

STATE OF MICHIGAN
DEPARTMENT OF ENVIRONMENTAL QUALITY

ORDER OF THE SUPERVISOR OF WELLS

IN THE MATTER OF

THE PETITION OF CORE ENERGY, LLC FOR AN ORDER)
FROM THE SUPERVISOR OF WELLS FOR AN)
EXCEPTION TO THE PRODUCTION ALLOWABLES OF)
SPECIAL ORDER NO. 1-73 FOR THE BUTLER 3-5 WELL;)
FOR AUTHORITY TO SIMULTANEOUSLY PRODUCE THE) ORDER NO. 06-2009
BUTLER 3-5 AND BOROWIAK 2-6 WELLS; AND FOR AN)
INCREASE IN THE PRODUCTION ALLOWABLES OF)
SPECIAL ORDER NO. 1-73 FOR THE BOROWIAK 2-6)
WELL AT A FUTURE DATE.)

OPINION AND ORDER

This case involves the Petition of Core Energy, LLC (Petitioner) pertaining to what shall be hereafter known as the Chester 05-30N-2W Field, referred to by the Petitioner as the Chester 6 Field. Petitioner is requesting (i) an exception to the production allowables established in Special Order No. 1-73, authorizing the Butler 3-5 well to produce oil or gas at the maximum rates the well is capable of producing. The drilling unit for the Butler 3-5 well (PN 58926) consists of the NW fractional 1/4 and N 1/2 of SW 1/4 of Section 5, T30N, R2W, Chester Township, Otsego County, Michigan; (ii) authorization to simultaneously produce the Butler 3-5 well and the Borowiak 2-6 well. Petitioner states that both wells are completed in the A-1 Carbonate (currently referred to as Ruff Formation) portion of the Guelph Dolomite/Burnt Bluff Group Formations. The Borowiak 2-6 well is currently not producing and Petitioner requests that it be allowed to produce at the proration allowables established in Special Order No. 1-73. The drilling unit for the Borowiak 2-6 well (PN 59237) consists of the E 1/2 of the SE 1/4 of Section 6 and the W 1/2 of the SW 1/4 of Section 5, T30N, R2W, Chester Township, Otsego County, Michigan; and (iii) the Supervisor retain jurisdiction over the Borowiak 2-6 well and authorize his staff to make a determination under R 324.611 as to whether it is appropriate to increase the allowable for the Borowiak 2-6 well without additional notice and hearing.

Jurisdiction

The development of oil and gas in this state is regulated under Part 615, Supervisor of Wells, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended (NREPA). MCL 324.61501 *et seq.* The purpose of Part 615 is to ensure the orderly development and production of the oil and gas resources of this state, with a view to the ultimate recovery of the maximum production of these natural resources. MCL 324.61502. To the end of maximizing recovery, the Supervisor of Wells (Supervisor) regulates the establishment of drilling units and regulates the daily quantities of oil and natural gas that may be produced. MCL 324.61513(1) and (2). The evidentiary hearing in this matter is governed by the applicable provisions of the Administrative Procedures Act, 1969 PA 306, as amended, MCL 24.201 *et seq.* See 1996 MR 9, R 324.1203. The evidentiary hearing in this matter was held on May 27, 2009.

FINDINGS OF FACT

Petitioner plans to inject carbon dioxide (CO₂) into the Ruff/Guelph Dolomite Formation, within the Chester 05-30N-2W Field, for purposes of secondary recovery. Before doing so, however, it is necessary to test the Borowiak 2-6 well, and it is necessary to remove substantially all recoverable natural gas from the reservoir. Petitioner requests approval from the Supervisor to produce both the Borowiak 2-6 and the Butler 3-5 wells simultaneously, and to increase gas production above the 450 thousand cubic feet (Mcf) gas allowable established by Special Order No. 1-73.

In support of its case, Petitioner offered the testimony of Mr. Robert G. Mannes, President, Core Energy, LLC; Mr. Allen Modroo, geophysicist for Petitioner; and Mr. Rick Pardini, Petroleum Engineer and Vice President of Engineering and Operations for Petitioner. Mr. Modroo was recognized as an expert in the field of geophysics and Mr. Pardini was recognized as an expert in the field of petroleum engineering.

The Administrative Law Judge determined the Notice of Hearing was properly served and published. No answers or objections to the Petition were filed with the Supervisor. Therefore, the Petitioner is the only Party to this case. The Supervisor designated the hearing to be an evidentiary hearing pursuant to R 324.1205(1)(b) and directed substantive evidence be presented in the form of oral testimony.

Chester 05-30N-2W Field

Mr. Pardini testified the Chester 05-30N-2W Field is a largely pressure depleted A1 Carbonate/Guelph Dolomite carbonate complex with two pods that are partially isolated but are in pressure communication with one another. The field was developed by three successfully completed wells drilled subject to Special Order No. 1-73. The Borowiak 1-6 (PN 29067), Borowiak 1-5 (PN 29234), and Piasecki and State Chester 1-7 (PN 31515) wells were all plugged in the late 1980s. A total of 1,223,008 barrels of oil and 1,250,000 cubic feet (MMcf) of gas were recovered from the Chester 05-30N-2W Field. All production was from the Ruff Formation.

Recently, Petitioner completed two producible wells in the Chester 05-30N-2W Field: the Butler 3-5 well and the Borowiak 2-6. The two presently-open and producible wells were drilled on drilling units approved by the Supervisor under R 324.303(3).

The drilling unit for each well shares a common quarter-quarter section, being the NW 1/4 of SW 1/4 of Section 5. Both wells are at full allowable locations on their drilling units, and thus the applicable proration allowables are 300 barrels of oil and/or 450 Mcf of gas per day.

The Butler 3-5 well has been completed and tested. Mr. Pardini testified Petitioner expected the Butler 3-5 well to be in a virgin reef but due to its low discovery pressure concluded the reservoir, into which the well was completed, is in communication with the Chester 05-30N-2W Field. This was confirmed after drilling the Borowiak 2-6 well which also had a low bottom hole pressure. Mr. Pardini stated the Butler 3-5 well is awaiting facilities and, therefore, has not been placed on production. Testing indicates the well is capable of production from the [Ruff Formation] and potentially from the Brown Niagaran [Guelph Dolomite Formation].

Mr. Pardini testified the Borowiak 2-6 well has been drilled, completed, and tested. While the Borowiak 2-6 well was drilled into the plugged and abandoned Chester 05-30N-2W Field, the logs and test results indicate the well appears to be capable of production from both the Ruff and Guelph Dolomite Formations.

Simultaneous Production of Borowiak 2-6 and Butler 3-5 Wells

The Supervisor's June 23, 2008, letter to Petitioner approving the Rule 303(3) drilling unit for the Borowiak 2-6 well, stated that upon drilling completion of the Borowiak 2-6, a bottom hole pressure test shall be taken to confirm separation of reservoirs for the Borowiak 2-6 and the recently drilled Butler 3-5. "If the bottom hole pressure test does not show separation between these two wells, only one of the wells will be allowed to produce until Core finds an administrative remedy to the situation." Based on the bottom hole pressure data, it appears the reservoirs penetrated by the two wells are in pressure communication. The Butler 3-5 well clearly did not have virgin pressure. However, Mr. Pardini testified the seismic and well control data indicate the reservoirs may be partially isolated from each other. There appears to be a saddle, or depression, separating the reservoirs penetrated by the two wells, resulting in separate "pods" or "compartments" within the Chester 05-30N-2W Field (Exhibit 5). The drilling unit for the Butler 3-5 well appears to contain the entire north pod or compartment penetrated by that well. The Borowiak 2-6 well penetrated the south pod or compartment which constitutes the historical Chester 05-30N-2W Field. That is the only well in the south pod, and Petitioner does not propose to drill any additional wells south of the Borowiak 2-6 well until after a CO₂ enhanced oil recovery (EOR) unit has been established.

Mr. Modroo testified the available seismic and well control data indicates the south pod and north pod of the Chester 6 reef are not structurally connected to any other reef. The available seismic and well control data indicates the reservoirs penetrated by each well are separate and distinct from one another except for pressure communication. Mr. Pardini testified the wells are separated by approximately 1,850 feet, and that simultaneous operation of both wells will not cause harmful interference or result in waste.

Petitioner indicated it intends to separately meter the wells and distribute the proceeds of the sale of production from each well to the owners within their respective drilling units. Petitioner believes such allocation provides owners their just and equitable share of the oil and gas in the field. I find that for purposes of production, resulting from Petitioner's plan to purge the entire reef of natural gas prior to initiating CO₂ EOR operations, correlative rights will be protected by separately metering each well and by

disbursing the proceeds of production to the owners within each well's respective drilling unit.

Petitioner's Plans for Carbon Dioxide Enhanced Oil Recovery

Petitioner indicates it intends to Petition for an EOR order. It is Petitioner's opinion that secondary recovery is necessary for recovery of additional oil reserves from the Chester 05-30N-2W Field. Petitioner indicated that the characteristics of the Chester 05-30N-2W Field make it favorable for CO₂ injection. Mr. Pardini testified that before finally being plugged and abandoned in 1988, the Chester 05-30N-2W Field produced 1,223,008 bbl of oil on primary production. Mr. Pardini estimated that an additional 500,000 bbl will be recovered by initiating CO₂ EOR operations. Petitioner indicated injection of CO₂ into the Chester 05-30N-2W Field is scheduled to begin some time during the first three months of 2010. Mr. Mannes testified that Petitioner and/or its predecessor have acquired orders from the Supervisor authorizing six CO₂ EOR units for other fields (Exhibit 4). Petitioner testified that previously developed fields had produced a cumulative total of over 1,000,000 barrels of oil through CO₂ EOR operations that would otherwise not have been recovered.

Petitioner testified it is necessary to produce substantially all remaining recoverable natural gas before initiating CO₂ EOR operations. This is because after CO₂ EOR begins, the natural gas and carbon dioxide will become intermixed. This results in the natural gas becoming unmarketable. Also, natural gas lowers the miscibility of the injected gas mixture. Therefore, the presence in the reef and its cycling into and out of the reef will have no positive effect and will unnecessarily increase the costs of CO₂ EOR operations.

Petitioner has conducted extensive tests of the Butler 3-5 well. The tests show the Chester 05-30N-2W Field is a mature reef and is at the end of its useful life as a productive oil reservoir utilizing primary production techniques. Primary production operations ended in 1988. Testing indicates that an increase in gas allowables, in preparation for CO₂ EOR, will not cause waste or otherwise adversely affect the Field. Petitioner indicates it plans to petition for CO₂ EOR as soon as possible. Petitioner drilled the Borowiak 2-6 well for CO₂ EOR purposes and has already built a two and a half mile pipeline for use in CO₂ EOR operations.

The proration allowables set forth in Special Order No. 1-73 were designed to address reservoir conditions existing in the discovery and production phase of Niagaran wells. These allowables operated effectively to govern the early development and the primary production phase of oil and gas recoveries from Salina-Niagaran wells by controlling the gas-oil ratio (GOR) and, thereby, preserving reservoir energy necessary to recover oil. During the final production phase of some oil reefs, Special Order No. 1-73 gas allowables may not be needed or appropriate to prevent waste of oil. In such reefs, higher gas allowables will not adversely affect remaining primary oil recoveries. In the case of the Chester 05-30N-2W Field, primary production ended in 1988 when the last of the three producers was plugged. Petitioner is now readying the Chester 05-30N-2W Field for CO₂ EOR. As a prerequisite, it is necessary to remove as much of the remaining natural gas as possible.

As to the Butler 3-5 well, I find that data submitted by Petitioner supports Petitioner's assertion that an increased gas allowable will not result in waste. I find, as a matter of fact, the current basic gas allowable for the Butler 3-5 well will not prevent waste and increasing the gas allowable in preparation for CO₂ EOR is reasonable. I find the expeditious removal of natural gas from the reef will support the early initiation of CO₂ EOR operations, and thus lead to the prompt recovery of secondary oil and the sequestration of carbon dioxide which would be otherwise vented to the atmosphere as a waste product. I find that no gas allowable is necessary. Petitioner should be allowed to remove the remaining natural gas from the Chester 05-30N-2W Field without the constraint of any gas proration allowable.

Petitioner testified it is necessary to remove natural gas from the entire Chester 6 reef. However, unlike the Butler 3-5 well in the north portion of the Field, Petitioner has not had the opportunity to thoroughly test the Borowiak 2-6 well, located in the south portion of the Field. Based on Petitioner's current evaluation of the Chester 05-30N-2W Field, Mr. Pardini testified it will be necessary to remove as much natural gas as possible and practical from the Borowiak 2-6 well. Petitioner's plan is that while the natural gas must be removed from the South portion of the reef, such removal should not occur until the Borowiak 2-6 well has been thoroughly tested and evaluated. The Supervisor finds that this is a prudent course of action. Petitioner requests permission to initially operate the Borowiak 2-6 well subject to the Special Order No. 1-73 allowables. Petitioner requests the

right to submit production and test data to the Supervisor and his staff to support a future request to the Office of Geological Survey to revise or remove the gas proration allowable to facilitate purging the natural gas from the South portion of the reef in as expeditious a manner as possible, without a hearing. I find such an administrative decision shall be made by the Supervisor or his staff upon submission of satisfactory production and test data.

CONCLUSIONS OF LAW

Based on the findings of fact, I conclude, as a matter of law:

1. The Supervisor may limit the amount of gas to be produced from the Chester 05-30N-02W Field to prevent waste by preventing the premature abandonment of the wells in the field. The allowable for Ruff /Guelph Dolomite Formation wells in Otsego County is established by Special Order No. 1-73. MCL 324.61512
2. A change in allowable is appropriate for the Chester 05-30N-02W Field. An Order is necessary to make a change in the field allowable established in Special Order No. 1-73. 1996 MR 9, R 324.611.
3. The Supervisor has jurisdiction over the subject matter and the persons interested therein.
4. Due notice of the time, place, and purpose of the hearing was given as required by law and all interested persons were afforded an opportunity to be heard. 1996 MR 9, R 324.1204.

DETERMINATION AND ORDER

Based on the Findings of Fact and Conclusions of Law, the Supervisor determines that increasing the gas allowable for the Chester 05-30N-02W Field will not result in waste.

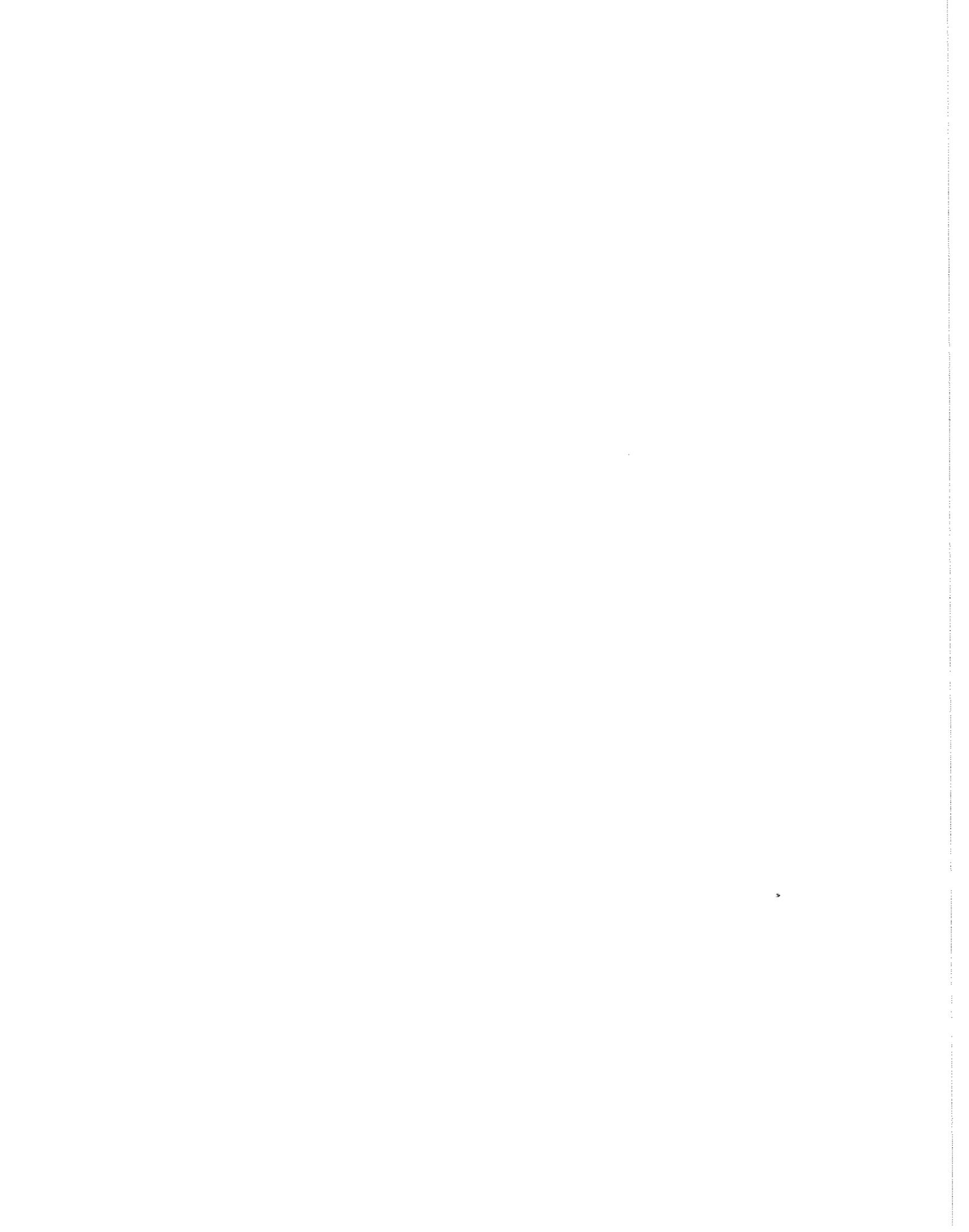
NOW, THEREFORE, IT IS ORDERED:

1. Petitioner is authorized to produce the Butler 3-5 well without a gas proration allowable as an exception to Special Order No. 1-73. Oil, gas, and water production rates shall be filed with the Office of Geological Survey in keeping with existing regulations.
2. Petitioner is authorized to initially produce the Borowiak 2-6 well at up to 450 Mcf of gas per day. Petitioner shall file with the Office of Geological Survey all test results from that well, and Petitioner shall file oil, gas, and water production rates in keeping with existing regulations. Upon written request by Petitioner, supported by technical data, and after receipt of written approval from the Supervisor or his designated representative, Petitioner will be authorized to increase daily gas production from the Borowiak 2-6 well to daily volumes above 450 Mcf of gas per day, or limits on gas production may be lifted altogether, subject to such conditions and limitations as are contained in the Supervisor's written approval.
3. During the period of production, until such time CO₂ EOR is initiated, the daily allowable oil production for the Chester 05-30N-02W Field shall remain unchanged at 300 barrels of oil per well per day.
4. All other provisions of Special Order No. 1-73 shall remain in effect.
5. Effective immediately, Petitioner is authorized to simultaneously produce the Borowiak 2-6 well and Butler 3-5 well, consistent with Paragraphs 1 through 4 of this Determination and Order.
6. The Supervisor retains jurisdiction in this matter.
7. This Order shall be effective immediately.

DATED: *July 21, 2009*



HAROLD R. FITCH
ASSISTANT SUPERVISOR OF WELLS
Office of Geological Survey
P.O. Box 30256
Lansing, MI 48909



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WELL AT A FUTURE DATE.)

AMENDED NOTICE OF HEARING

Take notice that a hearing will be held before the Supervisor of Wells (Supervisor) in the city of Lansing, Michigan, on the TWENTY-SEVENTH DAY OF MAY (MAY 27) 2009, BEGINNING AT 9:00 A.M., AT THE DEPARTMENT OF ENVIRONMENTAL QUALITY STEPHEN NISBET HEARING ROOM, ATRIUM LEVEL, SOUTH TOWER, CONSTITUTION HALL, 525 WEST ALLEGAN STREET, LANSING, MICHIGAN. The hearing will be conducted pursuant to Part 615, Supervisor of Wells, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended (NREPA), MCL 324.61501 et seq.; the administrative rules, 1996 AACS, 2001 MR 2, 2002 MR 23, R 324.101 et seq.; and the Administrative Procedures Act, 1969 PA 306, as amended, MCL 24.201 et seq.; MSA 3.560(101) et seq.

The hearing is for the purpose of receiving testimony and evidence pertaining to the need or desirability of issuing an order in the matter of the petition of Core Energy, LLC (Petitioner) for the following:

- (1) Petitioner seeks an exception to the production allowables established in Special Order No. 1-73, authorizing the Butler 3-5 well to produce oil or gas at the maximum rates the well is capable of producing. The drilling unit for the Butler 3-5 well consists of the NW fractional 1/4 and N 1/2 of SW 1/4 of Section 5, T30N, R2W, Chester Township, Otsego County, Michigan.
- (2) Petitioner requests authorization to simultaneously produce the Butler 3-5 well and the Borowiak 2-6 well. Petitioner states that both wells are completed in the A-1 Carbonate portion of the Guelph Dolomite/Burnt Bluff Group Formations. The Borowiak 2-6 well is currently not producing and Petitioner requests that it be allowed to produce at the proration allowables established in Special Order No. 1-73. The drilling unit for the Borowiak 2-6 well consists of the E 1/2 of the SE 1/4 of Section 6 and the W 1/2 of the SW 1/4 of Section 5, T30N, R2W, Chester Township, Otsego County, Michigan.

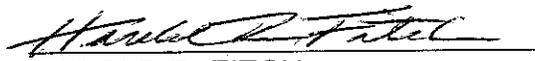
(3) Petitioner requests the Supervisor retain jurisdiction over the Borowiak 2-6 well and authorize his staff to make a determination under R 324.611 as to whether it is appropriate to increase the allowable for the Borowiak 2-6 well without additional notice and hearing.

You can obtain a copy of the written petition by requesting it in writing from Mr. Robert G. Mannes, 1011 Noteware Drive, Traverse City, Michigan, 49686, telephone number 231-946-2419.

Take note that if you wish to participate as a party in the hearing by presenting evidence or cross-examining witnesses, you shall prepare and mail or otherwise deliver to the Petitioner and Supervisor, not less than 5 days before the hearing date, an answer to the petition in the manner set forth in R 324.1204(6). Proof of mailing or delivering the answer shall be filed with the Supervisor on or before the date of the hearing. The answer shall state with specificity the interested person's position with regard to the petition. Failure to prepare and serve an answer in a timely manner shall preclude you from presenting evidence or cross-examining witnesses at the hearing. If an answer to the petition is not filed, the Supervisor may elect to consider the petition and enter an order without oral hearing. Mail the answer to the petition to Mr. Robert G. Mannes at the above address, and to the Supervisor in care of the Assistant Supervisor of Wells, Mr. Harold R. Fitch, Office of Geological Survey (OGS), P.O. Box 30256, Lansing, Michigan 48909-7756.

Questions regarding Notice of Hearing should be directed to Ms. Susan Maul, OGS, Michigan Department of Environmental Quality, P.O. Box 30256, Lansing, Michigan 48909-7756, phone 517-241-1552. Persons with disabilities needing accommodations for effective participation in this hearing should call or write Ms. Maul at least a week in advance of the hearing date to request mobility, visual, hearing, or other assistance.

Dated: *April 8, 2009*


HAROLD R. FITCH
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NOTICE OF HEARING

Take notice that a hearing will be held before the Supervisor of Wells (Supervisor) in the city of Lansing, Michigan, on the ELEVENTH DAY OF JUNE (JUNE 11) 2009, BEGINNING AT 9:00 A.M., AT THE DEPARTMENT OF ENVIRONMENTAL QUALITY STEPHEN NISBET HEARING ROOM, ATRIUM LEVEL, SOUTH TOWER, CONSTITUTION HALL, 525 WEST ALLEGAN STREET, LANSING, MICHIGAN. The hearing will be conducted pursuant to Part 615, Supervisor of Wells, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended (NREPA), MCL 324.61501 et seq.; the administrative rules, 1996 AACRS, 2001 MR 2, 2002 MR 23, R 324.101 et seq.; and the Administrative Procedures Act, 1969 PA 306, as amended, MCL 24.201 et seq.; MSA 3.560(101) et seq.

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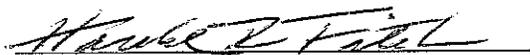
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Dated: *Apr. 2, 2009*


HAROLD R. FITCH
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