EXHIBIT 3





21335 Signal Hill Plaza, Suite 100, Sterling, VA 20164 703-444-7000 703-444-1685 (FAX)

TECHNICAL MEMORANDUM

TO:

Dale Skoff, Tetra Tech NUS

FROM:

Jeffrey Benegar

DATE:

October 4, 2010

RE:

Area of Review/Zone of Endangerment Analysis for Bittinger #1 and #4 Well - Bear

Lake Properties

EXECUTIVE SUMMARY

This technical memorandum (TM) summarizes the analytical modeling we have performed for the area of review/zone of endangerment analysis for the potential brine disposal injection wells, Bittinger #1 and #4, located in Columbus Township, Warren County, Pennsylvania. The relevant parameters for our analysis were obtained from Bear Lake Properties, LLC or estimated in the absence of any information. Our analysis is described in more detail below.

OVERVIEW AND METHODOLOGY

There are several methods proposed for calculating the zone of endangerment of an injection well. The most simplistic method is the use of a fixed radius, based on the type of injection well being permitted. Other methods involve calculation of the radius based on well and formation properties. Most regulatory agencies require the use of calculations to determine the zone of endangerment. The method used here is the graphical method first used by US EPA Region 6. It involves the calculation of the increase of pressure in the formation due to injection, then converting that pressure into equivalent feet of head. The increase in head in the formation due to injection is then compared to the equivalent head of the lowest most underground source of drinking water (USDW). When plotted graphically, the intersection of those two curves at some distance, r, determines the radius of the zone of endangerment.

The increase in pressure in the formation due to injection depends on the properties of the injection fluid and the formation, the rate of fluid injection, and the length of time of injection. The most common mathematical expression to describe this increase in pressure was developed by Matthews and Russell (1967). Matthews and Russell assume that, for a single well injecting

into an infinite, homogeneous and isotropic, non-leaking formation, the increase in pressure (delta p) can be described as:

delta p = 162.6 Q μ / kh * [(log(kt / $\Phi\mu$ Cr²) – 3.23] where: delta p = pressure change (psi) at radius, r and time, t Q = injection rate (barrels/day) μ = injectate viscosity (centipoise) k = formation permeability (millidarcies) h = formation thickness (feet)t = time since injection began (hours)C = compressibility (total, sum of water and rock compressibility) (psi⁻¹) r = radial distance from wellbore to point of investigation (feet) Φ = average formation porosity (decimal)

PARAMETERS USED IN THE ANALYSIS

The following parameters were used in the zone of endangerment analysis. There are several parameters that are unknown, including injection rate and formation permeability. For injection rate, we used the average and maximum rates expected. For permeability, we estimated a value considered representative of the average of the upper and lower range of values for this parameter.

Bittinger #1 Medina Group Well

Q = 1000 (average rate) or 2000 (maximum rate) barrels/day t = 10 years = 87,600 hours $\mu = 1$ centipoise k = 100 mdh = 30 feet $C = 3.0e-06 \text{ psi}^{-1}$ $\Phi = 0.08$ Specific gravity of injectate = 1.218Surface elevation = 1518 feet Depth to injection formation = 4210 feet Base of lowest most USDW = 1218 feet in elevation (depth of 300 feet below surface) Initial pressure at top of injection formation = 128 psi

Bittinger #4 Medina Group Well

Q = 1000 (average rate) or 2000 (maximum rate) barrels/day t = 10 years = 87,600 hours $\mu = 1$ centipoise k = 100 mdh = 30 feet $C = 3.0e-06 \text{ psi}^{-1}$ $\Phi = 0.08$ Specific gravity of injectate = 1.218 Surface elevation = 1561 feet Depth to injection formation = 4285 feet

Base of lowest most USDW = 1261 feet in elevation (depth of 300 feet below surface) Initial pressure at top of injection formation = 128 psi

RESULTS

The Matthews and Russell equation was solved for various distances from the wellbore based on the parameters listed above. The distance between the Bittinger #1 and #4 wells is approximately ¼ mile. The Matthews and Russell equation was used to calculate the increase in pressure in the formation with only one of these wells injecting. The results are shown in Table 1 for the two scenarios simulated. This increase in pressure was added to the values of delta p and the existing pressure in the injection formation to obtain the total pressure in the formation when both wells are injecting.

Table 1. Increase in pressure in formation due to both Bittinger wells injecting.

Scenario	Increase in pressure (psi)
Q = 1000 bpd, k = 100 md	222
Q = 2000 bpd, k = 100 md	443

These values were then converted to feet of head of formation brine. The values are plotted against distance from the wellbore and are shown in Figure 1 for the Bittinger wells for the two scenarios simulated (e.g., 2 unknowns: 2 injection rates and 1 permeability value). The plot shows the calculated pressure surface within the injection formation, measured as feet of head of formation brine above the top of the injection formation. Also shown is the head of the lowest most USDW. Where the two lines intersect, the radius of the zone of endangerment can be estimated. The increase in head in the formation due to injection will remain below the elevation of the lowest most USDW assuming even worst-case conditions (maximum injection rate of 2000 bpd).

As indicated above, certain input parameters (e.g., permeability) were approximated due to lack of site-specific data. In order to validate the findings of the analysis presented above, Bear Lake Properties plans to monitor fluid levels in the monitoring wells designated below on a semiannual basis. The proposed monitoring wells were all completed in the Medina Group rocks, as were the two proposed injection wells.

Injection Well	Monitoring Well	Approximate Distance and Direction From Injection Well
D'' #1	D' #4 (1	
Bittinger #1	Bittinger #4 (unless injection	0.25 mi to the south
	also being performed in	9
	Bittinger #4)	
	R. Trisket 2	0.34 mi to the west
	Smith/Ras Unit 1	0.29 mi to the east
Bittinger #4	Bittinger #1(unless injection	0.25 mi to the north
	also being performed in	
	Bittinger #1)	
	R. Trisket 1	0.33 mi to the west
	Joseph Bittinger 2	0.37 mi to the southeast

Should fluid levels in any of the monitoring wells rise to within 100 ft of the lowest most USDW (indicated above), then injection would cease, EPA notified and steps taken to adjust the injection rate to prevent fluid levels from rising to within 100 ft of the lowest most USDW in any of the monitoring wells.

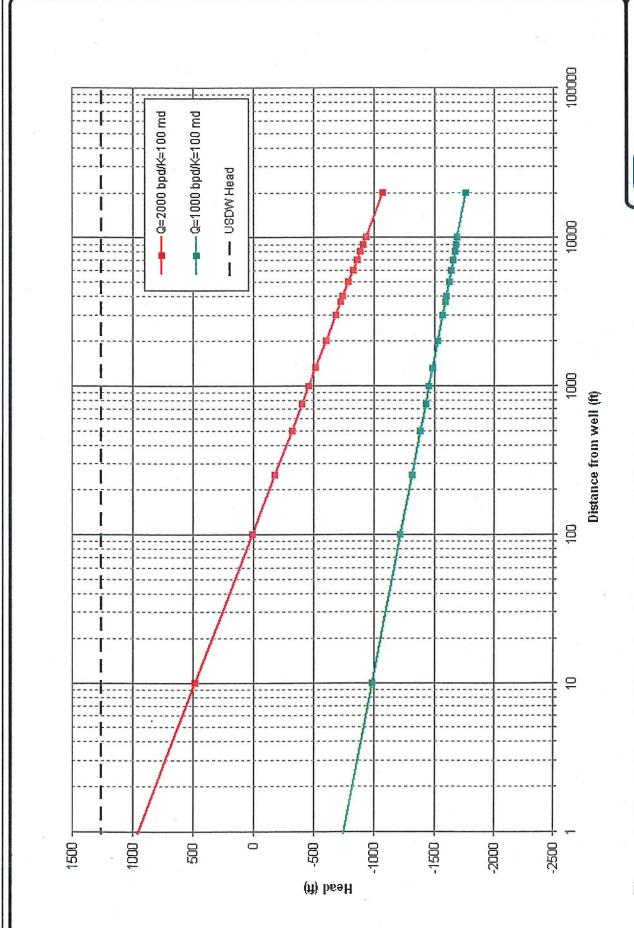
CONCLUSIONS

Our analysis of the area of review/zone of endangerment for the Bittinger #1 and #4 wells injecting together is based on a methodology typically used by US EPA. Based on the results, we believe the wells are excellent candidates for use as brine disposal wells. The analysis indicates that the increase in head in the formation due to injection will remain below the elevation of the lowest most USDW. The standard fixed radius of ¼ mile can be used for the area of review/zone of endangerment for the Bittinger #1 and #4 wells. As indicated above, Bear Lake Properties plans to perform monitoring of nearby wells to validate the results of this analysis.

REFERENCES

Matthews, C.S., Russell, D.G., (1967) Pressure Buildup and Flow Tests in Wells, SPE Monograph Series, Volume 1, New York.

FIGURES



the well for Bittinger #1 and #4 well when both wells are injecting. Figure 1. Feet of head of injection formation and USDW vs. distance from



AREA OF REVIEW
WELLS WITHIN 0.25 MILES

Bittinger Area; Columbus Twp; Warren County, PA Wells w/in 0.25 mile radius of Bittinger #4

											Sh H	1000		
Comments			Subject of separate UIC Class II permit application			Perfid & Fracid: 4210-43271 Subject of separate UIC Class II permit application								
Completion		ing Wells	Perf'd & Frac'd: 4210-4327'	Perf'd & Frac'd; 4285-4302'; & 4352-4365'	s Wells	Perf'd & Frac'd: 4210-4327'								
Csg depth		Proposed Injection and Monitoring Wells	4416	4455	Existing / Former Oil and Gas Wells	4416				Water Wells				
Last Csg		Proposed Inject	4.5	4.5	Existing / Fo	4.5	がはないない							
Drilling Completed			12/29/1983	8/15/1987		12/29/1983								
TD	AND STREET		4467	4496		4467								
API#			123-33914	123-39874		123-33914								
			Bittinger #1	Bittinger #4		Bittinger #1								

Section 2

Area of Review

According to available records in the area, there are no intake or discharge structures, hazardous waste treatment, storage, or disposal facilities, mines, or quarries within one mile of the Bittinger #4 well. An intermittent unnamed tributary (UNT) to Tamarack Swamp is located approximately 0.25 miles south of the Bittinger #4 well. Tamarack Swamp is located approximately 0.75 to 1 mile west-southwest, Brokenstraw Creek is located approximately 0.5 miles northwest, and an UNT to Pine Valley Creek is located approximately 0.75 miles southeast of Bittinger #4.

According to publicly available records, there are no groundwater wells within ¼ mile of the Bittinger #4 well. The nearest groundwater well is located approximately 1 mile to the northwest. The only oil and gas well located within ¼ mile of the Bittinger #4 is the Bittinger #1 located approximately ¼ mile to the south, which is also a proposed injection well and the subject of a UIC Class II Well permit application.

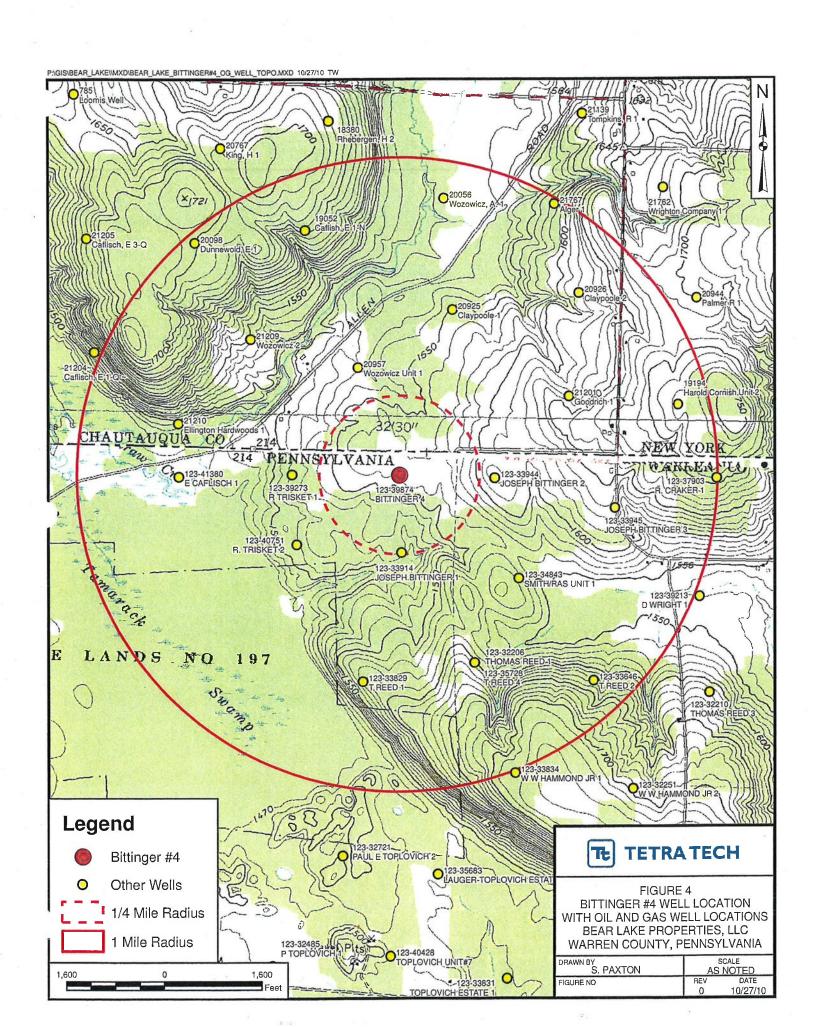
The names and addresses of residents located within ¼ mile of the proposed injection well are provided in Appendix B.

AREA OF REVIEW MAPS
GROUNDWATER WELLS

AREA OF REVIEW MAPS
OIL AND GAS WELLS

10/27/10

0



Section 4

<u>Underground Sources of Drinking Water – Bittinger No. 4/Columbus Township,</u> Warren County, PA

The site lies within the Glaciated Plateau section of the Appalachian Plateaus Physiographic province. Both unconsolidated glacial units and bedrock are used for potable water. The uppermost unit at the site is mapped as Wisconsin age glacial outwash deposits, which includes valley train, river terrace, and lake deposits. Outwash deposits consist primarily of bedded sand, silt, clay, and mixed sand and gravel. The well log for Bittinger No. 4 indicates that unconsolidated gravel is present from the surface to a depth of 36 feet below ground surface. (Pennsylvania Topographic and Geologic Survey, 1959)

The Venango formation consists of interbedded pebble conglomerate, crossbedded sandstone, siltstone, and shale. This unit is up to 330 feet thick in Venango County; however, only a portion of the unit is present in the site area. This unit is used as an aquifer throughout Warren County. The well log for Bittinger No. 1 indicates that Devonian age shale is present from 37 ft to a depth of 2,679 ft below ground surface. This is believed to include the Venango Formation, the Chadokoin formation, and the underlying Bradford Group. The Bittinger No. 1 well log indicated that salt water was encountered at a depth of 3,935 feet below ground surface. Wells deeper than 100 feet deep usually encounter salt water, which is supported by the generally shallow well depths in Columbus township. (PADER, 1982, US Geologic Survey, 2007)

The Devonian age Chadakoin formation underlies Venango formation and consists of finegrained marine clastics (siltstone and shale) and includes a purplish pink sequence which is often used as a marker unit. This unit is up to 450 thick in Warren County.

The Pennsylvania Geologic Survey "Ground Water Inventory System" (GWIS) and the New York State Department of Environmental Conservation databases were accessed to determine the sources of groundwater sources in the site area. The Pennsylvania data base contained a total of 1 groundwater wells and the New York database listed 4 groundwater wells within a one-mile radius of Bittinger #4 well. These wells range from 60 to 125 feet deep. The depth to bedrock ranges from 14 to 98 feet below ground surfaces. The wells were all completed within the bedrock unit. The listed information for these wells is provided in Appendix A. Although there are 5 total wells listed, the well reporting requirement was established in 1968 is not considered to be a complete record of water wells and other wells may be present. (Pennsylvania Topographic and Geologic Survey, September 15, 2010)

To better understand the underground sources of drinking water, the GWIS was searched for all wells within Columbus Township. Available well records for wells in Columbus Township are provided in Appendix A. The GWIS indicated that there are 35 recorded water wells in Columbus Township. The deepest well is listed as 130 feet deep, with reported well depths ranging from 42 to 130 feet deep. (Pennsylvania Topographic and Geologic Survey, September 20, 2009)

Based on the available information, the glacial units and the top 100 feet of bedrock is considered as the underground sources of drinking water in the site area. The well logs indicate that the glacial material is approximately 18 feet thick beneath the site. Freshwater is expected to be encountered to a depth of approximately 150 feet with increasing salinity beyond a depth of 150 feet. Bittinger No. 4 has surface casing to a depth of 506 feet below ground surface, providing a buffer of approximately 350 beyond the base of the underground sources of drinking water based on the well data in Columbus Township (maximum well depth of 130 feet) and the references indicating brine being encountered at depths over 100 feet within the bedrock units. Production casing extends several thousands of feet below the drinking water sources and the injection interval is at a depth from 4362 to 44459 feet below the ground surface.

For the purpose of this application, the depth of the deepest well in the area 130 feet (it is believed that the generally shallow well depth in the area was related to water quality issues based on the available literature) was doubled and rounded upward to the nearest 100 feet, providing a conservative maximum depth estimate of the underground source of drinking water of 300 feet.

References:

Pennsylvania Topographic and Geologic Survey, 1959. "Glacial Geology of Northwestern, PA." Bulletin G 32.

Pennsylvania Topographic and Geologic Survey, 1981. "Atlas of Preliminary Quadrangle Maps of Pennsylvania, PA." Map 61.

PADER, 1982. "Engineering Characteristics of the Rocks of Pennsylvania". Environmental Geology Report 1.

Pennsylvania Topographic and Geologic Survey, September 15/20, 2010. "Ground Water Inventory System". www.dcnr.state.pa.us/topogeo/groundwater/PAGWIS

US Geologic Survey, 2007. "Ground-Water Resources and the Hydrologic Effects of Petroleum Ocurance and Development, Warren County, Northwestern Pennsylvania." Scientific Investigations Report 2006-5263.

Section 5

Injection and Confining Zones

The well is designed to inject into the Grimsby and Whirlpool sandstone units of the Medina formation, with injection zone perforations at a depth of 4,285 to 4,302 and 4,352 to 4,365 feet below ground surface. The Medina is a depleted reservoir in this area.

As seen on the generalized stratigraphic column (attached), most of the geologic "groups" and "formations" overlying the Medina can be considered confining units totaling approximately 1,800 feet. Although many of these units are predominantly shale, they also contain reservoir rock and are shown with shading in confining unit column. Therefore, the Lockport and the Salina are seen as the most significant confining units and are a combined 520 feet thick in the site area. But as indicated these units provide only a portion of the confining capacity and there are numerous other units that provide further protection.

Also attached are the following:

- Bittinger #4 completion record,
- Maximum Injection Pressure (MIP) calculations based on Instantaneous Shut-In Pressure (ISIP) data for two nearby wells (R. Trisket #1 and #2),
- Bittinger #1 completion record and geophysical log,
- R. Trisket #1 and #2 treatment reports.

GEOLOGIC DATA GENERALIZED STRATIGRAPHIC COLUMN

Generalized Stratigraphic Column Bittinger No 1 and Bittinger No. 4 Area

	Confining	Zone																			
4	Thickness	Feet	18					67/7				107	170	0/1	164	29	336	349	171	122	178
	Total Depth Thickness	to Base(Feet)	18					T+/7				2848	0100	OTOC	3182	3211	3547	3896	4067	4189	4367
The second secon	Predominant	Rock Type		Shale/sandstone	Shale	Shafe	Shale	Shale	Shale	Shale	Shale	Limestone	Shale, some sandstone	Shale	Limestone	Sandstone	Dolomite	Evaporites/Dolomite	Dolomite	Sandstone	Sandstone/Shale
Warren County, PA	Formation				Chadakoin			Java	West Falls	Sonyea	Genesee	Tully Limestone	Hamilton Mahantango	Hamilton Marcellus Shale	Onondaga	Bois Blanc/Oriskany Sandstone	Bass Islands	Salina	Lockport Dolomite		Medina, inlcuding the Grimsby and Whirlpool Sandstones
	Group			Venango		Bradford	EIK						Hamilton	Hamilton						Clinton	
	Age		Glacial Units	Upper Devonian	Upper Devonian	Upper Devonian	Upper Devonian	Upper Devonian	Upper Devonian	Upper Devonian	Upper Devonian	Upper Devonian	Upper Devonian	Upper Devonian	Middle Devonian	Lower Devonian	Upper Silurian	Upper Silurian	Upper Silurian	Lower Silurian	Lower Silurian

Notes

= Black shading Indicates that this unit is considered to be a confining zone

= Diagonal shading Indicates that this unit is a confining unit that also contains producing zones within it

= No shading indicates that this unit is a producing zone and is not considered to be a confining unit

GEOLOGIC DATA MAXIMUM INJECTION PRESSURE CALCULATIONS

Maximum Injection Pressure (MIP) Calculations for Bear Lake Properties Wells (Bittinger #1 and Bittinger #4)

1) Frac Gradient Based on Trisket #1 and Trisket #2 Wells

R. Trisket #1

 $FG = [ISIP + (.433 \times SG \times D)] / D$

Where:

ISIP = 2150 psi

SG = 1.218

D = 4253

R. Trisket #2

 $FG = [ISIP + (.433 \times SG \times D)]/D$

MIP (Surface) 2103 2141

Where:

ISIP = 2100 psi

SG = 1.218

D = 4254 ft

				Fracture
	Hydrostatic			Gradient
ISIP (psi)*	Factor (psi/ft)	SG	D (ft)	(psi/ft)
2150	0.433	1.218	4253	1.033
2100	0.433	1.218	4254	1.021
	2150	ISIP (psi)* Factor (psi/ft) 2150 0.433	ISIP (psi)* Factor (psi/ft) SG 2150 0.433 1.218	ISIP (psi)* Factor (psi/ft) SG D (ft) 2150 0.433 1.218 4253

2) Maximum Injection Pressure (MIP) Using Average Frac Gradient From Trisket Wells

 $MIP = [FG - (.433XSG)] \times D$

Bittinger #1

Bittinger #4

Depth:

Top Perf	4210	4285
Bottom Perf	4327	4365
Difference	117	80
Mid-Point	4269	4325

	¥				Fracture
		Hydrostatic			Gradient
		Factor (psi/ft)	SG	D (ft)	(psi/ft)
Bittinger #1	-	0.433	1.218	4210	1.027
Bittinger #4		0.433	1.218	4285	1.027

GEOLOGIC DATA R. TRISKET #2 WELL DATA

ALLIBURTON SERVICES

CTURING SERVICE TREATING REPORT

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			PERFORAT	TIONS					
	MATERIALS	JO	B DATA						
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Fluid HZO	Density 8.3	Lb./Gal. API			01/0	/3/ · -	DATE		DATE
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ctant Type				300	KSOM		1		
Loss Type		_@/1000 Gal.			70	0175			
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ng Agent LGC-11	GalLb	_@/1000 Gal.	•		67	581			
ker Type GBW -30	GalLb4	_ @/1000 Gal.	V. (A)	recla		_ ,	2683	4+400	
cer Type	GalLb	_@/1000 Gal.			8	1697			
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Control Clasta 'xP	GalLbIO	_@/1000 Gal.			D	8034	- 7-	- 4 -	
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2100 5 Min. 81	10 Min	15 Min	Gas Assist			Tor	is-Scf	@	Scf./Bbl.
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JOB LOG

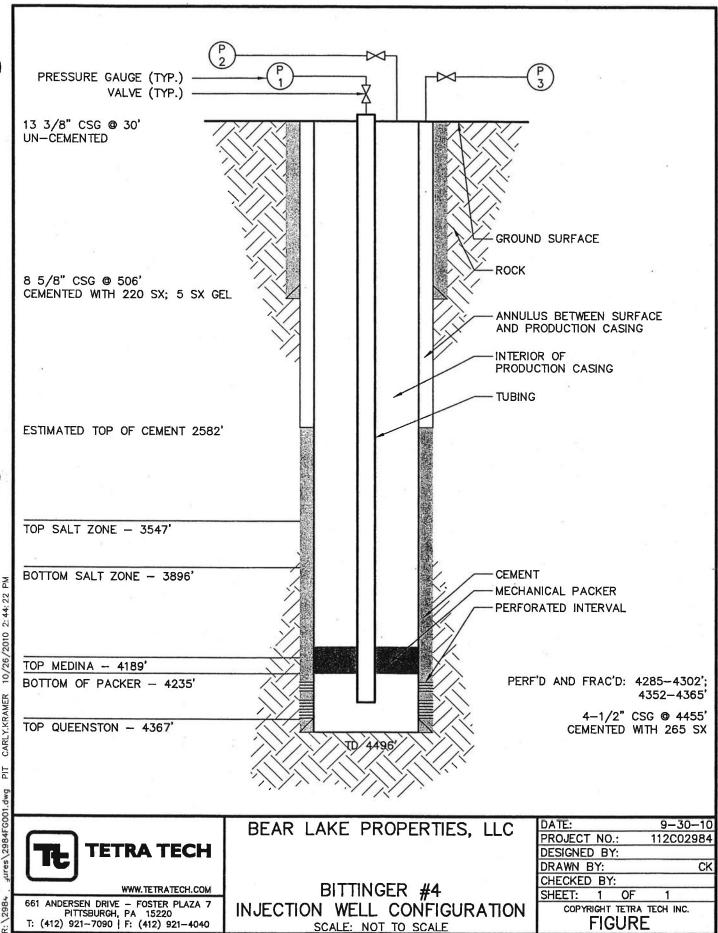
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TICKET NO. 896925-7

CUSTOMER U.S. EWCTGY

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Appendix A

Appendix A contains well records and information for groundwater wells in the area surrounding Bittinger No. 4. Groundwater wells located within 1 mile of the Bittinger No. 4 well are listed in the following table, and well records data is provided in Appendix A-1 (Pennsylvania) and A-2 (New York). Well records for all groundwater wells located within Columbus Township, Warren County, Pennsylvania are provided in Appendix A-3.

APPENDIX A GROUNDWATER WELLS WITHIN 1 MILE

Bittinger Area; Columbus Twp; Warren County, PA Wells w/in 1 mile radius of Bittinger #4

	API#	ΩL	Drilling Completed	Last Csg	Csg depth	Completion	Comments
			Pro	posed Injection	Proposed Injection and Monitoring Wells	ng Wells	
Bittinger #1	123-33914	4467	12/29/1983	4.5	4416	Perf'd & Frac'd: 4210-4327'	Perf'd & Frac'd; 4210-4327' Subject of separate UIC Class II permit application
						Perf'd & Frac'd: 4285-4302';	
Bittinger #4	123-39874	4496	'8/15/1987	4.5	4455	& 4352-4365'	
				Wat	Water Wells		
John Marowski	423207	09	8/18/2003	00	36	Perforated or Slotted	Drilled by Action Brilling Inc. Lat: 42.01002 Long: -79.55246 Water Bearing Zone 1: 37 - 39 feet
Brownell Rd	C111709	125	Unknown	Unknown	100	Unknown	Depth to Bedrock: 98 ft DTW; 110 ft Let: 42.01 58:3 Long: 79 34 28.1
Clymer Hill Rd	CU2266	100	Unknown	Unknown	81	Unknown	Depth to Bedrock: 50 ft DTW: 79 ft Lat: 42 03 30.3 Long: 79 36 44
Clymer Sherman Rd	CU2229	107	Unknown	Unknown	18	Unknown	Depth to Bedrock: 14 ft Lat: 42 02 15.8 Long: 79 37 46.6
Rt 474	CU1124	105	Unknown	Unknown	80	Unknown	Depth to Bedrock: 90 ft DTW: 100 ft Lat: 42 04 37 Long: 79 32 22.3
				0.000	2000		

APPENDIX A-1

PENNSYLVANIA GROUNDWATER INFORMATION SYSTEM WELL RECORDS WITHIN 1 MILE