

U.S. Department of the Interior
Bureau of Land Management
Glenwood Springs Energy Office
2425 South Grand Avenue, Suite 101
Glenwood Springs, CO 81601

Statutory Categorical Exclusion, CO140-2008-111

Project: Proposal Williams Production RMT Company (Williams), submitted via a Sundry Notice dated May 22, 2008, to install a new 8-inch natural gas line and 4-inch water line to be buried adjacent to an existing pipeline corridor from the PA 11-32 pad (Federal Lease COC62162). The project is located approximately 3 miles northeast of Parachute, Garfield County, Colorado (Figure 1).

Location: Sixth Principal Meridian, Township 6 South, Range 95 West, Section 32, SWNW, NESW, N2SE

Proposal: Williams requests authorization to install an additional buried natural gas pipeline and a buried water line adjacent to an existing pipeline corridor serving the PA 11-32 pad. The new pipelines are requested in conjunction with drilling of eight additional wells from that pad. The Applications for Permit to Drill (APDs) the new wells were approved pursuant to a previous Statutory Categorical Exclusion (CO140-2008-050). However, the APDs failed to include information pertaining to the need for the additional pipelines. New surface disturbance associated with the additional pipelines would extend across a width of up to 15 feet and a length of 2,800 feet adjacent to the existing pipeline alignment.

Lease Stipulations and Conditions of Approval: Lease stipulations attached to Federal Lease COC62162 would apply (Table 1). General and Site-Specific Conditions of Approval (COAs) attached to the individual APDs approved pursuant to CO140-2008-050 would also be attached to the approved Sundry Notice. The COAs are attached to this Statutory Categorical Exclusion.

NEPA Compliance: The following category of Categorical Exclusions pursuant to Section 390 of the Energy Policy Act of 2005 applies to this proposal:

Category 1: Individual surface disturbances of less than five (5) acres so long as the total surface disturbance on the lease is not greater than 150 acres and site-specific analysis in a document prepared pursuant to NEPA has been previously completed. Total surface disturbance for the additional pipelines would be less than 1 acre. Total surface disturbance on Federal Lease COC62162 is less than 150 acres. Drilling of eight wells on the PA 11-31 pad and installation of the pipeline to serve the wells was addressed in the 2005 Wheeler to Webster Geographic Area Plan (CO140-2005-047EA) approved May 24, 2005.

Approval: It is my decision to approve the proposed action with the terms and conditions described above:



Allen B. Crockett, Ph.D.
Supervisory Natural Resource Specialist

7-9-08

Date

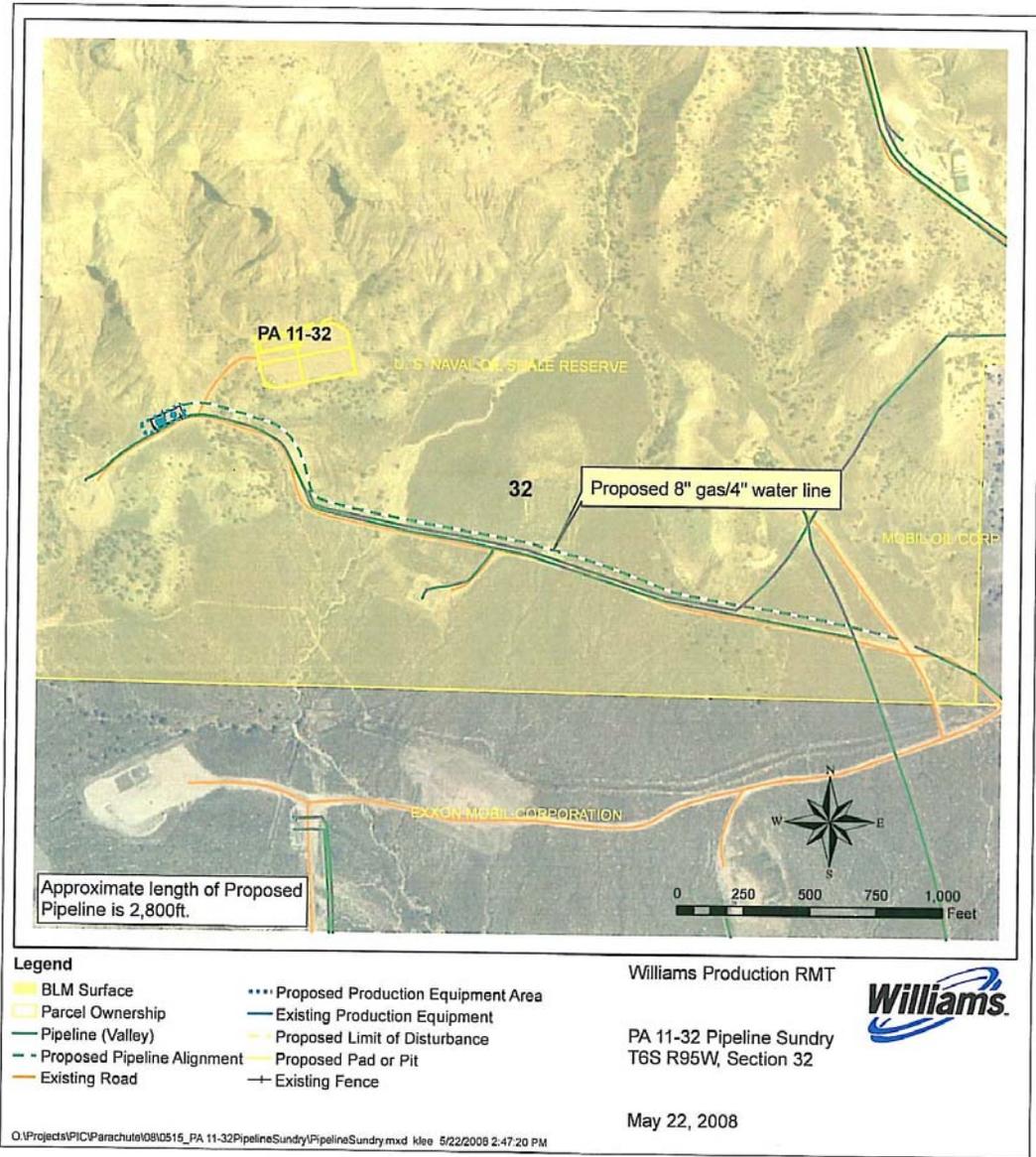


Figure 1. Site Location Map

Table 1. Lease Stipulations and Lease Notices, Federal Lease COC62162 (1999)

Description of Lands	Stipulations
Sec. 32: N2NE, SWNE, NW	<p>Controlled Surface Use (CSU): VRM Class II Areas: Protection may include special design requirements, relocation of operations by more than 200 meters, and other measures to retain overall landscape character. Such measures would be designed to blend the disturbance in with the natural landscape so that it does not attract attention from KOPs.</p>
Sec. 32: N2NE, SWNE, NW	<p>CSU: Erosive Soil and Slopes > 30%: Special design, construction, operation and reclamation measures will be required to limit the amount of surface disturbance, reduce erosion potential, maintain site stability and productivity, and insure successful reclamation in identified areas of highly erosive soils of slopes greater than 30%. Highly erosive soils in the “severe” and “very severe” classes – NRCS mapping. Areas identified in the RMP are included (Erosion hazard areas and water quality management areas).</p> <p>The SUPO of the APD for wells on erosive soils or slopes >30% MUST include specific measures to comply with the GSRA Reclamation policy, such as stabilizing the site to prevent settling, slumping, and highwall [cutslope] degradation, and controlling erosion to protect the site and adjacent areas from accelerated erosion and sedimentation and siltation of nearby surface waters.</p> <p>Specific performance objectives for the plan include:</p> <ul style="list-style-type: none"> • Limitation of disturbance to 3.0 acres for pad • Limitation of interim “in use” area to 0.5 acres; and • Maximizing area of interim reclamation that is shaped to a grade of 3:1 (h:v) or less; any planned highwall [cut slope] must be demonstrated to be safe and stable and include enhanced reclamation and erosion prevention measures as needed. <p>Operator must submit evaluation of site’s reclamation potential based on problematic characteristics of the site (slope, aspect, vegetation, depth of soils, soil salinity and alkali content)</p> <p>[Other special measures are included.]</p>
Sec. 32: N2NE, SWNE, NW	<p>Timing Limitation: No surface use (does not apply to operation and maintenance of production facilities) from December 1 to April 30 for the purpose of protecting Big Game Winter Habitat (Mule Deer, Elk, Pronghorn Antelope and Bighorn sheep) which includes severe big game winter range and other high value winter habitat as mapped by CDOW.</p>
Sec. 32: NWNE, N2NW, SWNW	<p>No Surface Occupancy (NSO): Steep Slopes: To maintain site stability and site productivity, on slopes greater than 50% (does not apply to pipelines).</p> <p>Exception criteria: If lessee demonstrates that operations can be conducted w/o causing unacceptable impacts and that less restrictive measures will protect the public interest, an exception may be approved by the authorized officer. A request must include an engineering plan and reclamation plan which provides a high level of certainty that such operations can be conducted consistent with the objectives of the GSRA Reclamation policy. Must demonstrate previous success with reclamation in similar sites.</p>
Sec. 32: W2NW	<p>NSO: I-70 Viewshed on Slopes Steeper than 30%.</p> <p>Exception Criteria: An exception would be granted if protective measures can be designed to accomplish VRM Class II objectives.</p>

<p>Sec. 32: SWNW</p>	<p>NSO: Wetland and Riparian Zones: For the purpose of protecting riparian and wetland zones, activities associated with oil and gas exploration and development, including roads, transmission lines and storage facilities are restricted to an area beyond the outer edge of the riparian vegetation.</p>
<p>ALL LANDS within lease</p>	<p>Lease Notice (LN): Within high value or crucial big game winter range, the operator is required to implement specific measures to reduce impacts of oil and gas operations on wildlife and their habitat. Such measures shall be developed in concert with BLM during the preparation of the EA. May include completion of habitat improvement projects designed to replace habitat lost through construction; reduction of human disturbance; using telemetry to collect well data; and access well site locations during times of day when wildlife is not likely to be present. Measures to reduce impacts would generally be considered when well [pad] density exceeds four wells [pads] per 640 acres, or when road density exceeds 3 miles per 640 acres.</p>
<p>ALL LANDS within lease</p>	<p>Special design and construction may be required in order to minimize visual impacts of drilling activities within 5 miles of all communities or populations centers throughout the GSRA, major BLM or County roads and State or Federal highways.</p>

SURFACE USE CONDITIONS OF APPROVAL

The following standard surface use COAs are in addition to all stipulations attached to the respective Federal leases and to any site-specific COAs for individual well pads. Wording and numbering of these COAs may differ from those included in the original NEPA document in which the construction of this pad was analyzed (Wheeler to Webster GAP 2002, 2005). In cases of discrepancies, the following COAs supersede earlier versions.

1. Administrative Notification. The operator shall notify the BLM representative at least 48 hours prior to initiation of construction.
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 4 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 authorized officer.
3. Dust Abatement. The operator shall implement dust abatement measures as needed or directed by the BLM authorized officer. The level and type of treatment (watering or application of various dust agents, surfactants, and road surfacing material) may be changed in intensity and must be approved by the BLM authorized officer. Dust control is needed to prevent heavy plumes of dust from road use that create safety problems and disperses heavy amounts of particulate matter on adjacent vegetation.
4. 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 and shall consist of either a piped stream diversion or the use of a coffer dam 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 18 inches. Contact Jeff O'Connell, Glenwood Springs Energy Office Hydrologist, at 970-947-5215 or jeffrey_o'connell@blm.gov. 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 recommends designing drainage crossings for the 100-year event. Contact Sue Nall at 970-243-1199 x16 or susan.nall@usace.army.mil.

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.

5. Jurisdictional Waters of the U.S. The operator shall obtain appropriate permits from the U.S. Army Corps of Engineers 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 Sue Nall, Regulatory Specialist,

Colorado/Gunnison Basin Regulatory Office, U.S. Army Corps of Engineers, at 970-243-1199 x16 or susan.nall@usace.army.mil.

6. Wetlands and Riparian Zones. The operator shall restore temporarily disturbed wetlands or riparian areas. The operator shall consult with the BLM Glenwood Springs Energy Office to determine appropriate mitigation, including verification of native plant species to be used in restoration. Contact Jeff O'Connell, Glenwood Springs Energy Office Hydrologist, at 970-947-5215 or jeffrey_o'connell@blm.gov.
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). The specific measures described below shall be followed during interim reclamation of disturbed surfaces associated with well pads, access roads, and pipelines. These measures, except seedbed preparation, shall also apply to temporary reclamation of topsoil storage piles and surfaces that are subject to interim reclamation but not scheduled to undergo interim reclamation until more than 1 year has elapsed following the surface disturbance.
 - a. Seedbed Preparation. For interim reclamation, all slopes shall be reshaped prior to seedbed preparation. Initial seedbed preparation shall consist of backfilling, leveling, and ripping all areas to be seeded. Ripping shall be 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. The ripped surfaces shall be smoothed to the final contour and 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 one day before seeding to break up any crust that has formed.

Final seedbed preparation in areas for which no topsoil is available shall include discing of the ripped surfaces to smooth the coarse clods, furrows, and windrows. Discing shall be to a depth of 4 to 6 inches and shall be conducted in two passes in perpendicular directions, with the final pass along the contour (across the slope). If more than one season has elapsed between discing and seeding, and if the area is to be broadcast-seeded or hydroseeded, the area shall be scarified (raked or harrowed) no more than one day prior to seeding to break up any crust that has formed.

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

Requests for use of soil amendments, including basic product information, shall be submitted to the BLM for approval.

- b. Seed Mixes. Selection of seed to be used in temporary or interim reclamation shall comply with the menu-based seed mixes in the letter provided to oil and gas operators dated April 16, 2007. 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 noxious, prohibited, or restricted weed seeds and shall contain no more than 0.5 percent by weight of other weed seeds. Seed may contain up to 2.0 percent 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 supplied to the BLM Glenwood Springs Energy Office Ecologist (Beth Brenneman, 970-947-5232 or beth_brenneman@blm.gov) 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.

Note that temporary reclamation allows use of a seed mix containing sterile hybrid non-native annual species in addition to native perennial species. For both temporary and interim reclamation, the BLM seed mixes no longer include forbs (broadleaf herbaceous species) or shrubs.

- c. Seeding Procedures. Seeding shall be conducted no more than 24 hours following completion of final seedbed preparation. 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 Attachments 1 and 2 of the letter provided to operators dated April 16, 2007).

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. Hydroseeding and hydromulching may be used in temporary reclamation or in areas where drill-seeding or broadcast-seeding/raking are impracticable. Hydroseeding and hydromulching must 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. Requirements for reseeding of unsuccessful temporary reclamation will be considered on a case-by-case basis.

- d. Mulch. Mulch shall be applied within 24 hours following completion of seeding. In areas of interim reclamation that used drill-seeding or broadcast-seeding/raking, mulch shall consist of crimping certified weed-free straw or certified weed-free native grass hay into the soil. Hydromulching may be used in areas of interim reclamation where crimping is impracticable, in areas of interim reclamation that were hydroseeded, and in areas of temporary reclamation regardless of seeding method.

NOTE: As an exception to this provision, mulch is not required in areas where erosion potential mandates use of a biodegradable erosion-control blanket (straw matting).

- e. 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 authorized officer. Biodegradable straw matting, bales or wattles of weed-free straw or weed-free native grass hay, or well-anchored fabric silt fence shall be used on cut-and-fill slopes and along drainages to protect against soil erosion. Additional BMPs shall be employed as necessary to reduce erosion and offsite transport of sediment.
- f. 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 will be considered firmly established when at least 50 percent of the new plants are producing seed. The authorized officer will approve the type of fencing.
- g. Monitoring. The operator shall conduct annual monitoring surveys of reclaimed areas and shall submit an annual monitoring report to the authorized officer 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 authorized officer.

- h. Deadline for Temporary and Interim Reclamation. The operator will be allowed to construct the well pad to the maximum expected pad size necessary to drill and complete the number of wells proposed for this location. After 1 year from spudding the initial well, or 1 year after spudding any successive well(s), the operator shall implement and complete the standard interim reclamation practices identified above OR submit proposed best management practices to be approved by the authorized officer that would be implemented on the “open” pad to control stormwater runoff, weed control, wildlife protection, dust abatement, and/or visual resource management. Areas subject to interim reclamation but scheduled to remain in a disturbed condition for more than 1 year shall undergo temporary reclamation, as described above. Contact Beth Brenneman, Glenwood Springs Energy Office Ecologist, at 970-947-5232 or beth_brenneman@blm.gov.
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 Energy 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 shall be submitted by **December 31**. Contact Beth Brenneman, Glenwood Springs Energy Office Ecologist, at 970-947-5232 or beth_brenneman@blm.gov.
9. Big Game Winter Range Timing Limitation. To minimize impacts to wintering big game, no construction, drilling or completion activities shall occur during the Timing Limitation (TL) from **December 1 to April 30** annually (see Federal Lease COC62162). To further reduce impacts to wintering big game, remote sensing should be used for production monitoring, and unavoidable monitoring or maintenance activities should be conducted between 9 a.m. and 3 p.m., to the extent practicable. These additional recommendations apply to the period from December 1 to April 30. Contact Jeff Cook, Glenwood Springs Energy Office Wildlife Biologist, at 970-947-5231 or jeffrey_cook@blm.gov.
10. Raptor Nesting. To protect nesting raptors, a survey shall be conducted prior to construction and drilling activities that are to be initiated during the raptor nesting season (February 1 to August 15). The survey shall include all potential nesting habitat within 0.25 mile of proposed well pads and 0.125 mile of any access roads, pipeline, or other surface facilities. Results of the survey shall be submitted to the BLM. Contact Jeff Cook, Glenwood Springs Energy Office Wildlife Biologist, at 970-947-5231 or jeffrey_cook@blm.gov. If a raptor nest is located within the buffer widths specified above, a 60-day Timing Limitation (TL) shall be applied to prohibit initiation of construction and drilling activities [subject to site-specific adjustment by BLM based on factors such as visual screening and the type, timing, and duration of the proposed action]. The dates of this TL will be based on the particular species of raptor.
11. Migratory Birds. 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. Contact Creed Clayton, USFWS Biologist assigned to the Glenwood Springs Energy Office, at 970-947-5219 or creed_clayton@fws.gov. Under the MBTA, “take” means to harass, harm, pursue, hunt, shoot, wound, kill, trap, capture, or collect, or to attempt to engage in any such conduct. The operator shall prevent use by migratory birds of reserve pits, produced water pits, and evaporation pits, that store or are expected to store fluids which may pose a risk to such birds (e.g., migratory waterfowl, shorebirds, wading birds, and raptors) during completion and after completion activities have ceased. Several established methods to prevent bird access are known to work. Methods may include but are not limited to netting, the use of bird-balls, or other alternative methods that effectively prevent bird access/use. Regardless of the method used, it should be applied within 24 hours after completion

activities have begun. All mortality or injury to species protected by the Migratory Bird Treaty Act shall be reported immediately to the BLM project lead.

12. Birds of Conservation Concern: Pursuant to BLM Instruction Memorandum 2008-050, all surface-disturbing activities are prohibited from May 1 to June 30 to reduce impacts to Birds of Conservation Concern (BCC). An exception to this COA will be granted if nesting surveys conducted no more than one week prior to surface-disturbing activities indicate that no BCC species are nesting or otherwise present within 10 meters of the area to be disturbed. 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. Contact Jeff Cook, Glenwood Springs Energy Office Wildlife Biologist, at 970-947-5231 or jeffrey_cook@blm.gov).
13. Range Management. Range improvements (fences, gates, reservoirs, pipelines, etc) shall be avoided during development of natural gas resources to the maximum extent possible. If range improvements are damaged during exploration and development, the operator will be responsible for repairing or replacing the damaged range improvements. If a new or improved access road bisects an existing livestock fence, steel frame gate(s) or a cattleguard with associated bypass gate shall be installed across the roadway to control grazing livestock.
14. Paleontological 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 authorized officer of the findings. The discovery must be protected until notified to proceed by the BLM authorized officer.

Where feasible, the operator shall suspend ground-disturbing activities at the discovery site and immediately notify the BLM authorized officer of any finds. The BLM authorized officer will, 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 will be subject to prosecution.

Pursuant to 43 CFR 10.4(g), the BLM authorized officer 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 authorized officer 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 authorized officer 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 authorized officer. Approval to proceed will be based upon evaluation of the resource. Evaluation shall be by a qualified professional selected by the BLM authorized officer

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 authorized officer will inform the operator as to:

- whether the materials appear eligible for the National Register of Historic Places
- what mitigation measures the holder will likely have to undertake before the site can be used (assuming that *in-situ* preservation is not necessary)
- the timeframe for the BLM authorized officer 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 authorized officer 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 authorized officer will provide technical and procedural guidelines for relocation and/or to conduct mitigation. Upon verification from the BLM authorized officer that the required mitigation has been completed, the operator will 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).

SITE-SPECIFIC COAs APPLICABLE TO PA 11-32

1. There shall be no new disturbance to either the drainage on the northeast corner of the pad or the drainage adjacent to the access road. The updated plats submitted to BLM on March 20, 2008, reflect these changes and are attached to the approved APDs for the new wells on the existing PA 11-32 pad.