DIVISION 5 WATER COURT-FEBRUARY 2006 RESUME

1. ***PURSUANT TO C.R.S., §37-92-302, AS AMENDED, YOU ARE NOTIFIED THAT THE FOLLOWING PAGES COMPRISE A RESUME OF THE APPLICATIONS AND AMENDED APPLICATIONS FILED WITH THE WATER CLERK FOR WATER DIVISION 5 DURING THE MONTH OF FEBRUARY 2006***

06CW17 - Gunnison County, groundwater tributary to Roaring Fork River, Tributary to Colorado River. Michael G. and Wendy L. Yellico; Balcomb & Green, P.C., P.O. Drawer 790, Glenwood Springs, CO 81602; 970-945-6546. Structure: Yellico Well No. 1. Orig. Decree: 2/22/1999, Case No. 98CW317, Court: Dist. Court, Water Div. No. 5. Location: SW1/4 NW1/4, Sec. 25, T. 11 S., R. 88 W., 6th P.M., 1,570 ft. from the N. Sec. line and 10 ft. from the W. Sec. line of said Sec. 25. Approp. Date: 12/20/1996. Use: In-house dom. use. Depth: 202 ft. Amt: 15 g.p.m. Well Permit: No. 210003. A list of diligence activities is on file with this Court. Date of beneficial use: 1/2000, Amt: 3 g.p.m. Place of use: Applicants' 0.3 acre residential site, lots G-M, Town of Marble Subdivision. 4 pages.

YOU ARE HEREBY NOTIFIED THAT YOU HAVE until the last day of APRIL 2006 with the Water Clerk in quadruplicate a verified statement of opposition setting forth facts as to why this application should not be granted or why it should be granted in part or on certain conditions. A copy of such statement of opposition must also be served upon the applicant or the applicant's attorney and an affidavit or certificate of such service shall be filed with the Water Clerk, as prescribed by Rule 5, CRCP. (Filing Fee: $70.00) KATHY HALL, Water Clerk, Water Division 5; 109 8th Street, Suite 104 Glenwood Springs, CO 81601

2. ***PURSUANT TO C.R.S., §37-92-302, AS AMENDED, YOU ARE NOTIFIED THAT THE FOLLOWING PAGES COMPRISE A RESUME OF THE APPLICATIONS AND AMENDED APPLICATIONS FILED WITH THE WATER CLERK FOR WATER DIVISION 5 DURING THE MONTH OF FEBRUARY 2006***

06CW18. PITKIN COUNTY. ALLUVIUM OF CASTLE CREEK. WTS Cabin Partners, Ltd., c/o Patrick, Miller & Kropf, P.C., Ramsey L. Kropf, Esq. and Paul L. Noto, Esq., 730 E. Durant, Suite 200, Aspen, CO 81611, (970) 920-1028. APPLICATION FOR FINDING OF REASONABLE DILIGENCE AND TO MAKE ABSOLUTE. Names of structures: WTS Well No. 1 and WTS Well No. 2. Description of conditional water right: Previous decree and decree dates: Case No. 98CW289, February 15, 2000, Water Division 5. Legal description of points of diversion: WTS Well No. 1: NW ¼ SW ¼, Section 20, Township 11 South, Range 84 West of the 6th P.M. 1880 feet from South Section Line and 275 feet from the West Section Line in Pitkin County, Colorado. WTS Well No. 2: NW ¼ SW ¼, of Section 20, Township 11 South, Range 84 West of the 6th P.M 2140 feet from the South Section Line, 210 feet from the West Section line, in Pitkin County, Colorado. Source for both wells: Alluvium of Castle Creek. Appropriation dates: WTS Well No. 1: December 31, 1987. WTS Well No. 2: December 21, 1998. Amounts: WTS Well No. 1: 8 gpm (0.0178 cfs) absolute for domestic uses; 7 gpm (0.0155 cfs) conditional for domestic uses; 0.033 cfs (15 gpm), conditional for irrigation and livestock. WTS Well No. 2: 0.033 cfs (15gpm), conditional. Uses: WTS Well No. 1: Domestic, including irrigation and livestock purposes. WTS Well No. 2: Domestic, including irrigation and livestock purposes. Well Depths: WTS Well No. 1: Approximately 110 feet. WTS Well No. 2: Expected to be approximately 200 feet. A detailed outline of work performed toward completion of the appropriation and application of water to the conditional uses decreed during the relevant diligence period, including expenditures, is attached to the application as **Exhibit A**. If claim to make absolute, water applied to beneficial use: WTS Well No. 1 Date: May 31, 2001. Amount: Applicant seeks to make 7 gpm out of 7 gpm originally decreed conditional for a total of 15 gpm absolute. Use: Domestic. Date: May 31, 2001. Amount: 15 gpm, out of 15 gpm originally decreed conditional to be decreed absolute. Use: Irrigation. Description of place of use where water is applied to beneficial use: For domestic purposes: single family residence located at 9888 Castle Creek Road, Aspen, CO. For irrigation purposes: 8,250 square feet of vegetation on the Applicant's property located at 9888 Castle Creek Road, Aspen, CO see **Exhibit A and B**. The water from WTS Well No. 1 is also used in conjunction with water from the Elk Mountain Ditch and PPLTD Pond Nos. 1, 2, 3, 4, 5 and 6 to irrigate two other properties located at 9669 Castle Creek Road and 10081 Castle Creek Road, owned by Pond Property, Ltd. and SCM Cabin Partners, respectively see **Exhibit C.** Claim to continue conditional status: Applicant seeks a decree continuing conditional status for all uses and amount decreed to WTS Well No. 2 based upon the activities listed in **Exhibit A**. Remarks: WTS Well No. 1 and WTS Well No. 2 are part of a decreed integrated water supply system for Applicant's property as well as properties owned by Pond Property, Ltd. and SCM Cabin Partners, Ltd. Colorado law recognizes that a water supply system is integrated, such that development of one component extends to development of the whole supply. Applicant, SCM Cabin Partners, Ltd. (10081 Castle Creek Road), and Pond Property Ltd. (9669 Castle Creek Road), own the land where the structures are/will be located and upon which water is beneficially used. (10 pages)

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3. ***PURSUANT TO C.R.S., §37-92-302, AS AMENDED, YOU ARE NOTIFIED THAT THE FOLLOWING PAGES COMPRISE A RESUME OF THE APPLICATIONS AND AMENDED APPLICATIONS FILED WITH THE WATER CLERK FOR WATER DIVISION 5 DURING THE MONTH OF FEBRUARY 2006***

06CW19 WATER RIGHTS TRIBUTARY TO THE BLUE RIVER, SUMMIT COUNTY. Name, address, telephone number(s) of applicant(s): McCullough Gulch Reserve, L.L.C., 50 Marland Road, Colorado Springs, Colorado 80906. Telephone: 719-633-9494. Direct pleadings to: Peter D. Nichols, Peggy E. Montaño, Trout, Raley, Montaño, Witwer & Freeman, P.C., 1120 Lincoln

Street, Suite 1600, Denver, Colorado 80203. Telephone: 303-861-1963. CONCERNING THE APPLICATION FOR WATER RIGHTS TRIBUTARY TO THE BLUE RIVER AND PLAN FOR AUGMENTATION OF McCULLOUGH GULCH RESERVE, L.L.C., IN SUMMIT COUNTY. APPLICATION FOR FINDING OF REASONABLE DILIGENCE. Description of Conditional Water Rights: A. Original Points of Diversion and Place of Use, McCullough Gulch Reserve Wells Nos. 1, 2, 3, and 4: (i) Date entered: January 26, 2000; Case No. 96CW060, District Court Water Division No. 5 ("96CW060"). (ii) Decreed Point of Diversion and Place of Use: Sections 30 and 31, Township 7 South, Range 77 West and Sections 25 and 36, Township 7 South, Range 78 West of the 6th PM as shown on Exhibit A, 96CW060. (iii) Source: Water tributary to the Blue River. (iv) Appropriation Date: December 13, 1995. (v) Amount: Consumptive Use of 1.1 acre feet per year (all four wells); each well cannot produce more than 15 gpm instantaneously and the combined production from the four wells is not to exceed 1.1 acre feet per year. (vi) Type of use: Domestic/residential in-house use. (vii) Augmentation water: Perpetual water lease from Vidler Water Company and so-called Paragraph 6(b) Agreement with City and County of Denver, acting by and through its Board of Water Commissioners, attached as Exhibit B, Case No. 02CW131, Water Division No. 5. B. Changed Points of Diversion and Places of Use, McCullough Gulch Reserve Wells Nos. 3 and 4: (i) Date entered: June 6, 2005; Case No. 02CW131, District Court Water Division No. 5 ("02CW131"). (ii) Decreed Changed Points of Diversion and Places of Use: McCullough Gulch Reserve Well No. 3 - a tract of land located primarily in the SW¼ SW¼ Section 30, T7S, R77W, Sixth P.M. and in the Town of Blue River, Summit County, Colorado and being a portion of the Dot Placer, USMS No. 13358 and being more particularly described as follows: Beginning at a point on the 4-1 line of said Dot Placer, whence Corner 4 of said Placer bears S19º07'40"W 383.00 feet distant; thence N19º07'40"E along said 4-1 line a distance of 321.00 feet; thence S54º13'34"E a distance of 133.71 feet; thence N35º46'26"E a distance of 82.50 feet; thence S54º13'34"E a distance of 115.44 feet; thence S89º55'28"E a distance of 848.35 feet to a point on the Westerly right-of-way line of Colorado State Highway 9; thence S33º22'40"W along said Westerly right-of-way line a distance of 430.00 feet; thence N76º12'29"E a distance of 756.34 feet; thence S79º05'36"W a distance of 236.88 feet to the point of beginning, containing 6.64 acres, more or less. McCullough Gulch Reserve Well No. 4 - a tract of land located primarily in the SW¼ SW¼ unsurveyed Section 30, T7S, R77W, Sixth P.M. and in the Town of Blue River, Summit County, Colorado and being a portion of the Dot Placer, USMS No. 13358 and being more particularly described as follows: Beginning at a point on the 4-1 line of said Dot Placer, whence Corner 4 of said Dot Placer bears S19º07'40"W 704.00 feet distant; thence N19º07'40"E along said 4-1 line a distance of 572.00 feet; thence S70º55'53"E a distance of 1129.69 feet to a point on the Westerly right-of-way line of Colorado State Highway 9; thence Southerly along said Westerly right-of-way line a distance of 278.16 feet along the arc of a curve to the right, having a central angle of 02º57'56", a radius of 5374.21 feet and a chord which bears S31º53'42"W 278.13 feet distant; thence S33º22'40"W continuing along said Westerly right-of-way line a distance of 17.84 feet; thence N89º55'28"W a distance of 848.35 feet; thence S54º13'34"W a distance of 115.44 feet; thence S35º46'26"W a distance of 82.50 feet; thence N54º13'34"W a distance of 133.71 feet to the point of beginning, containing 11.50 acres, more or less. (iii) Source: Same as in 96CW060 (water tributary to the Blue River). (iv) Appropriation Date: Same as in 96CW060 (December 13, 1995). (v) Amount:Same as in 96CW060 (consumptive Use of 1.1 acre feet per year (all four wells); each well cannot produce more than 15 gpm instantaneously and the combined production from the four wells is not to exceed 1.1 acre feet per year). (vi) Type of Use: Same as in 96CW060 (domestic/residential in-house use). (vii) Augmentation water:Same as in 96CW060 (perpetual water lease from Vidler Water Company and so-called Paragraph 6(b) Agreement with City and County of Denver, acting by and through its Board of Water Commissioners, attached as Exhibit B, 02CW131). 1. Application for Finding of Reasonable Diligence. Applicant seeks a finding of reasonable diligence for the McCullough Gulch Wells Nos. 1, 2, 3, and 4 and the McCullough Gulch Reserve Plan for Augmentation. Outline of Work Done Toward Completion of Project and Application of Water to Beneficial Use: During the interval of time since this Court granted the conditional water rights, in continuing the development of the water rights which are the subject of this application, Applicant has engaged in planning, zoning, platting, developing, improving, and installing infrastructure for the real property where the subject water rights will be used. Work performed to develop the subject conditional water right includes: A. Earthwork, including clearing, grubbing, tree removal, tearing out old concrete foundations, silt fence, rip/rap, wetlands fill, wetlands reclamation, subgrade preparation, installation of culvert, boulder retaining walls, top soil, hydro-seed mulch and fertilizer. B. Installation of utilities, including underground electrical power and transformers. C. Vidler Water Company augmentation water lease. D. Subdivision expenses, including Town of Blue River fees and Summit County transferable development rights certificates. E. Professional planning, engineering, design, environmental, geotechnical, surveying, project oversight, and legal services. F. Interest on construction loan. Expenditures by the McCullough Gulch Reserve, L.L.C. during this diligence period in connection with the above activities exceeded $425,000. Applicant prays this Court enter a decree: Finding that Applicant has exercised reasonable diligence in the development of the McCullough Gulch Reserve Well Nos. 1 through 4 and the McCullough Gulch Reserve Plan for Augmentation water rights and continuing such rights in full force and effect; and Granting such other and further relief as the Court deems proper. (6 pages)

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attorney and an affidavit or certificate of such service shall be filed with the Water Clerk, as prescribed by Rule 5, CRCP. (Filing Fee: $70.00) KATHY HALL, Water Clerk, Water Division 5; 109 8th Street, Suite 104 Glenwood Springs, CO 81601

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06CW20 Garfield, Eagle, Pitkin and Summit Counties; Colorado River. Lafarge West, Inc. c/o Leavenworth & Karp, P.C., P.O. Drawer 2030, Glenwood Springs, CO 81602, and North Bank Holdings, LLC c/o Balcomb & Green, P.C., P.O. Drawer 790, Glenwood Springs, CO 81602. Application for Underground Water Rights, Change of Water Rights, and Approval of Plan for Augmentation. First Claim; Application for Conditional Underground Water Rights. Name of Structure: North Bank Gravel Pit Well A. The center of the gravel pit well is located within the SW1/4 and the NW1/4 of Section 12, T. 6 South, R. 93 West of the 6th P.M. at a point approximately 2,300 feet from the south section line and 1,000 feet from the west section line of said Section 12. Source: Alluvial groundwater tributary to the Colorado River. Depth of Well: approximately 27 feet. Date of initiation of appropriation: December 8, 2005. How appropriation was initiated: Entering into a gravel mining lease, site inspection and location of gravel pit site, formation of intent to divert water for the proposed uses, and preparation of engineering data to support same. Amount claimed: 300 g.p.m., conditional, with a total annual diversion of up to 233 AF. Uses: Evaporation and industrial uses, including gravel production, dust control, and truck and equipment washing. Well Permit: Upon the issuance of a decree in this case, the Applicants will submit an application for a well permit to the Colorado Div. of Water Resources. Remarks: Maximum total annual diversions of 233 AF are for both North Bank Gravel Pit A and North Bank Gravel Pit B. The combined total exposed surface area for both gravel pits is estimated to be 70 acres. Name of Structure: North Bank Gravel Pit Well B. The center of the gravel pit well is located within the NE1/4 of Section 12, T. 6 South, R. 93 West of the 6th P.M. at a point approximately 2,100 feet from the north section line and 1,500 feet from the east section line of said Section 12. Source: Alluvial groundwater tributary to the Colorado River. Depth of Well: approximately 27 feet. Date of initiation of appropriation: December 8, 2005. How appropriation was initiated: Entering into a gravel mining lease, site inspection and location of gravel pit site, formation of intent to divert water for the proposed uses, and preparation of engineering data to support same. Amount claimed: 300 g.p.m., conditional, with a total annual diversion of up to 233 AF. Uses: Evaporation and industrial uses, including gravel production, dust control, and truck and equipment washing. Well Permit: Upon the issuance of a decree in this case, the Applicants will submit an application for a well permit to the Colorado Div. of Water Resources. Remarks: Maximum total annual diversions of 233 AF are for both North Bank Gravel Pit A and North Bank Gravel Pit B. The combined total exposed surface area for both gravel pits is estimated to be 70 acres. Second Claim; Application for Change of Water Rights. Decreed name of structures for which change is sought: Stobaugh Ditch and Eyre Ditch. From previous decrees:

Structure	Case No.	Adjudication Date	Appropriation Date	Priority No.	Amount (cfs)	Amount Owned (cfs)
Stobaugh Ditch	CA 103	5/11/1889	11/20/1883	17	4.0	1.75
Stobaugh Ditch	CA 103	5/11/1889	4/30/1887	108	2.6	1.1375
Eyre Ditch	CA 103	5/11/1889	2/15/1884	19	4.0	3.1
Eyre Ditch	CA 103	5/11/1889	3/15/1886	59	1.5	1.5

Decreed points of diversion: Stobaugh Ditch. The headgate is located on the north bank of the Colorado River near the east line of Section 7, T. 6 S., R 92 W. of the 6th P.M. In Case No. W-3526, Water Div. No. 5, the point of diversion for the Applicants' interests in the Stobaugh Ditch water rights were changed to alternate pump stations along the Colorado River, described as follows: a) The new point of diversion of the Stobaugh Ditch is located in Lot 1, Section 12, T. 6 S., R. 93 W. of the 6th P.M. at a point whence the NW Corner of said Section 12 bears N. 61 degrees 50' W. 5,200 feet. b) Alternate point of diversion No. 1 is located in Lot 1, Section 12, T. 6 S., R. 93 W. of the 6th P.M. at a point whence the NW Corner of said Section 12 bears N. 65 degrees 25' W. 5,920 feet. c) Alternate point of diversion No. 2 is located in the SW1/4 NE1/4 of Section 12, T. 6 S., R. 93 W. of the 6th P.M. at a point whence the NW Corner of said Section 12 bears N. 50 degrees 45' W. 4,170 feet. Eyre Ditch. The headgate is located on the north bank of the Colorado River, on Section 12, T. 6 S., R 93 W. of the 6th P.M. In Case No. W-3524, Water Div. No.5, the point of diversion for the Applicants' interest in the Eyre Ditch water rights was changed to alternate pump stations on the Colorado River, described as follows: The new point of diversion of the Stobaugh Ditch is located in Lot 3, Section 12, T. 6 S., R. 93 W. of the 6th P.M. at a point whence the NW Corner of said Section 12 bears N. 33 degrees 25' W. 3,690 feet. Alternate point of diversion No. 1 is located in Lot 3, Section 12, T. 6 S., R. 93 W. of the 6th P.M. at a point whence the NW Corner of said Section 12 bears N. 21 degrees 15' W. 3,880 feet. Alternate point of diversion No. 2 is located in Lot 4, Section 12, T. 6 S., R. 93 W. of the 6th P.M. at a point whence the NW

Corner of said Section 12 bears N. 03 degrees 20' W. 3,880 feet. Source: Colorado River. Decreed Use: Irrigation. Proposed Change: Applicants own the above-described water rights in the Stobaugh Ditch and Eyre Ditch that were historically used to irrigate the North Bank property, located on the north bank of the Colorado River in Section 12, T. 6 South, R. 93 West of the 6th P.M. The irrigated land is shown on Figure 2, attached to the Application. The Applicants request to change those water rights by removing them from irrigation and claiming consumptive use credits associated with the dry-up of land historically irrigated using the water rights. Historical Irrigation Use. Water from the Applicants' interests in the Stobaugh Ditch and Eyre Ditch are used to irrigate 78.5 acres of alfalfa fields on the river terrace fields of the North Bank property. Historical Consumptive Use Credits. By the change of water rights requested herein, the Applicants propose a change of use from irrigation to consumptive use credits through the dry-up of 78.5 acres of historically irrigated land on the river terrace of the North Bank property. The resulting consumptive use credits shall be used to replace Applicants' out-of-priority depletions under the plan for augmentation described below. Third Claim; Application for Approval of Plan for Augmentation. Structures to be Augmented: North Bank Gravel Pit Well A, and North Bank Gravel Pit Well B. Water rights to be used for augmentation: Historical Consumptive Use. Applicants own water rights in the Stobaugh Ditch and Eyre Ditch, as described above, that were historically used to irrigate 78.5 acres of alfalfa crop land on the North Bank property. The historically irrigated land is identified on Figure 2. The Applicants claim consumptive use credits from the dry-up of the historically irrigated land. Using the modified Blaney-Criddle method, the Applicants' engineer calculated the evapotranspiration rate for irrigated alfalfa to be 2.25 AF per acre. Accordingly, the Applicants' historical consumptive use credit for dry-up of the 78.5 acres identified on Figure 2 is 176.5 AF per year. The monthly distribution of consumptive use for the 78.5 acres of historically irrigated land is shown on Table 1 in the Application. Phreatophyte Removal: Applicant's gravel mining operations will result in the removal of approximately 3.5 acres of willow and sedge vegetation located on the North Bank property. The location of those phreatophytes is identified on Figure 2. Using the modified Blaney-Criddle method with crop coefficients derived by SE Rantz in a study titled A Suggested Method for Estimating Evaporation by Native Phreatophytes, the Applicants' engineer estimated the phreatophytic credit to be 2.42 AF per acre. For the 3.5 acres of phreatophytes removed by gravel mining operations, the Applicants claim an annual consumptive use credit of 8.47 AF, the monthly distribution of which is shown on Table 1 in the Application. West Divide Water Conservancy District Supplies: Applicants will apply for a water allotment contract from the West Divide Water Conservancy District ("WDWCD") providing for the release of augmentation water from the storage reservoirs described below. Applicants' WDWCD contract will provide for the amount of annual releases required under the plan for augmentation and/or such greater amount as Applicants may wish to have available in the event that water rights administration occurs at times other than or in amounts greater than those assumed herein. Applicants propose to purchase the contract water in two phases. Initially, Applicants will purchase half of the total estimated contract water purchase obligation for full build-out of the North Bank Gravel Pit Wells A and B. Then, as gravel mining progresses and before additional contract water is needed to augment the Applicants' increased water depletions, the Applicants will purchase the other half of the estimated contract water purchase obligation. Prior to the entry of a ruling or decree, Applicants will provide evidence to the Court of the existence of a WDWCD contract for the required amount of augmentation storage water for the first phase of the gravel pit production, including water to replace out-of-priority depletions and for transit losses associated with storage water deliveries. Ruedi Reservoir: By Water Service Agreement dated May 12, 1982 between WDWCD and the United States Bureau of Reclamation, WDWCD has the right to call for the release of up to 100 AF per year from Ruedi Reservoir for augmentation and other purposes. The term of this Water Service Agreement extends until September 30, 2019, and may be extended at WDWCD's option for an additional 40 years. WDWCD also obtained the right to call for the release of an additional 500 AF per year from Ruedi Reservoir for augmentation and other purposes. Decree Entered: June 20, 1958. Case No.: C.A. 4613, Garfield County District Court. Legal Description of Point(s) of Diversion or Place of Storage: Ruedi Reservoir is located in parts of Sections 7, 8, 9, 11 and 14 through 18, T. 8 South, R. 84 West, 6th P.M., in Eagle and Pitkin Counties. The dam thereof is located in the NW 1/4 of Section 18, T. 8 South, R. 84 West, 6th P.M., its exact location being described as follows: The initial point of survey of said dam is on the right abutment thereof at a point whence the Southwest corner of Section 7, T. 8 South, R. 84 West, 6th P.M. bears North 68 degrees 58' at a distance of 426 feet. Source: The Frying Pan River, tributary to the Roaring Fork River, tributary to the Colorado River. Appropriation Date: July 29, 1957. Amount: 101,369 AF. Use: Domestic, municipal, irrigation, industrial, generation of electrical energy, stock watering and piscatorial uses. Remarks: WDWCD has an interest in 600 AF of water from Ruedi Reservoir pursuant to contracts between WDWCD and the Bureau of Reclamation. Green Mountain Reservoir: By contract dated October 21, 1998, between WDWCD and the United States, WDWCD has the right to call for the release of up to 150 AF per year from Green Mountain Reservoir for municipal/domestic uses and 50 AF per year for Category B industrial use. The contract became effective on the date of execution and will remain in effect for a period of 25 years thereafter. The contract may be renewed for an additional term of 25 years upon written request to the Contracting Officer on or before two years prior to the expiration of this contract. Decree Entered: October 12, 1955, Case No.: (2782, 5016 and 5017), United States District Court, District of Colorado. Legal Description of Point(s) of Diversion or Place of Storage: Green Mountain Reservoir on the Blue River, a tributary of the Colorado River is located in all or parts of Sections 11, 12, 13, 14, 15 and 24, T. 2 South, R. 80 West, and Sections 17, 18, 19, 20, 21, 28, 29, 33 and 34, T. 2 South, R. 79 West, 6th P.M., Summit County. Station 0 + 00 on the dam axis bears South 36degrees31'45" West a distance of 11,165

feet from the SW Corner of Section 1, T. 2 South, R. 80 West, 6th P.M., thence the axis bears North 21degrees00'00" East. Source: Blue River and all tributaries of the Blue River upstream from the dam and Elliot Creek by means of its diversion canal, all of which are within the Colorado River Basin. Appropriation Date: August 1, 1935. Amount: 154,645 AF. Use: Green Mountain Reservoir provides storage to supply water for use in accordance with paragraph 5(a), (b) and (c) of the section titled "Manner of Operation of Project Facilities and Auxiliary Features" in Senate Document 80. The Reservoir was authorized to provide replacement water for senior downstream diversion rights in western Colorado when water is diverted to or stored for use in eastern Colorado through the Colorado-Big Thompson Project. Additional capacity was provided for hydroelectric power generation and beneficial uses in western Colorado including irrigation, municipal/domestic, and industrial uses. Statement of Plan for Augmentation: Nature and Purpose of Plan: Applicant Lafarge West is lessor of the North Bank property, located along the north bank of the Colorado River in Section 12, T. 6 South, R. 93 West of the 6th P.M., in Garfield County, Colorado. See map attached as Figure 1. Applicant Lafarge West is leasing the North Bank property from Applicant North Bank Holdings, LLC in order to perform gravel mining operations. The purpose of the augmentation plan described herein is to protect the water supply for the North Bank Gravel Pit Wells A and B during the pendency of gravel mining operations and during the post-reclamation phase. The Wells have junior water rights that are subject to a call by downstream senior water rights. Therefore, depletions caused by evaporation from the gravel pits and from the industrial uses associated with the gravel mining operation must be augmented. Out-of-priority depletions from the North Bank Gravel Pit Wells will be augmented using historical consumptive use credits, phreatophyte removal credits, and augmentation storage water purchased from the West Divide Water Conservancy District. Estimated Water Requirements, Consumptive Uses, and Depletions. Gravel Mining Operations: Water uses associated with the Applicant's gravel mining operations include gravel production, dust control, and truck and equipment washing. At full production, it is estimated that the North Bank Gravel Pit will produce 550,000 tons of gravel per year. A net moisture loss of 4 percent by weight will occur with the gravel mining process, and the water use is 100 percent consumptive. At 550,000 tons per year (TPY), the estimated water diversions and depletions for gravel production use is 16.2 AF per year, which will be distributed equally by month throughout the year as shown on Exhibit A attached to the Application. It is estimated that 20,000 gallons of water per day will be required for dust control during the period from March through November of each year of mining operations. At 25 work days per month, the amount of water used for dust control is 1.54 AF per month. The water use is 100 percent consumptive, for a total dust control depletion of 13.86 AF per year. Water will be used for truck and equipment washing from March through November of each year of mining operations for an average of 25 work days per month. It is estimated that 1,000 gallons of water per day will be needed for truck and equipment washing. The water use is 100 percent consumptive, for a total depletion of 0.72 AF per year. Total water diversions and depletions for gravel production, dust control, and truck and equipment washing uses associated with the mining operations are shown on Exhibit A. Total annual diversions and stream depletions for those uses are estimated to be 30.78 AF. Pond Evaporation: Stream depletions will also occur from the evaporation of exposed groundwater in the North Bank Gravel Pit Wells created by mining operations. The gravel pits will be created over the life of the mining operation and, at completion of mining operations, the total surface area of the gravel pits will be up to 70 acres, as shown on Figure 1. Using the SEO method outlined in the General Guidelines for Substitute Water Supply Plans for Sand and Gravel Pits, the Applicants' engineer calculated the net evaporation rate from the North Bank Gravel Pit Wells to be 2.89 AF per exposed surface acre, assuming ice cover for December, January, and 21 days in February based on average daily temperatures below 32 degrees. At that rate, the total evaporation from 70 acres of exposed surface area is estimated to be 202.1 AF per year, distributed monthly as shown on the table attached hereto as Exhibit B and incorporated herein by reference. Augmentation Requirements: Augmentation During Gravel Mining Operations: Exhibit C, attached to the Application, shows the anticipated monthly depletions and augmentation requirements schedule during gravel mining operations. Total annual depletions associated with the gravel mining operation will equal 232.9 AF at full build-out of the gravel pit wells. The North Bank Gravel Pit Wells will be located adjacent to and within 100 feet of the Colorado River in a shallow, highly porous gravel formation hydraulically connected to the Colorado River. The timing of stream depletions from the uses of the gravel pit ponds are presumed to be instantaneous. Total stream depletions at full build-out of the gravel mining operation include 147.79 AF of potential out-of-priority depletions that will occur during the historical call period from downstream senior water rights on the Colorado River. In an extreme dry year, the call has historically occurred for a week in April and May, from mid-June through October, and for a week in November. If a downstream call occurs outside of that historical call period, Applicants will obtain additional contract storage water from a source upstream of the Applicants' depletions, in an amount sufficient to replace Applicants' depletions during the extended call period plus transit losses, or Applicants will curtail uses accordingly. Should the Applicants obtain additional contract storage water, evidence of such augmentation water shall be provided to the Div. Engineer for Water Div. No. 5. As shown on Exhibit C, most of the out-of-priority depletions will be augmented using historical consumptive use from the dry-up of 78.5 acres of land under the Applicants' ownership in the Stobaugh Ditch and the Eyre Ditch and using phreatophyte credits from the removal of 3.5 acres of phreatophyte vegetation. The Applicants' ditch rights dedicated to this plan for augmentation have senior priorities and are not subject to a call from downstream water rights. Augmentation water will also be provided from the storage water sources identified above as necessary to augment out-of-priority depletions occurring outside of the historical irrigation season or which are not replaced by historical consumptive use and/or phreatophyte credits. The

analysis of depletions and augmentation requirements shown on Exhibit C indicates that 13.4 AF of contract water is required to replace the depletions not covered by irrigation dry-up and phreatophyte removal credits at full build-out of the gravel mining operations. Including 10% for transit losses associated with delivery of reservoir storage water, the Applicants' total contract water purchase obligation at full build-out of mining operations is 14.73 AF per year. Build-out of the North Bank Gravel Pit Wells will occur over several years, and Applicants' augmentation obligation will correspond to development of the gravel pit wells. Because full build-out of the gravel pit wells will not occur for several years, Applicants propose to purchase the augmentation contract water in two phases. Prior to the issuance of a decree in this case, Applicants will purchase at least half (7.4 AF) of the total estimated contract water required to augment full build-out of the North Bank Gravel Pit Wells A and B. As gravel mining progresses and before additional contract water is needed to augment the Applicants' increased water depletions, Applicants will purchase the remaining contract water required to augment full build-out of the North Bank Gravel Pit Wells. Applicants shall provide evidence of the additional augmentation contract water to the Div. Engineer for Water Div. No. 5. Augmentation During Post-Reclamation Phase: Following the cessation of mining operations, during the post-reclamation phase, the only consumptive use of water will be caused by evaporation from the North Bank Gravel Pit Wells. Total annual evaporative losses are estimated to be 202.13 AF per year. Of that amount, 132.20 AF will be out-of-priority during the historical call period from downstream senior water rights on the Colorado River. If a downstream call occurs outside of the historical call period, Applicant will obtain additional contract storage water from a source upstream of the depletions, in an amount sufficient to replace Applicant's depletions during the extended call period plus transit losses. Should the Applicant obtain additional contract storage water, evidence of such augmentation water shall be provided to the Div. Engineer for Water Div. No. 5. During the post-reclamation phase, out-of-priority evaporative depletions will be augmented using historical consumptive use and phreatophyte removal credits, as well as contract storage water. The schedule of post-reclamation depletions and replacement water requirements is shown on Exhibit D, attached to the Application. The analysis of post-reclamation depletions and augmentation requirements indicates that 6.7 AF of contract water is required to replace evaporative depletions not covered by irrigation dry-up and phreatophyte removal credits. Including 10% for transit losses associated with delivery of reservoir storage water, the Applicant's total contract water purchase obligation during the post-reclamation phase is 7.38 AF per year. Names and addresses of owners of land on which structures are located: North Bank Gravel Pit Wells A and B; Applicants' interest in the Stobaugh Ditch and Eyre Ditch: Applicant North Bank Holdings, LLC, c/o Scott Balcomb, Esq., Balcomb & Green, P.O. Drawer 790, Glenwood Springs, CO 81602. Applicant Lafarge West, Inc. is the lessor of this property. Ruedi Reservoir: U.S. Bureau of Reclamation, E. Colorado Projects Office, 11056 W.C.R. 18E, Loveland, CO 80537, operates Ruedi Reservoir on lands owned by U.S. Forest Service, White River National Forest, P.O. Box 948, Glenwood Springs, CO 81602. Green Mountain Reservoir: U.S. Bureau of Reclamation, E. Colorado Projects Office, 11056 W.C.R. 18E, Loveland, CO 80537. Well Spacing: Applicants have determined that 3 existing wells are located within 600 feet of the North Bank Gravel Pit Wells A and B, as proposed at full build-out of the gravel pits. Pursuant to the requirements of C.R.S. § 37-90-137(2)(b)(II)(B), a copy of this Application was sent to the record owners of those wells at least ten (10) days prior to the filing of this Application. WHEREFORE, Applicants request that the Court enter a decree: (1) confirming the underground water rights as described herein; (2) approving the change of water rights requested herein; (3) approving the plan for augmentation described herein; and (4) granting such additional relief as the Court deems appropriate. (Application - 16 pages. Attachments - 9 pages.)

YOU ARE HEREBY NOTIFIED THAT YOU HAVE until the last day of APRIL 2006 with the Water Clerk in quadruplicate a verified statement of opposition setting forth facts as to why this application should not be granted or why it should be granted in part or on certain conditions. A copy of such statement of opposition must also be served upon the applicant or the applicant's attorney and an affidavit or certificate of such service shall be filed with the Water Clerk, as prescribed by Rule 5, CRCP. (Filing Fee: $70.00) KATHY HALL, Water Clerk, Water Division 5; 109 8th Street, Suite 104 Glenwood Springs, CO 81601

5. ***PURSUANT TO C.R.S., §37-92-302, AS AMENDED, YOU ARE NOTIFIED THAT THE FOLLOWING PAGES COMPRISE A RESUME OF THE APPLICATIONS AND AMENDED APPLICATIONS FILED WITH THE WATER CLERK FOR WATER DIVISION 5 DURING THE MONTH OF FEBRUARY 2006***

03CW39 SUMMIT COUNTY. The City and County of Denver acting by and through its Board of Water Commissioners, 1600 West 12th Ave., Denver, Colorado 80204. Amended Application for Water Rights. Name of Structure: Dillon Reservoir (Refill). Legal description: 1. The reservoir is located in Sections 7, 8, 17, 18, 19, 20, 21, 30, 31, T5S, R77W of the 6th P.M. , and Sections 13, 23, 24, 25, 26, 35 and 36, T5S, R78W of the 76th P.M. The dam is located across the channel of the Blue River, with the easterly end located at a point whence the E 1/4 corner of Section 18, T5S, R77W of the 6th P.M. bears South 59° 00' East 5507.7 feet. Paragraph 5 of the Application should be amended as follows: **5**. Water applied to beneficial use: **A.** Date: April 1, 1996- March 31, 1997. Amount: 141,712 acre feet. Use: During the period April 1, 1996-March 31, 1997, 141,712 acre feet of water was used to; (1) replenish and recover 1946 water released or bypassed to the Blue River pursuant to paragraphs 11(A) and (B) of the Original Decree; (2) bypass storable water pursuant to paragraph 11(C) of the Original Decree; and (3) store water and replace evaporation losses under paragraph 11 (D) of the Original Decree. Pursuant to paragraph 17 (D) water in storage under the refill right on April 1 of any

administrative year was considered and accounted for as water stored under the first fill decree in that administrative year. **B.** Description of place of use where water is applied to beneficial use: Water stored in Dillon Reservoir under the subject decree is ultimately delivered to areas served by the Denver Municipal Water System. (3 pages)

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04CW50 Grand County; Stillwater Creek, a tributary of the Colorado River. John J. Bunte, c/o Leavenworth & Karp, P.C., P.O. Drawer 2030, Glenwood Springs, CO 81602. Amended Application for Underground Water Right. Original Application. The original Application was filed on April 15, 2004 and published in accordance with law. Statements of Opposition. Amendments to Original Application. The Applicant amends the Application to conform to his existing water uses, well permit, and well structure. This Amended Application shall replace the original Application in its entirety. Amended Application for Underground Water Right. Name of Structure: John Bunte Well. Legal description: Located in the SE1/4 of the NE1/4 of Section 21, Township 3 North, Range 76 West of the 6th P.M. at a point 1,600 feet from the North Section Line and 100 feet from the East Section Line of said Section 21, in Grand County. Source: Groundwater tributary to Stillwater Creek. Depth of Well: Approximately 210 feet. Date of appropriation: March 20, 2002. How appropriation was initiated: Submission of well permit application to Colorado Division of Water Resources. Date water applied to beneficial use: July 15, 2002. Amount claimed: 5.5 g.p.m., absolute. Absolute uses: Domestic, irrigation, livestock and domestic animal watering, and fire protection, more fully described as follows: Irrigation of 500 square feet of lawn and gardens located within the SE1/4 of the NE1/4 of Section 21, Township 3 N., Range 76 W. of the 6th P.M. Household use inside one single-family dwelling. Watering of 10 head of livestock and domestic animals. Conditional uses: Domestic and irrigation uses, more fully described as follows: Irrigation of up to one acre of lawn and gardens (minus 500 square feet of absolute irrigation use) located within the SE1/4 of the NE1/4 of Section 21, Township 3 N., Range 76 W. of the 6th P.M. Household use inside up to two additional single-family dwellings. Well Permit: The John Bunte Well is an exempt well permitted by the Colorado Division of Water Resources, Well Permit No. 239432, under the authority of C.R.S. § 37-92-602(3)(b)(II)(A) as the only well on a tract of land of 35 acres or more. Name and address of owner of land on which structure is located: Applicant. Wherefore, Applicant requests that the Court enter a decree confirming the underground water right claimed in the original Application, as amended herein. (4 pages)

YOU ARE HEREBY NOTIFIED THAT YOU HAVE until the last day of APRIL 2006 with the Water Clerk in quadruplicate a verified statement of opposition setting forth facts as to why this application should not be granted or why it should be granted in part or on certain conditions. A copy of such statement of opposition must also be served upon the applicant or the applicant's attorney and an affidavit or certificate of such service shall be filed with the Water Clerk, as prescribed by Rule 5, CRCP. (Filing Fee: $70.00) KATHY HALL, Water Clerk, Water Division 5; 109 8th Street, Suite 104 Glenwood Springs, CO 81601

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05CW188 (80CW199) GRAND COUNTY-HURD CREEK, TRIBUTARY TO RANCH CREEK, TRIBUTARY TO THE FRASER RIVER. Ronald W. Gotlin; 2020 Albion St.; Denver, CO 80207 (303)377-4192. Mary Jane Spring-Amended Application to Make Absolute. Location: SW¼NE¼ of Sec. 33, T.1N, R.75W. of the 6th P.M. 1,800 ft. from the north sec. line and 2.050 ft. from the east sec. line. Appropriation: July 31, 1978. Amount: 0.022 cf, absolute. Use: in-house non-potable (e.g. flushing toilet) only. A detailed outline of work completed during the diligence period is included in the application. (2 pages)

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8. ***PURSUANT TO C.R.S., §37-92-302, AS AMENDED, YOU ARE NOTIFIED THAT THE FOLLOWING PAGES COMPRISE A RESUME OF THE APPLICATIONS AND AMENDED APPLICATIONS FILED WITH THE WATER CLERK FOR WATER DIVISION 5 DURING THE MONTH OF FEBRUARY 2006***

05CW285 RIO BLANCO COUNTY, AMENDED APPLICATION FOR CHANGE OF WATER RIGHTS, APPROVAL OF PLAN FOR AUGMENTATION AND EXCHANGE, Exxon Mobil Corporation, c/o Porzak Browning & Bushong LLP, Glenn E. Porzak, Kristin Howse Moseley, 929 Pearl Street, Suite 300, Boulder, CO 80302, 303-443-6800 and Scott Balcomb, David C. Hallford, Balcomb & Green, P.C., PO Box 790, Glenwood Springs, CO 816021, 970-945-6546. Name and address of applicant: Exxon Mobil Corporation ("ExxonMobil"), P.O. Box 4358, CORP-MI-3006, Houston, TX 77210-4358 2.Description of water rights to be augmented directly or by exchange: (a) Hunter Creek Well Nos. 1 through 30. Decreed by the District Court in and for Water Division No. 5 (the "Water Court") in Case No. W-814 for 1 c.f.s. for each of the 30 wells, with an aggregate total of 30 c.f.s., for irrigation, industrial, domestic, municipal, recreation and other beneficial uses, including mining, retorting, processing, refining and production of oil and other products from oil shale, with an appropriation date of March 8, 1967. The Hunter Creek Well Nos. 1 through 30 and their collection system are located in Sections 21, 27, 28, 29, 31, 32, 33, 34, and 35, of T. 2 S., R. 97 W. of the 6th P.M.; in Sections 2, 3, 4, 5, 6, 8, 9, 10, and 11 of T. 3 S., R. 97 W. of the 6th P.M.; and in Section 1, T. 3 S., R. 98 W. of the 6th P.M. The office of the State Engineer has issued the following well permit numbers for the indicated Hunter Creek Wells:

Well No.	Permit No.	Date
1	12722-F	February 8, 1968
2	13450-F	December 24, 1968
3	13449-F	December 24, 1968
12	14232-F	July 18, 1969 (expired)
13	14233-F	July 18, 1969

(b) Boies Reservoir. Decreed by the Rio Blanco County District Court in Civil Action 1269 for 31,020.8 a.f. for domestic, irrigation, industrial, municipal, recreation and manufacturing purposes with an appropriation date of July 10, 1961. The reservoir is located in Sections 19, 20, 29, 30, and 31, T. 2 S., R. 97 W. of the 6th P.M. and in Sections 24 and 25, T. 2 S., R. 98 W., 6th P.M. The initial point of survey of the high water line is located at a point whence the Southwest Corner of Section 19, T. 2 S., R. 97 W., 6th P.M. bears S. 80°28' W., a distance of 8,204 feet. 3. Augmentation Sources. The following water rights are the sources of the augmentation water: (a) Ryan Gulch Reservoir. This water right was decreed by the Rio Blanco County District Court in Civil Action No. 1269 for 22,635.2 acre-feet for industrial, municipal, domestic, recreational and manufacturing purposes, including water for the mining, retorting and production of shale oil from oil shale, with a December 15, 1963 appropriation date. The source of this water right is Piceance Creek and the Reservoir is located in Sections 21, 28, 29, 32 and 33, T. 1 S., R. 97 W., 6th P.M. and in Sections 4 and 5, T. 2 S., R. 97 W. of the 6th P.M. (b) White River Pumping Pipeline. This water right was decreed by the Rio Blanco County District Court in Civil Action No. 1269 for 100 cfs for industrial, domestic, municipal, recreational, manufacturing and other beneficial uses, with a December 15, 1963 appropriation date. The source of this water right is the White River, and the headgate of the pipeline is a pumping plant located at a point on the left bank of the White River whence corner No. 3 of Tract 40, Section 2, T. 1 N., R. 97 W. of the 6th P.M. bears South 10 degrees 42' West a distance of 1507.2 feet and whence the South Quarter Corner of Section 2, T. 1 N., R. 97 W., 6th P.M. bears 01 degrees 51' West a distance of 37,459.5 feet. (c) Up to 924 acre feet of historic consumptive use credits from the following described water rights owned by ExxonMobil that were quantified, changed and decreed by the Water Court in Case No. 98CW259 to include domestic, industrial, mining, commercial, irrigation, dust suppression, augmentation, replacement and exchange uses by direct diversion or storage as follows: (1) Love Ranch Water Rights. ExxonMobil owns the water rights described in the attached Exhibit A, which have been historically used from April through October to irrigate 250 acres located in portions of Sections 9 and 16, T. 2 S., R. 97 W., 6th P.M., resulting in a decreed consumption of 364 acre feet per year. (2) Boies/N&L Ditches. ExxonMobil owns the water rights described in the attached Exhibit B, which have been historically used from May through October to irrigate 71 acres located in portions of Sections 20, 31 and 36, T. 2 S., R. 97 and 98 W., 6th P.M., and Sections 20, 21, 27, 33 and 34, T. 3 S., R. 98 W., 6th P.M., resulting in a decreed consumption of 115 acre feet per year. (3) B&M Ditch. ExxonMobil owns the water rights described in the attached Exhibit C, which have been historically used from April through October to irrigate 81 acres located in portions of Sections 22, 25, 26 and 27, T. 2 S., R. 97 W., 6th P.M., resulting in a decreed consumption of 132 acre feet per year. (4) Hunter Creek Ditches. The water rights described in the attached Exhibit D have been historically used from April through October to irrigate 105 acres located in portions of Sections 19, 20, 30 and 31, T. 3 S., R. 97 W., 6th P.M., Section 36, T. 3 S., R. 98 W., 6th P.M., and Sections 14, 15, 16, 21 and 22, T. 4 S., R. 98 W., 6th P.M., resulting in a decreed consumption of 166 acre feet per year. (5) Willow Creek Ditches. The water rights described in the attached Exhibit E have been historically used from April through October to irrigate 90 acres located in portions of Sections 27 and 34, T. 3 S., R. 97 W., 6th P.M. and Sections 4 and 32, T. 4 S., R. 97 W., 6th P.M., resulting in a decreed consumption of 146 acre feet per year. (d) Boies Reservoir. More particularly described in paragraph 2(b) above. 4. Changes of Water Rights: By this application, ExxonMobil seeks the cumulative right to alternately divert 924 consumptive acre feet of the water rights described in paragraph 3(c) above at the points

of diversion of the direct flow and storage rights described in paragraphs 2(a) and (b) above. 5. Plan for Augmentation and Exchange: ExxonMobil seeks the right to divert water out of priority on a year round basis from the water rights described in paragraph 2 above for all decreed uses in the Piceance Creek drainage basins. To permit the requested out of priority diversions hereunder, ExxonMobil proposes to cause the release of, or otherwise commit to the Piceance Creek drainage basins, an equivalent amount of water from the water rights described in paragraph 3 above. (a) Depletion Assumptions. (1) In determining the amount of depletions resulting from ExxonMobil's use of water pursuant to this plan for augmentation and exchange, it is assumed that all diversions will be 100% consumed for purposes of this augmentation and exchange plan. (2) The Hunter Creek Wells described in paragraph 2(a) above have been or will be completed in the Parachute Creek Member of the Green Formation. The geologic strata in the vicinity dip toward the north. Consequently, pumping of the Hunter Creek Wells is anticipated to result in stream depletions to the main stem of Piceance Creek. The Glover method was used to determine the delayed depletions for the Hunter Creek Wells accruing to Piceance Creek. The Hunter Creek Wells were grouped into eight classifications based on distances to the stream ranging from 3,000 feet to 22,000 feet. Based on pumping tests of the existing Hunter Creek Wells and other published data, a transmissivity of 12,000 gpd/ft² and a storativity of 0.0001 were selected to best represent the aquifer. The results of the Glover delayed depletion analysis are shown in the attached Exhibit F, and shall be utilized in determining the timing of depletions from the Hunter Creek Wells. (b) Measurement Devices. So as to assure the operation of the augmentation and exchange plan, ExxonMobil will install appropriate headgates and measuring devices in all ditches sufficient to control and measure water diversions as may be required by the Division Engineer. The structures shall provide adequate flow measurement and control the diversion of water under the water rights decreed herein so that diversions will not be made when the water rights decreed herein are out-of-priority unless authorized in this decree and augmented pursuant to the subject plan for augmentation. (c) Exchange Plan and Reaches. ExxonMobil seeks the right to divert by exchange the water rights as more particularly described in paragraph 4(a) at a rate of exchange of 10 c.f.s. The downstream terminus of all the exchanges is White River Pumping Pipeline. The upstream termini of the exchanges are as follows, all descriptions in relationship to the 6th P.M.:

Exchange Creek	**Location**
Piceance Creek	NW1/4 SE1/4, Section 8, T. 3 S., R. 95 W., 6th P.M., 3,700 feet from the North section line and 3,000 feet from the West section line of said Section 8.
Willow Creek	NW1/4 SE1/4 of Section 4, T. 4 S., R. 97 W., 1800 feet from S. section line and 1900 feet from E. section line of said Section 4.
Hunter Creek	NW1/4 SW1/4 of Section 31, T. 3 S., R. 97 W., 2200 feet from S. section line and 900 feet from W. section line of said Section 31
Fawn Creek	SW1/4 NE1/4 of Section 22, T. 3 S., R. 98 W., 1500 feet from N. section line and 1550 feet from E. section line of said Section 22.
Upper Black Sulphur Creek	SE1/4 NW1/4 of Section 5, T. 3 S., R. 98 W., 1800 feet from N. section line and 1600 feet from W. section line of said Section 5
Middle Fork Stewart Creek	SE1/4 NE1/4 of Section 4, T. 4 S., R. 96 W., 1600 feet from N. section line and 1100 feet from E. section line of said Section 4

(d) Priority Date. ExxonMobil seeks a December 14, 2005 priority date in connection with the subject proposed plan for exchange. 6. Terms and Conditions. (a) Previous Augmentation Plan: Nothing contained herein shall modify any of the relevant terms and conditions contained in the augmentation and exchange plan decreed in Case No. 98CW159. (b) Cumulative Claims. Cumulatively, the use of the augmentation sources described in paragraph 3(c) both in the present case and in Case No. 98CW259, shall not exceed 924 consumptive acre feet. (c)Season of Use. ExxonMobil agrees that its use of the consumptive use credits described in paragraph 3(c) above shall only be utilized during the adjudicated historic irrigation season as specifically detailed in paragraph 9(a) of the decree in Case No. 98CW259. 7. Name(s) and address(es) of owner(s) of land on which structures is or will be located, upon which water is or will be stored, or upon which water is or will be placed to beneficial use: (a) Applicant. (b) U.S. Bureau of Land Management, 2815 H Road, Grand Junction, CO 81506. (c) EnCana Oil & Gas (USA) Inc., 3615 S Huron St., Suite 200, Englewood, CO 80110. (d)Neal J. and Anna Dow, Trustees, P.O. Box 328, Meeker, CO 81641. (e) Oil Shale Corp., 4001 Penbrook St., Odessa, TX 79762. (f) Puckett Land Co., 5460 South Quebec St., Suite 250, Greenwood Village, CO 80111. (g)Lov Land Co., 439 Co. Rd. 5, Rifle, CO 81650. (h)M.T.W. Ranch, LLC, 2212 Common St., Lake Charles, LA 70601-2212. (i) EV Land Co., c/o Ira Johnson, P.O. Box 1150 Glenwood Springs, CO 81602. (j) Slash EV Land Co., c/o Ira Johnson, P.O. Box 1150 Glenwood Springs,

CO 81602. (k) Colorado Division of Wildlife, 6060 Broadway, Denver, CO 80216. (l) C.W. and Nancy Brennan, 439 Co. Rd. 26, Rifle, CO 81650. WHEREFORE, ExxonMobil requests that this Court enter a decree which: (i) Approves ExxonMobil's change of water rights described in paragraph 4; (ii) Approves ExxonMobil's plan for augmentation and exchange described in paragraph 5, including all assumptions in connection therewith; and (iii) Finds that as a result of ExxonMobil's change of water rights and augmentation and exchange plan there will be no injury to any owner of or persons entitled to use water under a vested water right or decreed conditional right. (11 pages)

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9. ***PURSUANT TO C.R.S., §37-92-302, AS AMENDED, YOU ARE NOTIFIED THAT THE FOLLOWING PAGES COMPRISE A RESUME OF THE APPLICATIONS AND AMENDED APPLICATIONS FILED WITH THE WATER CLERK FOR WATER DIVISION 5 DURING THE MONTH OF FEBRUARY 2006***

05CW294 RIO BLANCO COUNTY, AMENDED APPLICATION FOR CHANGE OFWATER RIGHTS, AND APPROVAL OF PLAN FOR AUGMENTATION ANDEXCHANGE, Exxon Mobil Corporation, c/o Porzak Browning & Bushong LLP, Glenn E. Porzak,Kristin Howse Moseley, 929 Pearl Street, Suite 300, Boulder, CO 80302, 303-443-6800, and ScottBalcomb, David C. Hallford, Balcomb & Green, P.C., 818 Colorado Avenue, P.O. Box 790, GlenwoodSprings, CO 81602, 970-945-6546, 1. Name and address of applicant: Exxon Mobil Corporation("ExxonMobil"), P.O. Box 4358, CORP-MI-3006, Houston, TX 77210-4358. 2. Description ofwater rights to be augmented directly or by exchange: (a) The following described water rights decreed by the District Court in and for Water Division No. 5 (the "Water Court") in Case No.98CW259 for domestic, industrial, mining, commercial, irrigation and dust suppression uses, with an appropriation date of November 17, 1998, located in the 6th Principal Meridian: (1) Exxon Upper Piceance Creek Diversion, decreed for 4.0 cfs conditional, the source of which is Piceance Creek, a tributary of the White River. The point of diversion is located in the NW1/4 NE1/4 of Section 1, T. 4 S., R. 95 W., 1050 feet from the N. section line and 2250 feet from E.section line of said Section 1. (2) Exxon Piceance Creek Diversion, decreed for 4.0 cfs conditional, the source of which is Piceance Creek, a tributary of the White River. The point of diversion is located in the SE1/4 SE1/4 of Section 9, T. 2 S., R. 97 W., 2200 feet from S. section line and 1150 feet from W. section line of said Section 9. (3) Exxon Lower Piceance CreekDiversion, decreed for 4.0 cfs conditional, the source of which is Piceance Creek, a tributary ofthe White River. The point of diversion is located in the SW1/4 NE1/4 of Section 15, T. 1 S., R.97 W., 2500 feet from N. section line and 2200 feet from E. section line of said Section 15. (4) Exxon Thirteen Mile Creek Diversion, decreed for 1.0 cfs conditional, the source of which isThirteen Mile Creek, a tributary of Piceance Creek, a tributary of the White River. The point ofdiversion is located in the SW1/4 SW1/4 of Section 33, T. 2 S., R. 94 W., 280 feet from S.section line and 440 feet from W. section line of said Section 33. (5) Exxon Willow CreekDiversion, decreed for 2.0 cfs conditional, the source of which is Willow Creek, a tributary ofPiceance Creek, a tributary of the White River. The point of diversion is located in the NW1/4SE1/4 of Section 4, T. 4 S., R. 97 W., 1800 feet from S. section line and 1900 feet from E.section line of said Section 4. (6) Exxon Hunter Creek Diversion, decreed for 2.0 cfs conditional, the source of which is Hunter Creek, a tributary of Piceance Creek, a tributary of the WhiteRiver. The point of diversion is located in the NW1/4 SW1/4 of Section 31, T. 3 S., R. 97 W.,2200 feet from S. section line and 900 feet from W. section line of said Section 31. (7) ExxonUpper Fawn Creek Diversion, decreed for 1.0 cfs conditional, the source of which is FawnCreek, a tributary of Piceance Creek, a tributary of the White River. The point of diversion islocated in the SW1/4 NE1/4 of Section 22, T. 3 S., R. 98 W., 1500 feet from N. section line and1550 feet from E. section line of said Section 22. (8) Exxon Lower Fawn Creek Diversion,decreed for 2.0 cfs conditional, the source of which is Fawn Creek, a tributary of Piceance Creek,a tributary of the White River. The point of diversion is located in the SE1/4 SW1/4 of Section30, T. 2 S., R. 97 W., 250 feet from S. section line and 2600 feet from W. section line of said Section 30. (9) Exxon Upper Black Sulphur Creek Diversion, decreed for 1.0 cfs conditional, the source of which is Black Sulphur Creek, a tributary of Piceance Creek, a tributary of the WhiteRiver. The point of diversion is located in the SE1/4 NW1/4 of Section 5, T. 3 S., R. 98 W.,1800 feet from N. section line and 1600 feet from W. section line of said Section 5. (10) ExxonMiddle Black Sulphur Creek Diversion, decreed for 2.0 cfs conditional, the source of which is Black Sulphur Creek, a tributary of Piceance Creek, a tributary of the White River. The point of diversion is located in the SE1/4 NE1/4 of Section 27, T. 2 S., R. 98 W., 1700 feet from N. section line and 600 feet from E. section line of said Section 27. (11) Exxon Black Sulphur -Fawn Creek Diversion, decreed for 2.0 cfs conditional, the source of which is Black Sulphur Creek, a tributary of Piceance Creek, a tributary of the White River. The point of diversion is located in the SW1/4 SW1/4 of Section 20, T. 2 S., R. 97 W., 1100 feet from S. section line and 1250 feet from W. section line of said Section 20. (12) Exxon Black Sulphur - Piceance Creek Diversion, decreed for 2.0 cfs conditional, the source of which is Black Sulphur Creek, atributary of Piceance Creek, a tributary of the White River. The point of diversion is located inthe NW1/4 NW1/4 of Section 21, T. 2 S., R. 97 W., 100 feet from N. section line and 900 feetfrom W. section line of said Section 21. (13) Exxon Middle

Fork Stewart Creek Diversion,decreed for 3.0 cfs conditional, the source of which is Stewart Creek, a tributary of PiceanceCreek, a tributary of the White River. The point of diversion is located in the SE1/4 NE1/4 of Section 4, T. 4 S., R. 96 W., 1600 feet from N. section line and 1100 feet from E. section line of said Section 4. (14) Exxon East Fork Stewart Creek Diversion, decreed for 3.0 cfs conditional, the source of which is Stewart Creek, a tributary of Piceance Creek, a tributary of the White River. The point of diversion is located in the NW1/4 SW1/4 of Section 35, T. 3 S., R. 96 W., 1650 feet from the S. section line and 1150 feet from the W. section line of said Section 35.(b) The following described water storage rights decreed by the Water Court in Case No. 98CW259 for domestic, industrial, mining, commercial, irrigation and dust suppression uses, with an appropriation date of December 14, 1998: (1) Exxon Love Ranch Reservoir, decreed for 30 af conditional, the source of which is Piceance Creek by means of the German Consolidated Ditch described herein. The reservoir outlet is located in the SE1/4 NW1/4 of Section 9, T. 2 S., R. 97 W., 2600 feet from the N. section line and 1400 feet from the W. section line of said Section 9. (2) Exxon Boies/Black Sulphur Reservoir, decreed for 50 af conditional, the source of which is Black Sulphur Creek by means of the Boies Ditch described herein. The reservoir outlet is located in the NW1/4 SE1/4 of Section 20, T. 2 S., R. 97 W., 2550 feet from the S. section line and 1900 feet from the E. section line of said Section 20. (3) Exxon B&M Reservoir, decreed for 50 af conditional, the source of which is Piceance Creek by means of the Belot & Moffat Ditch described herein. The reservoir outlet is located in the NE1/4 SW1/4 of Section 26, T. 2 S., R. 97 W., 2300 feet from the S. section line and 2450 feet from the W. section line of said Section 26. (4) Exxon Hunter Creek Reservoir, decreed for 30 af conditional, the source of which is Hunter Creek by means of the Gilmor Ditch described herein. The reservoir outlet is located in the NW1/4 SE1/4 of Section 30, T. 3 S., R. 97 W., 1900 feet from the S. section line and 2200 feet from the E. section line of said Section 30. (5) Exxon Willow Creek Reservoir, decreed for 30 af conditional, the source of which is Willow Creek by means of the Taylor Ditch described herein. The reservoir outlet is located in the NE1/4 NW1/4 of Section 34, T. 3 S., R. 97 W., 100 feet from the N. section line and 1800 feet from the W. section line of said Section 34. (c) Hunter Creek Well Nos. 1 through 30. Decreed by the Water Court in Case No. W-814 for 1 c.f.s. for each of the 30 wells, with an aggregate total of 30 c.f.s., for irrigation, industrial, domestic, municipal, recreation and other beneficial uses, including mining, retorting, processing, refining and production of oil and other products from oil shale, with an appropriation date of March 8, 1967. The Hunter Creek Well Nos. 1 through 30 and their collection system are located in Sections 21, 27, 28, 29, 31, 32, 33, 34, and 35, of T. 2 S., R. 97 W. of the 6th P.M.; in Sections 2, 3, 4, 5, 6, 8, 9, 10, and 11 of T. 3 S., R. 97 W. of the 6th P.M.; and in Section 1, T. 3 S., R. 98 W. of the 6th P.M. The office of the State Engineer has issued the following well permit numbers for the indicated Hunter Creek Wells:

Well No.	Permit No.	Date
1	12722-F	February 8, 1968
2	13450-F	December 24, 1968
3	13449-F	December 24, 1968
12	14232-F	July 18, 1969 (expired)
13	14233-F	July 18, 1969

3. Augmentation Sources. The following water rights are the sources of the augmentation water:
(a) The following water rights which have been historically used from April through October to irrigate a total of 542 acres resulting in the consumption of 755 acre feet per year: (1) Bainbrick and Mikkelsen Ditch Nos. 1 & 2. This water right was decreed in C.A. 323 by the District Court for the County of Rio Blanco on August 16, 1920, for 0.375 cubic feet per second for irrigation purposes, with an appropriation date of May 1, 1904. The source of water is Black Sulphur Creek, a tributary of Piceance Creek. As changed in Case No. 94CW262, the point of diversion is in the SW1/4 SW1/4, Section 24, T. 2 S., R. 98 West, 6th P.M. at a point 900 feet from the South line and 500 feet from the West line. This water right has been historically used to irrigate 46 acres of land. (2) Black Eagle Ditch No. 1. This water right was decreed on October 22, 1890, for the diversion of 2.0 cfs for irrigation purposes, with an appropriation date of April 16, 1887. The source of water is Black Sulphur Creek, a tributary of Piceance Creek. As changed in Case No. 94CW262, the point diversion is on the north bank of said Black Sulphur Creek at a point whence the Southeast corner of Section 13, T. 2 South, R. 98 W., 6th P.M. bears South 50 degrees East 791 feet. An alternate point of diversion also was decreed in 94CW262 located on the north bank of Black Sulphur Creek in the SW1/4 SW1/4, Section 19, T. 2 S., R. 97 W., 6th P.M. at a point 750 feet from the South line and 450 feet from the West line of said Section 19. This water right has been historically used to irrigate 41 acres of land. (3) Black Eagle Ditch No. 1, First Enlargement. This water right was decreed on May 26, 1942, for the diversion of 3.95 cfs for irrigation purposes, with an appropriation date of May 1, 1917. The source of water is Black Sulphur Creek, a tributary of Piceance Creek, and the point diversion is located on the north bank at a point whence the Southeast corner of Section 13, T. 2 S., R. 97 W., 6th P.M. bears South 50 degrees East 791 feet. This water right has been historically used to irrigate the same 41 acres of land described in paragraph 3(a)(2). (4) Black Eagle Ditch No. 2. This water right was decreed on October 22, 1890, for the diversion of 2.0 cfs for irrigation purposes, with an appropriation date of April 16, 1887. The source of water is Black Sulphur Creek, a tributary of Piceance Creek, and as changed in Case No. 94CW262 the point of diversion is located on the south bank at a point whence the Southeast corner of Section 19, T. 2 S., R. 97 W. of the 6th P.M. bears South 52 degrees 50' East 729 feet. An alternate point of diversion also was decreed in 94CW262 located on the south bank of Black Sulphur Creek in the SW1/4 SW1/4, Section 19, T. 2 S., R. 97 W., 6th

P.M. at a point 750 feet from the South line and 450 feet from the West line of said Section 19. This water right has been historically used to irrigate 37 acres of land. (5) Black Eagle Ditch No. 2, First Enlargement. This water right was decreed on May 26, 1942, for the diversion of 3.95 cfs for irrigation purposes, with an appropriation date of May 1, 1917. The source of water is Black Sulphur Creek, a tributary of Piceance Creek, and the point of diversion is located on the south bank at a point whence the Southeast corner of Section 13, T. 2 S., R. 98 W., 6th P.M. bears South 52 degrees 50' East 729 feet. This water right has been historically used to irrigate the same 37 acres of land described in paragraph 3(a)(4). (6) DD Taylor Ditch. This water right was decreed in Garfield County District Court on May 10, 1889, for the diversion of 2.0 cfs for irrigation purposes, with an appropriation date of April 5, 1887. The source of water is Black Sulphur Creek, a tributary of Piceance Creek, and the point of diversion is located on the north bank about six miles above the junction of said creeks, on Section 27, T. 2 S., R. 98 W., 6th P.M. This water right has been historically used to irrigate 83 acres of land. (7) Desert Ditch. This water right was decreed in C.A. 624 on May 26, 1942, for the diversion of 0.43 cfs for irrigation purposes, with an appropriation date of June 12, 1914. As changed in Case No. 94CW262, the source of water is Black Sulphur Creek, and the location of the headgate is in the SW1/4 NW1/4, Section 33, T. 2 S., R. 98 W., 6th P.M. at a point 2,150 feet from the North line and 1,300 feet from the West line. This water right has been historically used to irrigate 45 acres of land. (8)Desert Ditch, First Enlargement. This water right was decreed on May 26, 1942, for the diversion of 1.0 cfs for irrigation purposes, with an appropriation date of May 1, 1917. The source of this water is Fawn Creek, and the point of diversion is in Section 33, T. 2 S., R. 98 W., 6th P.M. at a point whence the Northeast corner of Section 28, T. 2 S., R. 98 W. 6th P.M. bears North 19 decrees 36' East 6,733 feet. This water right has been historically used to irrigate the same 45 acres of land described above in paragraph 3(a)(7). (9) Duckett Ditch. This water right was decreed in C.A. 534 on August 15, 1932, for the diversion of 1.2 cfs for irrigation purposes, with an appropriation date of June 10, 1918. The source of this water is Black Sulphur Creek, a tributary of Piceance Creek, and the originally decreed point of diversion was located on the east bank at a point whence the Quarter Corner to Sections 28 and 33, T. 2 S., R. 98 W. of the 6th P.M. bears North 41 degrees 33' East 14,020 feet. As decreed in 94CW262, the actual location of the headgate is in the NE1/4 SE1/4, Section 6, T. 3 S., R. 98 W., 6th P.M. at a point 2,100 feet from the South line and 600 feet from the East line. This water right has been historically used to irrigate 44 acres of land. (10) J W Bainbrick Ditch Nos. 1 & 2. This water right was decreed in C.A. 323 on August 16, 1920, for the diversion of 0.86 cfs for irrigation purposes, with an appropriation date of July 1, 1893. The source of this water is Black Sulphur Creek, a tributary of Piceance Creek. As changed in Case No. 94CW262, the point of diversion is in the SW1/4 SE1/4, Section 23, T. 2 S., R. 98 W., 6th P.M. at a point 250 feet from the South line and 2,250 feet from the East line. This water right has been historically used to irrigate 34 acres of land. (11)Schweizer Ditch. This water right was decreed in C.A. 340 on October 22, 1890, for the diversion of 2.6 cfs for irrigation purposes, with an appropriation date of September 30, 1888. The source of this water is Black Sulphur Creek, a tributary of Piceance Creek. As changed in Case No. 94CW262, the point of diversion is in the SW1/4 SE1/4, S. 32, T. 2 S., R. 98 W., 6th P.M. at a point 50 feet from the South line and 2,150 feet from the East line. This water right has been historically used to irrigate 64 acres of land. (12) Fawn Creek Ditch. This water right was decreed in C.A. 340 on October 22, 1890, for the diversion of 1.2 cfs for irrigation purposes, with an appropriation date of May 1, 1887. The source of this water is Fawn Creek, and as changed in Case No. 94CW262 the point of diversion is in the SE1/4 NW1/4, Section 27, T. 3 S., R. 98 W., 6th P.M. at a point 1,400 feet from the North line and 1,950 feet from the West line. This water right has been historically used to irrigate 40 acres of land. (13) Fawn Creek Ditch, First Enlargement. This water right was decreed on May 26, 1942, for the diversion of 1.33 cfs for irrigation purposes, with an appropriation date of May 1, 1917. The source of this water is Fawn Creek, and the point of diversion is located at a point whence the NW corner of Section 27, T. 3 S., R. 98 W., 6th P.M., bears North 25 decrees, 2' West, 4240 feet. This water right has been historically used to irrigate the same 40 acres of land described above in paragraph 3(a)(12). (14) Hutchinson Spring Ditch. This water right was decreed in C.A. 340 on October 22, 1890, for the diversion of 0.5 cfs for stockwatering and irrigation purposes, with an appropriation date of July 18, 1889. The source of this water is Fawn Creek, and the point of diversion is located in the SE1/4 NE1/4, Section 30, T. 2 S., R. 97 West, 6th P.M. at a point 2,000 feet from the North line and 350 feet from the East line of said Section 30. In Case No 94CW262, this right was decreed for an alternate point at the O.I. See Ditch, located in the SE1/4 SW1/4, Section 30, T. 2 S., R. 97 W., 6th P.M. at a point 420 feet from the South line and 2,500 feet from the West line of said Section 30. This water right has been historically used to irrigate the same 60 acres of land described in paragraph 3(a)(18) below and the same 20 acres of land described in paragraph 3(a)(17) below. (15) McGee Ditch. This water right was decreed on May 26, 1942, for the diversion of 0.35 cfs for irrigation purposes, with an appropriation date of May 1, 1890. The source of water is Fawn Creek, and the point of diversion is in the NW1/4 NW1/4, Section 27, T. 2 S., R. 98 W., 6th P.M. This water right has been historically used to irrigate 28 acres of land. (16) McGee Ditch, First Enlargement. This water right was decreed on May 26, 1942, for the diversion of 0.81 for irrigation use with an appropriation date of May 1, 1917. The source of water is Fawn Creek, and the point of diversion is in the NW1/4 NW1/4, Section 27, T. 2 S., R. 98 W., 6th P.M. This water right has historically been used to irrigate the same 28 acres of land described in paragraph 3(a)(15). (17) No Name Ditch. This water right was decreed on October 22, 1890, for the diversion of 0.4 cfs for irrigation use with an appropriation date of May 1, 1887. The source of water is Fawn Creek, and the point of diversion is in the NE1/4 SW1/4, Section 30, T. 2 S., R. 97 W., 6th P.M. This water right has been historically used to irrigate 20 acres of land. (18) O I See Ditch. This water right was decreed on October 22, 1890, for the

diversion of 1.2 cfs for irrigation use with an appropriation date of April 27, 1887. The source of water is Fawn Creek, and the point of diversion is in the SW1/4 SE1/4, Section 30, T. 2 S., R. 97 W., 6th P.M. This water right has been historically used to irrigate 60 acres of land. (19) O I See Ditch, First Enlargement. This water right was decreed on May 10, 1889, for the diversion of 0.5 cfs for irrigation use with an appropriation date of July 18, 1889. The source of water is Fawn Creek, and the point of diversion is in the SW1/4 SE1/4, Section 30, T. 2 S., R. 97 W., 6th P.M. This water right has been historically used to irrigate the same 60 acres of land described in paragraph 3(a)(18). (b) Boies Reservoir. Decreed by the Rio Blanco County District Court in Case No. CA-1269 for 31,020.8 a.f. on for domestic, irrigation, industrial, municipal, recreation and manufacturing purposes with an appropriation date of July 10, 1961. The reservoir is located in Sections 19, 20, 29, 30, and 31, T. 2 S., R. 97 W. of the 6th P.M. and in Sections 24 and 25, T. 2 S., R. 98 W., 6th P.M. The initial point of survey of the high water line is located at a point whence the Southwest Corner of Section 19, T. 2 S., R. 97 W., 6th P.M. bears S. 80°28' W., a distance of 8,204 feet. (c) Exxon Love Ranch Reservoir, Exxon Boies/Black Sulfur Reservoir, Exxon B&M Reservoir, Exxon Hunter Creek Reservoir, and Exxon Willow Creek Reservoir. More particularly described in paragraph 2(b) above. 4. Changes of Water Rights: By this application, ExxonMobil seeks the following described changes of water rights: (a) ExxonMobil seeks to change the uses of the water rights more particularly described in paragraph 3(a) above to include domestic, industrial, mining, commercial, irrigation, dust suppression, augmentation, replacement and exchange uses by direct diversion or storage as provided for herein. (b) ExxonMobil seeks to obtain the determination of the historic consumptive use amounts of water rights described in paragraph 3(a) above as detailed on the attached Exhibit A, which historic consumptive use amounts total 755 acre feet. Maps depicting the location of historic irrigation of the water rights described in paragraph 3(a) above are attached hereto as Exhibits B-1 through B-5. A summary of average annual diversions as provided by Colorado Decision Support System for each ditch is attached hereto as Exhibit C-1 through C-13. (c) ExxonMobil seeks the cumulative right to alternately divert 755 consumptive acre feet of the water rights described in paragraph 3(a) above at the points of diversion of the direct flow and storage rights more particularly described in paragraphs 2(a), (b) and (c) above during April through October of each year. (d) As specifically described in paragraph 3(a) above, Case No. 94CW262 corrected clerical errors in the legal descriptions for the Black Eagle Ditch No. 1, Black Eagle Ditch No. 2, the Desert Ditch and Fawn Creek Ditch. However, the decree in Case No. 94CW262 was silent as to the corrected legal descriptions for the enlargements of these water rights, which have historically utilized the same diversion points. ExxonMobil seeks to correct the legal descriptions for these enlargements by changing their points of diversion as follows: (1) Black Eagle Ditch No. 1, First Enlargement. The point diversion is located on the north bank of said Black Sulphur Creek at a point whence the Southeast corner of Section 19, T. 2 S., R. 97 W., 6th P.M. bears South 50 degrees East 791 feet, and an alternate point of diversion is located on the north bank of Black Sulphur Creek in the SW1/4 SW1/4, Section 19, T. 2 S., R. 97 W., 6th P.M. at a point 750 feet from the South line and 450 feet from the West line of said Section 19. (2) Black Eagle Ditch No. 2, First Enlargement. The point of diversion is located on the south bank of Black Sulphur Creek at a point whence the Southeast corner of Section 19, T. 2 S., R. 97 W. of the 6th P.M. bears South 52 degrees 50' East 729 feet, and an alternate point of diversion is located on the south bank of Black Sulphur Creek in the SW1/4 SW1/4, Section 19, T. 2 S., R. 97 W., 6th P.M. at a point 750 feet from the South line and 450 feet from the West line of said Section 19. (3) Desert Ditch, First Enlargement. The source of water is Black Sulphur Creek, and the point of diversion is located in the SW1/4 NW1/4, Section 33, T. 2 S., R. 98 W., 6th P.M. at a point 2,150 feet from the North line and 1,300 feet from the West line. (4) Fawn Creek Ditch, First Enlargement. The point of diversion is located in the SE1/4 NW1/4, Section 27, T. 3 S., R. 98 W., 6th P.M. at a point 1,400 feet from the North line and 1,950 feet from the West line. 5. Plan for Augmentation and Exchange: ExxonMobil seeks the right to divert water out of priority on a year round basis from the water rights described in paragraph 2 above for all purposes described in paragraph 4(a) for uses in the Piceance Creek drainage basin. To permit the requested out of priority diversions hereunder, ExxonMobil proposes to cause the release of, or otherwise commit to the Piceance Creek drainage basins, an equivalent amount of water from the water rights described in paragraph 3 above. (a) Depletion Assumptions. (1) Except for the continued irrigation use of ExxonMobil's water rights described in paragraph 3(a) above, in determining the amount of depletions resulting from ExxonMobil's use of water pursuant to this plan for augmentation and exchange, it is assumed that all diversions will be 100% consumed for purposes of this augmentation and exchange plan. (2) The Hunter Creek Wells described in paragraph 2(c) above have been or will be completed in the Parachute Creek Member of the Green Formation. The geologic strata in the vicinity dip toward the north. Consequently, pumping of the Hunter Creek Wells is anticipated to result in stream depletions to the main stem of Piceance Creek. The Glover method was used to determine the delayed depletions for the Hunter Creek Wells accruing to Piceance Creek. The Hunter Creek Wells were classified into eight groups based on distances to the stream ranging from 3,000 feet to 22,000 feet. Based on pumping tests of the existing Hunter Creek Wells and other published data, a transmissivity of 12,000 gpd/ft² and a storativity of 0.0001 were selected to best represent the aquifer. The results of the Glover delayed depletion analysis are shown in the attached Exhibit D and shall be utilized in determining the timing of depletions from the Hunter Creek Wells. (b) Measurement Devices. So as to assure the operation of the augmentation and exchange plan, ExxonMobil will install and maintain appropriate headgates and measuring devices in all ditches sufficient to control and measure water diversions as may be required by the Division Engineer. The structures shall provide adequate flow measurement and control the diversion of water under the water rights decreed herein so that diversions will not be made when the water rights decreed herein

are out-of-priority unless authorized in this decree and augmented pursuant to the subject plan for augmentation. (c) Exchange Plan and Reaches. ExxonMobil seeks the right to divert by exchange the water rights as more particularly described in paragraph 4(c). The downstream terminus of all the exchanges is at the confluence of Black Sulphur Creek and Piceance Creek. The upstream termini of the exchanges and the rates of exchange are as follows:

Exchange Creek	**Diversion Name**	**Exchange Rate**
Piceance Creek	Exxon Upper Piceance Creek Diversion	4 cfs
Thirteen Mile Creek	Exxon Thirteen Mile Creek Diversion	1 cfs
Willow Creek	Exxon Willow Creek Diversion	2 cfs
Hunter Creek	Exxon Hunter Creek Diversion	2 cfs
Fawn Creek	Exxon Upper Fawn Creek Diversion	2 cfs
Black Sulphur Creek	Exxon Upper Black Sulphur Creek Diversion	1 cfs
Middle Fork Stewart Creek	Exxon Middle Fork Stewart Creek Diversion	3 cfs
East Fork Stewart Creek	Exxon East Fork Stewart Creek Diversion	3 cfs

(d) Priority Date. ExxonMobil seeks a priority date of December 14, 2005, in connection with the subject proposed plan for exchange. 6. Name(s) and address(es) of owner(s) of land on which structures is or will be located, upon which water is or will be stored, or upon which water is or will be placed to beneficial use: (a) Applicant. (b)U.S. Bureau of Land Management, 2815 H Road, Grand Junction, CO 81506. (c)Patty and Ronald Fazzi, 1001 West 5th Ave. Rifle, CO 81650. (d)Adah Bossart, P.O. Box 1842 Rifle, CO 81650. (e) Lov Land Co., 439 Co. Rd. 5, Rifle, CO 81650. (f)C.W. and Nancy Brennan, 439 Co. Rd. 26, Rifle, CO 81650. (g) EnCana Oil & Gas (USA) Inc., 3615 S Huron St., Suite 200, Englewood, CO 80110. (h) Oil Shale Corp., 4001 Penbrook St., Odessa, TX 79762. (i) Puckett Land Co., 5460 South Quebec St., Suite 250, Greenwood Village, CO 80111. (j) M.T.W. Ranch, LLC, 2212 Common St., Lake Charles, LA 70601-2212. (k) Slash EV Land Co., c/o Ira Johnson, P.O. Box 1150 Glenwood Springs, CO 81602. WHEREFORE, ExxonMobil requests that this Court enter a decree which: (i) Approves ExxonMobil's change of water rights described in paragraph 4; (ii) Approves ExxonMobil's plan for augmentation and exchange described in paragraph 5, including all assumptions in connection therewith; and (iii) Finds that as a result of ExxonMobil's change of water rights and augmentation and exchange plan there will be no injury to any owner of or persons entitled to use water under a vested water right or decreed conditional right. (33 pages)

YOU ARE HEREBY NOTIFIED THAT YOU HAVE until the last day of APRIL 2006 with the Water Clerk in quadruplicate a verified statement of opposition setting forth facts as to why this application should not be granted or why it should be granted in part or on certain conditions. A copy of such statement of opposition must also be served upon the applicant or the applicant's attorney and an affidavit or certificate of such service shall be filed with the Water Clerk, as prescribed by Rule 5, CRCP. (Filing Fee: $70.00) KATHY HALL, Water Clerk, Water Division 5; 109 8th Street, Suite 104 Glenwood Springs, CO 81601

10. ***PURSUANT TO C.R.S., §37-92-302, AS AMENDED, YOU ARE NOTIFIED THAT THE FOLLOWING PAGES COMPRISE A RESUME OF THE APPLICATIONS AND AMENDED APPLICATIONS FILED WITH THE WATER CLERK FOR WATER DIVISION 5 DURING THE MONTH OF FEBRUARY 2006***

06CW13 (Pitkin, Roaring Fork, Water Dist. 38) Name, address and phone number of applicant: David M. Cornell and Linda Judge Cornell, c/o Rhonda J. Bazil, Rhonda J. Bazil, P.C., 632 E. Hopkins Ave., Aspen, CO 81611 (970) 925-7171. Name of structure or plan: Blattberg Pond. Type of application: Amended Application for Finding of Reasonable Diligence. Drainage basin: Castle Creek. Location: SE/4, SW/4 of Section 18, Township 11 South, Ranch 84 West of the 6th P.M. Type of use: domestic, aesthetic, piscatorial, recreation, fire protection, irrigation of one acre and augmentation. Type of structure: Pond. Quantity: 0.25 acre-feet. Appropriation date: January 20, 1992. Name of owner of land on which structure is located: Applicants. The application contains a detailed description of the activities performed during the diligence period. (4 pages)

YOU ARE HEREBY NOTIFIED THAT YOU HAVE until the last day of APRIL 2006 with the Water Clerk in quadruplicate a verified statement of opposition setting forth facts as to why this application should not be granted or why it should be granted in

part or on certain conditions. A copy of such statement of opposition must also be served upon the applicant or the applicant's attorney and an affidavit or certificate of such service shall be filed with the Water Clerk, as prescribed by Rule 5, CRCP. (Filing Fee: $70.00) KATHY HALL, Water Clerk, Water Division 5; 109 8th Street, Suite 104 Glenwood Springs, CO 81601