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Denver, CO 80202

Tel: 303.228.4000
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www.nobleenergyinc.com



September 16, 2009

Colorado Oil and Gas Conservation Commission
The Chancery Building
1120 Lincoln Street, Suite 801
Denver, CO 80203

Attn: Mr. David Neslin, Director

RE: **Thistle Down B31-22D**
Codell/Niobrara/JSand New Drill
Township 5 North, Range 64 West, 6th P.M.
Section 31: SWNE: 2395' FNL & 2593' FEL (Surface Location)
Weld County, Colorado

Mr. Neslin:

Noble Energy, Inc. ("NEI") is planning to drill the captioned boundary well in accordance with the provisions of COGCC Rule 318A(e).

NEI's proposed wellbore spacing unit consists of the S/2NE/4 and the N/2SE/4 of Section 31, T5N, R64W, creating a 160-acre wellbore spacing unit. NEI is not the only owner within the proposed wellbore spacing unit and as such provided notice to the remaining owner(s) within said proposed spacing unit as required under COGCC Rule 318A(e)(6). Copies of the required notice letter(s) is/are attached. The required twenty (20) day notice period has elapsed absent the receipt by NEI of an objection to said proposal by the owner(s) within the proposed spacing unit for this well.

Also, enclosed are copies of the following documents to assist you in your review and approval of NEI's proposed APD for the captioned well:

- Plat illustrating the proposed wellbore spacing unit and number of Codell/Niobrara/J Sand wells located within the existing 160-acre governmental quarter section to be less than eight (8) in accordance with COGCC Rule 318A.f.
- Plat illustrating proposed wellbore spacing unit on existing location plat

Thank you for your attention to the enclosed. NEI respectfully requests that the COGCC review the enclosed information and approve the Application for Permit to Drill the captioned well.

Sincerely,

A handwritten signature in blue ink that reads 'Mari Clark'.

Mari Clark
Regulatory Analyst II
Noble Energy Inc.

August 13, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 1830 0003 4248 0653

Petro-Canada Resources (USA) Inc.
Attn: Mari Gillman
999 18th St., Ste. 600
Denver, CO 80202

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara: New Well
WELL NAME: **Thistle Down B31-22D**
Township 5 North, Range 64 West
Section 31: SW/4NE/4 (BHL)
Weld County, Colorado

Dear Ms. Gillman:

Noble Energy, Inc. ("Noble") intends to propose, drill and operate the referenced well pursuant to paragraph 6 of Rule 318A.e., Order 1R-100 of the Colorado Oil and Gas Conservation Commission ("COGCC"). Attached for your information is a plat representing this proposal.

Additional information for this well:

(1) **Wellbore Spacing Unit**

The wellbore spacing unit will be comprised of the S/2NE/4 and the N/2SE/4 of Section 31, in T5N, R64W, 6th P.M. as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara formation(s) in the contributing 40 acre quarter-quarter sections will be utilized to determine the interests of the parties in the proposed 160 acre spacing unit for this well. It appears that you own a working interest in the proposed wellbore spacing unit for this well.

(2) **Target Formations**

This well will be drilled to a total depth to sufficiently test the Codell/Niobrara Formation(s).

(3) **Surface and Bottomhole Locations**

SHL: 2395' FNL, 2593' FEL, Section 31, T5N, R64W, 6th P.M
BHL: 2535' FNL, 1320' FEL, Section 31, T5N, R64W, 6th P.M

(4) **Anticipated Spud Date**

4th Quarter, 2009

(5) **Request for Title Information**

In order to facilitate the rendering of a full title opinion, please provide copies of any title opinions, updates and JIB/Rev deck materials for the referenced spacing unit in your possession to Noble.

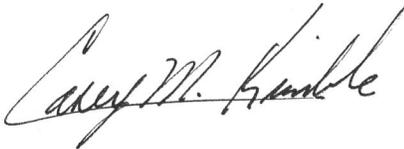
Pursuant to the aforementioned rule, you have twenty (20) days from your receipt of this notice to object to this proposal. In the event you do not respond to this notice or enter an objection within the established time period, the proposed 160 acre spacing unit set forth herein shall be established. **However, should you have no objection to this proposal, please so indicate by signing in the space provided below and returning to Noble as soon as possible.** Your cooperation in this matter is greatly appreciated so that Noble may timely continue the permitting process for this well.

A formal well proposal, including Noble's proposed AFE and JOA will be forthcoming under separate cover.

Thank you for your timely consideration and response to this proposal. Please feel free to contact me @ (303) 228-4352 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Casey M. Kimble
Land Negotiator

CK:jkb

Enclosures

PETRO-CANADA RESOURCES (USA) INC.:

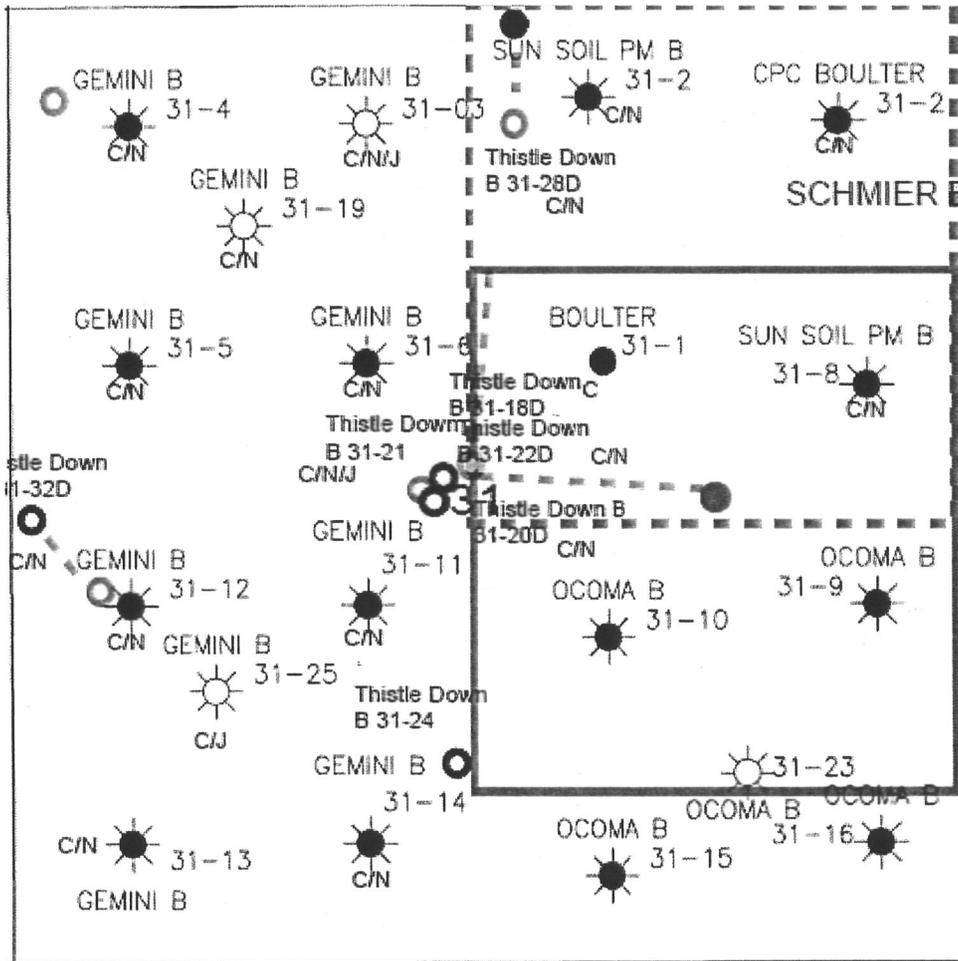
Pursuant to paragraph 6 of Rule 318A.e., Order 1R-100 of the Colorado Oil and Gas Conservation Commission, the undersigned has received notice from Noble Energy, Inc. ("Noble") of its intention to drill and operate the Thistle Down B 31-22D well in Section 31, T5N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

By: _____

Printed Name: _____

Date: _____

Thistle Down B 31-22D
SWNE, Section 31, T5N, R64W



LEGEND



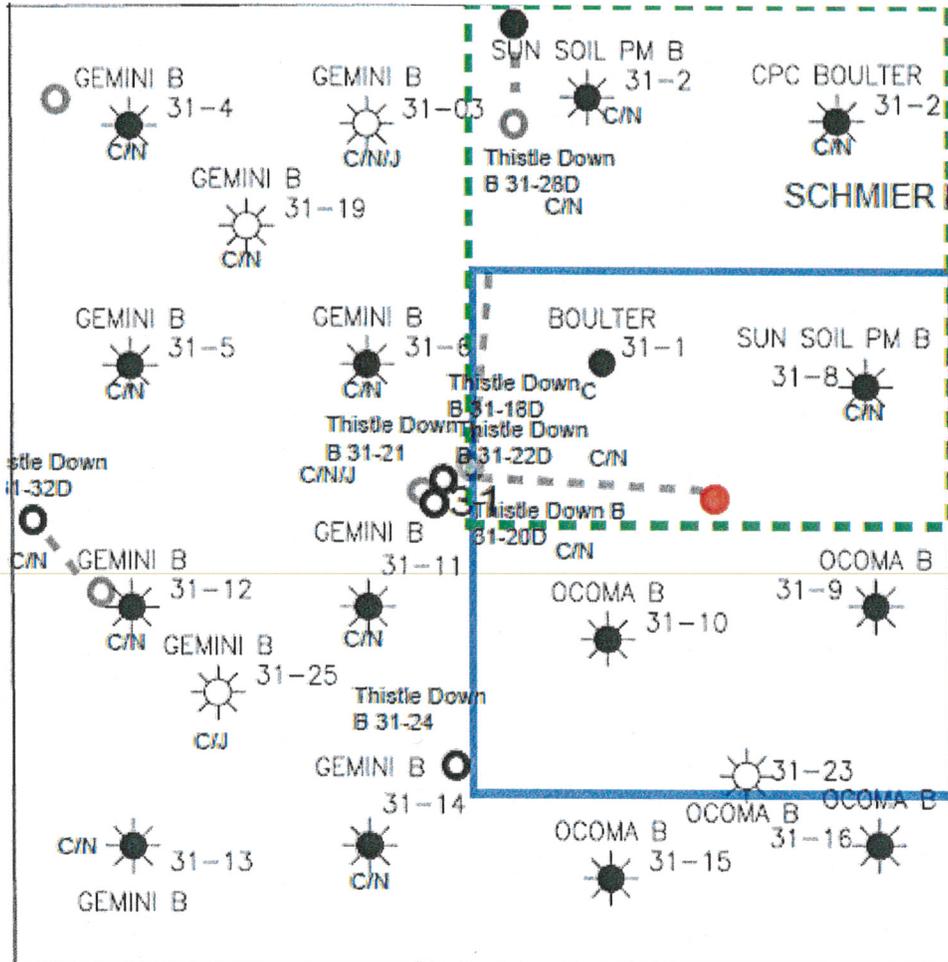
Proposed 160 acre Spacing Unit



Bottom Hole Located SWNE, Sec 31, T5N, R64W

The governmental 1/4 Section has less than 8 bottom hole wells producing from the Codell, Niobrara, & J-Sand Formations.

Thistle Down B 31-22D
SWNE, Section 31, T5N, R64W



LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located SWNE, Sec 31, T5N, R64W

The governmental $\frac{1}{4}$ Section has less than 8 bottom hole wells producing from the Codell, Niobrara, & J-Sand Formations.

318Ae PROPOSED SPACING UNIT

Proposed 318Ae Spacing Unit

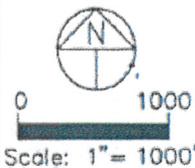
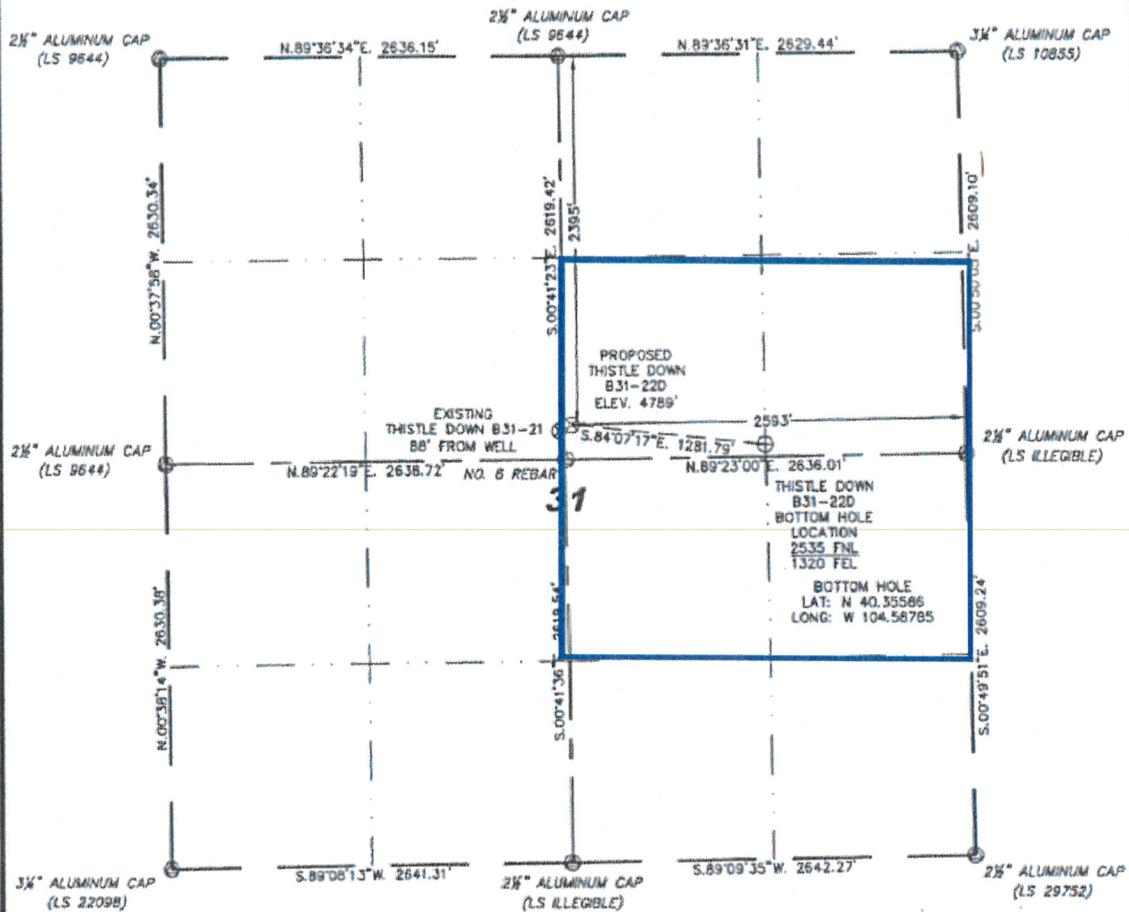
Stell Surveying Services, LLC

1102 West 19th Street P.O. BOX 2073

Cheyenne, Wyoming 82009

WELL LOCATION CERTIFICATE
THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION 31
TOWNSHIP 5 NORTH
RANGE 64 WEST



IN ACCORDANCE WITH A REQUEST FROM JACK FINCHAM - NOBLE ENERGY INC. STELL SURVEYING SERVICES, LLC HAS DETERMINED THE LOCATION OF THE THISTLE DOWN 831-22D WELL TO BE 2395' FNL, 2593' FEL, AS MEASURED AT NINETY (90) DEGREES FROM THE SECTION LINES, SECTION 31, TOWNSHIP 5 NORTH, RANGE 64 WEST, 6TH PRINCIPLE MERIDIAN, WELD COUNTY, COLORADO.

I HEREBY CERTIFY THAT THIS WELL LOCATION CERTIFICATE WAS PREPARED BY ME, OR UNDER MY DIRECT SUPERVISION, THAT THE FIELD WORK WAS COMPLETED ON 05/14/2009, FOR AND ON BEHALF OF NOBLE ENERGY INC. THAT IT IS NOT A LAND SURVEY PLAT OR AN IMPROVEMENT SURVEY PLAT, AND THAT IT IS NOT TO BE RELIED UPON FOR ESTABLISHMENT OF FENCE, BUILDING, OR OTHER FUTURE IMPROVEMENT LINES.

- NOTES:
- 1) BASIS OF BEARINGS FOR THIS MAP ARE BASED UPON GPS OBSERVATIONS MADE ON 12/28/2007 BETWEEN MONUMENTS LOCATED AT THE SOUTHEAST SECTION CORNER AND THE NORTHEAST SECTION CORNER OF SAID SECTION AND WITH ALL BEARINGS SHOWN HEREON RELATIVE THERETO.
 - 2) ELEVATIONS ARE BASED UPON NGS OPUS SOLUTION NAVD 88 DATUM.
 - 3) THE NEAREST EXISTING WELL IS: THISTLE DOWN 831-21, 88' SOUTHWEST.
 - 4) SEE VISIBLE IMPROVEMENTS EXHIBIT FOR ALL IMPROVEMENTS WITHIN 400'.
 - 5) THE LOCATION FALLS IN PASTURE LAND.

LATITUDE & LONGITUDE (NAD 83 SURFACE HOLE):
 LATITUDE: N 40.35626°
 LONGITUDE: W 104.59242°
 POOP: 1.9
 QUARTER-QUARTER: SW/4NE/4
 NEAREST PROPERTY LINE: 42' TO THE WEST

NOTICE: According to Colorado law you MUST commence any legal action based upon any defect in this W.L.C. within three years after you first discover such defect. In no event may any action based upon any defect in this W.L.C. be commenced more than ten years from this said date of the certification shown herein.

- LEGEND
- (A) FOUND SURVEY MONUMENT PER MONUMENT RECORD - EXCEPTIONS NOTED.
 - (C) CALCULATED DIMENSION



Completed 05/20/2009
 David C. Holmes
 Professional Land Surveyor Registration No. 32828
 State of Colorado
 JOB # 08086