

CONTINGENCY PLAN
INADVERTENT RELEASE PREVENTION AND RESPONSE
PLAN FOR
NON-HAZARDOUS DRILLING FLUID



A DIVISION OF MICHELS CORPORATION

HORIZONTAL DIRECTIONAL DRILLING

DAKOTA ACCESS PIPELINE PROJECT
SOUTH DAKOTA CROSSINGS

26 May 2016

**Michels Contingency Plan
For
Inadvertent Release of Non-Hazardous Drilling Fluid**

Michels Directional Crossings has been contracted to provide Horizontal Directional Drilling (HDD) services by Michels Pipeline on (9) HDD crossings in South Dakota on the Dakota Access Pipeline Project. The nine crossings consist of installation of 30" steel pipe on the following crossings:

Crossing Name	City//County Location	Mile Post	HDD PIPE LENGTH
Big Sioux River	Lincoln County, SD and Lyan County, IA	MP 485.75	2408'
Lewis and Clark	Lincoln County, SD	MP 467.00	1407'
Vermillion River	Lake County, SD	MP 418.65	1409'
200th Street & Creek	Beadle County, SD	MP 369.62	1778'
James River	Beadle County, SD	MP 349.73	4444'
MP 304 Wetland	Faulk County, SD	MP 311.45	1277'
MP 331 Wetland	Spink County, SD	MP 331.00	1364'
MP 359 Wetland	Beadle County, SD	MP 359.00	1507'
Turtle Creek	Spink County, SD	MP 324.29	1509'

I. DRILLING FLUID PLAN

Essential to any successful HDD process is the selection and proper utilization of drilling fluid which is made up of primarily water and bentonite (de-hydrated clay) having pH values between 8 and 10. Bentonite is a naturally occurring, non-toxic, inert substance that meets NSF/ANSI-60 Drinking Water Additive Standards and is frequently used for drilling potable water wells. Therefore, the ecological and environmental impacts of an inadvertent release of drilling fluid into a water body is a temporary increase in local turbidity until the drilling fluid dissipates with the water current or settles out.

Bentonite serves many notable purposes in the HDD process, which includes but is not limited to:

- 1) Cleans the drilled cuttings from the bore hole and cools the drilling tools,
- 2) Transports cuttings to the surface for recycling,
- 3) Aids in stabilizing formations by supplying a cohesive nature to the surrounding geological formation and preventing fluid loss from the bore hole,
- 4) Provides lubrication for the drill string and downhole assembly, which reduces friction forces at the formation,
- 5) Drives a down-hole drill motor for rock drilling,
- 6) Provides hydrostatic fluid pressure in the bore hole to offset ground formation pressures.

Drilling fluid is composed of a carrier fluid and solids. The selected carrier fluid for this crossing consists of water (approximately 96%) and an inorganic, bentonite clay (approximately 4%). Michels has access to several different brands of bentonite. The selection of which brand to use is typically based on price, availability and proximity to the proposed drill site. The following brands all have similar characteristics providing the same results as listed above.

ATTACHMENT Potential Bentonite Brands - MSDS

- Max Gel
- Super-Gel X
- Bara-Kade

The bentonite will be mixed in a mud mixing tank of up to 5,000 gallons, depending on mud rig size, in accordance with manufacturer's recommendation. Approximately 15 to 20 pounds of powder bentonite will be mixed with 100 gallons of water (*Mud Composition*), and will be used throughout the entire drilling process to establish and maintain optimum drilling fluid properties. Michels maintains fluid performance through the daily sampling, testing and recording of fluid properties during drilling operations. This provides Michels' Mud Technician the information to make educated recommendations regarding maintenance of efficient drilling fluid rheology consistent with hole-stabilization and the limiting of inadvertent surface returns. Following is one of the tables used as a guideline by the Mud Technician referencing recommended fluid consistencies targeted during typical testing. Consistencies of powder and water are varied to achieve these recommended viscosities.

Targeted Drilling Fluid Viscosities Recommended	
Sand	60-80 Viscosity
Silt	50-70 Viscosity
Clay	40-50 Viscosity
Rock	60-80 Viscosity
Gravel	70-90 Viscosity

Once the drilling fluid is thoroughly mixed to an acceptable consistency, it is pumped from the mud tank to the back end of the drill rig. From here it is injected under high pressure through the drill stem at a rate of between 300 to 800 gpm to the apex of the drill head. The spent drill fluid with mixed cuttings maintains a return flow back along the annular space created between

the drill stem and the formation wall. Drill fluid returns to the entry pit where it is pumped by a 26hp submersible pump to the fluid recycle and processing system.

The first phase of the fluid processing system displaces solid returns at the shakers. Heavy solids are sifted out by a shaker with screens and deposited into a containment pit, from where they will be transported by dump truck to a site for disposal. The scalped cuttings containing medium fines and re-useable drilling fluid are pumped to the next phase of processing, which takes place at the desilter/mud cleaning unit. The heavier cuttings are again processed out for disposal while the recycled drilling fluid is pumped back and re-used in the drilling process.

II. PREVENTION - CONTAINMENT – COMMUNICATION - CONTROL

Prevention

Best management practices are utilized for spill prevention, containment and control. Containment of drilling fluids will be attained through various precautions implemented prior to positioning the major pieces of equipment on the proposed sites. Configuration considerations are made for site geology, topography, and storm water management and erosion control.

Preventative training is conducted periodically; Michels' personnel are required to undergo pre-construction training to discuss preemptive measures and early response procedures and techniques specific to this project as identified below. This training introduces Michels' personnel to the appropriate chain of communication leading up to suspending of drilling operations should that action become necessary.

The following topics will be addressed during the training session:

- Preventative Methods to Invoke Prior to and During Construction;
- Details of the Spill Plan and Inadvertent Return Contingency Plan;
- Environmental Protection;
- Mitigative Resources Available at the site for Environmental Protection;
- Site Specific Permit Conditions;
- Monitoring of HDD operations (Recognize the Potential Areas of Inadvertent Release/Spill);
- Chain of Authority and Responsibility;
- Chain of Communication;
- List of Contact names and phone numbers of governing agencies to be posted;
- Incidents that must be reported and the person to report them to,

Michels drilling personnel are trained in the safe handling and use of drill fluids and materials associated with directional drilling. Every drill project has a designated supervisory person responsible for implementation and execution of environmental policy, safety monitoring and reports, and implementation of mitigation plans. The Project Supervisor is well-versed in the written procedures and policy maintained and is responsible for carrying them out.

Depending on the topography, the drill site is generally graded flat over an area the size and configuration of which will accommodate the drill rig and ancillary equipment. The grade of the work area aids in preventing rapid runoff and provides a safe and level work area. Grading may

also be required at the drill exit location depending on the equipment required for the installation. Drilling fluid supplied for the project is stored on-site in an area of safe containment. Containment barriers are positioned at various pieces of drilling equipment in the unlikely event of a spill during re-fueling, lubrication or equipment operation. Consistent monitoring is employed by Michels' personnel during handling, storage and transportation of fuels and lubricating oils.

At the entrance site, a pit is excavated to the approximate dimensions of 6'L x 6'W x 4'D for containment and processing of drilling returns. The exit sump pit will also be excavated to the approximate dimensions of 6'L x 6'W x 4'D to contain drilling fluids for re-cycle and re-circulation into the mud system.

Prevention of accidental spills of drilling fluid during HDD operations in the following areas is accomplished by the following actions. The responsible person follows proper protocol and established procedures for their particular job assignment:

Area of Potential Spill	Personnel	Preventative Action
Mud Containment Pits: <i>Potential Overflow -</i> Located at excavated entry & exit areas.	Driller: Closely monitor fluid returns in the drill entry pit in view of the drill survey trailer to maintain appropriate levels.	Response: Contain Area. If fluid level becomes high, run pump continuously in pit until safe level is achieved. Add multiple pumps if required.
Hoses: <i>Possible Leaks -</i> At the connection between tanks & sump pumps.	Mud Technician: Inspects hose connections every day for leaks & wear, maintains a full stock of replacement parts in the supply trailer.	Response: Contain Area. Repair leaks and replace worn out hoses and parts.
Containment Tanks: <i>Potential Overflow or Leak -</i> Soil separation, cutting containment and solids control tanks.	Mud Technician: Continuously observes & controls fluid levels & flow from a birds-eye view located on top deck of mud mixing/soil separation rig.	Response: Contain Area. If solid control tanks reach overflow point, pump down to manageable level. May have to pump excess fluid/cuttings to vac truck or other storage tank. Maintain exterior valves.
Frac Tanks: <i>Potential Overflow or Leak -</i> At temporary holding tank for drill cuttings and fluids. At exterior valve location	Mud Technician: Continuously observe levels and flow from a birds-eye view located on top deck of mud mixing/soil separation rig.	Response: Contain Area. If solid control tanks reach overflow point, pump down to manageable level. May have to pump excess fluid/cuttings to vac truck or other storage tank. Maintain exterior valves.
Vac Trucks/Dump Trucks: <i>Possible Leak or Release-</i> At valve location or worn	Vac Truck Driver: Maintain equipment in proper working order and follow specific	Response: Contain Area. If solid control tanks reach overflow point, pump down

hose.	guidelines in operation of vacuum and valves.	to manageable level. May have to pump excess fluid/cuttings to vac truck
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Note: All drilling personnel are trained in awareness of surroundings for observing and mitigating potential problems with equipment in the effort to avoid spills.

Containment

One of the main components in the containment and control of surface discharge is Michels' employee's early detection and quick response. Michels' Directional Drilling personnel follow an established monitoring procedure listed in the accompanying text, which will be invoked by the Drilling Superintendent in the event drilling fluid is being noticeably lost from the bore-hole. Technology and mitigative efforts employed by Michels are the most current and accepted methods in the industry today (BACT). They take into account both personnel safety and preservation of the environment.

Michels uses an environmentally safe drilling fluid and drilling techniques that are proven to minimize the potential for adverse impact due to installation by directional drilling. The only potentially negative impact that directional drilling could have on the environment would be the inadvertent loss of drilling fluid from the bore-hole and its subsequent migration into sensitive areas. Such losses generally occur due to extreme porosity of the subsurface strata combined with gravitational and frictional forces that become greater than the ability of the drill fluid to return uphole to the excavated entry/exit pit. The use of conductor casing for the longer crossings helps eliminate the chance of the hole plugging off near the surface.

The use of drilling fluid is essential for successful completion of the drilled crossing; there is no alternative. Implementing Michels' Prevention, Containment and Control procedures will ensure that every effort will be made within the limitations of available construction technology to prevent or react to a spill or inadvertent loss of drilling fluid with full intention of minimizing adverse environmental impact.

Loss of drilling returns is a common occurrence during drilling operations. It does not necessarily indicate that the drilling fluid is being inadvertently released to the surface or impacting the environment.

Inadvertent Release Response & Control

The absence of an open bore-hole conduit or the presence of a major formation fracture can lead to partial and potentially total loss of drilling fluid circulation. While it is impossible to determine the precise nature of this type of fluid loss, it is possible to accurately monitor for it by watching for a significant difference between the rates the fluid is being pumped down-hole and the rate it returns to the surface. The drilling fluid pumping rate and the rate of drilling fluid return to the surface is constantly monitored by the driller while the drilling is progressing. The driller will know immediately if an unusually high volume of drilling fluid is being lost down-hole, depending on the ground conditions encountered in the crossing and taking into account the volume used to fill the bore-hole. Should the driller believe that circulation is being completely lost he will implement the following procedures (Response time to be immediate):

:

- 1) Temporarily cease drilling operations, including pump shut down;
- 2) Dispatch experienced observers as required to monitor the area in the vicinity of the crossing, for inadvertent returns of drilling fluid at the surface or in the river;
- 3) Identify the position of the drill head in relation to the point of entry
- 4) Re-start the pump and stroke the bore-hole up and down in stroke lengths up to 30 feet up to 6 times but no fewer than 2 in an effort to size the bore-hole annulus and re-open the circulation pathway.

In addition, the thixotropic properties of the drilling fluid may be thickened within the guidelines set forth by the manufacturer to aid in re-establishing circulation as required depending on bore-hole conditions. Observers will continuously monitor for inadvertent fluid returns as long as the pump remains on. Occasionally, based on the driller's discretion, it may be useful to increase the stroke length up to 90 feet or past the point at which he believes circulation was lost.

If circulation is re-established, drilling will proceed as usual and monitoring for inadvertent fluid will take place once again if the rate of drilling returns progressively decreases at the fluid entry pit. If circulation is not re-established, monitoring for inadvertent fluid returns to the ground surface and river will continue and drilling will proceed.

If the amount of inadvertent returns is not great enough to allow practical collection, the affected area will be diluted with fresh water and allowed to dry and dissipate naturally back into the earth. If the amount of returns exceeds that which can be suitably contained with hand placed containment barriers, small collection sumps (less than 3.8 cubic meters) will be used to pump fluid back to the solids control system.

When drilling fluid returns are observed to be continuously surfacing above ground at an accessible location the following procedure will be followed (Response time to be immediate upon detection of fluid returns):

- 1) Immediately cease pumping of drilling fluid;
- 2) Contain the location such that the drilling fluid cannot migrate across the ground surface;

Materials and equipment used for containment:

- Straw Bales (both east and west sides);
- Silt Fence(both east and west sides);
- Check Dams(both east and west sides);
- Backhoe for Accessible Areas(both east and west sides);
- Shovels(both east and west sides);
- Portable Pumps (both east and west sides);
- 100 feet of Hose (both east and west sides);
- Vac-Truck (east or west side).

- 3) Excavate a small sump pit at the location and provide a means for the fluid to be returned to either the drilling operations or a disposal site (i.e. pump through hose or into tanker);
- 4) Notify on-site contractor supervisor and Owner representative as required;
- 5) Continue drilling operations, maintain the integrity of the containment measures, and monitor the fluid returns as required to ensure that no surface migration occurs;
- 6) Clean-up is carried out once inadvertent returns are contained/controlled;
 - Fluid pumped to a secure containment vessel;
 - Area is diluted with water;
 - Area is restored to original condition.

If inadvertent drilling fluid returns are observed to be surfacing above-ground at a location that is inaccessible, i.e. along the bed of a water body, or, into the water, the following procedures will be followed:

- 1) Ensure that all reasonable measures within the limitations of the technology have been taken to re-establish circulation;
- 2) Continue drilling with the minimum amount of drilling fluid required to penetrate the formation and successfully install the product line.

Typically lost circulation has the highest probability of occurring while the pilot hole is being drilled due to the smaller bore-hole annulus and the relatively large volume of solids being displaced and carried out in the drilling fluid. In the course of drilling the pilot hole, circulation will often be temporarily lost as the pilot bit is advanced through more permeable or less competent sections of the ground formation when fluid pressures are at a maximum. As the pilot bit advances beyond these sections of the bore-hole fluid pressure will fall and circulation within the bore-hole will naturally be re-established. Much of the fluid lost to the formation under the greater pressures will return back to the bore-hole as the pressures fall, in which case the drilling fluid is not likely to migrate to the surface or the river. It is also possible for the drilling fluid to leave the bore-hole and migrate in a direction other than the ground surface or the wetland, in which case it may never be observed even if circulation is lost for long periods of time.

It should be noted that frequently drill cuttings generated as a result of the drilling process will naturally bridge and subsequently seal fractures or voids as drilling progresses, thus providing another means of re-establishing circulation. This is especially likely during the reaming process as higher volumes of larger cuttings are typically generated. Therefore it is usually beneficial to proceed with the pilot hole even if circulation has not been re-established since it will likely be re-established at some point during the reaming process.

The use of an environmentally safe drilling fluid ensures that even in the unlikely event of fluid loss at sensitive areas, there will be no adverse environmental impact other than a temporary minor increase in turbidity until the drilling fluid dissipates. It is important to note that any

temporary increase in turbidity as a result of inadvertent drilling fluid loss while directional drilling the crossing will be several orders of magnitude less than that of an open-cut crossing.

The above plan shall be followed in the event of an inadvertent return. If an inadvertent return event occurs, Dakota Access Pipeline shall notify the Commission and all government agencies including but not limited to SDDENR as required by the plan and state and federal law.



ATTACHMENT

BENTONITE BRANDS PRODUCT DATA SHEETS





Certified to
ANSI/NSF 60

MAX GEL™

MAX GEL viscosifier is a premium Wyoming bentonite blended with special extenders producing a viscosifier that will yield more than twice as much viscosity as regular Wyoming bentonite. MAX GEL is a high-yielding, easily mixed, superior mud making bentonite in fresh water.

APPLICATIONS

MAX GEL is used in the following applications to rapidly build mud viscosity and provide superior hole cleaning, as well as to help control lost circulation, formation sloughing and promote hole stability in unconsolidated formations.

- Potable water wells
- Mineral exploration (coring and rotary drilling)
- Horizontal directional drilling
- Blast holes
- Shaft drilling
- Monitor / observation wells
- Gel-foam air drilling applications

ADVANTAGES

- Yields more quickly than API-standard bentonite
- Non-toxic and proven suitable for use in drilling potable water wells
- Increased penetration rates are exhibited due to lower solids content than regular bentonite systems
- Transportation and storage costs are reduced due to lower treatment requirements as compared to bentonite

TYPICAL AMOUNTS OF MAX GEL ADDITIONS ADDED TO FRESH WATER

Drilling Application/Desired Results	lb/100gal	lb/bbl	kg/m3
Normal drilling	15 - 25	6 - 11	15 - 30
In gravel or other poorly consolidated formation	25 - 40	12 - 18	35 - 50
Lost circulation control	35 - 45	15 - 20	40 - 45
Added to freshwater mud to improve hole cleaning properties, increase hole stability and develop filter cakes	5 - 10	2 - 5	6 - 14

LIMITATIONS

- Loses effectiveness in water containing >7500 mg/l sodium chloride / 240 mg/l calcium
- If dispersants or thinners are to be used, they should be added sparingly, using 50% or less of the normal treatment

TYPICAL PHYSICAL PROPERTIES

Physical appearance..... Light tan / gray – green powder
Specific gravity 2.3 - 2.5
Approximate yield 220 bbl/ton

TOXICITY AND HANDLING

Bioassay information available upon request. No special requirements are necessary for handling and storage. Avoid inhalation of dust. A dust respirator and goggles are recommended if mixing in an enclosed area.

PACKAGING AND STORAGE

MAX GEL is packaged in 50 lb. (22.7-kg), multi-wall, paper sacks and is available in bulk. Store in a dry location (slip hazard when wet) and minimize dust (use dust-less systems for handling, storage and cleanup).

MATERIAL SAFETY DATA SHEET

MAX GEL

1. CHEMICAL PRODUCT AND COMPANY IDENTIFICATION

TRADE NAME: MAX GEL

OTHER NAME: Bentonite

CHEMICAL CLASS: Naturally occurring mineral.

APPLICATIONS: Oil well drilling fluid additive. Viscosifier.

EMERGENCY TELEPHONE: 281-561-1600

SUPPLIER: Supplied by a Business Unit of
M-I L.L.C.
P.O. Box 42842, Houston, Texas 77242-2842
See cover sheet for local supplier.

TELEPHONE: 281-561-1509

FAX: 281-561-7240

CONTACT PERSON: Sam Hoskin - Manager, Occupational Health

2. COMPOSITION, INFORMATION ON INGREDIENTS

INGREDIENT NAME:	CAS No.:	CONTENTS :	EPA RQ:	TPQ:
Silica, crystalline, quartz	14808-60-7	2-15 %		
Bentonite	1302-78-9	70-95 %		
Silica, crystalline, Cristobalite	14464-46-1	2-12 %		
Silica, crystalline, Tridymite	15468-32-3	1-5 %		
Gypsum	13397-24-5	0-1 %		

3. HAZARDS IDENTIFICATION

EMERGENCY OVERVIEW:

CAUTION! MAY CAUSE EYE, SKIN AND RESPIRATORY TRACT IRRITATION. Avoid contact with eyes, skin and clothing. Avoid breathing airborne product. Keep container closed. Use with adequate ventilation. Wash thoroughly after handling.

This product is a/an gray to tan powder. Slippery when wet. No significant immediate hazards for emergency response personnel are known.

ACUTE EFFECTS:

HEALTH HAZARDS, GENERAL:

Particulates may cause mechanical irritation to the eyes, nose, throat and lungs. Particulate inhalation may lead to pulmonary fibrosis, chronic bronchitis, emphysema and bronchial asthma. Dermatitis and asthma may result from short contact periods.

INHALATION: May be irritating to the respiratory tract if inhaled.

INGESTION: May cause gastric distress, nausea and vomiting if ingested.

SKIN: May be irritating to the skin.

EYES: May be irritating to the eyes.

CHRONIC EFFECTS:

CARCINOGENICITY:

IARC: Not listed. NTP: Not listed. OSHA: Not regulated.

ATTENTION! CANCER HAZARD. CONTAINS CRYSTALLINE SILICA WHICH CAN CAUSE CANCER. Risk of cancer depends on duration and level of exposure.

IARC Monographs, Vol. 68, 1997, concludes that there is sufficient evidence that inhaled crystalline silica in the form of quartz or cristobalite from occupational sources causes cancer in humans. IARC classification Group 1.

ROUTE OF ENTRY:

Inhalation. Skin and/or eye contact.

TARGET ORGANS:

Respiratory system, lungs. Skin. Eyes.

4. FIRST AID MEASURES

GENERAL: Persons seeking medical attention should carry a copy of this MSDS with them.

INHALATION: Move the exposed person to fresh air at once. Perform artificial respiration if breathing has stopped. Get medical attention.

INGESTION: Drink a couple of glasses water or milk. Do not give victim anything to drink of he is unconscious. Get medical attention.

SKIN: Wash skin thoroughly with soap and water. Remove contaminated clothing. Get medical attention if any discomfort continues.

EYES: Promptly wash eyes with lots of water while lifting the eye lids. Continue to rinse for at least 15 minutes. Get medical attention if any discomfort continues.

5. FIRE FIGHTING MEASURES

AUTO IGNITION TEMP. (?F): N/D

FLAMMABILITY LIMIT - LOWER(%): N/D

FLAMMABILITY LIMIT - UPPER(%): N/D

EXTINGUISHING MEDIA:

This material is not combustible. Use extinguishing media appropriate for surrounding fire.

SPECIAL FIRE FIGHTING PROCEDURES:

No specific fire fighting procedure given.

UNUSUAL FIRE & EXPLOSION HAZARDS:

No unusual fire or explosion hazards noted.

HAZARDOUS COMBUSTION PRODUCTS:

Not relevant.

6. ACCIDENTAL RELEASE MEASURES

PERSONAL PRECAUTIONS:

Wear proper personal protective equipment (see MSDS Section 8).

SPILL CLEAN-UP PROCEDURES:

Avoid generating and spreading of dust. Shovel into dry containers. Cover and move the containers. Flush the area with water. Do not contaminate drainage or waterways. Repackage or recycle if possible.

7. HANDLING AND STORAGE**HANDLING PRECAUTIONS:**

Avoid handling causing generation of dust. Wear full protective clothing for prolonged exposure and/or high concentrations. Eye wash and emergency shower must be available at the work place. Wash hands often and change clothing when needed. Provide good ventilation. Mechanical ventilation or local exhaust ventilation is required.

STORAGE PRECAUTIONS:

Store at moderate temperatures in dry, well ventilated area. Keep in original container.

8. EXPOSURE CONTROLS, PERSONAL PROTECTION

INGREDIENT NAME:	CAS No.:	OSHA PEL:		ACGIH TLV:		OTHER:		UNITS:
		TWA:	STEL:	TWA:	STEL:	TWA:	STEL:	
Silica, crystalline, quartz	14808-60-7	*		0.1				mg/m ³ resp.dust
Bentonite	1302-78-9	5		3				mg/m ³ resp.dust
Silica, crystalline, Cristobalite	14464-46-1	*		0.05				mg/m ³ resp.dust
Silica, crystalline, Tridymite	15468-32-3	*		0.05				mg/m ³ resp.dust
Gypsum	13397-24-5	15						mg/m ³ total dust

INGREDIENT COMMENTS:

* OSHA PELs for Mineral Dusts containing crystalline silica are 10 mg/m³ / (%SiO₂+2) for quartz and 1/2 the calculated quartz value for cristobalite and tridymite.

PROTECTIVE EQUIPMENT:**ENGINEERING CONTROLS:**

Use appropriate engineering controls such as, exhaust ventilation and process enclosure, to reduce air contamination and keep worker exposure below the applicable limits.

VENTILATION: Supply natural or mechanical ventilation adequate to exhaust airborne product and keep exposures below the applicable limits.

RESPIRATORS: Use at least a NIOSH-approved N95 half-mask disposable or reusable particulate respirator. In work environments containing oil mist/aerosol use at least a NIOSH-approved P95 half-mask disposable or reusable particulate respirator. For exposures exceeding 10 x PEL use a NIOSH-approved N100 Particulate Respirator.

PROTECTIVE GLOVES:

Use suitable protective gloves if risk of skin contact.

EYE PROTECTION:

Wear dust resistant safety goggles where there is danger of eye contact.

PROTECTIVE CLOTHING:

Wear appropriate clothing to prevent repeated or prolonged skin contact.

HYGIENIC WORK PRACTICES:

Wash promptly with soap and water if skin becomes contaminated. Change work clothing daily if there is any possibility of contamination.

9. PHYSICAL AND CHEMICAL PROPERTIES

APPEARANCE/PHYSICAL STATE: Powder, dust.
COLOR: Grey. to Tan.
ODOR: Odorless or no characteristic odor.
SOLUBILITY DESCRIPTION: Insoluble in water.
DENSITY/SPECIFIC GRAVITY (g/ml): 2.3-2.6 **TEMPERATURE (?F):** 68
BULK DENSITY: 67 lb/ft³; 1068 kg/m³
VAPOR DENSITY (air=1): N/A
VAPOR PRESSURE: N/A **TEMPERATURE (?F):**

10. STABILITY AND REACTIVITY

STABILITY: Normally stable.

CONDITIONS TO AVOID:
N/A.

HAZARDOUS POLYMERIZATION:
Will not polymerize.

POLYMERIZATION DESCRIPTION:
Not relevant.

MATERIALS TO AVOID:
N/A

HAZARDOUS DECOMPOSITION PRODUCTS:
No specific hazardous decomposition products noted.

11. TOXICOLOGICAL INFORMATION

TOXICOLOGICAL INFORMATION:
No toxicological data is available for this product.

12. ECOLOGICAL INFORMATION

ECOLOGICAL INFORMATION:
Contact M-I Environmental Affairs for ecological information.

13. DISPOSAL CONSIDERATIONS

WASTE MANAGEMENT:
This product does not meet the criteria of a hazardous waste if discarded in its purchased form. Under RCRA, it is the responsibility of the user of the product to determine at the time of disposal, whether the product meets RCRA criteria for hazardous waste. This is because product uses, transformations, mixtures, processes, etc, may render the resulting materials hazardous. Empty containers retain residues. All labeled precautions must be observed.

DISPOSAL METHODS:

Recover and reclaim or recycle, if practical. Should this product become a waste, dispose of in a permitted industrial landfill. Ensure that containers are empty by RCRA criteria prior to disposal in a permitted industrial landfill.

14. TRANSPORT INFORMATION

PRODUCT RQ: N/A

U.S. DOT:
U.S. DOT CLASS: Not regulated.

CANADIAN TRANSPORT:
TDGR CLASS: Not regulated.

SEA TRANSPORT:
IMDG CLASS: Not regulated.

AIR TRANSPORT:
ICAO CLASS: Not regulated.

15. REGULATORY INFORMATION**REGULATORY STATUS OF INGREDIENTS:**

NAME:	CAS No:	TSCA:	CERCLA:	SARA 302:	SARA 313:	DSL(CAN):
Silica, crystalline, quartz	14808-60-7	Yes	No	No	No	Yes
Bentonite	1302-78-9	Yes	No	No	No	Yes
Silica, crystalline, Cristobalite	14464-46-1	Yes	No	No	No	Yes
Silica, crystalline, Tridymite	15468-32-3	Yes	No	No	No	Yes
Gypsum	13397-24-5	Yes	No	No	No	Yes

US FEDERAL REGULATIONS:**WASTE CLASSIFICATION:**

Not a hazardous waste by U.S. RCRA criteria. See Section 13.

REGULATORY STATUS:

This Product or its components, if a mixture, is subject to following regulations (Not meant to be all inclusive - selected regulations represented):

SECTION 313: This product does not contain toxic chemical subject to the reporting requirements of Section 313 of Title III of the Superfund Amendment and Reauthorization Act of 1986 and 40 CFR Part 372.

SARA 311 Categories:

1. Immediate (Acute) Health Effects.
2. Delayed (Chronic) Health Effects.

The components of this product are listed on or are exempt from the following international chemical registries:

TSCA (U.S.)
DSL (Canada)
EINECS (Europe)

STATE REGULATIONS:

STATE REGULATORY STATUS:

This product or its components, if a mixture, is subject to following regulations (Not meant to be all inclusive - selected regulations represented):

None.

PROPOSITION 65: This product contains the following chemical(s) considered by the State of California's Safe Drinking Water and Toxic Enforcement Act of 1986 as causing cancer or reproductive toxicity, and for which warnings are now required: Silica, crystalline

**CANADIAN REGULATIONS:
LABELS FOR SUPPLY:**



REGULATORY STATUS:

This Material Safety Data Sheet has been prepared in compliance with the Controlled Product Regulations.

Canadian WHMIS Classification: D2A - Other Toxic Effects: Very Toxic Material

16. OTHER INFORMATION

NPCA HMIS HAZARD INDEX:

* 1 Slight Hazard

FLAMMABILITY:

0 Minimal Hazard

REACTIVITY:

0 Minimal Hazard

NPCA HMIS PERS. PROTECT. INDEX:

E - Safety Glasses, Gloves, Dust Respirator

USER NOTES:

N/A = Not applicable N/D = Not determined

INFORMATION SOURCES:

OSHA Permissible Exposure Limits, 29 CFR 1910, Subpart Z, Section 1910.1000, Air Contaminants.

ACGIH Threshold Limit Values and Biological Exposure Indices for Chemical Substances and Physical Agents (latest edition).

Sax's Dangerous Properties of Industrial Materials, 9th ed., Lewis, R.J. Sr., (ed.), VNR, New York, New York, (1997).

IARC Monographs on the Evaluation of the Carcinogenic Risk of Chemicals to Humans, Silica, Some Silicates, Coal Dust, and para-Aramid Fibrils, Vol. 68, World Health Organization, Lyon, France, 1997.

Product information provided by the commercial vendor(s).

PREPARED BY:

Sam Hoskin/bb

REVISION No.:

0

MSDS STATUS:

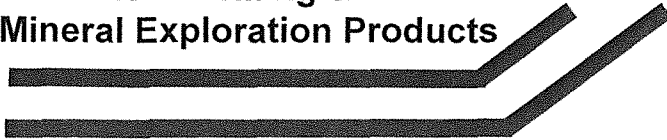
Approved.

DATE:

June 1, 1999

DISCLAIMER:

MSDS furnished independent of product sale. While every effort has been made to accurately describe this product, some of the data are obtained from sources beyond our direct supervision. We cannot make any assertions as to its reliability or completeness; therefore, user may rely on it only at user's risk. We have made no effort to censor or conceal deleterious aspects of this product. Since we cannot anticipate or control the conditions under which this information and product may be used, we make no guarantee that the precautions we have suggested will be adequate for all individuals and/or situations. It is the obligation of each user of this product to comply with the requirements of all applicable laws regarding use and disposal of this product. Additional information will be furnished upon request to assist the user; however, no warranty, either expressed or implied, nor liability of any nature with respect to this product or to the data herein is made or incurred hereunder.



AMERICAN Colloid Company
Water/Mineral Division

Super Gel-X ***High Yield Bentonite***

DESCRIPTION:

- Super Gel-X is a 200 mesh, high viscosity 200-bbl yield, sodium bentonite for use in all freshwater drilling conditions.

RECOMMENDED USE:

- May be used for all types of freshwater mud rotary drilling.

CHARACTERISTICS:

- Highly concentrated for maximum yield.
- Fast and easy mixing.
- Reduces solids and increases lifting power.
- Removes cuttings.
- Cools and lubricates bit.
- Stabilizes bore holes.

**MIXING AND
APPLICATION:**

- Mixing ratios are based on 200-bbl yield material using freshwater. Level of water purity will affect bentonite performance.
- Super Gel-X mixing ratio in lbs. per 100 gallons of water:

Normal conditions	15 to 25 lbs.
Sand and gravel	25 to 35 lbs.
Fluid loss controls	35 to 40 lbs.

PACKAGING:

- 50 pound, multi-wall, non-tear, waterproof bags, 48 bags per pallet, and all pallets are stretch-wrapped.



MATERIAL SAFETY DATA SHEET

May be used to comply with OSHA's Hazard Communication Standard, 29 CFR 1910.1200.
 Standard must be consulted for specific requirements.

69101/69101

Page 1 of 3

PRODUCT NAME: SUPER GEL-X™

Section I MANUFACTURER'S INFORMATION

MANUFACTURER'S NAME & ADDRESS:

Date Prepared: June 1, 2002

CETCO – Drilling Products Group
 1500 West Shure Drive
 Arlington Heights, IL 60004

Telephone Number: 847-392-5800 Fax 847-506.6150
EMERGENCY CONTACT: CHEMTREC 800-424-9300
E-mail: www.cetco.com

Section II HAZARDOUS INGREDIENTS/IDENTITY INFORMATION

HAZARDOUS COMPONENTS:

(Specific Chemical Identity; Common Name(s))	OSHA PEL	ACGIH TLV	Other Limits Recommended*	% (optional)
Crystalline Quartz: CAS# 14808-60-7			NIOSH 50 ug/m ³	< 6% < 2%
Respirable Crystalline Quartz:				
Present (TWA)	0.1 mg/m ³	0.1 mg/m ³		
Proposed (TWA)		50.0 ug/m ³		
Nuisance Dust:				
Respirable	5 mg/m ³	5 mg/m ³		
Total Dust	15 mg/m ³	10 mg/m ³		

* **WARNING:** This product contains a small amount of crystalline silica, which may cause delayed respiratory disease if inhaled over a prolonged period of time. Avoid breathing dust. Use NIOSH/MSHA approved respirator where TLV for crystalline silica (Quartz) may be exceeded. IARC Monographs on the evaluation of the Carcinogenic Risk of Chemicals to Humans (volume 68, 1997) concludes that crystalline silica is carcinogenic to humans in the form of quartz. IARC classification 1.

The small quantities of crystalline silica (quartz) found in this product are, under normal conditions, naturally coated with an unremovable layer of amorphous silica and/or bentonite clay. IARC (vol. 68, 1997, pg. 191-192) has stated that crystalline silica (quartz) can differ in toxicity depending on the minerals with which it is combined, citing studies in IARC (vol. 42, 1987, p. 86) which stated that the toxic effect of crystalline silica (quartz) is reduced by the "protective effect...due mainly to clay minerals..."

National Institute for Occupational Safety and Health (NIOSH) has recommended that the permissible exposure limit be changed to 50 micrograms respirable free silica per cubic meter of air (0.05 mg/ m³) as determined by a full shift sample up to a 10 hour working day, 40 hours per week. *See:* 1974 NIOSH criteria for a recommended Standard for Occupational Exposure to Crystalline Silica should be consulted for more detailed information.

PEL - OSHA Permissible Exposure Limit.

TLV - American Conference of Governmental Industrial Hygienists (ACGIH) Threshold Limit Value.

TWA - 8 hour time weighted average

Note: The Permissible Exposure Limits (PEL) reported above are the pre - 1989 limits that were reinstated by OSHA June 30, 1993 following a decision by the United States Circuit Court of Appeals for the 11th Circuit. Federal OSHA is now enforcing these PELs. More restrictive exposure limits may be enforced by some other jurisdictions.

PRODUCT IDENTIFICATION:

Chemical Name: Dry Mixture of Inorganic Mineral Compounds.

NFPA/HMIS: Health - 2, Fire - 0, Reactivity - 0, Specific Hazard - *See Section VI.*

Shipping Class: Not Regulated (DOT / 49CFR, IMDG, ICAO / IATA).

Section III PHYSICAL/CHEMICAL CHARACTERISTICS

Boiling Point: Not Applicable.

Specific Gravity (H₂O = 1): 2.5

Vapor Pressure (mm Hg.): Not Applicable.

Melting Point: 1400°F

Vapor Density (AIR = 1): Not Applicable.

Evaporation Rate (Butyl Acetate = 1): Not Applicable.

Solubility in Water: Negligible.

Appearance and Odor: Tan or beige to light gray colored powder to fine granules, odorless.

PRODUCT NAME: SUPER GEL-X™

Section IV FIRE AND EXPLOSION HAZARD DATA

Flash Point (Method Used): Not Available. **Flammable Limits:** Not Available. LEL - NA. UEL - NA.
Extinguishing Media: Not Applicable. **Special Fire Fighting Procedure:** Not Applicable.
Unusual Fire/Explosion Hazards: Product may pose possible dust explosion under *extremely rare* circumstances or conditions.

Section V REACTIVITY DATA

Stability: Stable **Conditions to Avoid** - None Known.
Incompatibility (Materials to Avoid): Powerful oxidizing agents such as fluorine, chlorine trifluoride, manganese trioxide, etc.
Hazardous Decomposition or By-products: Silica will dissolve in hydrofluoric acid producing a corrosive gas, silicon tetrafluoride.
Hazardous Polymerization: Will Not Occur **Conditions to Avoid** - None Known.

Section VI HEALTH HAZARD DATA

Route(s) of Entry: Inhalation? Yes Skin? No Ingestion? No

Health Hazards (Acute and Chronic):

Inhalation: Breathing silica dust may not cause noticeable injury or illness even though permanent lung damage may be occurring. Inhalation of dust may have the following serious chronic health effects:
Silicosis: Excessive inhalation of respirable crystalline silica dust may cause a progressive, disabling and sometimes-fatal lung disease called silicosis. Symptoms include cough, shortness of breath, wheezing, non-specific chest illness and reduced pulmonary function. Smoking exacerbates this disease. Individuals with silicosis are predisposed to develop tuberculosis.
Cancer Status: The International Agency for Research on Cancer has determined that crystalline silica inhaled in the form of quartz or cristobalite from occupational sources is carcinogenic to humans (Group 1 - carcinogenic to humans). Refer to *IARC Monograph 68, Silica, Some Silicates and Organic Fibers* (published in June 1997) in conjunction with the use of these materials. The National Toxicology Program classifies respirable crystalline silica as "reasonably anticipated to be a carcinogen". For further information *See:* "Adverse effects of Crystalline Silica Exposure" published by the American Thoracic Society Medical Section of the American Lung Association, American Journal of Respiratory and Critical Care Medicine, Volume 155, page 761-765, 1997.

Other Data with Possible Relevance to Human Health: The small quantities of crystalline silica (quartz) found in this product are, under normal conditions, naturally coated with an unremovable layer of amorphous silica and/or bentonite clay. IARC (Vol. 68, 1997, pg. 191-192) has stated that crystalline silica (quartz) can differ in toxicity depending on the minerals with which it is combined, citing studies in IARC (Vol. 42, 1987, pg. 86) which stated that the toxic effect of crystalline silica (quartz) is reduced by the "protective effect....due mainly to clay minerals..."

Carcinogenicity: NTP? No IARC Monographs? Yes OSHA Regulated? No

Signs and Symptoms of Exposure: Excessive inhalation of generated dust may result in shortness of breath and reduced pulmonary function.

Medical Conditions Generally Aggravated by Exposure: Individuals with respiratory disease, including but not limited to, asthma and bronchitis, or subject to eye irritation should not be exposed to respirable crystalline silica (quartz) dust.

Emergency and First Aid Procedures:

Eyes & Skin: Flush with water.
Gross Inhalation of Dust: Remove to fresh air; give oxygen or artificial respiration if necessary; seek medical attention.
Ingestion: If large amounts are swallowed, get immediate medical attention.

Section VII PRECAUTIONS FOR SAFE HANDLING AND USE

Steps to be Taken in Case Material is Released or Spilled: Vacuum if possible to avoid generating airborne dust. Avoid breathing dust. Wear an approved respirator. Avoid adding water; product will become slippery when wet.

Waste Disposal Method: Bury in an approved sanitary landfill, in accordance with federal, state and local regulations.

Precautions to Be Taken in Handling and Storing: Avoid breathing dust, use NIOSH/MSHA approved respirator where TLV limits for Crystalline Silica may be exceeded.

Other Precautions: Slippery when wet.

PRODUCT NAME: SUPER GEL-X™

Section VIII CONTROL MEASURES

Respiratory Protection: Use appropriate respiratory protection for respirable particulate based on consideration of airborne workplace concentration and duration of exposure arising from intended end use. Refer to the most recent standards of ANSI (z88.2) OSHA (29 CFR 1910.134), MSHA (30 CFR Parts 56 and 57) and NIOSH Respirator Decision Logic.

Ventilation: Use local exhaust as required to maintain exposures below applicable occupational exposure limits (*See Section II*). See also ACGIH "Industrial Ventilation – A Manual for Recommend Practice", (*current edition*).

Protective Gloves: Not Required. **Eye Protection:** Recommended.

Other Protective Clothing or Equipment: None. **Work/Hygienic Practices:** Use good housekeeping practices.

Section IX REGULATORY INFORMATION

SARA 311/312: Hazard Categories for SARA Section 311/312 Reporting: Chronic Health

SARA 313: This product contains the following chemicals subject to annual release reporting requirements under the SARA section 313 (40 CFR 372): None

CERCLA section 103 Reportable Quantity: None

California Proposition 65: *This product contains the following substances known to the state of California to cause cancer and/or reproductive harm: This product contains crystalline silica (respirable); however, the user should note that the small quantities of crystalline silica (quartz) found in this product are, under normal conditions, naturally coated with an unremovable layer of amorphous silica and/or bentonite clay. IARC (Vol. 68, 1997, pg. 191-192) has stated that crystalline silica (quartz) can differ in toxicity depending on the minerals with which it is combined. Citing studies in IARC (Vol. 42, 1987, p. 86) which stated that the toxic effect of crystalline silica (quartz) is reduced by the "protective effect....due mainly to clay minerals..."*

Toxic Substances Control Act: All of the components of this product are listed on the EPA TSCA Inventory or are exempt from notification requirements.

Canadian Environmental Protection Act: All the components of this product are listed on the Canadian Domestic Substances List or exempt from notification requirements.

European Inventory of Commercial Chemical Substances: All the components of this product are listed on the EINECS Inventory or exempt from notification requirements. (The EINECS number for Quartz: 231-545-5)

European Community Labeling Classification: Harmful (Xn)

European Community Risk and Safety Phrases: R40, R48, S22

Japan MITI: All the components of this product are existing chemical substances as defined in the Chemical Substance Control Law.

Australian Inventory of Chemical Substances: All the components of this product are listed on the AICS Inventory or exempt from notification requirements.

Canadian WHMIS Classification: Class D, Division 2, Subdivision A (Very Toxic Material causing other Toxic Effects)

NF-PA Hazard Rating: Health: 2 Fire: 0 Reactivity: 0

HMIS Hazard Rating: Health: * Fire: 0 Reactivity: 0

***Warning** - Chronic health effect possible - inhalation of silica dust may cause lung injury/disease (silicosis). Take appropriate measures to avoid breathing dust. *See Section II.*

REFERENCES: Registry for Toxic Effects of Chemical Substances (RTECS), 1995.

Patty's Industrial Hygiene and Toxicology.

NTP Seventh Annual Report on Carcinogens, 1994.

IARC Monograph Volume 68, Silica, Some Silicates and Organic Fibers, 1997.

The information herein has been compiled from sources believed to be reliable and is accurate to the best of our knowledge. However, CETCO cannot give any guarantees regarding information from other sources, and expressly does not make any warranties, nor assumes any liability, for its use.



MATERIAL SAFETY DATA SHEET

Product Trade Name: **BARA-KADE® BENTONITE**

Revision Date: 31-Mar-2005

1. CHEMICAL PRODUCT AND COMPANY IDENTIFICATION

Product Trade Name: BARA-KADE® BENTONITE

Synonyms: None

Chemical Family: Mineral

Application: Additive

Manufacturer/Supplier: BPM Minerals LLC
3000 N Sam Houston Parkway East
Houston, TX 77032

Telephone: (281) 871-7900

Fax: (281) 871-7940

Emergency Telephone: (800) 666-9260 or (713) 753-3000

Prepared By: Chemical Compliance
Telephone: 1-580-251-4335

2. COMPOSITION/INFORMATION ON INGREDIENTS

SUBSTANCE	CAS Number	PERCENT	ACGIH TLV-TWA	OSHA PEL-TWA
Crystalline silica, cristobalite	14464-46-1	0 - 1%	0.05 mg/m ³	1/2 x 10 mg/m ³ %SiO ₂ + 2
Crystalline silica, tridymite	15468-32-3	0 - 1%	0.05 mg/m ³	1/2 x 10 mg/m ³ %SiO ₂ + 2
Crystalline silica, quartz	14808-60-7	1 - 5%	0.05 mg/m ³	10 mg/m ³ %SiO ₂ + 2
Bentonite	1302-78-9	60 - 100%	Not applicable	Not applicable

More restrictive exposure limits may be enforced by some states, agencies, or other authorities.

3. HAZARDS IDENTIFICATION

Hazard Overview

CAUTION! - ACUTE HEALTH HAZARD

May cause eye and respiratory irritation.

DANGER! - CHRONIC HEALTH HAZARD

Breathing crystalline silica can cause lung disease, including silicosis and lung cancer. Crystalline silica has also been associated with scleroderma and kidney disease.

This product contains quartz, cristobalite, and/or tridymite which may become airborne without a visible cloud. Avoid breathing dust. Avoid creating dusty conditions. Use only with adequate ventilation to keep exposures below recommended exposure limits. Wear a NIOSH certified, European Standard EN 149, or equivalent respirator when using this product. Review the Material Safety Data Sheet (MSDS) for this product, which has been provided to your employer.

4. FIRST AID MEASURES

Inhalation	If inhaled, remove from area to fresh air. Get medical attention if respiratory irritation develops or if breathing becomes difficult.
Skin	Wash with soap and water. Get medical attention if irritation persists.
Eyes	In case of contact, immediately flush eyes with plenty of water for at least 15 minutes and get medical attention if irritation persists.
Ingestion	Under normal conditions, first aid procedures are not required.
Notes to Physician	Treat symptomatically.

5. FIRE FIGHTING MEASURES

Flash Point/Range (F):	Not Determined
Flash Point/Range (C):	Not Determined
Flash Point Method:	Not Determined
Autoignition Temperature (F):	Not Determined
Autoignition Temperature (C):	Not Determined
Flammability Limits in Air - Lower (%):	Not Determined
Flammability Limits in Air - Upper (%):	Not Determined
Fire Extinguishing Media	All standard firefighting media.
Special Exposure Hazards	Not applicable.
Special Protective Equipment for Fire-Fighters	Not applicable.
NFPA Ratings:	Health 0, Flammability 0, Reactivity 0
HMIS Ratings:	Flammability 0, Reactivity 0, Health 0*

6. ACCIDENTAL RELEASE MEASURES

Personal Precautionary Measures	Use appropriate protective equipment. Avoid creating and breathing dust.
Environmental Precautionary Measures	None known.
Procedure for Cleaning / Absorption	Collect using dustless method and hold for appropriate disposal. Consider possible toxic or fire hazards associated with contaminating substances and use appropriate methods for collection, storage and disposal.

7. HANDLING AND STORAGE

Handling Precautions	This product contains quartz, cristobalite, and/or tridymite which may become airborne without a visible cloud. Avoid breathing dust. Avoid creating dusty conditions. Use only with adequate ventilation to keep exposure below recommended exposure limits. Wear a NIOSH certified, European Standard En 149, or equivalent respirator when using this product. Material is slippery when wet.
Storage Information	Use good housekeeping in storage and work areas to prevent accumulation of dust. Close container when not in use. Do not reuse empty container.

8. EXPOSURE CONTROLS/PERSONAL PROTECTION

Engineering Controls	Use approved industrial ventilation and local exhaust as required to maintain exposures below applicable exposure limits listed in Section 2.
Respiratory Protection	Wear a NIOSH certified, European Standard EN 149, or equivalent respirator when using this product.
Hand Protection	Normal work gloves.
Skin Protection	Wear clothing appropriate for the work environment. Dusty clothing should be laundered before reuse. Use precautionary measures to avoid creating dust when removing or laundering clothing.
Eye Protection	Wear safety glasses or goggles to protect against exposure.
Other Precautions	None known.

9. PHYSICAL AND CHEMICAL PROPERTIES

Physical State:	Solid
Color:	Various
Odor:	Odorless
pH:	8-10
Specific Gravity @ 20 C (Water=1):	2.65
Density @ 20 C (lbs./gallon):	Not Determined
Bulk Density @ 20 C (lbs/ft3):	50-70
Boiling Point/Range (F):	Not Determined
Boiling Point/Range (C):	Not Determined
Freezing Point/Range (F):	Not Determined
Freezing Point/Range (C):	Not Determined
Vapor Pressure @ 20 C (mmHg):	Not Determined
Vapor Density (Air=1):	Not Determined
Percent Volatiles:	Not Determined
Evaporation Rate (Butyl Acetate=1):	Not Determined
Solubility in Water (g/100ml):	Insoluble
Solubility in Solvents (g/100ml):	Not Determined
VOCs (lbs./gallon):	Not Determined
Viscosity, Dynamic @ 20 C (centipoise):	Not Determined
Viscosity, Kinematic @ 20 C (centistrokes):	Not Determined
Partition Coefficient/n-Octanol/Water:	Not Determined
Molecular Weight (g/mole):	Not Determined

10. STABILITY AND REACTIVITY

Stability Data:	Stable
Hazardous Polymerization:	Will Not Occur

Conditions to Avoid	None anticipated
Incompatibility (Materials to Avoid)	Hydrofluoric acid.
Hazardous Decomposition Products	Amorphous silica may transform at elevated temperatures to tridymite (870 C) or cristobalite (1470 C).
Additional Guidelines	Not Applicable

11. TOXICOLOGICAL INFORMATION

Principle Route of Exposure	Eye or skin contact, inhalation.
Inhalation	<p>Inhaled crystalline silica in the form of quartz or cristobalite from occupational sources is carcinogenic to humans (IARC, Group 1). There is sufficient evidence in experimental animals for the carcinogenicity of tridymite (IARC, Group 2A).</p> <p>Breathing silica dust may cause irritation of the nose, throat, and respiratory passages. Breathing silica dust may not cause noticeable injury or illness even though permanent lung damage may be occurring. Inhalation of dust may also have serious chronic health effects (See "Chronic Effects/Carcinogenicity" subsection below).</p>
Skin Contact	May cause mechanical skin irritation.
Eye Contact	May cause eye irritation.
Ingestion	None known
Aggravated Medical Conditions	Individuals with respiratory disease, including but not limited to asthma and bronchitis, or subject to eye irritation, should not be exposed to quartz dust.
Chronic Effects/Carcinogenicity	<p>Silicosis: Excessive inhalation of respirable crystalline silica dust may cause a progressive, disabling, and sometimes-fatal lung disease called silicosis. Symptoms include cough, shortness of breath, wheezing, non-specific chest illness, and reduced pulmonary function. This disease is exacerbated by smoking. Individuals with silicosis are predisposed to develop tuberculosis.</p> <p>Cancer Status: The International Agency for Research on Cancer (IARC) has determined that crystalline silica inhaled in the form of quartz or cristobalite from occupational sources can cause lung cancer in humans (Group 1 - carcinogenic to humans) and has determined that there is sufficient evidence in experimental animals for the carcinogenicity of tridymite (Group 2A - possible carcinogen to humans). Refer to <u>IARC Monograph 68, Silica, Some Silicates and Organic Fibres</u> (June 1997) in conjunction with the use of these minerals. The National Toxicology Program classifies respirable crystalline silica as "Known to be a human carcinogen". Refer to the 9th Report on Carcinogens (2000). The American Conference of Governmental Industrial Hygienists (ACGIH) classifies crystalline silica, quartz, as a suspected human carcinogen (A2).</p> <p>There is some evidence that breathing respirable crystalline silica or the disease silicosis is associated with an increased incidence of significant disease endpoints such as scleroderma (an immune system disorder manifested by scarring of the lungs, skin, and other internal organs) and kidney disease.</p>

Other Information For further information consult "Adverse Effects of Crystalline Silica Exposure" published by the American Thoracic Society Medical Section of the American Lung Association, American Journal of Respiratory and Critical Care Medicine, Volume 155, pages 761-768 (1997).

Toxicity Tests

Oral Toxicity:	Not determined
Dermal Toxicity:	Not determined
Inhalation Toxicity:	Not determined
Primary Irritation Effect:	Not determined
Carcinogenicity	Refer to <u>IARC Monograph 68, Silica, Some Silicates and Organic Fibres</u> (June 1997).
Genotoxicity:	Not determined
Reproductive / Developmental Toxicity:	Not determined

12. ECOLOGICAL INFORMATION

Mobility (Water/Soil/Air)	Not determined
Persistence/Degradability	Not determined
Bio-accumulation	Not Determined

Ecotoxicological Information

Acute Fish Toxicity:	TLM96: 10000 ppm (Oncorhynchus mykiss)
Acute Crustaceans Toxicity:	Not determined
Acute Algae Toxicity:	Not determined
Chemical Fate Information	Not determined
Other Information	Not applicable

13. DISPOSAL CONSIDERATIONS

Disposal Method	Bury in a licensed landfill according to federal, state, and local regulations.
Contaminated Packaging	Follow all applicable national or local regulations.

14. TRANSPORT INFORMATION

Land Transportation

DOT
Not restricted

Canadian TDG
Not restricted

ADR Not restricted

Air Transportation

ICAO/IATA Not restricted

Sea Transportation

IMDG

Not restricted

Other Shipping Information

Labels: None

15. REGULATORY INFORMATION

US Regulations

US TSCA Inventory All components listed on inventory.

EPA SARA Title III Extremely Hazardous Substances Not applicable

EPA SARA (311,312) Hazard Class Acute Health Hazard
Chronic Health Hazard

EPA SARA (313) Chemicals This product does not contain a toxic chemical for routine annual "Toxic Chemical Release Reporting" under Section 313 (40 CFR 372).

EPA CERCLA/Superfund Reportable Spill Quantity For This Product Not applicable.

EPA RCRA Hazardous Waste Classification If product becomes a waste, it does NOT meet the criteria of a hazardous waste as defined by the US EPA.

California Proposition 65 The California Proposition 65 regulations apply to this product.

MA Right-to-Know Law One or more components listed.

NJ Right-to-Know Law One or more components listed.

PA Right-to-Know Law One or more components listed.

Canadian Regulations

Canadian DSL Inventory All components listed on inventory.

WHMIS Hazard Class D2A Very Toxic Materials (Crystalline silica)

16. OTHER INFORMATION

The following sections have been revised since the last issue of this MSDS
Not applicable

Additional Information

For additional information on the use of this product, contact your local Halliburton representative.

For questions about the Material Safety Data Sheet for this or other Halliburton products, contact Chemical Compliance at 1-580-251-4335.

Disclaimer Statement

This information is furnished without warranty, expressed or implied, as to accuracy or completeness. The information is obtained from various sources including the manufacturer and other third party sources. The information may not be valid under all conditions nor if this material is used in combination with other materials or in any process. Final determination of suitability of any material is the sole responsibility of the user.

*****END OF MSDS*****



MATERIAL SAFETY DATA SHEET

Product Trade Name: **BARA-KADE® BENTONITE**

Revision Date: 31-Mar-2005

1. CHEMICAL PRODUCT AND COMPANY IDENTIFICATION

Product Trade Name: BARA-KADE® BENTONITE

Synonyms: None

Chemical Family: Mineral

Application: Additive

Manufacturer/Supplier: BPM Minerals LLC
3000 N Sam Houston Parkway East
Houston, TX 77032

Telephone: (281) 871-7900

Fax: (281) 871-7940

Emergency Telephone: (800) 666-9260 or (713) 753-3000

Prepared By: Chemical Compliance
Telephone: 1-580-251-4335

2. COMPOSITION/INFORMATION ON INGREDIENTS

SUBSTANCE	CAS Number	PERCENT	ACGIH TLV-TWA	OSHA PEL-TWA
Crystalline silica, cristobalite	14464-46-1	0 - 1%	0.05 mg/m ³	1/2 x 10 mg/m ³ %SiO ₂ + 2
Crystalline silica, tridymite	15468-32-3	0 - 1%	0.05 mg/m ³	1/2 x 10 mg/m ³ %SiO ₂ + 2
Crystalline silica, quartz	14808-60-7	1 - 5%	0.05 mg/m ³	10 mg/m ³ %SiO ₂ + 2
Bentonite	1302-78-9	60 - 100%	Not applicable	Not applicable

More restrictive exposure limits may be enforced by some states, agencies, or other authorities.

3. HAZARDS IDENTIFICATION

Hazard Overview

CAUTION! - ACUTE HEALTH HAZARD

May cause eye and respiratory irritation.

DANGER! - CHRONIC HEALTH HAZARD

Breathing crystalline silica can cause lung disease, including silicosis and lung cancer. Crystalline silica has also been associated with scleroderma and kidney disease.

This product contains quartz, cristobalite, and/or tridymite which may become airborne without a visible cloud. Avoid breathing dust. Avoid creating dusty conditions. Use only with adequate ventilation to keep exposures below recommended exposure limits. Wear a NIOSH certified, European Standard EN 149, or equivalent respirator when using this product. Review the Material Safety Data Sheet (MSDS) for this product, which has been provided to your employer.

4. FIRST AID MEASURES

Inhalation	If inhaled, remove from area to fresh air. Get medical attention if respiratory irritation develops or if breathing becomes difficult.
Skin	Wash with soap and water. Get medical attention if irritation persists.
Eyes	In case of contact, immediately flush eyes with plenty of water for at least 15 minutes and get medical attention if irritation persists.
Ingestion	Under normal conditions, first aid procedures are not required.
Notes to Physician	Treat symptomatically.

5. FIRE FIGHTING MEASURES

Flash Point/Range (F):	Not Determined
Flash Point/Range (C):	Not Determined
Flash Point Method:	Not Determined
Autoignition Temperature (F):	Not Determined
Autoignition Temperature (C):	Not Determined
Flammability Limits in Air - Lower (%):	Not Determined
Flammability Limits in Air - Upper (%):	Not Determined

Fire Extinguishing Media All standard firefighting media.

Special Exposure Hazards Not applicable.

Special Protective Equipment for Fire-Fighters Not applicable.

NFPA Ratings: Health 0, Flammability 0, Reactivity 0
HMIS Ratings: Flammability 0, Reactivity 0, Health 0*

6. ACCIDENTAL RELEASE MEASURES

Personal Precautionary Measures Use appropriate protective equipment. Avoid creating and breathing dust.

Environmental Precautionary Measures None known.

Procedure for Cleaning / Absorption Collect using dustless method and hold for appropriate disposal. Consider possible toxic or fire hazards associated with contaminating substances and use appropriate methods for collection, storage and disposal.

7. HANDLING AND STORAGE

Handling Precautions	This product contains quartz, cristobalite, and/or tridymite which may become airborne without a visible cloud. Avoid breathing dust. Avoid creating dusty conditions. Use only with adequate ventilation to keep exposure below recommended exposure limits. Wear a NIOSH certified, European Standard En 149, or equivalent respirator when using this product. Material is slippery when wet.
Storage Information	Use good housekeeping in storage and work areas to prevent accumulation of dust. Close container when not in use. Do not reuse empty container.

8. EXPOSURE CONTROLS/PERSONAL PROTECTION

Engineering Controls	Use approved industrial ventilation and local exhaust as required to maintain exposures below applicable exposure limits listed in Section 2.
Respiratory Protection	Wear a NIOSH certified, European Standard EN 149, or equivalent respirator when using this product.
Hand Protection	Normal work gloves.
Skin Protection	Wear clothing appropriate for the work environment. Dusty clothing should be laundered before reuse. Use precautionary measures to avoid creating dust when removing or laundering clothing.
Eye Protection	Wear safety glasses or goggles to protect against exposure.
Other Precautions	None known.

9. PHYSICAL AND CHEMICAL PROPERTIES

Physical State:	Solid
Color:	Various
Odor:	Odorless
pH:	8-10
Specific Gravity @ 20 C (Water=1):	2.65
Density @ 20 C (lbs./gallon):	Not Determined
Bulk Density @ 20 C (lbs/ft3):	50-70
Boiling Point/Range (F):	Not Determined
Boiling Point/Range (C):	Not Determined
Freezing Point/Range (F):	Not Determined
Freezing Point/Range (C):	Not Determined
Vapor Pressure @ 20 C (mmHg):	Not Determined
Vapor Density (Air=1):	Not Determined
Percent Volatiles:	Not Determined
Evaporation Rate (Butyl Acetate=1):	Not Determined
Solubility in Water (g/100ml):	Insoluble
Solubility in Solvents (g/100ml):	Not Determined
VOCs (lbs./gallon):	Not Determined
Viscosity, Dynamic @ 20 C (centipoise):	Not Determined
Viscosity, Kinematic @ 20 C (centistrokes):	Not Determined
Partition Coefficient/n-Octanol/Water:	Not Determined
Molecular Weight (g/mole):	Not Determined

10. STABILITY AND REACTIVITY

Stability Data:	Stable
Hazardous Polymerization:	Will Not Occur

Conditions to Avoid	None anticipated
Incompatibility (Materials to Avoid)	Hydrofluoric acid.
Hazardous Decomposition Products	Amorphous silica may transform at elevated temperatures to tridymite (870 C) or cristobalite (1470 C).
Additional Guidelines	Not Applicable

11. TOXICOLOGICAL INFORMATION

Principle Route of Exposure	Eye or skin contact, inhalation.
Inhalation	<p>Inhaled crystalline silica in the form of quartz or cristobalite from occupational sources is carcinogenic to humans (IARC, Group 1). There is sufficient evidence in experimental animals for the carcinogenicity of tridymite (IARC, Group 2A).</p> <p>Breathing silica dust may cause irritation of the nose, throat, and respiratory passages. Breathing silica dust may not cause noticeable injury or illness even though permanent lung damage may be occurring. Inhalation of dust may also have serious chronic health effects (See "Chronic Effects/Carcinogenicity" subsection below).</p>
Skin Contact	May cause mechanical skin irritation.
Eye Contact	May cause eye irritation.
Ingestion	None known
Aggravated Medical Conditions	Individuals with respiratory disease, including but not limited to asthma and bronchitis, or subject to eye irritation, should not be exposed to quartz dust.
Chronic Effects/Carcinogenicity	<p>Silicosis: Excessive inhalation of respirable crystalline silica dust may cause a progressive, disabling, and sometimes-fatal lung disease called silicosis. Symptoms include cough, shortness of breath, wheezing, non-specific chest illness, and reduced pulmonary function. This disease is exacerbated by smoking. Individuals with silicosis are predisposed to develop tuberculosis.</p> <p>Cancer Status: The International Agency for Research on Cancer (IARC) has determined that crystalline silica inhaled in the form of quartz or cristobalite from occupational sources can cause lung cancer in humans (Group 1 - carcinogenic to humans) and has determined that there is sufficient evidence in experimental animals for the carcinogenicity of tridymite (Group 2A - possible carcinogen to humans). Refer to <u>IARC Monograph 68, Silica, Some Silicates and Organic Fibres</u> (June 1997) in conjunction with the use of these minerals. The National Toxicology Program classifies respirable crystalline silica as "Known to be a human carcinogen". Refer to the 9th Report on Carcinogens (2000). The American Conference of Governmental Industrial Hygienists (ACGIH) classifies crystalline silica, quartz, as a suspected human carcinogen (A2).</p> <p>There is some evidence that breathing respirable crystalline silica or the disease silicosis is associated with an increased incidence of significant disease endpoints such as scleroderma (an immune system disorder manifested by scarring of the lungs, skin, and other internal organs) and kidney disease.</p>

Other Information For further information consult "Adverse Effects of Crystalline Silica Exposure" published by the American Thoracic Society Medical Section of the American Lung Association, American Journal of Respiratory and Critical Care Medicine, Volume 155, pages 761-768 (1997).

Toxicity Tests

Oral Toxicity: Not determined
Dermal Toxicity: Not determined
Inhalation Toxicity: Not determined
Primary Irritation Effect: Not determined
Carcinogenicity Refer to IARC Monograph 68, Silica, Some Silicates and Organic Fibres (June 1997).
Genotoxicity: Not determined
Reproductive / Developmental Toxicity: Not determined

12. ECOLOGICAL INFORMATION

Mobility (Water/Soil/Air) Not determined
Persistence/Degradability Not determined
Bio-accumulation Not Determined

Ecotoxicological Information

Acute Fish Toxicity: TLM96: 10000 ppm (Oncorhynchus mykiss)
Acute Crustaceans Toxicity: Not determined
Acute Algae Toxicity: Not determined

Chemical Fate Information Not determined
Other Information Not applicable

13. DISPOSAL CONSIDERATIONS

Disposal Method Bury in a licensed landfill according to federal, state, and local regulations.
Contaminated Packaging Follow all applicable national or local regulations.

14. TRANSPORT INFORMATION

Land Transportation

DOT
Not restricted

Canadian TDG
Not restricted

ADR Not restricted

Air Transportation

ICAO/IATA Not restricted

Sea Transportation

IMDG

Not restricted

Other Shipping Information

Labels: None

15. REGULATORY INFORMATION

US Regulations

US TSCA Inventory All components listed on inventory.

EPA SARA Title III Extremely Hazardous Substances Not applicable

EPA SARA (311,312) Hazard Class Acute Health Hazard
Chronic Health Hazard

EPA SARA (313) Chemicals This product does not contain a toxic chemical for routine annual "Toxic Chemical Release Reporting" under Section 313 (40 CFR 372).

EPA CERCLA/Superfund Reportable Spill Quantity For This Product Not applicable.

EPA RCRA Hazardous Waste Classification If product becomes a waste, it does NOT meet the criteria of a hazardous waste as defined by the US EPA.

California Proposition 65 The California Proposition 65 regulations apply to this product.

MA Right-to-Know Law One or more components listed.

NJ Right-to-Know Law One or more components listed.

PA Right-to-Know Law One or more components listed.

Canadian Regulations

Canadian DSL Inventory All components listed on inventory.

WHMIS Hazard Class D2A Very Toxic Materials (Crystalline silica)

16. OTHER INFORMATION

The following sections have been revised since the last issue of this MSDS

Not applicable

Additional Information

For additional information on the use of this product, contact your local Halliburton representative.

For questions about the Material Safety Data Sheet for this or other Halliburton products, contact Chemical Compliance at 1-580-251-4335.

Disclaimer Statement

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*****END OF MSDS*****