

**MARATHON OIL COMPANY
NOTICE OF COMPLETION REPORT FOR
INTERIM RECLAMATION OF
596-20C**

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Prepared For:



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INTRODUCTION

This report covers the activities associated with the closure of the on-site reserve pit at Marathon Oil Company's 596-20C well pad. At the time of the initial site visit, the pit contained what appeared to be drill cuttings in an unlined pit (Photo 1, Appendix A).

Marathon retained InterTech Environmental & Engineering, L.L.C. (InterTech), to manage the reclamation of this pit. Pit closure activities began on June 23, 2011, and included mixing the pit's contents with clean soil such that the resulting mixture complied with constituent concentration limits as specified in Table 910-1 of the 900-Series E&P Waste Management section of the Colorado Department of Natural Resources Oil and Gas Conservation Commission (COGCC) Rules (Table 910-1).

596-20C SITE ACTIVITIES

Daily Tailgate Health & Safety Meetings

All personnel attended a daily Tailgate Health & Safety Meeting (Tailgate) and evaluated the site as an excavation utilizing Marathon's excavation safety checklist. These meetings were conducted to refresh all personnel on safety and potential environmental issues relevant to the day's activities. The excavation safety checklist was used to ensure safety and evaluate the need for safe work permits as conditions and tasks changed. A record of each document was kept and all participants were required to sign the Tailgate attendance roster.

Background Sampling

In 2010, field-wide background sampling occurred to provide baselines for each representative gulch. The Marathon Oil Company 2011-2012 Closure Plan for Piceance Asset Pits, Garfield County, Colorado (2011 Pit Closure Plan), depicts the background grab soil sample locations. The soil samples were submitted to Accutest Laboratories under chain-of-custody protocols and were analyzed for the constituents listed in COGCC's Table 910-1. The 2011 Pit Closure Plan summarizes the analytical results for the background samples.

According to the 2011 Pit Closure Plan, Form 4 Sundry Notices will be submitted for arsenic and PAH concentrations. These concentrations are attributed to naturally-occurring background concentrations of arsenic in the region and the PAH concentrations of the Green River Formation's Mahogany Zone. Please refer to the 2011 Pit Closure Plan for additional information.

Equipment Mobilization and Start-up

Prior to commencement of closure activities, Jacobs arranged for the location and marking of all underground utility lines at the facility. Following utility marking, a vacuum truck was used to remove the standing fluids from the pit surface. Equipment consisting of a track hoe, a haul truck, and a D8 bulldozer were transported to the 596-20C well pad on June 21, 2011, by Jacobs. A sheep's foot compactor was also used to facilitate the pit closure.

Pit Entry Management

The pit fence was maintained throughout the mixing process. Sections were taken down as needed to facilitate mixing, but were set-up again at the end of each day. This occurred until all of the pit material was mixed and bailed from the pit. After all of the pit material had been removed, a berm approximately three feet in height was maintained around the pit to prevent accidental entry by vehicles. Additionally, the entry ramp was blocked each night by a piece of heavy equipment to prevent unauthorized vehicle entry.

Pit Contents Sampling

In 2010, pit characterization samples from six locations within the pit were collected by Golder and Associates. The samples were submitted to Accutest Laboratories under chain-of-custody protocols where they were analyzed for the constituents listed in COGCC's Table 910-1. Based on the results from the characterization samples, only the parameters that exceeded Table 910-1 limits were analyzed during mix ratio composite sampling.

Mixing Calculations

Based on the closed-loop drilling system that was utilized, it was determined that mixing clean soil with the pit contents at a ratio of 1:1 should result in a soil mixture with constituent concentrations below COGCC Table 910-1 limits. Once the 1:1 ratio had been achieved, soil was collected from two distinct locations (which were documented on field forms) within the mixed materials and composited into one sample. This process was then repeated in order to obtain a total of two composite samples. The analytical results for the 1:1 ratio mixture indicated that TPH concentrations were not within COGCC Table 910-1 limits. In order to meet COGCC Table 910-1 limits, additional clean soil was added to the mixture to achieve a 1.5:1 mix ratio; after which, two composite samples were again collected and analyzed for TPH. The results demonstrated that the 1.5:1 mixture was within the permissible limits as identified in Table 910-1; as such, the final mix ratio was 1.5:1. Table 1 summarizes the analytical results for the 596-20C 1.5:1 mix ratio composite samples.

Mixing of the Cuttings with Native Soil

The mixing of pit contents with clean soil occurred inside of the pit. Native soil was obtained from portions of the pad slated for removal during re-contouring activities necessary for interim reclamation. A haul truck was used to transport the soil from the pad's southeast corner to the edge of the pit where it could be used as clean material for mixing with the pit's contents (Photo 2). After a pile of clean soil had been established on the pad, the clean soil was systematically added to the cuttings inside of the pit using an excavator and bulldozer to turn and mix the materials (Photos 3 and 4).

The mixing was performed within the pit in order to dry and solidify the pit material, as well as to dilute the concentrations of its COGCC Table 910-1 constituents. The mixed material was then placed on the drilling pad where a bulldozer continued the mixing process by combining additional clean soil with the extracted material and rolling the two together to reach a dry, homogenous mixture (Photo 5). Samples of the mixed soil were collected for laboratory analysis. These samples were tested only for the constituents that previously exceeded COGCC Table 910-1 limits. The final mixing ratio of clean soil to pit material was 1.5:1. The resulting analytical data indicated that the constituent concentrations of the mixture were below

COGCC Table 910-1 limits. The results further demonstrated that constituent concentrations were below CDPHE agricultural standards.

As per the 2011 Pit Closure Plan, three feet of clean fill was not required within the pit, so topsoil was placed over the mixed material upon completion of backfilling operations.

Backfilling of the Excavation

Backfilling of the excavation was achieved by placing the 1.5:1 mixture of clean soil and cuttings back into the excavation (Photos 6 and 7). The mixed material was placed load-by-load into the excavation with each load being thoroughly compacted using the tracks of a dozer and a sheep's foot compactor. This process continued until the excavation was completely filled.

Once the excavation had been backfilled, areas of the well pad no longer required for production were roughly graded to their original contour (Photo 8). These re-contoured areas were then top-soiled, thereby mitigating the potential effects of physical parameters on reclamation success. Backfilling and re-contouring operations concluded on July 10, 2011.

Seeding and Stabilization

Western States Reclamation (WSR) evaluated the well pad and developed a site-specific plan for seeding. Seed, fertilizer, hydro-mulch, and additional soil amendments were ordered in sufficient quantities to ensure growth and stabilization. Areas of the site that were no longer required for production operations were hydro-seeded and hydro-mulched. Seeding operations began on October 12, 2011, and concluded on October 13, 2011.

TABLE 1

Table 1: Analytical Data Summary for Marathon 596-20C

Parameter Name	Final Concentrations of Remediated Material	Units of Measure
Organic Compounds		
Acenaphthene	0.35	mg/kg
Anthracene	0.28	mg/kg
Benzene	0.03	mg/kg
Benzo(A)anthracene	1.16	mg/kg
Benzo(A)pyrene	0.92	mg/kg
Benzo(B)fluoranthene	1.38	mg/kg
Benzo(K)fluoranthene	0.85	mg/kg
Chrysene	1.27	mg/kg
Dibenzo(A,H)anthracene	0.34	mg/kg
Ethylbenzene	0.10	mg/kg
Fluoranthene	2.61	mg/kg
Fluorene	0.50	mg/kg
Indeno(1,2,3-CD)pyrene	0.53	mg/kg
Naphthalene	1.51	mg/kg
Pyrene	1.45	mg/kg
Toluene	82.00	mg/kg
TPH	451.00	mg/kg
Xylenes	0.46	mg/kg
Metals		
Arsenic	9.25	mg/kg
Barium	452.00	mg/kg
Boron	9.68	mg/kg
Cadmium	1.58	mg/kg
Calcium	64.25	mg/l
Chromium, Total	9.08	mg/kg
Chromium, Hexavalent	1.98	mg/kg
Chromium, Trivalent	9.08	mg/kg
Copper	24.26	mg/kg
Lead	13.34	mg/kg
Magnesium	15.49	mg/l
Mercury	0.10	mg/kg
Nickel	11.74	mg/kg
Selenium	7.82	mg/kg
Silver	4.72	mg/kg
Sodium	231.00	mg/l
Zinc	42.96	mg/kg
Liquid Hydrocarbons		
Diesel Range Organics (DRO)	440.00	mg/kg
Gasoline Range Organics (GRO)	11.00	mg/kg
General Chemistry		
Electrical Conductivity (EC)	595.00	umhos/cm
pH	9	su
Sodium Adsorption Ratio (SAR)	6.72	ratio

APPENDIX A - Photographs



Photo 1 – 596-20C reserve pit containing drill cuttings.

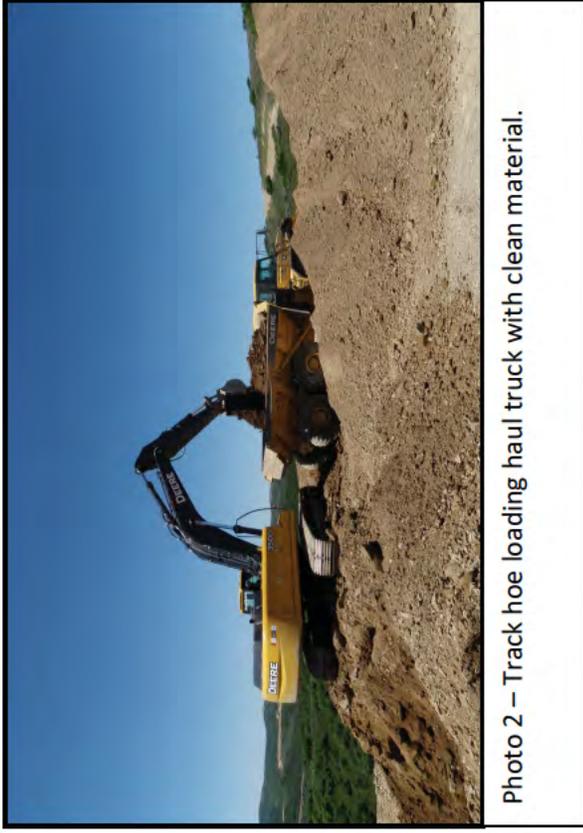


Photo 2 – Track hoe loading haul truck with clean material.



Photo 3 – Roller and D8 rolling and mixing material in the pit.



Photo 4 – Roller and D8 rolling and mixing material in the pit.



Photo 5 – D8 rolling material while backfilling to achieve homogenous mixture.



Photo 6 – Pit during backfilling operations.



Photo 7 – Well pad during backfilling operations.



Photo 8 – Well pad after pit closure and reclamation.

**596-20C Pad Location
Interim Reclamation
Revegetation - Seeding**

Approximately 5,568 cubic yards moved during pad reclamation.

Remaining pad area 151,783 SQ. FT. – 3.484 acres

10/12/2011 grading and seeding began

10/13/2011 grading and seeding complete

Notes: Biotic Earth was not available for this site; Western States increased the fertilizer to 3,000 lbs/acre.

Photos taken 5/20/2014



Top soil pile, southeast of pad



Southeastern fill slope



Fill slope on southeastern corner of pad



South-facing fill slope

**596-20C Pad Location
Interim Reclamation
Revegetation - Seeding**



Southwestern fill slope



Looking northwest across pad



Looking east across pad from access road