

804 Grand Ave.
Platteville, CO 80651



Tel: 970.785.5000
After Hours: 303.939.8585
Fax: 970.785.5099
www.nobleenergyinc.com

North America Division

June 1, 2012

Mr. John Axelson
Department Of Natural Resources
Oil & Gas Conservation Commission
1120 Lincoln St., Suite 801
Denver CO 80203-2136

RE: Quarterly Ground Water Monitoring Report
Williams PM F 15-8
API 05-123-14056
Remediation tracking #6237
SE/NE Sec.15, T5N R65W
Weld County, Colorado

Dear Mr. Axelson:

Please find attached the quarterly ground water monitoring report for the Williams PM F 15-8. Noble Energy Inc. would like to claim business confidentiality protection for the information submitted in this letter, the supporting materials attached and all previous and subsequent correspondence related to this matter. Please contact the Noble Energy Environmental Department at (303) 228-4158 if you have any questions or require additional information.

Sincerely,

A handwritten signature in blue ink, appearing to read 'R. Bruner'.

Ryan Bruner
Environmental and Regulatory Supervisor

Attachments



GROUNDWATER MONITORING REPORT APRIL 2012

WILLIAMS PM F 15-8 TANK BATTERY

On April 12, 2012, LT Environmental, Inc. (LTE), under the direction of Noble Energy, Inc. (Noble), conducted groundwater monitoring activities at the Williams PM F 15-8 Tank Battery (Site). Site history and remediation activities were described in preceding reports. The April 2012 groundwater monitoring event constitutes the third post-remediation performance groundwater monitoring event.

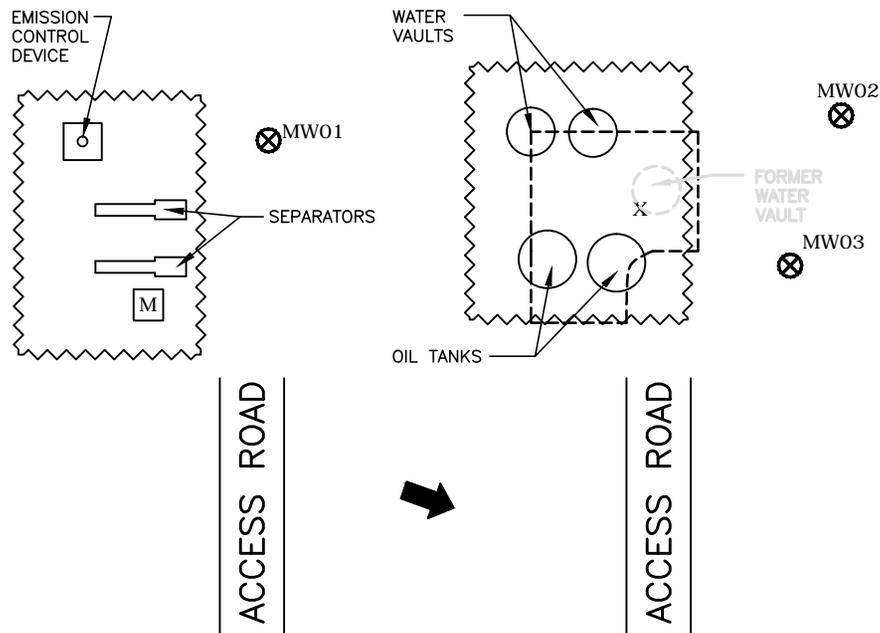
Monitoring wells MW01 through MW03 were installed on September 14, 2011, using a direct push rig operated by High Plains Drilling of Denver, Colorado. The Site Map is presented as Figure 1. Groundwater level measurements were collected from the monitoring wells and are summarized in Table 1.

Depth to groundwater, which ranged from 7.40 feet below top of casing (btoc) in MW02 to 8.01 feet btoc in MW01, was used to calculate well-specific purge volumes. Monitoring well MW03 was bent but not destroyed; therefore, a sample was collected but depth to groundwater was not measured. Following well development and purging, samples were collected and then submitted to Origins Laboratory, Inc. in Denver, Colorado, for analysis of benzene, toluene, ethylbenzene, and total xylenes (BTEX) by United States Environmental Protection Agency Method 8260C.

Analytical results presented in Table 1 indicate BTEX concentrations are in compliance with the Colorado Department of Public Health and Environment-Water Quality Control Commission Regulation 41 (WQCC Reg 41). The laboratory analytical report is included as the Attachment.

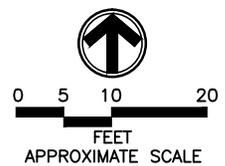
LTE, under the direction of Noble, will continue to conduct quarterly groundwater monitoring events with the goal of obtaining four consecutive quarters with analytical results in compliance with WQCC Reg 41. The next quarterly groundwater monitoring event is scheduled for July 2012.

FIGURE

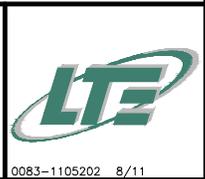


LEGEND

-  MONITORING WELL
-  WELLHEAD
-  CORRUGATED STEEL BERM
-  RELEASE
-  METER HOUSE
-  EXTENT OF EXCAVATION
-  ESTIMATED GROUNDWATER FLOW DIRECTION



**FIGURE 1
SITE MAP
WILLIAMS PM F 15-8 TANK BATTERY
WELD COUNTY, COLORADO
NOBLE ENERGY, INC.**



TABLE

TABLE 1

**GROUNDWATER ANALYTICAL RESULTS
WILLIAMS PM F 15-8 TANK BATTERY
WELD COUNTY, COLORADO
NOBLE ENERGY, INC.**

Well ID	Date	Depth to Water (feet btoc)	Benzene (µg/L)	Toluene (µg/L)	Ethylbenzene (µg/L)	Total Xylenes (µg/L)
MW01	10/3/2011	5.20	<1.0	<1.0	<1.0	<3.0
	1/13/2012	7.59	<1.0	<1.0	<1.0	<3.0
	4/12/2012	8.01	<1.0	<1.0	<1.0	<1.0
MW02	10/3/2011	5.20	<1.0	<1.0	<1.0	<3.0
	1/13/2012	6.95	<1.0	<1.0	<1.0	<3.0
	4/12/2012	7.40	<1.0	<1.0	<1.0	<1.0
MW03	10/3/2011	5.20	<1.0	<1.0	<1.0	<3.0
	1/13/2012	NM	<1.0	<1.0	<1.0	<3.0
	4/12/2012	NM	<1.0	<1.0	<1.0	<1.0
CDPHE WQCC Reg 41			5.0	560	700	1,400

NOTES:

btoc - below top of casing

µg/L - micrograms per liter

NM - not measured

< - indicates result is less than the stated laboratory reporting limit

Benzene, toluene, ethylbenzene, and total xylenes analyzed by EPA Method 8260C

CDPHE WQCC Reg 41 - Colorado Department of Public Health and Environment-Water Quality Control
Commission Regulation 41 covering The Basic Standards for Ground Water

ATTACHMENT

LABORATORY ANALYTICAL REPORT



April 17, 2012

LT Environmental, Inc.

Steve Kahn

4600 West 60th Avenue

Arvada CO 80003

Project Name - Noble - Williams PMF 15-18

Project Number - N/A

Attached are you analytical results for Noble - Williams PMF 15-18 received by Origins Laboratory, Inc. April 12, 2012. This project is associated with Origins project number X204095-01.

The analytical results in the following report were analyzed under the guidelines of EPA Methods. These methods are identified as follows; "SW" are defined in SW-846, "EPA" are defined in 40CFR part 136 and "SM" are defined in the most current revision of Standard Methods For the Examination of Water and Wastewater.

The analytical results apply specifically to the samples and analyses specified per the attached Chain of Custody. As such, this report shall not be reproduced except in full, without the written approval of Origin's laboratory.

Thank you for selecting Origins for your analytical needs. Please contact us with any questions concerning this report, or if we can help with anything at all.

Origins Laboratory, Inc.
303.433.1322
o-squad@oelabinc.com



LT Environmental, Inc.
4600 West 60th Avenue
Arvada CO 80003

Steve Kahn
Project Number: N/A
Project: Noble - Williams PMF 15-18

CROSS REFERENCE REPORT

Sample ID	Laboratory ID	Matrix	Date Sampled	Date Received
MW01	X204095-01	Water	April 12, 2012 14:00	04/12/2012 15:50
MW02	X204095-02	Water	April 12, 2012 14:20	04/12/2012 15:50
MW03	X204095-03	Water	April 12, 2012 14:40	04/12/2012 15:50

Origins Laboratory, Inc.



Noelle E Doyle, President

The results in this report apply to the samples analyzed in accordance with the chain of custody document. This analytical report must be reproduced in its entirety.

LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

Origins Laboratory

F-012207-01-R1
 Effective Date: 01/09/12

Sample Receipt Checklist

Origins Work Order: X2004095

Client: LTE

Client Project ID: Williams PMF 15-8

Checklist Completed by: Jacob Smith

Shipped Via: H/D
 (UPS, FedEx, Hand Delivered, Pick-up, etc.)

Date/time completed: 4/12/12 15:51

Airbill #: NA

Matrix(s) Received: (Check all that apply): Soil/Solid Water Other: _____

Cooler Number/Temperature: 1 / 4.1 °C _____ / _____ °C _____ / _____ °C _____ / _____ °C (Describe)

Thermometer ID: 7001

Requirement Description	Yes	No	N/A	Comments (if any)
If samples require cooling, was the temperature between 0°C to ≤ 6°C ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Is there ice present (document if blue ice is used)	<input checked="" type="checkbox"/>			
Are custody seals present on cooler? (if so, document in comments if they are signed and dated, broken or intact)		<input checked="" type="checkbox"/>		
Are custody seals present on each sample container? (if so, document in comments if they are signed and dated, broken or intact)		<input checked="" type="checkbox"/>		
Were all samples received intact ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Was adequate sample volume provided ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Are short holding time analytes or samples with HTs due within 48 hours present ⁽¹⁾ ?		<input checked="" type="checkbox"/>		
Is a chain-of-custody (COC) present and filled out completely ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Does the COC agree with the number and type of sample bottles received ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Do the sample IDs on the bottle labels match the COC ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Is the COC properly relinquished by the client with date and time recorded ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
For volatiles in water – is there headspace (> ¼ inch bubble) present? If yes, contact client and note in narrative.		<input checked="" type="checkbox"/>		
Are samples preserved that require preservation and was it checked ⁽¹⁾ ? (note ID of confirmation instrument used in comments) / (preservation is not confirmed for subcontracted analyses in order to insure sample integrity)/(pH <2 for samples preserved with HNO ₃ , HCL, H ₂ SO ₄) / (pH >10 for samples preserved with NaAsO ₂ +NaOH, ZnAc+NaOH)		<input checked="" type="checkbox"/>		Samples will be analyzed within 7 days of collection
Additional Comments (if any):				

⁽¹⁾If NO, then contact the client before proceeding with analysis and note date/time and person contacted as well as the corrective action to in the additional comments (above) and the case narrative.

Reviewed by (Project Manager) [Signature] Date/Time Reviewed 4-12-12 11:54

Origins Laboratory, Inc.

[Signature]

Noelle E Doyle, President

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LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

MW01
 4/12/2012 2:00:00PM

Analyte	Result	Reporting Limit	Units	Dilution	Batch	Prepared	Analyzed	Notes
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Origins Laboratory, Inc.
 X204095-01 (Water)

BTEX by EPA 8260C

Benzene	ND	1.0	ug/L	1	2D12005	04/12/2012	04/17/2012	
Toluene	ND	1.0	"	"	"	"	"	
Ethylbenzene	ND	1.0	"	"	"	"	"	
Xylenes, total	ND	1.0	"	"	"	"	"	
<i>Surrogate: 1,2-Dichloroethane-d4</i>	104 %	70-130			"	"	"	
<i>Surrogate: Toluene-d8</i>	87.1 %	70-130			"	"	"	
<i>Surrogate: 4-Bromofluorobenzene</i>	107 %	70-130			"	"	"	

Origins Laboratory, Inc.



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Noelle E Doyle, President

LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

MW02
 4/12/2012 2:20:00PM

Analyte	Result	Reporting Limit	Units	Dilution	Batch	Prepared	Analyzed	Notes
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Origins Laboratory, Inc.
 X204095-02 (Water)

BTEX by EPA 8260C

Benzene	ND	1.0	ug/L	1	2D12005	04/12/2012	04/17/2012	
Toluene	ND	1.0	"	"	"	"	"	
Ethylbenzene	ND	1.0	"	"	"	"	"	
Xylenes, total	ND	1.0	"	"	"	"	"	

Surrogate: 1,2-Dichloroethane-d4	105 %	70-130			"	"	"	
Surrogate: Toluene-d8	84.4 %	70-130			"	"	"	
Surrogate: 4-Bromofluorobenzene	105 %	70-130			"	"	"	

Origins Laboratory, Inc.



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Noelle E Doyle, President

LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

MW03
 4/12/2012 2:40:00PM

Analyte	Result	Reporting Limit	Units	Dilution	Batch	Prepared	Analyzed	Notes
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Origins Laboratory, Inc.
 X204095-03 (Water)

BTEX by EPA 8260C

Benzene	ND	1.0	ug/L	1	2D12005	04/12/2012	04/17/2012	
Toluene	ND	1.0	"	"	"	"	"	
Ethylbenzene	ND	1.0	"	"	"	"	"	
Xylenes, total	ND	1.0	"	"	"	"	"	
<i>Surrogate: 1,2-Dichloroethane-d4</i>	<i>103 %</i>	<i>70-130</i>			<i>"</i>	<i>"</i>	<i>"</i>	
<i>Surrogate: Toluene-d8</i>	<i>84.0 %</i>	<i>70-130</i>			<i>"</i>	<i>"</i>	<i>"</i>	
<i>Surrogate: 4-Bromofluorobenzene</i>	<i>107 %</i>	<i>70-130</i>			<i>"</i>	<i>"</i>	<i>"</i>	

Origins Laboratory, Inc.



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Noelle E Doyle, President

LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

Volatile Organic Compounds by GC/MS SW846 8260C - Quality Control
Origins Laboratory, Inc.

Analyte	Result	Reporting Limit	Units	Spike Level	Source Result	%REC	%REC Limits	RPD	RPD Limit	Notes
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Batch 2D12005 - EPA 5030B (Water)

Blank (2D12005-BLK1)

Prepared: 04/12/2012 Analyzed: 04/15/2012

Benzene	ND	1.0	ug/L							
Toluene	ND	1.0	"							
Ethylbenzene	ND	1.0	"							
Xylenes, total	ND	1.0	"							
<i>Surrogate: 1,2-Dichloroethane-d4</i>	<i>63</i>		<i>"</i>	<i>62.5</i>	<i>100</i>		<i>70-130</i>			
<i>Surrogate: Toluene-d8</i>	<i>58</i>		<i>"</i>	<i>62.5</i>	<i>93.0</i>		<i>70-130</i>			
<i>Surrogate: 4-Bromofluorobenzene</i>	<i>64</i>		<i>"</i>	<i>62.5</i>	<i>102</i>		<i>70-130</i>			

Origins Laboratory, Inc.



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Noelle E Doyle, President

LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

Volatile Organic Compounds by GC/MS SW846 8260C - Quality Control
Origins Laboratory, Inc.

Analyte	Result	Reporting Limit	Units	Spike Level	Source Result	%REC	%REC Limits	RPD	RPD Limit	Notes
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Batch 2D12005 - EPA 5030B (Water)

Blank (2D12005-BLK2)

Prepared: 04/12/2012 Analyzed: 04/15/2012

Benzene	ND	1.0	ug/L							
Toluene	ND	1.0	"							
Ethylbenzene	ND	1.0	"							
Xylenes, total	ND	1.0	"							
<i>Surrogate: 1,2-Dichloroethane-d4</i>	<i>64</i>		<i>"</i>	<i>62.5</i>	<i>102</i>		<i>70-130</i>			
<i>Surrogate: Toluene-d8</i>	<i>58</i>		<i>"</i>	<i>62.5</i>	<i>92.7</i>		<i>70-130</i>			
<i>Surrogate: 4-Bromofluorobenzene</i>	<i>62</i>		<i>"</i>	<i>62.5</i>	<i>98.9</i>		<i>70-130</i>			

Origins Laboratory, Inc.



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Noelle E Doyle, President

LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

Volatile Organic Compounds by GC/MS SW846 8260C - Quality Control
Origins Laboratory, Inc.

Analyte	Result	Reporting Limit	Units	Spike Level	Source Result	%REC	%REC Limits	RPD	RPD Limit	Notes
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Batch 2D12005 - EPA 5030B (Water)

LCS (2D12005-BS1)

Prepared: 04/12/2012 Analyzed: 04/15/2012

Benzene	110	1.0	ug/L	100		110	70-130			
Toluene	103	1.0	"	100		103	70-130			
Ethylbenzene	108	1.0	"	100		108	70-130			
m,p-Xylene	219	2.0	"	200		109	70-130			
o-Xylene	111	1.0	"	100		111	70-130			
<i>Surrogate: 1,2-Dichloroethane-d4</i>	<i>63</i>		<i>"</i>	<i>62.5</i>		<i>101</i>	<i>70-130</i>			
<i>Surrogate: Toluene-d8</i>	<i>58</i>		<i>"</i>	<i>62.5</i>		<i>92.6</i>	<i>70-130</i>			
<i>Surrogate: 4-Bromofluorobenzene</i>	<i>63</i>		<i>"</i>	<i>62.5</i>		<i>100</i>	<i>70-130</i>			

Origins Laboratory, Inc.



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LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

Volatile Organic Compounds by GC/MS SW846 8260C - Quality Control
Origins Laboratory, Inc.

Analyte	Result	Reporting Limit	Units	Spike Level	Source Result	%REC	%REC Limits	RPD	RPD Limit	Notes
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Batch 2D12005 - EPA 5030B (Water)

LCS (2D12005-BS2)

Prepared: 04/12/2012 Analyzed: 04/15/2012

Benzene	105	1.0	ug/L	100		105	70-130			
Toluene	97.0	1.0	"	100		97.0	70-130			
Ethylbenzene	102	1.0	"	100		102	70-130			
m,p-Xylene	208	2.0	"	200		104	70-130			
o-Xylene	108	1.0	"	100		108	70-130			
<i>Surrogate: 1,2-Dichloroethane-d4</i>	<i>65</i>		<i>"</i>	<i>62.5</i>		<i>104</i>	<i>70-130</i>			
<i>Surrogate: Toluene-d8</i>	<i>59</i>		<i>"</i>	<i>62.5</i>		<i>94.4</i>	<i>70-130</i>			
<i>Surrogate: 4-Bromofluorobenzene</i>	<i>63</i>		<i>"</i>	<i>62.5</i>		<i>101</i>	<i>70-130</i>			

Origins Laboratory, Inc.



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LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

Volatile Organic Compounds by GC/MS SW846 8260C - Quality Control
Origins Laboratory, Inc.

Analyte	Result	Reporting Limit	Units	Spike Level	Source Result	%REC	%REC Limits	RPD	RPD Limit	Notes
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Batch 2D12005 - EPA 5030B (Water)

Matrix Spike (2D12005-MS1)	Source: X204079-02			Prepared: 04/12/2012 Analyzed: 04/15/2012						
Benzene	106	1.0	ug/L	100	ND	106	70-130			
Toluene	98.9	1.0	"	100	ND	98.9	70-130			
Ethylbenzene	103	1.0	"	100	ND	103	70-130			
m,p-Xylene	212	2.0	"	200	ND	106	70-130			
o-Xylene	106	1.0	"	100	ND	106	70-130			
<i>Surrogate: 1,2-Dichloroethane-d4</i>	<i>64</i>		<i>"</i>	<i>62.5</i>		<i>103</i>	<i>70-130</i>			
<i>Surrogate: Toluene-d8</i>	<i>58</i>		<i>"</i>	<i>62.5</i>		<i>93.5</i>	<i>70-130</i>			
<i>Surrogate: 4-Bromofluorobenzene</i>	<i>62</i>		<i>"</i>	<i>62.5</i>		<i>99.5</i>	<i>70-130</i>			

Origins Laboratory, Inc.



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LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

Volatile Organic Compounds by GC/MS SW846 8260C - Quality Control
Origins Laboratory, Inc.

Analyte	Result	Reporting Limit	Units	Spike Level	Source Result	%REC	%REC Limits	RPD	RPD Limit	Notes
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Batch 2D12005 - EPA 5030B (Water)

Matrix Spike (2D12005-MS2)	Source: X204084-01			Prepared: 04/12/2012 Analyzed: 04/15/2012						
Benzene	112	1.0	ug/L	100	ND	112	70-130			
Toluene	105	1.0	"	100	ND	105	70-130			
Ethylbenzene	112	1.0	"	100	ND	112	70-130			
m,p-Xylene	225	2.0	"	200	ND	112	70-130			
o-Xylene	112	1.0	"	100	ND	112	70-130			
Surrogate: 1,2-Dichloroethane-d4	65		"	62.5		104	70-130			
Surrogate: Toluene-d8	58		"	62.5		93.2	70-130			
Surrogate: 4-Bromofluorobenzene	62		"	62.5		100	70-130			

Origins Laboratory, Inc.



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Noelle E Doyle, President

LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

Volatile Organic Compounds by GC/MS SW846 8260C - Quality Control
Origins Laboratory, Inc.

Analyte	Result	Reporting Limit	Units	Spike Level	Source Result	%REC	%REC Limits	RPD	RPD Limit	Notes
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Batch 2D12005 - EPA 5030B (Water)

Matrix Spike Dup (2D12005-MSD1)	Source: X204079-02			Prepared: 04/12/2012 Analyzed: 04/15/2012						
Benzene	110	1.0	ug/L	100	ND	110	70-130	3.08	20	
Toluene	103	1.0	"	100	ND	103	70-130	3.67	20	
Ethylbenzene	107	1.0	"	100	ND	107	70-130	3.72	20	
m,p-Xylene	219	2.0	"	200	ND	109	70-130	3.06	20	
o-Xylene	110	1.0	"	100	ND	110	70-130	3.08	20	
Surrogate: 1,2-Dichloroethane-d4	65		"	62.5		103	70-130			
Surrogate: Toluene-d8	58		"	62.5		92.7	70-130			
Surrogate: 4-Bromofluorobenzene	64		"	62.5		103	70-130			

Origins Laboratory, Inc.



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Noelle E Doyle, President

LT Environmental, Inc.
 4600 West 60th Avenue
 Arvada CO 80003

Steve Kahn
 Project Number: N/A
 Project: Noble - Williams PMF 15-18

Volatile Organic Compounds by GC/MS SW846 8260C - Quality Control
Origins Laboratory, Inc.

Analyte	Result	Reporting Limit	Units	Spike Level	Source Result	%REC	%REC Limits	RPD	RPD Limit	Notes
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Batch 2D12005 - EPA 5030B (Water)

Matrix Spike Dup (2D12005-MSD2)	Source: X204084-01			Prepared: 04/12/2012 Analyzed: 04/15/2012						
Benzene	111	1.0	ug/L	100	ND	111	70-130	0.260	20	
Toluene	102	1.0	"	100	ND	102	70-130	2.73	20	
Ethylbenzene	108	1.0	"	100	ND	108	70-130	3.77	20	
m,p-Xylene	220	2.0	"	200	ND	110	70-130	1.97	20	
o-Xylene	110	1.0	"	100	ND	110	70-130	2.43	20	
<i>Surrogate: 1,2-Dichloroethane-d4</i>	<i>65</i>		<i>"</i>	<i>62.5</i>		<i>104</i>	<i>70-130</i>			
<i>Surrogate: Toluene-d8</i>	<i>58</i>		<i>"</i>	<i>62.5</i>		<i>92.8</i>	<i>70-130</i>			
<i>Surrogate: 4-Bromofluorobenzene</i>	<i>64</i>		<i>"</i>	<i>62.5</i>		<i>103</i>	<i>70-130</i>			

Origins Laboratory, Inc.



The results in this report apply to the samples analyzed in accordance with the chain of custody document. This analytical report must be reproduced in its entirety.

Noelle E Doyle, President

LT Environmental, Inc.
4600 West 60th Avenue
Arvada CO 80003

Steve Kahn
Project Number: N/A
Project: Noble - Williams PMF 15-18

Notes and Definitions

ND Analyte NOT DETECTED at or above the reporting limit
RPD Relative Percent Difference

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Noelle E Doyle, President