635
PHONE: 970-683-2284
CELLULAR: 970-270-9187

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations and Onshore Oil and Gas Orders. The Operator is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

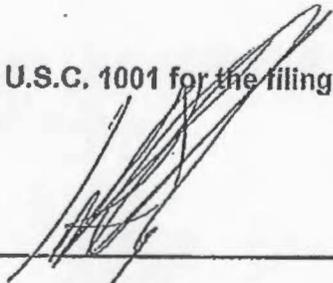
B) Representative Certification:

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.

DATE: _____

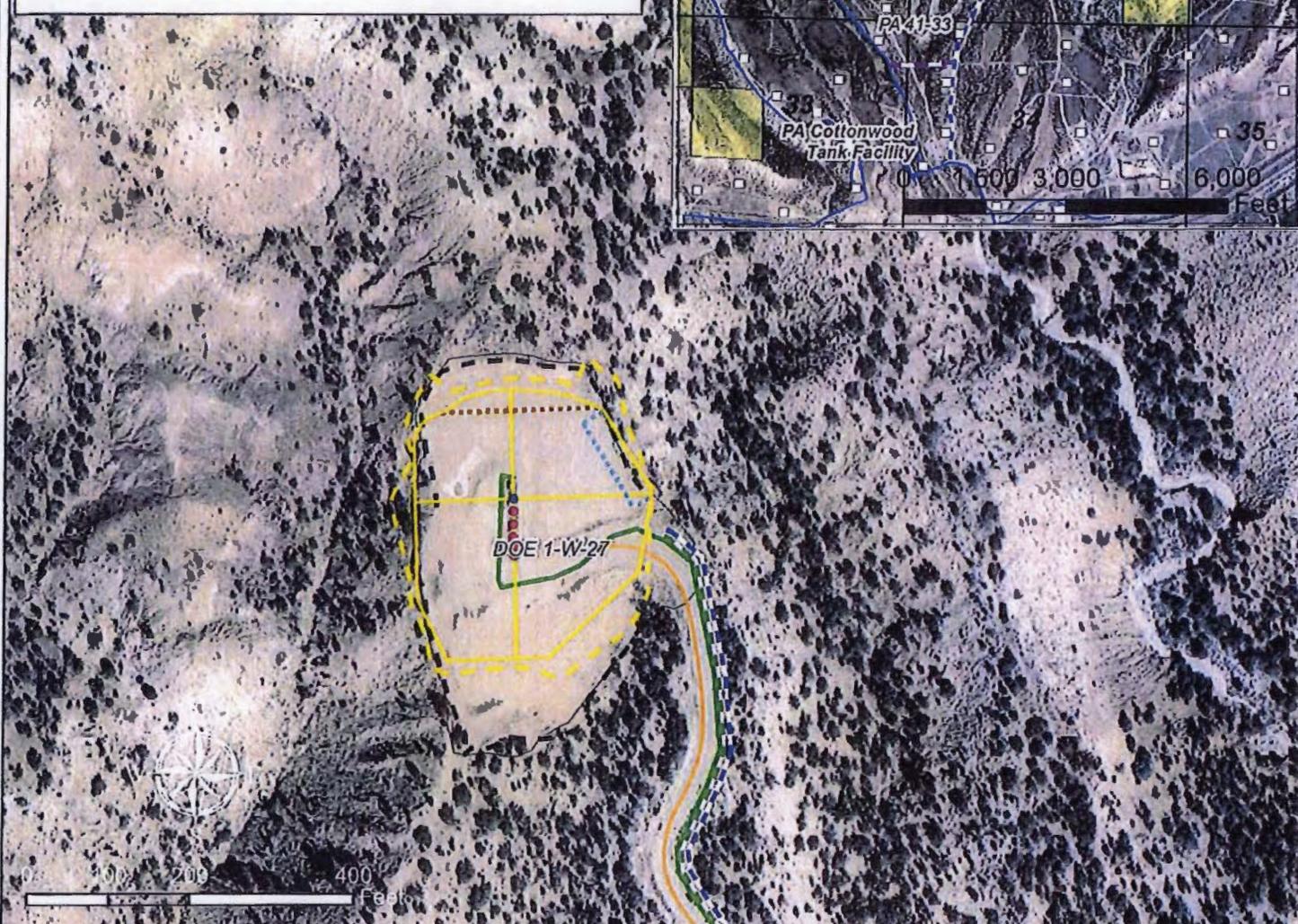
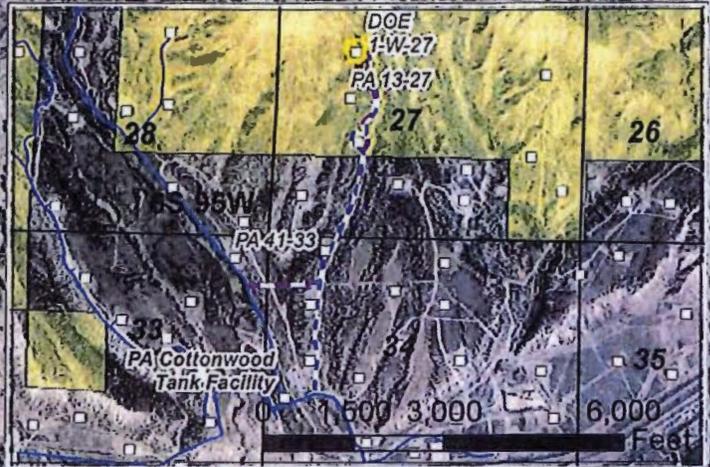
3/15/13



Scott Brady
Drilling Superintendent
WPX Energy Rocky Mountain, LLC

Geologist Information

General: Existing location, 6 new wells (8 existing)
 Ownership: Fed surface/ Fed minerals
 SUA Status: N/A
 Spacing Units: 1 spacing unit – N/2 320 acre unit
 Adjacent Owners: Exxon



Plan of Development

Access: Use existing access to pad.
 Drilling: Efficiency rig
 Cuttings: Cuttings to be managed on surface up against northern cut slope.
 SIMOPS: No
 Completion: Frac on pad once rig leaves location. A temporary surface water supply line to be run from existing line near PA 41-33 to drill pad.
 Flowback: on pad
 Prod Equip: Separators to be placed on north east side of pad. Condensate tank to be placed in equipment area on PA 13-27 pad. Water to be piped to Cottonwood tank pad with new water line.
 Pipeline: New 8" gas line from the DOE 1-W-27 to tie-in near PA 13-27. Need new 4" water line from pad to Cottonwood tank pad.

Legend

- Production Gas Well (MV)
- Production Gas Well (WS-FU)
- Existing Road
- Existing Gas Pipeline
- Existing Water Pipeline
- Proposed Frac Water Supply Line
- Proposed Cuttings Management Area
- Proposed Production Equipment Area
- Proposed Daylight Line
- Proposed Pad or Pit
- Proposed Unit of Disturbance

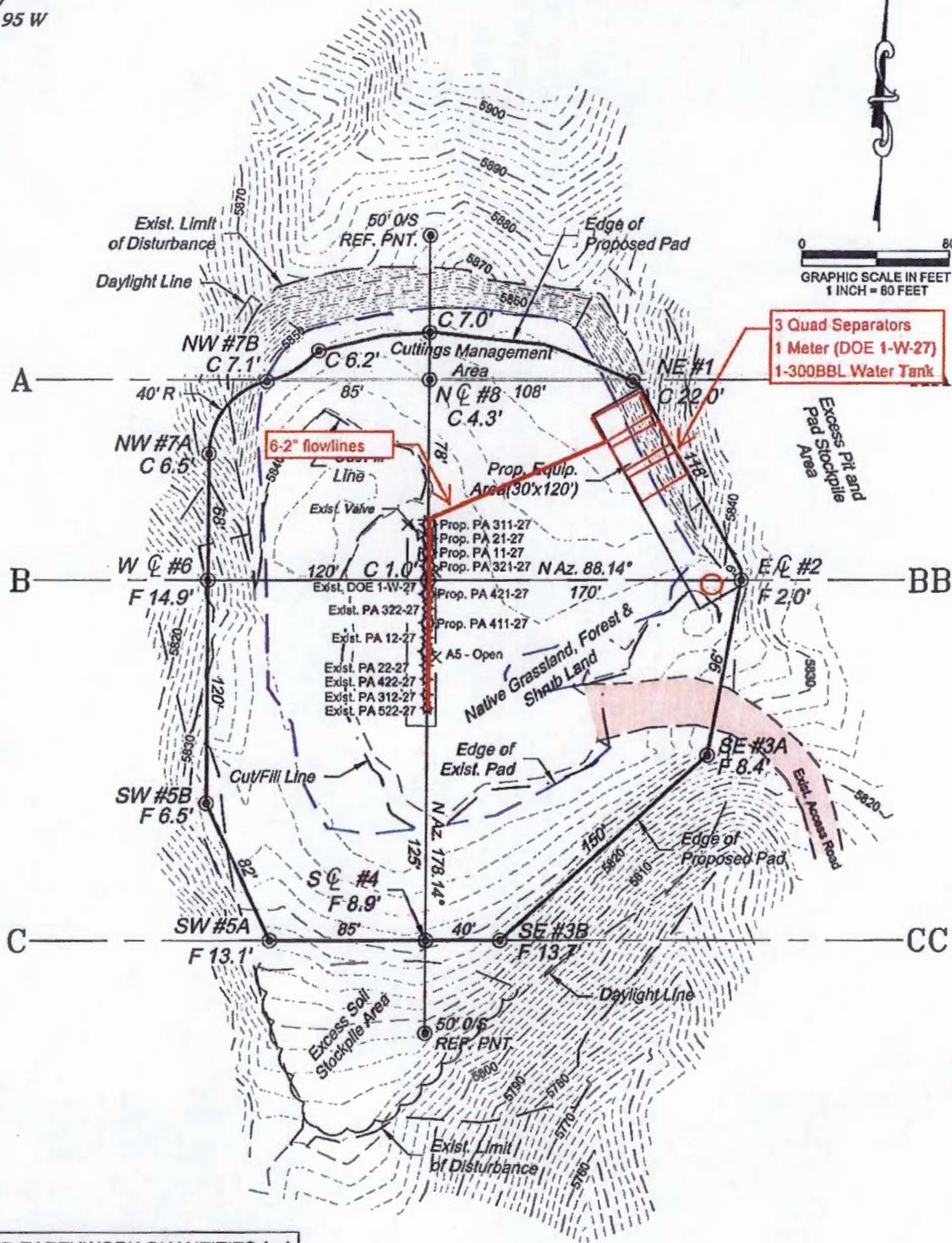
WPX Energy Rocky Mountain, LLC

DOE 1-W-27 Plan of Development
 T6S R95W, Section 27

Date Prepared: December 7, 2012



Section 27
T. 6 S., R. 95 W



3 Quad Separators
1 Meter (DOE 1-W-27)
1-300BBL Water Tank

6-2" flowlines

Excess Pit and
Stockpile
Area

Native Grassland, Forest &
Shrub Land

ESTIMATED EARTHWORK QUANTITIES (cy)

ITEM	CUT	FILL	TOPSOIL	EXCESS
PAD	7900	7053	200	647
PIT	0			0
TOTALS	7900	7053	200	647

- *NOTE:
1.) Topsoil Volume Based on 12" Soil Depth.
2.) Swell Factor of 10% Applied to Earthwork Cut Volume.
3.) Total Disturbed Area = ±2.71ac.

Construction Plan Prepared for:
WPXENERGY WPX Energy Rocky Mountain, LLC

DOE 1-W-27 Drill Pad - Plat 2
Production Detail Map

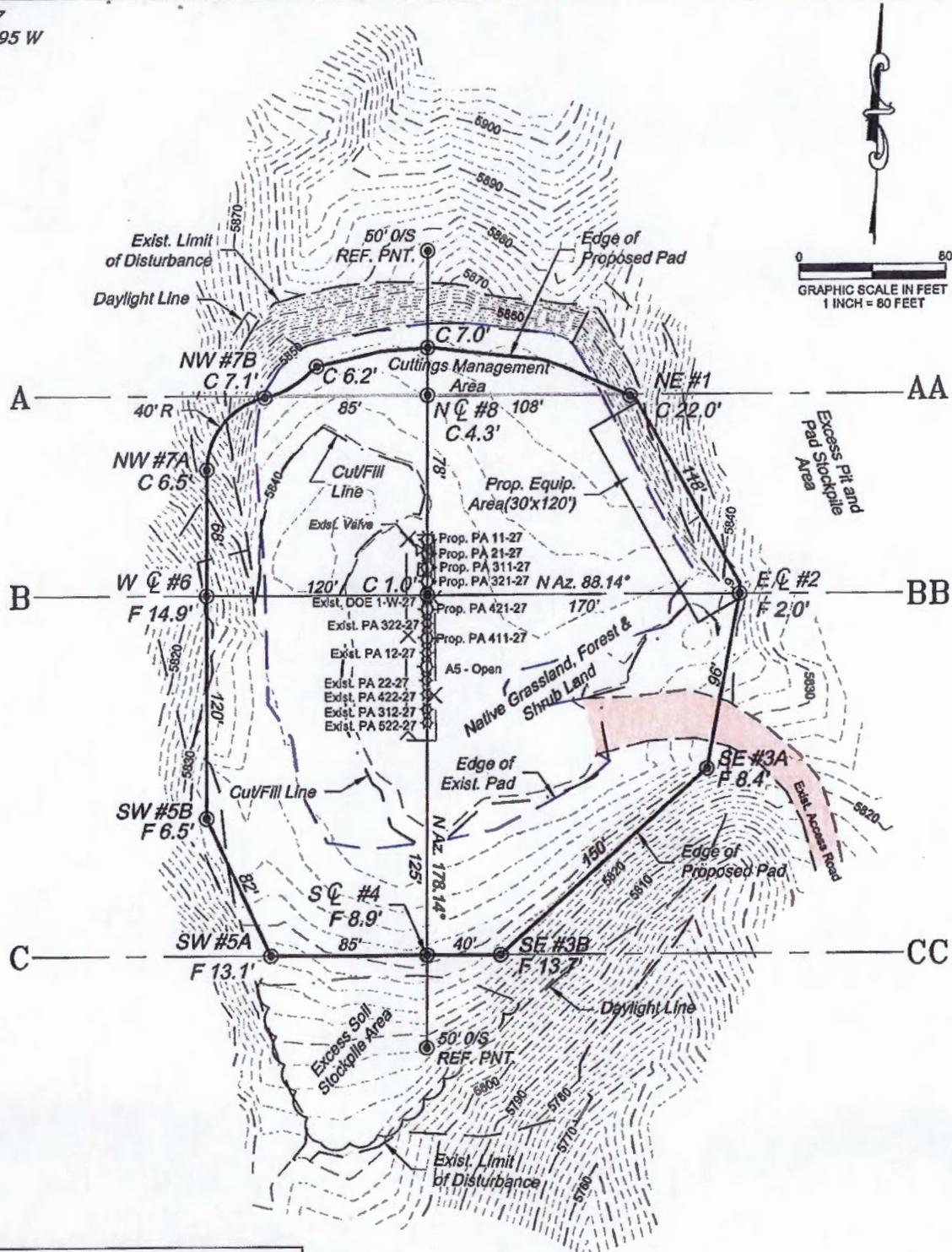
136 East Third Street
Rifle, Colorado 81650
Ph. (970) 625-2720
Fax (970) 625-2773

BOOKCLIFF
Survey Services, Inc.

SCALE:	1" = 80'
DATE:	10/25/12
PLAT:	1 of 7
PROJECT:	Valley
DFT:	cws

K02012 WILLOWS VALLEY DOE 1-W-27 Plat 2.dwg 10/23/2012 1:52:26 PM

Section 27
T. 6 S., R 95 W



ESTIMATED EARTHWORK QUANTITIES (cy)

ITEM	CUT	FILL	TOPSOIL	EXCESS
PAD	7900	7053	200	647
PIT	0			0
TOTALS	7900	7053	200	647

*NOTE:

- 1.) Topsoil Volume Based on 12" Soil Depth.
- 2.) Swell Factor of 10% Applied to Earthwork Cut Volume.
- 3.) Total Disturbed Area = ±2.71ac.

REVISED: 1/2/13

136 East Third Street
Rifle, Colorado 81650
Ph. (970) 625-2720
Fax (970) 625-2773



BOOKCLIFF
Survey Services, Inc.

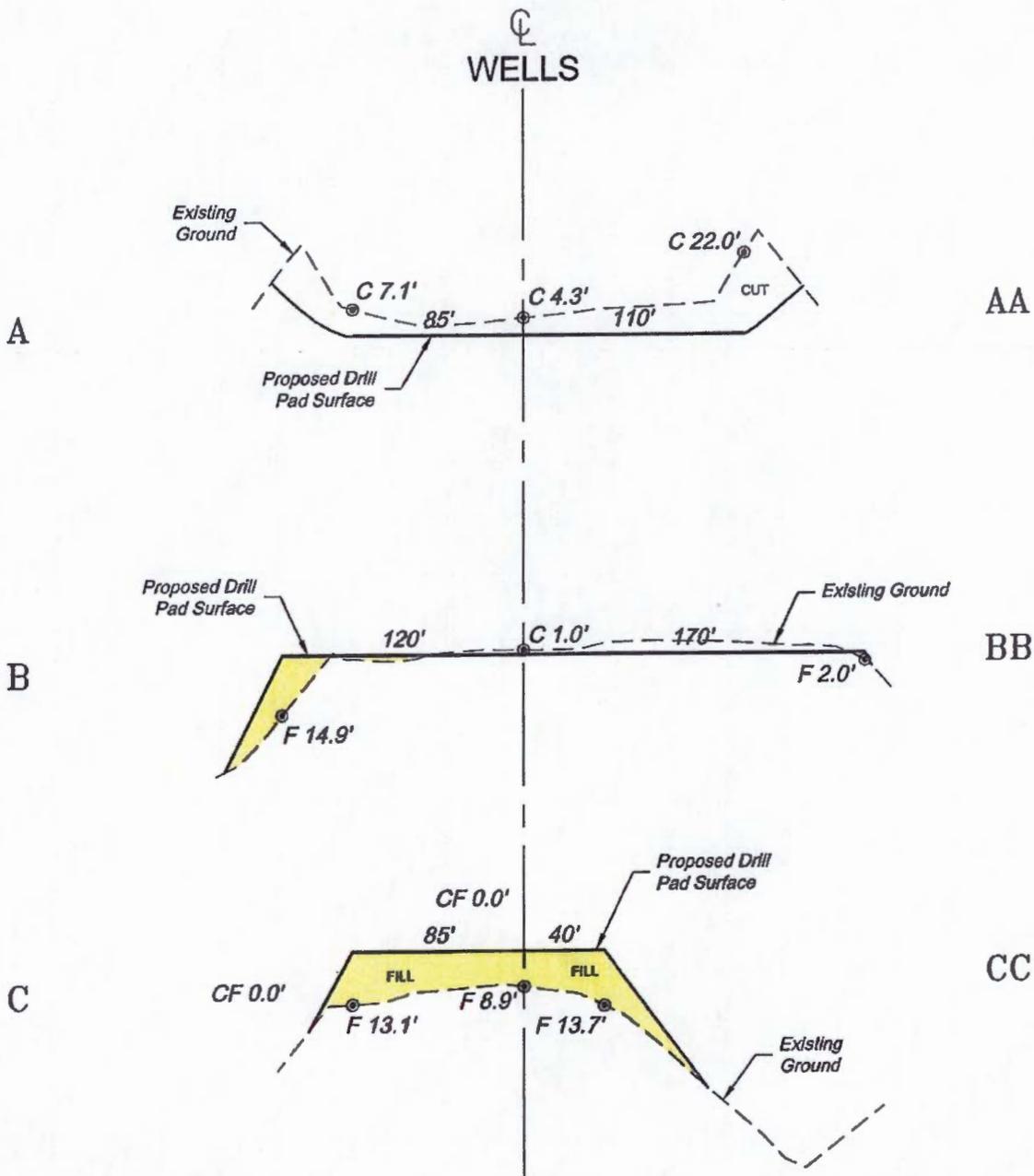
SCALE: 1" = 80'
DATE: 10/25/12
PLAT: 1 of 7
PROJECT: Valley
DFT: cws

Construction Plan Prepared for:
WPXENERGY WPX Energy Rocky Mountain, LLC

DOE 1-W-27 Drill Pad - Plat 2
CONSTRUCTION LAYOUT

K:\2012\WILLIAMS VALLEY\DOE 1-W-27\DOE 1-W-27.dwg, 1/2/2013 11:41:40 AM

Section 27
T. 6 S., R 95 W



SCALE: Horiz.: 1" = 80'
Vert.: 1" = 20'

*NOTE:
CUT SLOPES: 1.5:1
FILL SLOPES: 1:1,
UNLESS OTHERWISE NOTED.

136 East Third Street
Rifle, Colorado 81650
Ph. (970) 625-2720
Fax (970) 625-2773



SCALE: As Noted
DATE: 10/25/12
PLAT: 2 of 7
PROJECT: Valley
DFT: cws

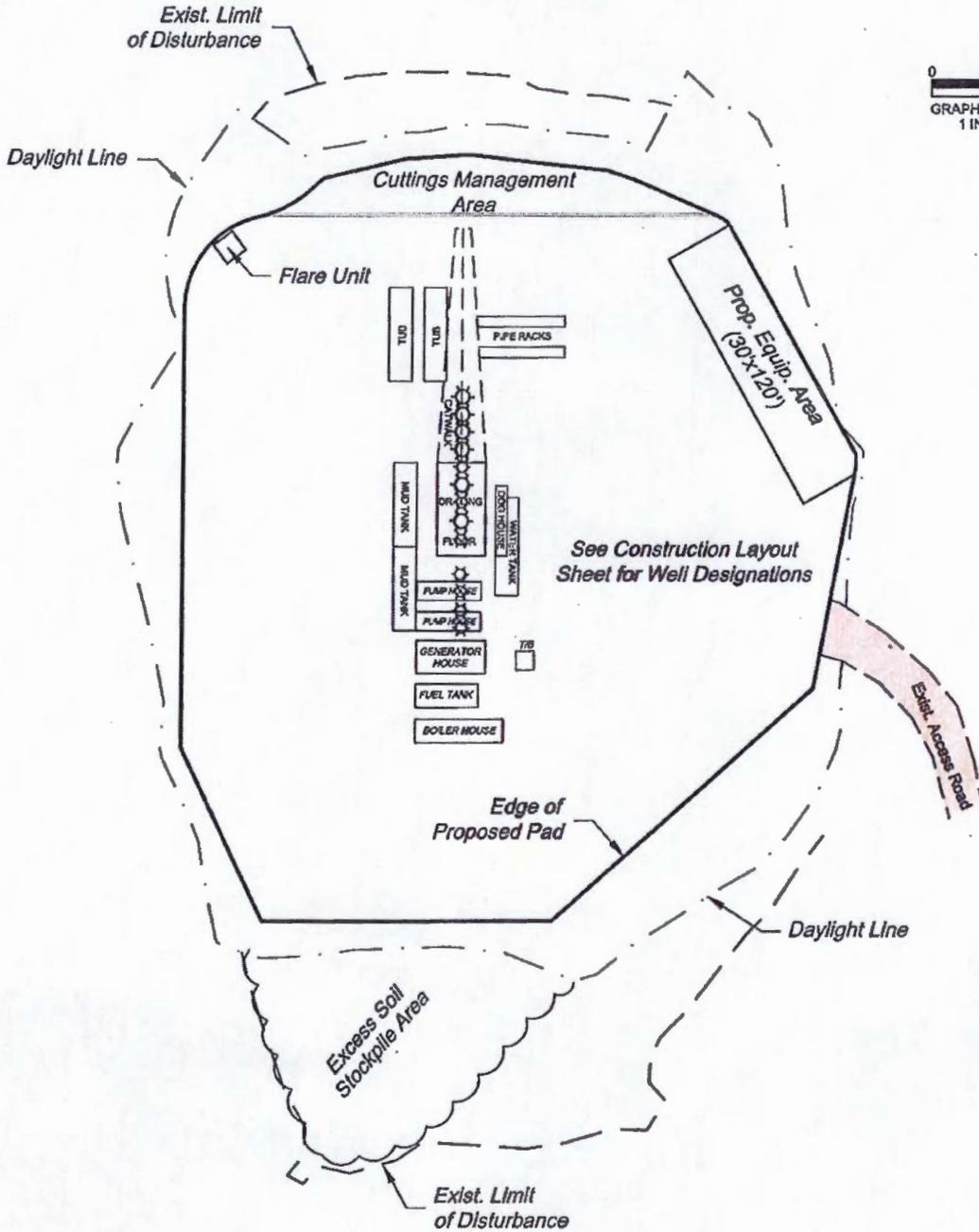
Construction Plan Prepared for:
WPXENERGY WPX Energy Rocky Mountain, LLC

DOE 1-W-27 Drill Pad - Plat 3
CONSTRUCTION LAYOUT
CROSS SECTIONS

Section 27
T. 6 S., R 95 W

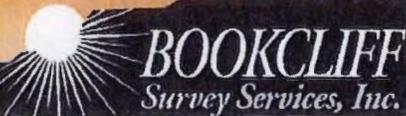


0 80
GRAPHIC SCALE IN FEET
1 INCH = 80 FEET



REVISED: 12/8/12

136 East Third Street
Rifle, Colorado 81650
Ph. (970) 625-2720
Fax (970) 625-2773



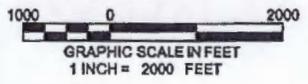
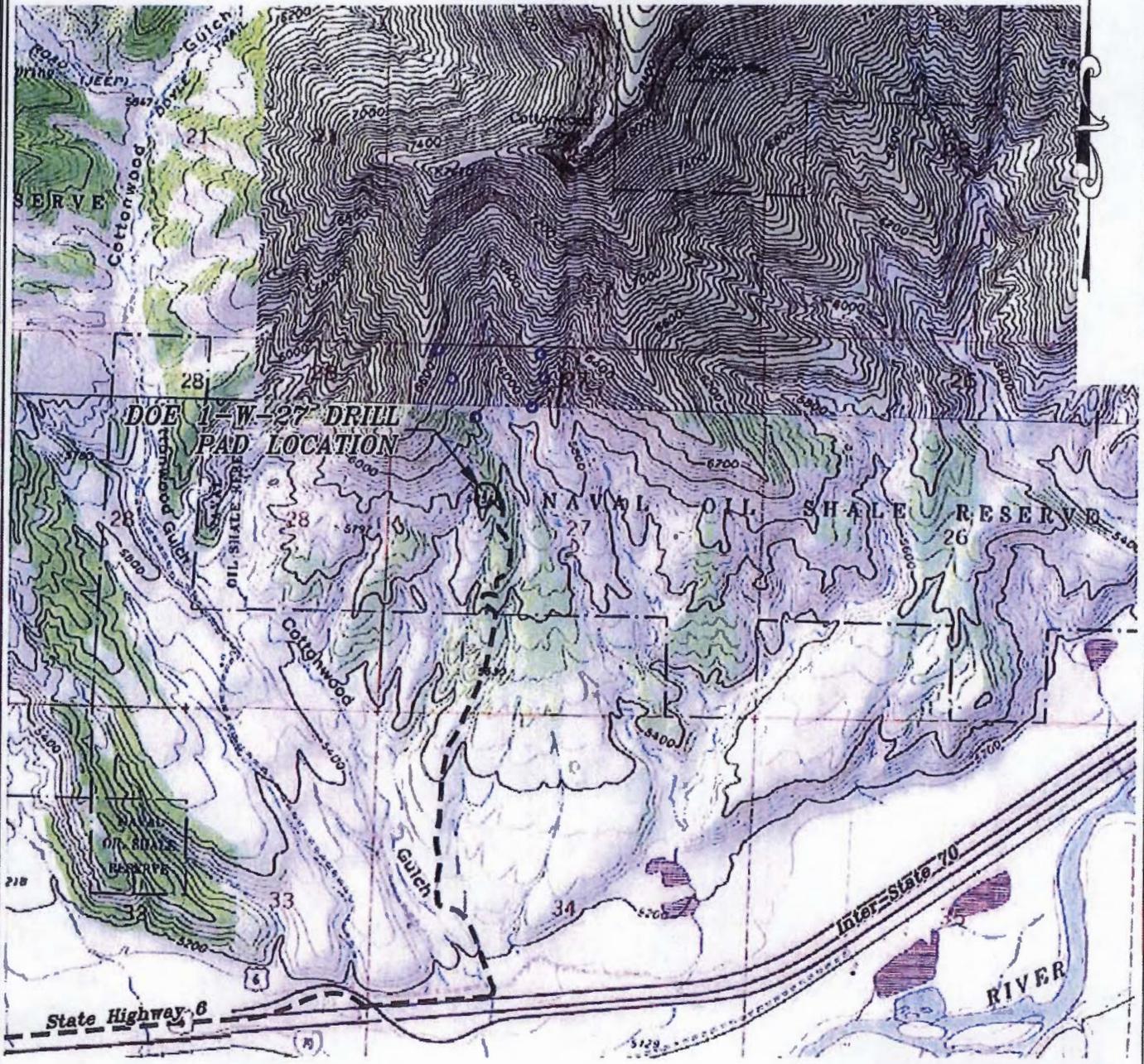
SCALE: 1" = 80'
DATE: 10/25/12
PLAT: 3 of 7
PROJECT: Valley
DFT: cws

Construction Plan Prepared for:
WPXENERGY WPX Energy Rocky Mountain, LLC

DOE 1-W-27 Drill Pad - Plat 4
DRILL RIG LAYOUT

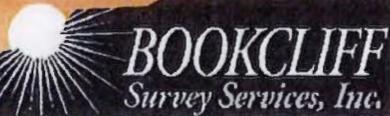
KENTLY WILLIAMS VALLEYDOE 1-W-27DOE 1-W-27.dwg, 12/7/2012 7:26:59 AM

Section 27
T. 6 S., R 95 W



ACCESS DESCRIPTION:
FROM THE INTERSECTION OF 1ST STREET AND COUNTY ROAD 216 AT PARACHUTE, PROCEED IN A NORTHEASTERLY DIRECTION ON STATE HIGHWAY 6, ±3.4 MILES TO AN INTERSECTION WITH A DIRT/GRAVEL ROAD, PROCEED LEFT IN A NORTHEASTERLY DIRECTION, ±0.3 MILES TO AN INTERSECTION WITH A DIRT/GRAVEL ROAD, PROCEED LEFT IN A NORTHERLY DIRECTION, ±1.5 MILES TO THE EXISTING DOE 1-W-27 DRILL PAD LOCATION, AS SHOWN HEREON.

136 East Third Street
Rifle, Colorado 81650
Ph. (970) 625-2720
Fax (970) 625-2773

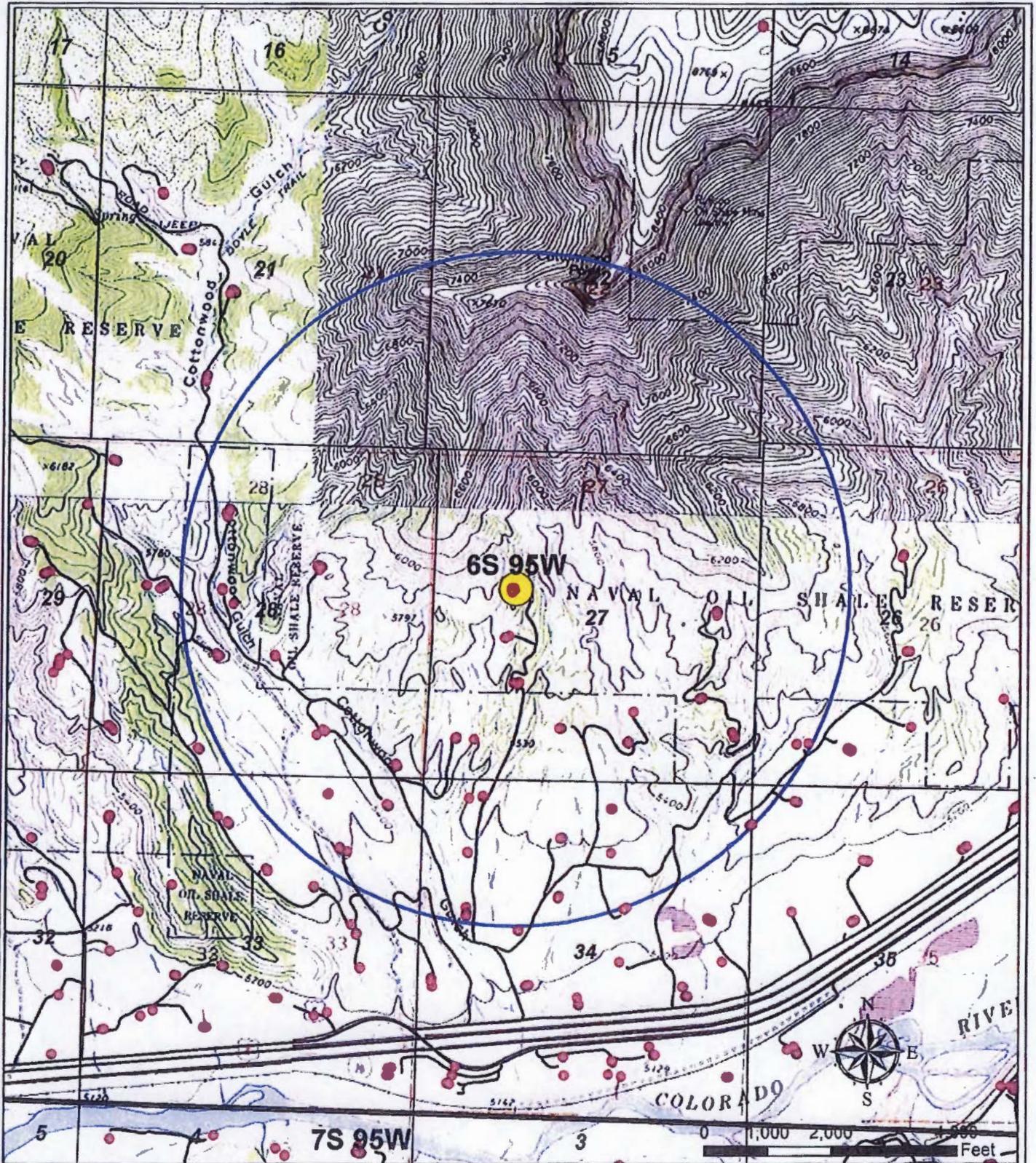


SCALE: 1" = 2000'
DATE: 10/25/12
PLAT: 5 of 7
PROJECT: Valley
DFT: cus

Construction Plan Prepared for:
WPXENERGY WPX Energy Rocky Mountain, LLC

DOE 1-W-27 Drill Pad - Plat 5
ACCESS ROAD & TOPO MAP

©2012 WILLIAMS VALLEY, LLC. LHM-27100C LHM-27100A, 10/25/2012 12:03 PM



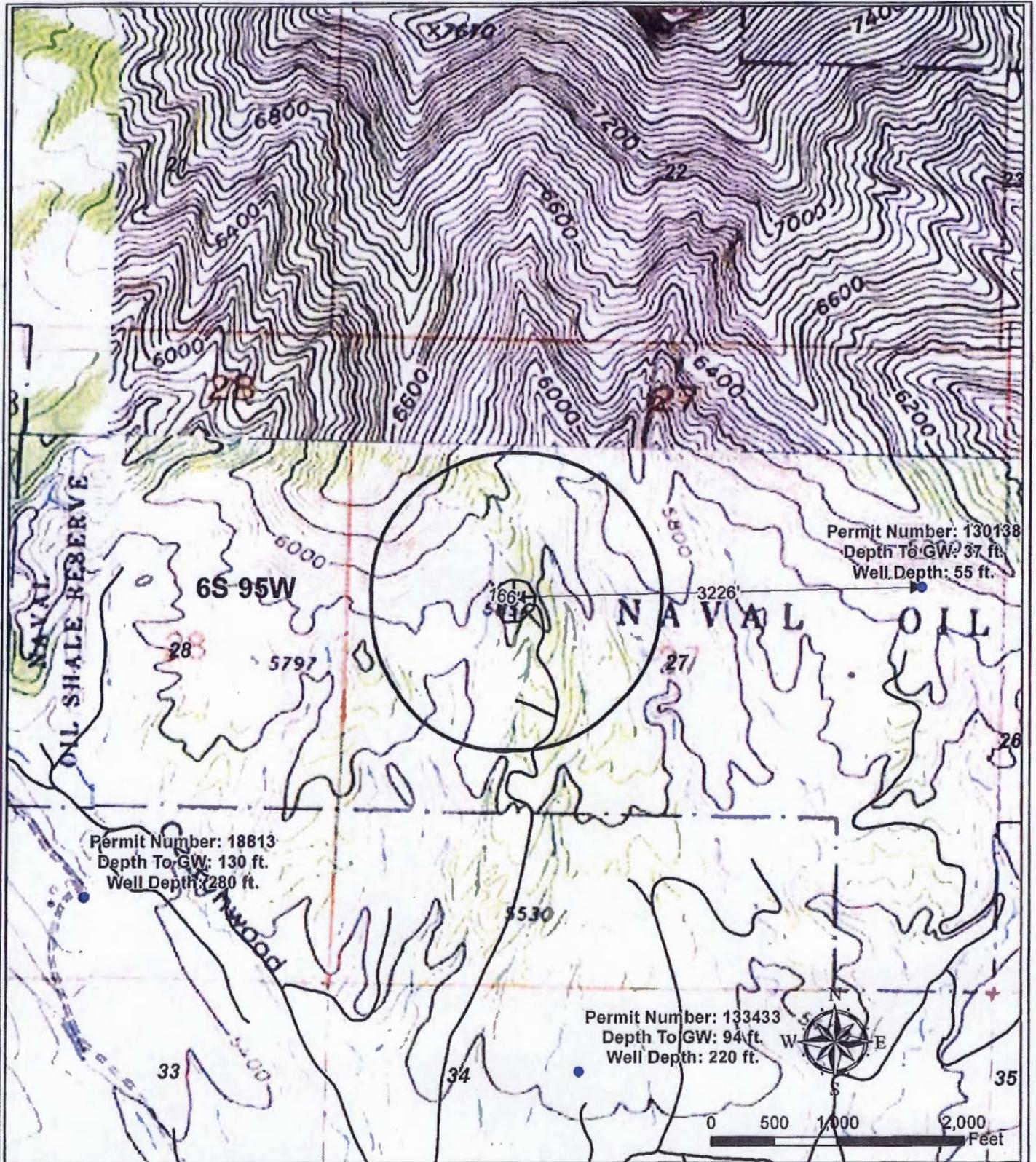
- Legend**
- Known Well Locations
 - Proposed Drilling Location
 - Existing Road
 - One Mile Radius

WPX Energy Rocky Mountain, LLC

Plat 5B
 DOE 1-W-27
 Existing Well Locations within One-Mile-Radius

November 2, 2012





Legend

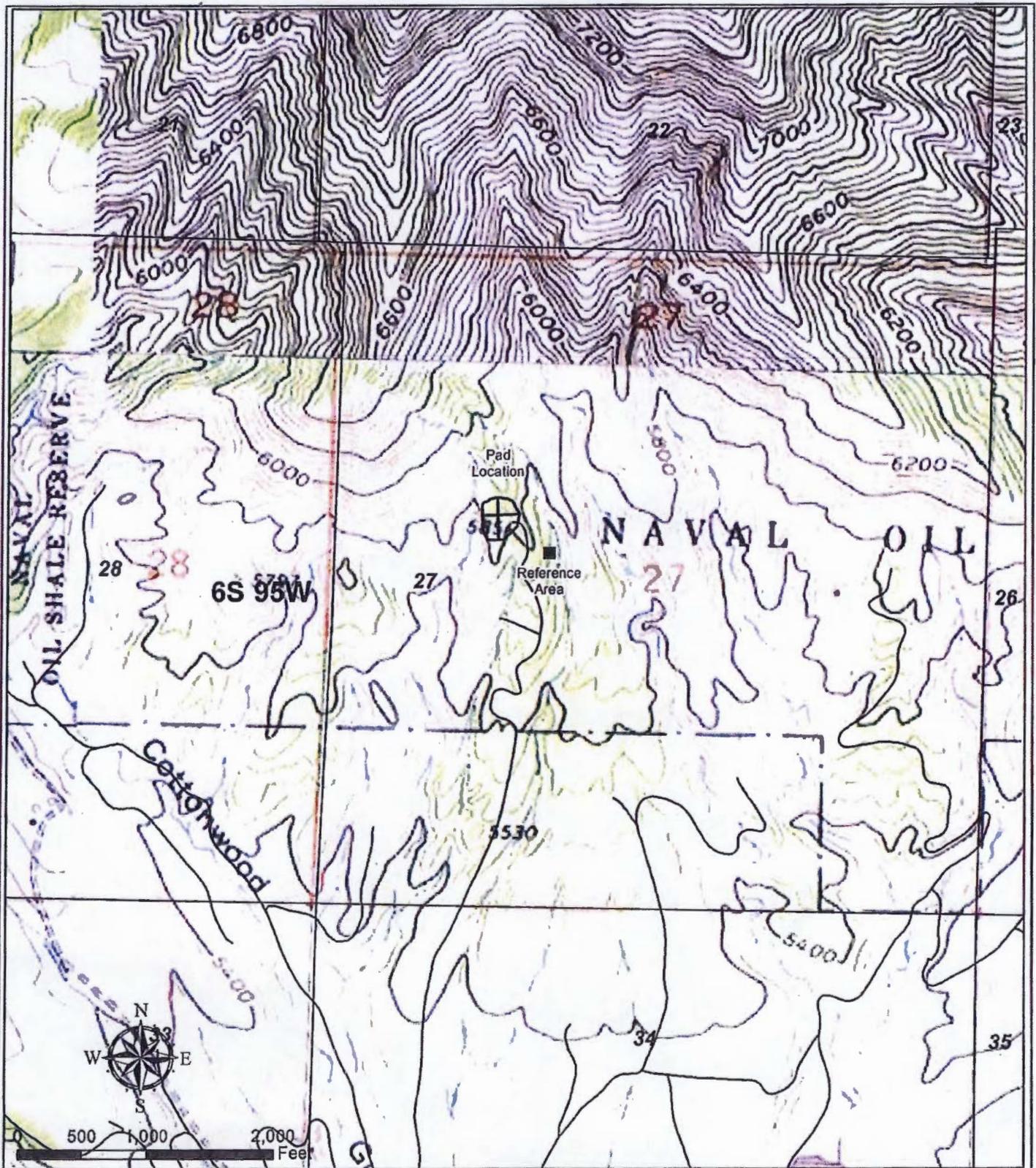
- Water Well
- Pad
- Existing Road
- 1000' Buffer (from edge of pad)

WPX Energy Rocky Mountain, LLC

Plat 5C

DOE 1-W-27 Hydrology Map
T6S R95W, Section 27





Legend

— Pad

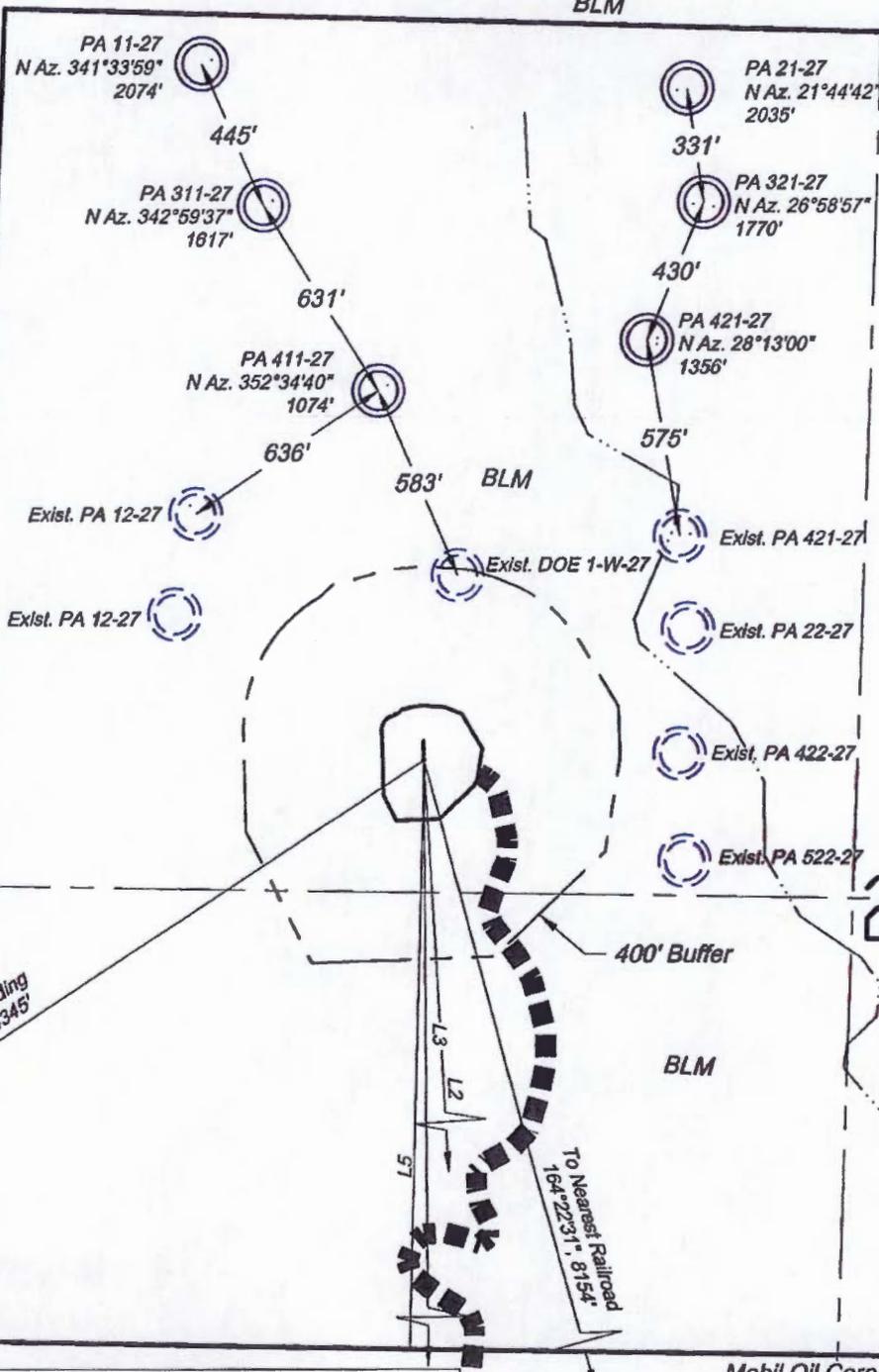
WPX Energy Rocky Mountain, LLC

Plat 5D

DOE 1-W-27 Reference Area Map



Section 27
T. 6 S., R 95 W



Visible Improvements to Well Head

Desc.	Azimuth	Distance (ft)	Well
Building	236°43'	4345	PA 411-27
L2 Public Road	176°08'	7059	PA 411-27
L3 Above Grnd Util.	179°15'	6907	PA 411-27
Railroad	164°23'	8154	PA 411-27
L5 Property Line	181°03'	1705	PA 411-27

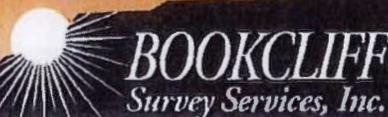
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<input type="checkbox"/> DRY LAND	<input type="checkbox"/> TIMBER	<input type="checkbox"/> COMMERCIAL
<input type="checkbox"/> IMPROVED PASTURE	<input type="checkbox"/> RECREATIONAL	<input type="checkbox"/> RESIDENTIAL
<input type="checkbox"/> HAY MEADOW	<input checked="" type="checkbox"/> OTHER (describe): Existing Drill Pad	
<input type="checkbox"/> CRP		

REVISED: 12/8/12

Construction Plan Prepared for:
WPXENERGY WPX Energy Rocky Mountain, LLC

DOE 1-W-27 Drill Pad - Plat 6
LOCATION

136 East Third Street
Rifle, Colorado 81650
Ph. (970) 625-2720
Fax (970) 625-2773



SCALE: 1" = 500'
DATE: 10/25/12
PLAT: 6 of 7
PROJECT: Valley
DFT: cws

