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Document Number:
 400181405
 PluggingBond SuretyID
 20030009

APPLICATION FOR PERMIT TO:

1. Drill, Deepen, Re-enter, Recomplete and Operate

2. TYPE OF WELL

OIL GAS COALBED OTHER _____
 SINGLE ZONE MULTIPLE COMMINGLE

Refiling
 Sidetrack

3. Name of Operator: NOBLE ENERGY INC 4. COGCC Operator Number: 100322
 5. Address: 1625 BROADWAY STE 2200
 City: DENVER State: CO Zip: 80202
 6. Contact Name: JEAN MUSE-REYNOLDS Phone: (303)228-4316 Fax: (303)228-4286
 Email: jmuse@nobleenergyinc.com
 7. Well Name: SPRUCE CREEK Well Number: 5-34B (8A pad)
 8. Unit Name (if appl): _____ Unit Number: _____
 9. Proposed Total Measured Depth: 9578

WELL LOCATION INFORMATION

10. QtrQtr: NENE Sec: 8 Twp: 7S Rng: 94W Meridian: 6
 Latitude: 39.458876 Longitude: -107.905882
 Footage at Surface: _____ feet FNL/FSL _____ feet FEL/FWL _____
 11. Field Name: RULISON Field Number: 75400
 12. Ground Elevation: 6449 13. County: GARFIELD

14. GPS Data:
 Date of Measurement: 09/08/2008 PDOP Reading: 2.4 Instrument Operator's Name: John Richardson

15. If well is Directional Horizontal (highly deviated) **submit deviated drilling plan.**
 Footage at Top of Prod Zone: FNL/FSL _____ FEL/FWL _____ Bottom Hole: FNL/FSL _____ FEL/FWL _____
825 FSL 1774 FEL 825 FSL 1774 FEL
 Sec: 5 Twp: 7S Rng: 94W Sec: 5 Twp: 7S Rng: 94W

16. Is location in a high density area? (Rule 603b)? Yes No
 17. Distance to the nearest building, public road, above ground utility or railroad: 1300 ft
 18. Distance to nearest property line: 1140 ft 19. Distance to nearest well permitted/completed in the same formation(BHL): 330 ft

LEASE, SPACING AND POOLING INFORMATION

Objective Formation(s)	Formation Code	Spacing Order Number(s)	Unit Acreage Assigned to Well	Unit Configuration (N/2, SE/4, etc.)
ILES	ILES	139-73	40	SWSE
WILLIAMS FORK	WMFK	139-73	40	SWSE

21. Mineral Ownership: Fee State Federal Indian Lease #: _____
 22. Surface Ownership: Fee State Federal Indian
 23. Is the Surface Owner also the Mineral Owner? Yes No Surface Surety ID#: _____
 23a. If 23 is Yes: Is the Surface Owner(s) signature on the lease? Yes No

23b. If 23 is No: Surface Owners Agreement Attached or \$25,000 Blanket Surface Bond \$2,000 Surface Bond \$5,000 Surface Bond

24. Using standard QtrQtr, Sec, Twp, Rng format enter entire mineral lease description upon which this proposed wellsite is located (attach separate sheet/map if you prefer):

ON FILE WITH THE STATE OF COLORADO

25. Distance to Nearest Mineral Lease Line: 515 ft 26. Total Acres in Lease: 240

DRILLING PLANS AND PROCEDURES

27. Is H2S anticipated? Yes No If Yes, attach contingency plan.

28. Will salt sections be encountered during drilling? Yes No

29. Will salt (>15,000 ppm TDS CL) or oil based muds be used during drilling? Yes No

30. If questions 28 or 29 are yes, is this location in a sensitive area (Rule 901.e)? Yes No

31. Mud disposal: Offsite Onsite

If 28, 29, or 30 are "Yes" a pit permit may be required.

Method: Land Farming Land Spreading Disposal Facility Other: CLOSED LOOP SYSTEM

Note: The use of an earthen pit for Recompletion fluids requires a pit permit (Rule 905b). If air/gas drilling, notify local fire officials.

Casing Type	Size of Hole	Size of Casing	Wt/Ft	Csg/Liner Top	Setting Depth	Sacks Cmt	Cmt Btm	Cmt Top
CONDUCTOR	20+0/0	16+0/0		0	60	15	60	0
SURF	12+1/4	8+5/8	32	0	1,500	550	1,500	0
1ST	7+7/8	4+1/2	11.6	0	9,578	1,030	9,578	

32. BOP Equipment Type: Annular Preventer Double Ram Rotating Head None

33. Comments Parasite string 3000'. The Production Casing Top of Cement will be 200' above Top of Gas. All conditions are the same as prior approved permit. No pits will be constructed. A closed loop system will be used for this APD. This re-file will not require any expansion/additional disturbance. This location does not require a variance from any of the rules listed in COGCC Rule 306.d (1). (A). (ii). This location is not in a wildlife restricted surface occupancy area.

34. Location ID: 413476

35. Is this application in a Comprehensive Drilling Plan? Yes No

36. Is this application part of submitted Oil and Gas Location Assessment? Yes No

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: _____ Print Name: JEAN MUSE-REYNOLDS

Title: REGULATORY COMPLIANCE Date: 9/13/2011 Email: jmuse@nobleenergyinc.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: David S. Nash Director of COGCC Date: 10/6/2011

API NUMBER
05 045 18549 00

Permit Number: _____ Expiration Date: 10/5/2013

CONDITIONS OF APPROVAL, IF ANY:

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

- (1) COMPLIANCE WITH THE MOST CURRENT REVISION OF THE NORTHWEST COLORADO NOTIFICATION POLICY IS REQUIRED.
- (2) GARFIELD COUNTY RULISON-FIELD NOTICE TO OPERATORS. NOTE: ALL NOTICES SHALL BE GIVEN VIA E-MAIL. SEE ATTACHED NOTICE
- (3) THE MOISTURE CONTENT OF ANY DRILL CUTTINGS IN A CUTTINGS PIT, TRENCH, OR PILE SHALL BE AS LOW AS PRACTICABLE TO PREVENT ACCUMULATION OF LIQUIDS GREATER THAN DE-MINIMIS AMOUNTS. AT THE TIME OF CLOSURE, THE DRILL CUTTINGS MUST ALSO MEET THE APPLICABLE STANDARDS OF TABLE 910-1.
- (4) NO PORTION OF ANY PIT THAT WILL BE USED TO HOLD LIQUIDS SHALL BE CONSTRUCTED ON FILL MATERIAL, UNLESS THE PIT AND FILL SLOPE ARE DESIGNED AND CERTIFIED BY A PROFESSIONAL ENGINEER, SUBJECT TO REVIEW AND APPROVAL BY THE DIRECTOR PRIOR TO CONSTRUCTION OF THE PIT. THE CONSTRUCTION AND LINING OF THE PIT SHALL BE SUPERVISED BY A PROFESSIONAL ENGINEER OR THEIR AGENT. THE ENTIRE BASE OF THE PIT MUST BE IN CUT.
- (5) THE SURFACE CASING IS MORE THAN 50' BELOW THE DEPTH OF THE DEEPEST WATER WELL WITHIN 1 -MILE OF THE SURFACE LOCATION WHEN CORRECTED FOR ELEVATION DIFFERENCES. THE DEEPEST WATER WELL WITHIN 1-MILE IS 300 FEET DEEP.

Attachment Check List

Att Doc Num	Name
400181405	FORM 2 SUBMITTED
400204003	H2S CONTINGENCY PLAN
400205093	WELL LOCATION PLAT
400205094	APD APPROVED
400205095	LOCATION PICTURES
400205096	OTHER
400205097	ACCESS ROAD MAP
400205098	REFERENCE AREA PICTURES
400205099	CONST. LAYOUT DRAWINGS
400205100	LOCATION DRAWING
400205101	HYDROLOGY MAP
400205102	REFERENCE AREA MAP
400205103	MULTI-WELL PLAN

Total Attach: 13 Files

General Comments

<u>User Group</u>	<u>Comment</u>	<u>Comment Date</u>
Permit	LGD/Pub. comm. waived. Final Comprehensive Review Status--passed.	10/6/2011 10:40:17 AM
Permit	CORR. DIST. TO NEAREST RD. TO 1300' TO AGREE WITH SURF. LOC. READY TO APPROVE IN PERMITTING WHEN LGD/PUB. COMMENT EXP. 10/4	9/27/2011 11:25:47 AM

Total: 2 comment(s)

BMP

<u>Type</u>	<u>Comment</u>
Interim Reclamation	Use of portable toilets whenever long-term activities are occurring onsite.
Wildlife	Bird protection practices in accordance with the Migratory Bird Act.
General Housekeeping	<ul style="list-style-type: none">• Spill reporting and cleanup per COGCC guidelines, EPA regulations, CDPEH regulations, and Noble Energy Inc. policies.
Drilling/Completion Operations	<ul style="list-style-type: none">• Spill reporting and cleanup per COGCC guidelines, EPA regulations, CDPEH regulations, and Noble Energy Inc. policies.
Planning	<ul style="list-style-type: none">• Traffic minimization practices whenever possible in order to reduce dust, noise, congestion, road maintenance.• Noise minimization.• Use of multi-well pad sites for the purpose of minimizing areas of disturbance, traffic, and environmental impact.• Proper reclamation and reseeding practices in accordance with COGCC rules, landowner requirements and BLM stipulations as applicable.
Material Handling and Spill Prevention	<ul style="list-style-type: none">• Spill Prevention Control and Countermeasure (SPCC) Plans in accordance with 40 CFR, Part 112.• Secondary containment for oil and produced water vessels in accordance with COGCC rules.
Storm Water/Erosion Control	<ul style="list-style-type: none">• Stormwater management practices during construction and interim reclamations phases in accordance with CDPHE regulations.• Stormwater management practices in accordance with COGCC rules throughout the operating life of the locations.

Total: 7 comment(s)