REMEDIAL ACTION SUMMARY AND GROUNDWATER MONITORING REPORT

NORTHSTAR VV 15-13 TANK BATTERY AND GIRARD RED VV 15-30, 12, 13, 14, 3D TANK BATTERY WELD COUNTY, COLORADO

January 2008

Prepared for:

NOBLE ENERGY, INC.
PLATTEVILLE, COLORADO

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EXECUTIVE SUMMARY

Noble Energy, Inc. (Noble) retained LT Environmental, Inc. (LTE) to conduct environmental services at the North Star VV 15-13 and Girard Red VV 15-30, 12, 13, 14, 3D Tank Battery (Site). The Site is located approximately 1,000 feet northeast of the intersection of Weld County Road (WCR) 19 and WCR 8, in Weld County, Colorado (Figure 1). Activities completed by LTE and described in this report include additional excavation activities, application of a remediation amendment, monitoring well installations, and post-remediation performance monitoring.

Site assessment activities were conducted in May and June 2007 to define the extent of historical releases, which included advancing 22 soil borings (SB-1 through SB-22). Following completion of site assessment activities, a remedial program was identified and implemented in October and November 2007. The remediation program included the installation of a carbon slurry injection. Following injection activities, two additional monitoring wells (SB-23 and SB-24) were installed by Alpine Field Services, Inc. to evaluate groundwater quality in the area downgradient of the injection program. The first post-injection sampling event was conducted on November 28, 2007.

Initial groundwater analytical results indicated a significant reduction of benzene concentrations in the groundwater plume. Only one monitoring well exhibited a benzene concentration above the regulatory standard (monitoring well SB-11 at 100 micrograms per liter (ug/L) following the injection). Following four quarters of groundwater sampling, concentrations of benzene in SB-11 fluctuated but did not decrease below the regulatory standard. Analytical results from the most recent sampling event (August 19, 2008), indicate benzene is above the regulatory standard in monitoring wells SB-11 and SB-9 at concentrations of 177 ug/L and 9.74 ug/L, respectively.

In order to complete remediation and achieve cleanup goals in all areas of the identified groundwater plume, it was determined that additional source removal at the SB-9 and SB-11 monitoring well locations would be conducted. On October 29, 2008, Noble contractors began excavating impacted soil in the area around monitoring wells SB-9 and SB-11. Impacted soils were hauled off to the Noble Land Treatment Facility in Weld County, Colorado and replaced with clean structural fill provided by Varra Companies, Inc. (Varra). A total volume of 750 cubic yards of impacted soil was excavated and removed during the project. Following completion of source removal activities, an activated carbon remediation amendment was installed in the base of the excavations to mitigate any residual hydrocarbons.

Following completion of the additional source removal activities, LTE personnel were onsite on November 10, 2008, to oversee the installation of two replacement wells (SB-9R and SB-11R) Monitoring wells SB-9 and SB-11 were removed during excavation activities. Borehole lithologic logs for each well are included as Appendix A.

On November 11, 2008, a quarterly groundwater sampling event was conducted. Analytical results indicate benzene, toluene, ethylbenzene, and total xylene concentrations are below regulatory standards in all wells, including SB-9R and SB-11R. Laboratory analytical reports are included as Appendix B.

LTE, on behalf of Noble, will continue to conduct quarterly monitoring events with the goal of observing four consecutive quarters of analytical data in compliance with regulatory standards. When this goal is achieved, a No Further Action request will be submitted to the Colorado Oil and Gas Conservation Commission.

SECTION 1.0

INTRODUCTION

Noble Energy, Inc. (Noble) retained LT Environmental, Inc. (LTE) to implement additional remedial actions and conduct groundwater sampling at the North Star VV 15-13 and Girard Red VV 15-30, 12, 13, 14, 3D Tank Battery (Site) in Weld County, Colorado (Figure 1).

Remediation activities at the Site included source removal to mitigate impacted soils and groundwater and application of an activated carbon groundwater amendment. The excavation focused on the areas surrounding two monitoring wells (SB-9 and SB-11), which had exhibited benzene concentrations above regulatory standards in historical sampling events. The two monitoring wells were removed during excavation activities and were subsequently replaced. A quarterly groundwater monitoring event was conducted following installation of the replacement monitoring wells.

1.1 SITE LOCATION AND DESCRIPTION

The Site is located approximately 1,000 feet northeast of the intersection of Weld County Road (WCR) 19 and WCR 8 in Weld County, Colorado. The surrounding area consists of agricultural property. Immediately south of the Site is a large irrigation pond used for water storage (Figure 2). The legal description of the Site is the southwest ¼ of the southwest ¼ of Section 15, Township 1 North, Range 67 West, of the Sixth Principal Meridian, in Weld County, Colorado.

1.2 BACKGROUND INFORMATION

LTE was retained by Noble in May 2007 to conduct a site assessment at the Site to determine the extent of hydrocarbon impact discovered at the Site. In May and June 2007, LTE personnel advanced 22 soil borings, completed as temporary monitoring wells, at the Site. Site assessment results were summarized in a preceding report (Environmental Site Assessment Results, July 30, 2007).

Based on the analytical data collected during the site assessment, soils are in compliance with all applicable standards. Groundwater analytical results from the site assessment indicate benzene concentrations exceeded the Colorado Groundwater Quality Standards (CGWQS), with concentrations up to 910 micrograms per liter (ug/L) in groundwater (SB-22). The approximate size of the identified groundwater plume was 27,000 square (sq.) feet.

During the period of October 23, 2007 to November 6, 2007, LTE personnel were onsite to direct the installation of a carbon slurry injection. Injection activities were performed by Alpine Field Services of Golden, Colorado (Alpine). Injection activities included installation of 12,300 pounds of the carbon groundwater amendment into the groundwater plume.

Following injection activities, two additional monitoring wells were installed by Alpine (SB-23 and SB-24) to evaluate groundwater quality in the area downgradient of the injection program. The first post-injection sampling event was conducted on November 28, 2007. Fifteen monitoring wells were sampled during the sampling event. Groundwater analytical results

indicated a significant reduction of benzene concentrations in the groundwater plume. Injection activities successfully reduced the benzene groundwater plume from 27,000 sq. feet to 800 sq. feet. Only one monitoring well exhibited a benzene concentration above the regulatory standard (monitoring well SB-11 at 100 ug/L following the injection).

Four quarterly groundwater monitoring events were conducted following completion of the injection program. Benzene concentrations in monitoring well SB-11 did not decrease to below the regulatory standard, and in the most recent sampling event on August 19, 2008, benzene concentrations in monitoring well SB-9 also were above the regulatory standard.

1.3 PURPOSE AND SCOPE

The purpose of the work conducted at the Site was to bring the remaining limited groundwater impact at the Site into compliance with Colorado Oil and Gas Conservation Commission (COGCC) Series 900 Rules and Regulations and with CGWQS. In order to address the continued presence of contaminated groundwater, excavation was conducted to remove soils in the areas surrounding monitoring wells SB-9 and SB-11. The groundwater remediation amendment was also applied to the base of the excavations. Following source removal activities, the two destroyed monitoring wells were replaced (SB-9 and SB-11). Ongoing performance groundwater monitoring will be completed using the previously installed groundwater monitoring wells, in addition to the two newly installed monitoring wells.

SECTION 2.0

SUMMARY OF FIELD ACTIVITIES

2.1 EXCAVATION ACTIVITIES

Excavation activities were initiated on October 29, 2008. On October 29 and October 30, 2008, Noble contractors excavated and removed soils to install a groundwater amendment at the Site. Separate excavations were completed at the SB-9 and SB-11 locations. LTE personnel conducted field screening of organic vapor concentrations using a photoionization detector (PID), conducted health and safety monitoring, documented excavation activities, and directed the groundwater amendment installation.

The dimensions of the final two excavations were approximately 20 feet long by 20 feet wide by 18 feet deep. Figure 2 presents the excavation extent and the locations of the monitoring wells at the Site. A total volume of 750 cubic yards of impacted soil was excavated and transported offsite to the Noble Land Treatment Facility located in Weld County, Colorado. Clean overburden was stockpiled to be used for backfill. Once the full extent of the excavations had been reached, the excavations were backfilled with clean overburden and/or with fill provided by Varra.

Excavation technology was used to install the groundwater amendment in the correct vertical interval, as well as remove any visually impacted soils in the area. Soil sampling was not conducted during excavation activities, as previous site assessment activities had already indicated that hydrocarbon impacted soils did not exceed the COGCC Sensitive Area Standard for total petroleum hydrocarbons. Therefore, all soil exposure pathways (ingestion, inhalation, and leachate to groundwater) are incomplete, and soil remediation is not necessary.

2.2 GROUNDWATER AMENDMENT APPLICATION

As an added mitigation measure, a groundwater amendment consisting of a petroleum hydrocarbon remediation mixture was used throughout the excavations. The remediation amendment consists of activated carbon inoculated with electron acceptors (nitrate and sulfate) and nutrients (phosphorus and nitrogen), which are designed to biodegrade petroleum hydrocarbons.

Groundwater was observed at the Site at approximately 13 feet below ground surface (bgs). To reduce the potential for any further groundwater impact resulting from residual hydrocarbons, the groundwater amendment was applied to the excavations after field screening demonstrated the impacted soils were removed. Approximately 500 pounds of the groundwater amendment were applied to the excavations.

SECTION 3.0

POST-REMEDIATION WELL INSTALLATION AND GROUNDWATER MONITORING

3.1 REPLACEMENT MONITORING WELL INSTALLATION

LTE personnel were onsite on November 10, 2008 to install two replacement monitoring wells (SB-9R and SB-11R) in the same locations as monitoring wells SB-9 and SB-11, which were removed during excavation activities (Figure 2). The soil borings were installed by Dakota Drilling and logged by an LTE geologist. The geologist inspected the soil for the presence or absence of petroleum hydrocarbon odor and/or staining. The soils were characterized by visually inspecting the soil samples collected in clear, acetate, 4-feet long sample liners and screened using a PID to monitor the soil headspace for the presence of volatile organic vapors. The soil borings (SB-9R and SB-11R) were advanced to depths of 19.5 feet and 18.5 feet bgs, respectively, and completed as temporary monitoring wells with 10 feet of slotted screen. Soil borehole lithologic logs are included in Appendix A.

No evidence of petroleum hydrocarbon impacts was observed during the installation of SB-9R and SB-11R. No soil or groundwater samples were collected during drilling activities. A post-remediation groundwater sampling event, conducted on November 11, 2008, included the two new monitoring wells.

3.2 POST-REMEDIATION QUARTERLY SAMPLING PROCEDURES

LTE personnel were onsite November 11, 2008 and November 25, 2008 to sample 9 of the 24 monitoring wells. Groundwater level measurements were collected at the monitoring wells and these data were used to calculate purge volumes. Relative groundwater elevations in the monitoring wells ranged from 85.52 feet in monitoring well SB-13 to 88.37 feet in monitoring well SB-21 (Figure 2).

Each well was purged of three casing volumes prior to sample collection. Samples were collected from monitoring wells SB-4, SB-6, SB-9R, SB-11R, SB-12, SB-13, and SB-21 through SB-23. During purging, the casing failed at monitoring well SB-5 allowing soil to enter the wellbore and preventing sampling. Monitoring well SB-11R was dry during the initial sampling event. LTE personnel returned November 25, 2008 to collect a groundwater sample from monitoring well SB-11R.

3.3 GROUNDWATER ANALYTICAL RESULTS

Groundwater analytical results for benzene, toluene, ethylbenzene, and total xylenes (BTEX) are presented in Table 1. Results indicate that all samples, except SB-11R, exhibit BTEX concentrations below method detection limits and regulatory standards (Figure 3). Monitoring well SB-11R exhibited post-excavation benzene and total xylenes concentrations above the laboratory method detection limits at 2.63 ug/L and 37.9 ug/L, respectively. As seen on Table 2,

all samples indicate compliance with the CGWQS. The November 11, 2008 and November 25, 2008 laboratory analytical reports are attached as Appendix B.

SECTION 4.0

SUMMARY AND CONCLUSIONS

Historical activities at the Site include site assessment activities performed by LTE to delineate soil and groundwater impacts, groundwater treatment through carbon slurry injection, and performance monitoring of groundwater.

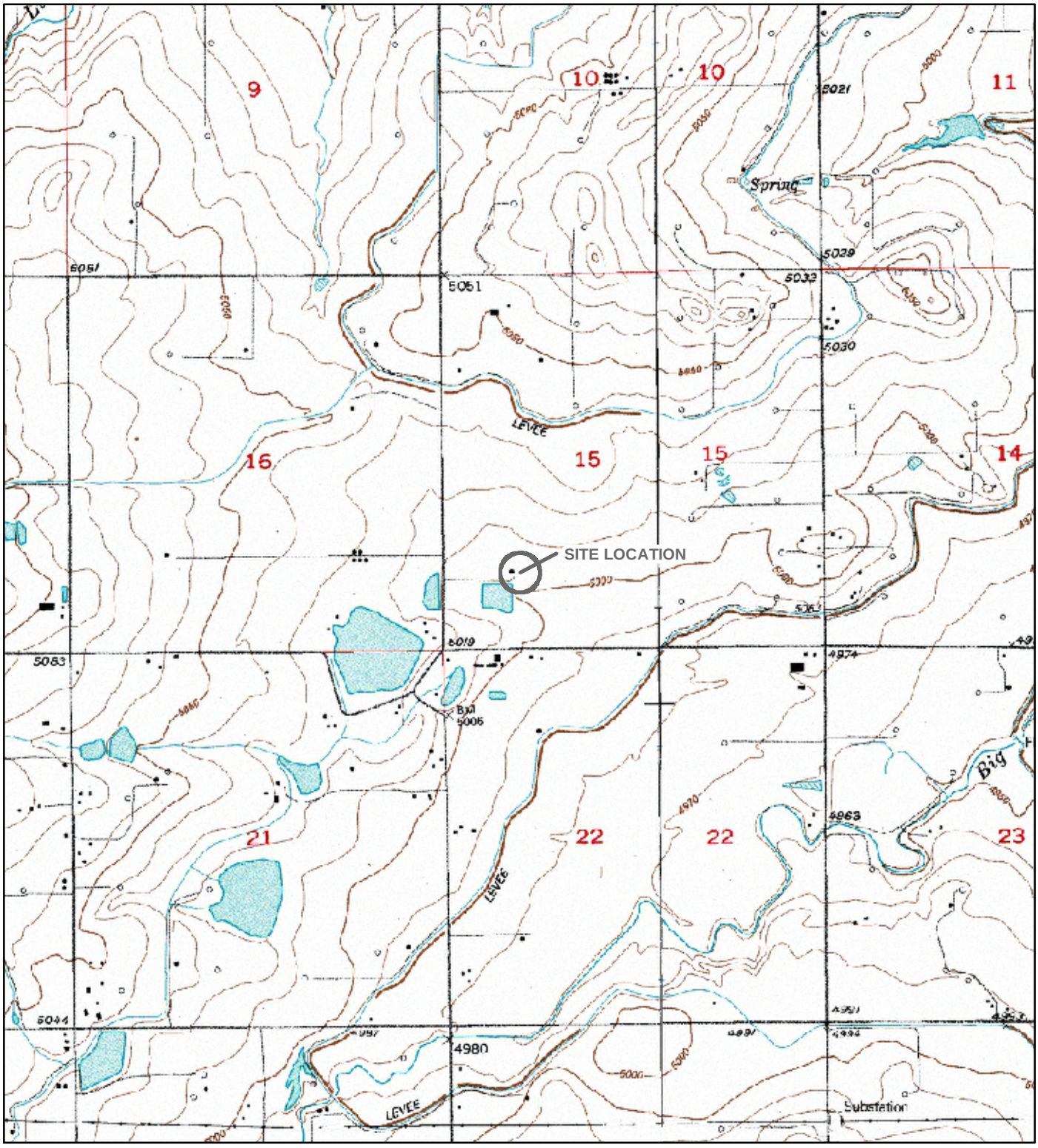
On October 29 and October 30, 2008, LTE conducted additional remediation activities at the Site. Based on analytical results from the prior groundwater sampling events, excavation was conducted to remove recalcitrant soil and groundwater impacts. The excavation was conducted in two areas in which recent groundwater sampling indicated concentrations of benzene in groundwater above regulatory limits. During remediation activities, evidence of impact to the subsurface was observed ranging in depth from 3 feet to 11 feet bgs. LTE conducted field-screening of organic vapor concentrations from the excavated area. Impacted soils were excavated and transported to the Noble Land Treatment Facility. Clean fill material was provided by Varra and mixed with clean overburden for use as backfill in the excavation.

To prevent any future impact from residual hydrocarbons, 500 pounds of a hydrocarbon degrading groundwater amendment were applied to the excavation.

LTE personnel were onsite November 10, 2008 in order to replace the two monitoring wells removed during the excavation. Following monitoring well installation, LTE personnel were onsite on November 11 and November 25, 2008 to conduct quarterly groundwater sampling. Sampled wells included wells that exhibited historical benzene detections and wells that delineated the edge of the former groundwater benzene plume. Analytical results from this groundwater sampling event indicate a significant decrease in benzene concentrations to below regulatory standards. All groundwater samples collected are now in compliance with the cleanup goals and the CGWQS.

LTE, on behalf of Noble, will continue quarterly monitoring with a goal of observing four consecutive quarters of groundwater analytical results below regulatory standards. Once this goal is achieved, a No Further Action request will be submitted to the COGCC. The next quarterly sampling event is scheduled for February 2009.

FIGURES



Map Source: USGS/NRCS

0 2,000 4,000
Feet

N

LEGEND

SITE LOCATION

FIGURE 1
SITE LOCATION MAP
NORTH STAR V V 15-13 AND
GIRARD RED V V 15-12, 13, 14, 3D TANK BATTERIES
WELD COUNTY, COLORADO
NOBLE ENERGY, INC.

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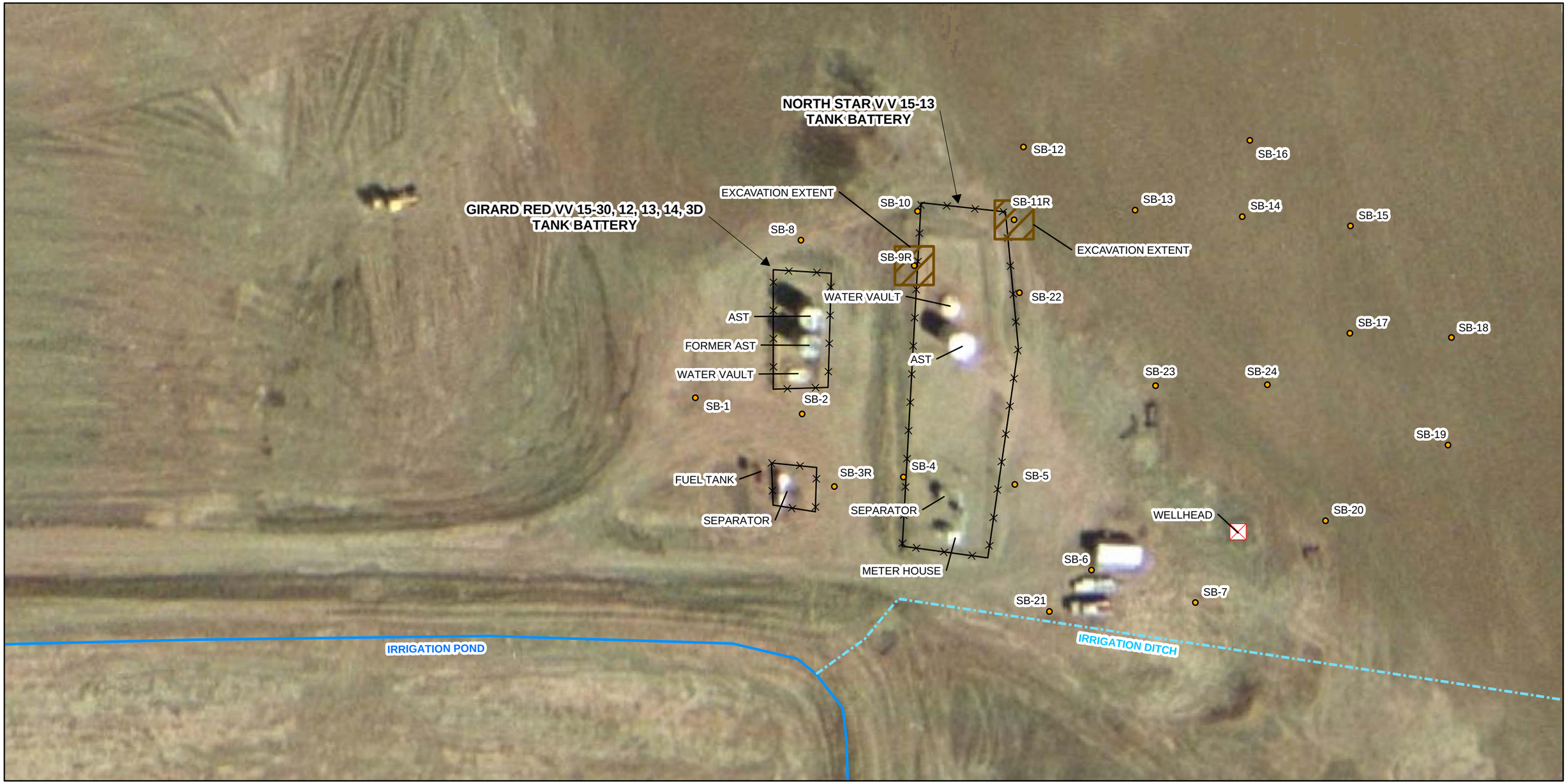

0 50 100

Feet

N

LEGEND

- SOIL BORING
- WELLHEAD
- EXCAVATION EXTENT
- FENCE
- IRRIGATION DITCH
- IRRIGATION POND

FIGURE 2
EXCAVATION EXTENT AND MONITORING WELL LOCATIONS
NORTH STAR V V 15-13 AND
GIRARD RED V V 15-12, 13, 14, 3D TANK BATTERIES
WELD COUNTY, COLORADO
NOBLE ENERGY, INC.

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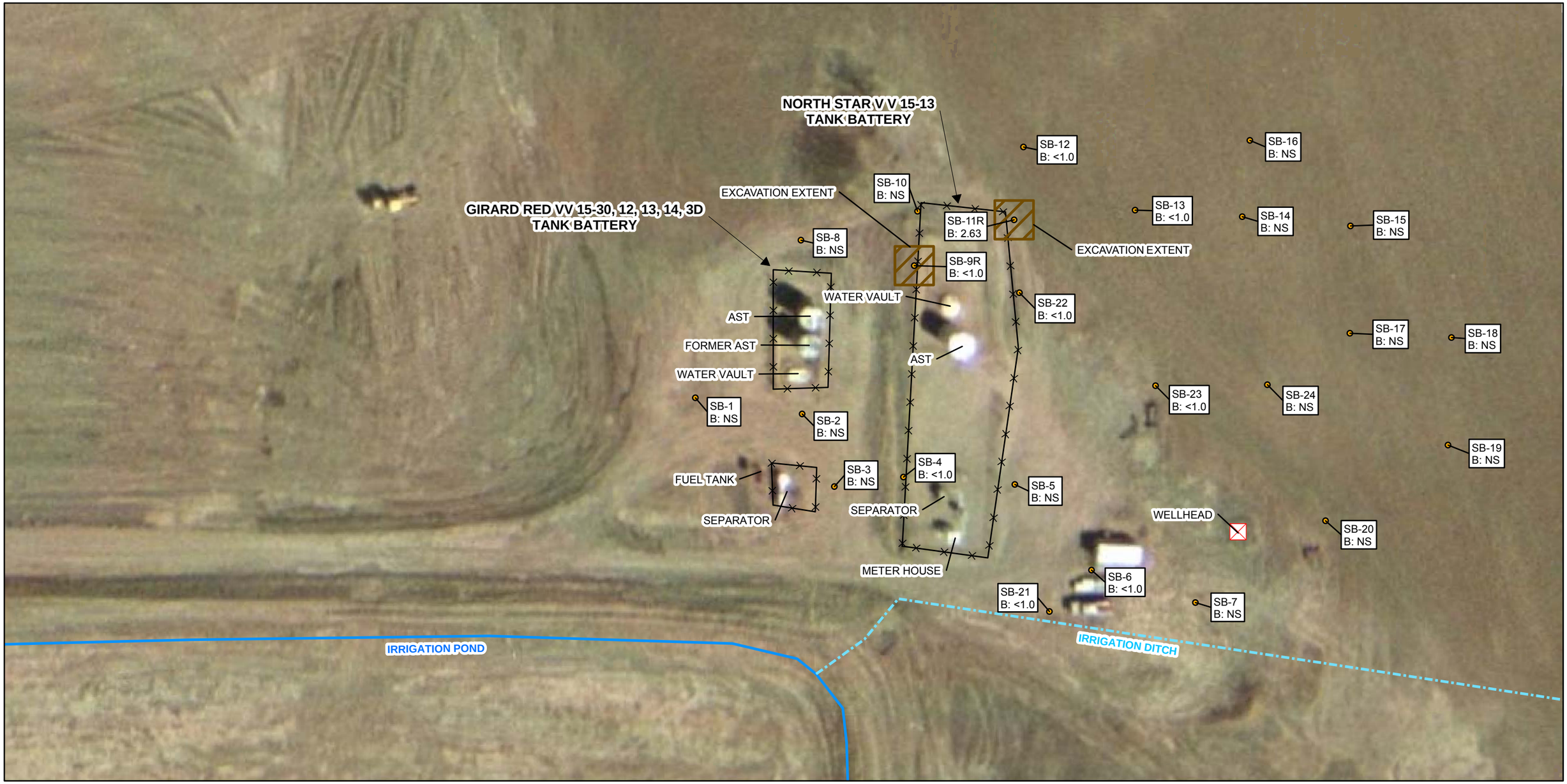

0 50 100
Feet

N

LEGEND

- SOIL BORING
- WELLHEAD
- EXCAVATION EXTENT
- FENCE
- IRRIGATION DITCH
- IRRIGATION POND

SAMPLE ID
B - BENZENE IN MICROGRAMS PER LITER
NS - NOT SAMPLED
< - LESS THAN THE METHOD DETECTION LIMIT

GROUNDWATER SAMPLE SB-11R WAS COLLECTED ON NOVEMBER 25, 2008.
ALL OTHER GROUNDWATER SAMPLES WERE COLLECTED ON NOVEMBER 11, 2008.

FIGURE 3
GROUNDWATER ANALYTICAL RESULTS
NORTH STAR V V 15-13 AND
GIRARD RED V V 15-12, 13, 14, 3D TANK BATTERIES
WELD COUNTY, COLORADO
NOBLE ENERGY, INC.

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TABLE

TABLE 1
GROUNDWATER ELEVATION AND ANALYTICAL DATA
NORTH STAR VV 15-13 TANK BATTERY AND GIRARD RED VV 15-12, 13, 14, 3D TANK BATTERY
WELD COUNTY, COLORADO
NOBLE ENERGY, INC.

MONITORING WELL	DATE	DEPTH TO WATER (Feet)	GROUNDWATER ELEVATION (Relative Feet)	BENZENE (ug/L)	TOLUENE (ug/L)	ETHYLBENZENE (ug/L)	XYLENES (ug/L)
SB-1	5/31/2007	9.44	90.53	<1.0	<2.0	<2.0	<6.0
	11/28/2007	10.73	89.24	<1.0	<1.0	<1.0	<2.0
SB-2	5/31/2007	7.72	90.49	**120**	<2.0	<2.0	<6.0
	11/28/2007			DESTROYED			
SB-3	5/31/2007	7.36	91.02	1.3	<2.0	<2.0	<6.0
	11/28/2007			DESTROYED			
SB-3R	3/19/2008	12.45	NA	<1.0	<1.0	<1.0	<2.0
SB-4	5/31/2007	9.38	90.50	<1.0	<2.0	<2.0	<6.0
	11/28/2007	11.56	88.32	<1.0	<1.0	<1.0	<2.0
	2/28/2008	11.63	88.25	<1.0	1.71	<1.0	<2.0
	5/21/2008	9.73	90.15	<1.0	<1.0	<1.0	<2.0
	8/19/2008	11.50	88.38	<1.0	<1.0	<1.0	<3.0
	11/11/2008	13.09	86.79	<1.0	<1.0	<1.0	<3.0
SB-5	5/31/2007	10.14	89.99	**160**	<10	59	310
	11/28/2007	12.18	87.95	<1.0	<1.0	<1.0	<2.0
	2/28/2008	12.58	87.55	<1.0	<1.0	<1.0	<2.0
	5/21/2008	10.79	89.34	<1.0	<1.0	<1.0	<2.0
	8/19/2008	12.39	87.74	INSUFFICIENT WATER TO SAMPLE			
	11/11/2008	13.14	86.99	WELL DAMAGED, UNABLE TO SAMPLE			
SB-6	5/31/2007	11.46	89.71	**9.6**	<4.0	100	1160
	11/28/2007	13.55	87.62	<1.0	<1.0	<1.0	<2.0
	2/28/2008	14.08	87.09	<1.0	<1.0	<1.0	<2.0
	5/21/2008	12.07	89.10	<1.0	<1.0	<1.0	<2.0
	8/19/2008	13.98	87.19	<1.0	<1.0	<1.0	<3.0
	11/11/2008	14.90	86.27	<1.0	<1.0	<1.0	<3.0
SB-7	5/31/2007	10.47	88.82	<1.0	<2.0	<2.0	<6.0
	11/28/2007	11.60	87.69	<1.0	<1.0	<1.0	<2.0
SB-8	5/31/2007	10.72	90.05	<1.0	<2.0	<2.0	7.8

TABLE 1 (continued)
GROUNDWATER ELEVATION AND ANALYTICAL DATA
NORTH STAR VV 15-13 TANK BATTERY AND GIRARD RED VV 15-12, 13, 14, 3D TANK BATTERY
WELD COUNTY, COLORADO
NOBLE ENERGY, INC.

MONITORING WELL	DATE	DEPTH TO WATER (Feet)	GROUNDWATER ELEVATION (Relative Feet)	BENZENE (ug/L)	TOLUENE (ug/L)	ETHYLBENZENE (ug/L)	XYLENES (ug/L)
SB-9	5/31/2007	10.00	89.70	<1.0	<2.0	<2.0	<6.0
	11/28/2007	11.33	88.37	<1.0	<1.0	<1.0	<2.0
	2/28/2008	11.85	87.85	<1.0	1.45	<1.0	<2.0
	5/21/2008	10.90	88.80	<1.0	<1.0	<1.0	<2.0
	8/19/2008	11.89	87.81	**9.74**	<1.0	<1.0	<3.0
SB-9R	11/11/2008	15.33	NA	<1.0	<1.0	<1.0	<3.0
SB-10	6/4/2007	10.91	89.64	<1.0	<1.0	<1.0	<6.0
SB-11	6/4/2007	11.41	89.22	**10**	<2.0	9.6	67.7
	11/28/2007	12.60	88.03	**100**	<1.0	<1.0	<2.0
	2/28/2008	13.11	87.52	**93.9**	<1.0	<1.0	5.86
	5/21/2008	12.84	87.79	**37.4**	<1.0	<1.0	8.06
	8/19/2008	12.85	87.78	**177**	<1.0	14.3	154.1
SB-11R	11/25/2008	16.65	NA	2.63	<1.0	<1.0	37.9
SB-12	6/4/2007	11.53	89.08	<1.0	<2.0	<2.0	<6.0
	11/28/2007	12.52	88.09	<1.0	<1.0	<1.0	<2.0
	2/28/2008	13.04	87.57	<1.0	1.32	<1.0	<2.0
	5/21/2008	12.60	88.01	<1.0	<1.0	<1.0	<2.0
	8/19/2008	12.19	88.42	<1.0	<1.0	<1.0	<3.0
	11/11/2008	14.31	86.30	<1.0	<1.0	<1.0	<3.0
SB-13	6/4/2007	11.19	88.43	<1.0	<2.0	3.8	39.8
	11/28/2007	12.31	87.31	<1.0	<1.0	<1.0	<2.0
	2/28/2008	12.84	86.78	<1.0	<1.0	<1.0	<2.0
	5/21/2008	12.30	87.32	<1.0	<1.0	<1.0	<2.0
	8/19/2008	12.90	86.72	<1.0	<1.0	<1.0	<3.0
	11/11/2008	14.10	85.52	<1.0	<1.0	<1.0	<3.0
SB-14	6/4/2007	12.07	88.09	<1.0	<2.0	<2.0	<6.0
SB-15	6/6/2007	13.35	87.71	<1.0	<2.0	<2.0	<6.0
	11/28/2007	14.50	86.56	<1.0	<1.0	<1.0	<2.0

TABLE 1 (continued)
GROUNDWATER ELEVATION AND ANALYTICAL DATA
NORTH STAR VV 15-13 TANK BATTERY AND GIRARD RED VV 15-12, 13, 14, 3D TANK BATTERY
WELD COUNTY, COLORADO
NOBLE ENERGY, INC.

MONITORING WELL	DATE	DEPTH TO WATER (Feet)	GROUNDWATER ELEVATION (Relative Feet)	BENZENE (ug/L)	TOLUENE (ug/L)	ETHYLBENZENE (ug/L)	XYLENES (ug/L)
SB-16	6/6/2007	13.11	88.18	<1.0	<2.0	<2.0	<6.0
SB-17	6/6/2007	12.10	87.67	<1.0	<2.0	<2.0	<6.0
	11/28/2007	13.25	86.52	<1.0	<1.0	<1.0	<2.0
SB-18	6/6/2007	12.83	87.17	<1.0	<2.0	<2.0	<6.0
SB-19	6/6/2007	11.79	87.21	<1.0	<2.0	<2.0	<6.0
SB-20	6/6/2007	12.08	87.56	<1.0	<2.0	<2.0	<6.0
	11/28/2007	13.35	86.29	<1.0	<1.0	<1.0	<2.0
SB-21	6/6/2007	10.42	90.36	<1.0	<2.0	<2.0	<6.0
	11/28/2007	13.00	87.78	<1.0	<1.0	<1.0	<2.0
	2/28/2008	13.51	87.27	<1.0	1.34	<1.0	<2.0
	5/21/2008*	8.22	92.56	<1.0	<1.0	<1.0	<2.0
	8/19/2008*	10.97	89.81	<1.0	<1.0	<1.0	<3.0
	11/11/2008*	12.41	88.37	<1.0	<1.0	<1.0	<3.0
SB-22	6/6/2007	12.14	89.42	**910**	<20	54	260
	11/28/2007	13.53	88.03	<1.0	<1.0	<1.0	<2.0
	2/28/2008	14.08	87.48	<1.0	<1.0	<1.0	<2.0
	5/21/2008	13.56	88.00	<1.0	<1.0	<1.0	<2.0
	8/19/2008	14.08	87.48	<1.0	<1.0	<1.0	<3.0
	11/11/2008	14.88	86.68	<1.0	<1.0	<1.0	<3.0
SB-23	11/28/2007	13.02	NA	<1.0	<1.0	<1.0	<2.0
	2/28/2008	13.56	NA	<1.0	1.16	<1.0	<2.0
	5/21/2008	12.53	NA	<1.0	<1.0	<1.0	<2.0
	8/19/2008	13.52	NA	<1.0	<1.0	<1.0	<3.0
	11/11/2008	14.82	NA	<1.0	<1.0	<1.0	<3.0
SB-24	11/28/2007	13.75	NA	<1.0	<1.0	<1.0	<2.0
CGWQS				**5.0**	**1,000**	**700**	**1,400**

NOTES:

Benzene, toluene, ethylbenzene, and xylenes analyzed by EPA Method 8260B

ug/L - micrograms per liter

< indicates result is less than the stated laboratory method detection limit

*** -** Well stickup was broken off, therefore depth to water and total depth measurements are slighly different

Bold indicates concentration exceeds the CGWQS Standard

CGWQS - Colorado Groundwater Quality Standards

APPENDIX A

BOREHOLE LITHOLOGIC LOGS