FORM 2 Rev

State of Colorado Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80203

DNR CO

Document Number:

400526694

33,13	Phone: (303) 894-2100 Fax: (303) 894-2	1109		400320094		
	APPLICATION FOR PERMIT	то:	IM V			
□ Drill	Deepen Re-enter	Recomplete and Op	perate	D / D / I		
TYPE OF WELL OIL	GAS 🗵 COALBED 🗌 OTH	HER	Refiling 🔽	Date Received: 12/13/2013		
ZONE TYPE SINGLE	ZONE 🔀 MULTIPLE ZONES 🗌	COMMINGLE ZONES	Sidetrack	12/13/2013		
Well Name: 596-20C		Well Number: 18	1	_		
Name of Operator: MAR	ATHON OIL COMPANY	COGC	CC Operator Num	ber: 53650		
Address: 1501 STAMPE						
City: CODY	State: WY	Zip: 82414				
Contact Name: Brittny S		405)728-5228 Fax: (405	5)720-5562			
Email: brsmitn@	marathonoil.com					
	ANCIAL ASSURANCE					
Plugging and Abandonme	ent Bond Surety ID:19880020					
WELL LOCATION INFO						
QtrQtr: NWSW S	Sec: 20 Twp: 5S Rng: 96	W Meridian: 6				
Latitude: 39.59905	<u> </u>	-108.200620				
Footage at Surface:	FNL/FSL 2075 feet FSL	FEL/FWL 435 feet FWL				
Field Name: GRAND V						
		: GARFIELD				
GPS Data:						
Date of Measurement: 0	6/28/2008 PDOP Reading: 2.9 Ir	strument Operator's Name:	William H. Dolina	r		
If well is X Directional		submit deviated drilling plan.				
Footage at Top of Prod Z		Bottom Hole: FNL/FSL	FEL/FW	L		
	0 FSL 660 FWL 20 Twp: 5S Rng: 96W		5S FWL Rng:	 96W		
		<u> </u>				
LOCATION SURFACE 8	MINERALS & RIGHT TO CONSTRUC	Ī				
Surface Ownership: 🗵 Fee 🔲 State 🔲 Federal 📗 Indian						
The Surface Owner is: is the mineral owner beneath the location.						
(check all that apply)	$\overline{ \mathbf{X} }$ is committed to an Oil and Gas Leas	e.				
	X has signed the Oil and Gas Lease.					
	is the applicant.					
The Mineral Owner beneath this Oil and Gas Location is: X Fee State Federal Indian						
The Minerals beneath this Oil and Gas Location will be developed by this Well: Yes						
The right to construct the Oil and Gas Location is granted by: oil and gas lease						
Surface damage assurance if no agreement is in place: Surface Surety ID:						

LEASE INFORMATION								
Using standard QtrQtr, Sec, beneath surface location if p					this well (Describe lease			
Please see map submitted	d with previous fili	ng.						
Total Acres in Described Lea	ase: 4541	Described Mineral L	ease is: 🗵 Fee	State	e Federal Indian			
Federal or State Lease #	·							
Distance from Completed Po	ortion of Wellbore	to Nearest Lease Line of o	described lease:	4620	Feet			
CULTURAL DISTANCE INF	FORMATION			INSTRUCTIONS:	ants shall be provided from center of			
- All measurements shall be provided from center the Proposed Well to nearest of each cultural								
В	uilding: 528	30 Feet		feature as described in Rule 303.a.(5) Enter 5280 for distance greater than 1 mile.				
Buildin		30 Feet		- Building - near	est building of any type. If nearest			
High Occupancy Buildin		30 Feet		Building is a Builboth.	Iding Unit, enter same distance for			
Designated Outside Activity		BO Feet			High Occupancy Building Unit, and			
Public	Road: 528	B0 Feet		100-Series Rules	side Activity Area - as defined in s.			
Above Ground	Utility: 528	B0 Feet						
Ra	ailroad: 528	B0 Feet	Į					
Propert	y Line: 42	29 Feet						
DESIGNATED SETBACK L	OCATION INFOR	RMATION		- Buffer Zone – a	as described in Rule 604.a.(2), within			
Check all that apply. This loo	cation is within a:	Buffer Zone		- Exception Zone	e - as described in Rule 604.a.(1),			
		Exception Zone		within 500' of a - Urban Mitigati	Building Unit. on Area - as defined in 100-Series			
		Urban Mitigation Ar	ea	Rules.	on the distance in 150 Series			
Pre-application Notifications	(required if location	on is within 1,000 feet of a	building unit):					
Date of Rule 305.a.(1)	Urban Mitigation A	Area Notification to Local G	Government:					
Date of Rule 305.a.(2)	Buffer Zone Notifi	cation to Building Unit Owr	ners:					
SPACING and UNIT INFOR	RMATION							
Distance from Completed Po	ortion of Wellbore	to Nearest Wellbore Perm	itted or Complete	d in the same f	formation: 639 Feet			
Distance from Completed Po	ortion of Wellbore	to Nearest Unit Boundary	Fee	et (Enter 5280 f	or distance greater than 1 mile.)			
Federal or State Unit Name	(if appl):			Unit Nu	mber:			
SPACING & FORMATIONS	COMMENTS							
OBJECTIVE FORMATIONS	5							
	Formation Code	Spacing Order Number(s)	Unit Acreage As		Unit Configuration (N/2, SE/4, etc.)			
	WMFK	510-18	320	J	S/2			
DRILLING PROGRAM								
Proposed Total Measured	Depth: 10268	Feet						
Distance to nearest permitted or existing wellbore penetrating objective formation: Feet (Including plugged wells)								
Will a closed-loop drilling	system be used?	Yes						
Is H ₂ S gas reasonably ex	pected to be enco	untered during drilling ope	rations at concen	trations greate	r than			
· · · · —		ach an H2S Drilling Operat	tions Plan)					
Will salt sections be encor	untered during dri	lling? No						

Will salt base	d (>15,000 pp	m CI) drilling fluids	be used?	No				
Will oil based	drilling fluids	be used? No	<u> </u>					
BOP Equipm	ent Type: 🗵	Annular Preventor	▼ Doub	ole Ram 🔽 I	Rotating Head	☐ No	one	
GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING								
Water well sa	ampling require	ed per Rule60)9					
DRILLING WAS	STE MANAGE	EMENT PROGRAM	Л					
Drilling Fluids	Disposal:	ONSITE	Drilling F	luids Disposal Me	thods: Recycle/r	euse		
Cuttings Disp	osal: ON	SITE	Cı	uttings Disposal Mo	ethod: Drilling pi	t		
Other Dispos	al Description:	:						
Beneficial	reuse or land a	application plan sul	omitted?	No				
Reuse Fa	acility ID:	or D	ocument Nu	ımber:				
CASING PROG	·DAM			<u> </u>				
			NA (4) (F)	O = == #1	Ostilos David	0101	O1 D1	O 1 T
Casing Type CONDUCTOR	Size of Hole	Size of Casing	<u>Wt/Ft</u> 53	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm 100	Cmt Top
SURF	14+3/4	9+5/8	36	0	2000	1000	2000	0
1ST	8+3/4	4+1/2	11.6	0	10268	675	10268	5500
Conductor	Casing is NO	Γplanned						
DESIGNATED	SETBACK LO	CATION EXCEPT	IONS					
Check all that a	pply:							
Rule 604.a	a.(1)A. Except	ion Zone (within 50	0' of Buildin	g Unit)				
		ion Location (existi	ng or approv	ved Oil & Gas Loc	ation now within	a Designated	Setback as a	result of
Rule 604.a	•							
	o.(1)B. Except on after Locati	ion Location (existi on approval)	ng or approv	ved Oil & Gas Loc	ation is within a I	Designated Se	tback due to I	Building Unit
Rule 604.I	o.(2) Exception	n Location (SUA or	site-specific	development plai	n executed on or	before Augus	t 1, 2013)	
Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)								
GREATER WA	TTENBERG A	AREA LOCATION	EXCEPTIO	NS				
Check all that a	pply:							
Rule 318A.a. Exception Location (GWA Windows).								
Rule 318A.c. Exception Location (GWA Twinning).								
RULE 502.b VARIANCE REQUEST								
Rule 502	2.b. Variance F	Request from COG	CC Rule or	Spacing Order Nu	mber			
OTHER LOCA	TION EXCEPT	TIONS						
Check all that a	pply:							
Rule 318	s.c. Exception	Location from Rule	or Spacing	Order Number _				
Rule 603	3.a.(2) Exception	on Location (Prope	rty Line Setl	back).				
ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).								

OPERATOR COMMENTS AND SUBMITTAL

and pits have require a varia	been constructed. Two (2) we note from any of the rules lise. The refiled well will not re	<i>r</i> ells on pad al ted in Rule 30	ready drilled and v 6.d.(1).(A).(ii). The	vaiting on o	ents within 400' of wellhead. Pad completions. Location does not is not in a wildlife restricted surface sturbance of the pad. No other
This application is in a Com	prehensive Drilling Plan		CDP #:		
Location ID: 335960	•				-
Is this application being su	bmitted with an Oil and Gas	Location Asse	essment application	n?	No
I hereby certify all statemen	nts made in this form are, to	the best of my	y knowledge, true,	correct, ar	nd complete.
Signed:			Print Name: Brit	tny Smith	
Title: Regulatory Com	pliance Rep	Date:	12/13/2013	Email:	brsmith@marathonoil.com
water right or permit allowing law. Operator must also use for a change in place of use asset on the information pro	ng for industrial use, other se the water in the location e is required under Colora	wise an appli set forth in th do law. Section	cation for a change water right decon 37-92-103(5),	ge in type cree or wel C.R.S. (20	er from a seller that has a valid of use is required under Colorado II permit, otherwise an application 011).
and is hereby approved.	1\				
COGCC Approved:	Matthew lev	Dire	ector of COGCC	Date:	3/24/2014
API NUMBE 05 045 17708 00	R		Expira	ition Date:	03/23/2016
constitute representa	tipulations and conditions, stipulations and	ons of appro	of approval for	e Form 2 his Form	A for this location shall a 2 Permit-to-Drill and are aditions of approval stated in
COA Type	<u>Description</u>				
	entire well bore a coverage. On a	and to adequ multi-well pac he pad and tl	nately verify the s d, these open ho he Drilling Comp	setting der ble logs ar	escribe the stratigraphy of the oth of surface casing and aquifer e only required on one of the first port - Form 5 for every well on
	(1) COMPLIANO COLORADO NO				SION OF THE NORTHWEST
					SION OF THE GARFIELD S IS REQUIRED.
	THE TOP OF THE FORMATION IF THIS REQUIRE	HE MESA-VE PRESENT). MENT SHAL	ERDE FORMATI CEMENT TOP L SUPERSEDE	ON (OR 2 VERIFICA THE TOF	MINIMUM OF 200' ABOVE 200' ABOVE THE OHIO CREEK ATION BY CBL IS REQUIRED. P OF CEMENT TICE TO OPERATORS.
	Best M	lanageme	ent Practice		

No BMP/COA Type Description

1 Wildlife

Marathon has established an evaluation process for operations within the Piceance Basin that addresses wildlife concerns. This listing of Items 1-6 represents our specific actions that are considered avoidance and minimization actions by the Colorado Parks and Wildlife (CPW). Marathon has developed these BMPs as part of our Standard Operating Procedures (SOP) to provide operational and wildlife management for the Piceance Basin.

- 1. Riparian Area Protection for Wildlife
- Marathon will locate roads as far from riparian areas and bottoms of drainages as possible and outside of riparian habitat. However, Marathon is limited in areas where landowners dictate utilization of roads.
- 2. Company Vehicle Guidelines and Traffic Reductions for Wildlife Protection
- Marathon has 25 mph limit for all roads (speed limit signs are posted); additionally it
 is Marathon's policy to prohibit the use of radios/cell phones while driving to enhance
 driving awareness. Car pooling for major projects is encouraged for all Marathon
 contractors to reduce traffic; carpooling is evaluated and used where practical for
 major projects.
- Marathon utilizes SCADA/Automation system to better understand and operate wellsite operations. The SCADA/Automation system provides a real-time view of the site with the ability to remotely start-up and shut-down certain operations. The system can be used to eliminate unnecessary trips to the production pad. Marathon currently has twenty-two pads in production and all pads are monitored by the SCADA/Automation system. The SCADA/Automation is a key component to safe, efficient, and environmentally friendly operations.
- When actively drilling, Marathon utilizes one Temporary Living camp to house the resources needed to support the drilling operations within the Piceance Basin. The site supports approximately 50 personnel that function on 12-hour shifts. The shift work schedule is 2-weeks on and 2-weeks off. This is a traffic reduction of 25 vehicles per day, 7-days per week. There is an understanding that the reduction of traffic as a whole reduces the opportunity for wildlife impacts.
- 3. Infrastructure Layout for Wildlife Protection
- Marathon has installed consolidated and centralized fluid collection facilities and water pipelines to manage fluids in the field. Through 2011, Marathon has installed approximately 50 miles of pipelines to manage existing production as well as future developments. The majority of the water pipelines are located adjacent to existing roads and within existing ROWs. The installation of most of the water pipelines was performed in conjunction with the installation of gas gathering lines performed by Enterprise. During the installation, both Marathon and Enterprise utilized the same contractor to reduce the overall disturbance and traffic by making one ground disturbance; thereby, reducing manpower, pieces of equipment and installation schedule.
- From 2008 through 2011, Marathon has utilized the fluid infrastructure to move approximately 2.2 million barrels of water throughout the field. The use of the pipelines and central facilities has saved approximately 22,000 truck loads and over 330,000 trucking miles. As Marathon continues to produce from this field, there will be continued utilization of this infrastructure to manage fluids which will continue to reduce disturbances and traffic. Produced water can be pumped via pipeline to Pad 18A for storage and offsite disposal. Produced water can be pumped via pipeline to Pad 32C for storage and enhanced evaporation. The use of Pads 18A and 32C for managing produced water effectively minimize truck traffic within the field.
- Based on development to date, future development of the field will utilize the infrastructure that has been installed. Each future well requires approximately 25,000 barrels of water to drill and complete. The water trucks used for transport carry approximately 100 barrels per load. As a result, continuing to utilize the infrastructure will save up to 250 truck loads per well during future development. Total development will require an average of eight wells per pad to achieve 20 acre spacing. This equates to 2,000 truck loads per pad and would increase with more aggressive development. As stated earlier, the traffic reduction will continue as long as the wells are producing and the water pipelines and facilities are utilized to manage fluids.
- 4. Drilling and Completions Operations for the Protection of Wildlife
- Marathon will review annually the scheduled civil construction, drilling and completion activities (Plan of Development [POD]) to avoid portions of SWH, specifically for the GrSG. Additionally, Marathon through the POD will schedule our activities in an effort to avoid and/or minimize operations near and within lek sites, elk production areas and active raptor nests.

The POD will be submitted to the CPW by the end of January for each calendar year.

This component of the WMP will be a living document. Marathon will utilize C-K Associates, LLC (C-K) as our third party review team jointly with our regulatory compliance group to balance developments and ecological concerns within the Piceance Basin.

Marathon's goal during the annual POD scheduling is to avoid at a minimum 66% of the GrSG SWH.

- If for some reason an area cannot be avoided, Marathon will attempt to avoid the timing period associated with the wildlife category of concern. Lek avoidance is from March 1 through May 15 for major activities; Elk Production is rotation of production areas on a seasonal basis; 4-mile buffer for GrSG March 1-June 30 (4-months) Note: there is an overlap of geographical areas between the elk production areas and the 4-mile GrSG buffer area (SWH). In Marathon's effort to meet the timing for an elk production area, we also achieve avoidance for a portion of the 4-mile buffer area.
- Marathon has agreed to seasonal rotation development activities for the elk production areas.
- As of January 2012, Marathon has closed all drilling reserve pits.
- No drilling has occurred since June 2010; no completions have occurred since December 2010.
- 5. Additional Minimizations for Wildlife Protection
- Marathon is following the rule requirements for noise. Regarding raptor perch deterrents, Marathon will provide deterrents in areas where surrounding habitats do not provide natural perches.
- Marathon joint ownership properties can utilize approved seed mixes and restore disturbed sagebrush. In lease areas the land owner dictates the decision on seed mix and restoration of sagebrush. There are discussions with land owners on decisions regarding high priority habitat (lek areas and adjacent lands) where sagebrush can be restored. In other areas the approved land owner seed mix would be applied.
- Marathon conducts raptor surveys and utilizes the CPW's approach to evaluate survey data protocols.
- 6. Additional Awareness for Wildlife Protection
- Marathon requires that each individual (company and contractor) go through orientation prior to working on locations and annually thereafter. Wildlife awareness is discussed.
- Marathon shares a general site map that includes Marathon locations, roads, personnel contacts, etc. In addition, the map highlights Wildlife Timing Periods and the two lek sites within Marathon's acreage. The map is shared with company employees, contractors, and other operators.
- Marathon conducts monthly HES mtg (1/yr on wildlife issues)

2 Drilling/Completion Operations

Well Surveying & Anti-Collision Policy

Scope - An anti-collision risk assessment will be performed during the planning of all directional wells or vertical wells drilled in a field with directional wells. Wellbore anti-collision evaluation is part of WWD&C's risk assessment policy. An anti-collision report will be included in the well plan utilizing both existing wells and planned wells as offset wells.

Policy - to obtain accurate directional surveys of its wellbores in order to 1) fulfill the requirements of applicable governmental regulations, 2) intersect geologic targets within established tolerances, and 3) provide survey data in order to maintain the minimum allowable separation between wells.

During the well planning phase, the directional plan will be designed to have a separation factor greater than or equal to 1.75 (S.F. = 1.75) in order to allow some deviation from the planned path when the well is drilled. If the directional path cannot be planned greater than or equal to 1.75 then the drilling manager's approval is required for the directional plan. If the planned well path has a separation factor less than or equal to 1.0 (S.F. = 1.0) then the approval from the WWD&C General Manager is required.

During drilling operations, wellbore anti-collision will be monitored by calculating a separation factor of the projected well path ahead of the bit and applying the actions listed below.

Separation Factor = 1.5 Drill ahead

1.0 < Separation Factor = 1.5 Drilling manager approval required. Implement precautions and procedures developed in the risk assessment

Separation Factor = 1.0 Stop drilling. Drilling may not proceed without the WWD&C General Manager approval or until the separation factor has been increased above a 1.0

Total: 2 comment(s)

Applicable Policies and Notices to Operators

Piceance Rulison Field - Notice to Operators.

NW Colorado Notification Policy.

Notice Concerning Operating Requirements for Wildlife Protection.

Attachment Check List

Att Doc Num	<u>Name</u>
400526694	FORM 2 SUBMITTED

Total Attach: 1 Files

General Comments

<u>User Group</u>	Comment	Comment Date
Permit	Final review completed. No LGD comments.	3/19/2014 9:19:20 AM
LGD	pass, gdb	12/26/2013 12:02:12 PM
Engineer	THE PROPOSED SURFACE CASING IS MORE THAN 50' BELOW THE DEPTH OF THE DEEPEST WATER WELL WITHIN 1-MILE OF THE SURFACE LOCATION WHEN CORRECTED FOR ELEVATION DIFFERENCES. THE DEEPEST WATER WELL WITHIN 1-MILE IS 00 FEET DEEP.	12/16/2013 3:16:33 PM
Permit	Passed completeness.	12/13/2013 12:27:16 PM

Total: 4 comment(s)

Date Run: 3/24/2014 Doc [#400526694] Well Name: 596-20C 18