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Denver, CO 80202

Tel: 303.228.4000
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www.nobleenergyinc.com



January 27, 2010

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

Attn: Mr. David Neslin, Director

RE: **MCGUCKIN H32-32**
Codell/Niobrara/J Sand New Drill
Township 3 North, Range 65 West, 6th P.M.
Section 32: NW/4SW/4: 2519' FSL & 180' FWL (Surface Location)
Section 32: NW/4SW/4: 2519' FSL & 180' FWL (Bottom Hole 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 SENE, NESE, Sec. 31 & SWNW, NWSW, Sec. 32, T3N, R65W, 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 (SW/4) to be less than eight (8) in accordance with COGCC Rule 318A.f.
- Plat illustrating proposed wellbore spacing unit on existing location plat.

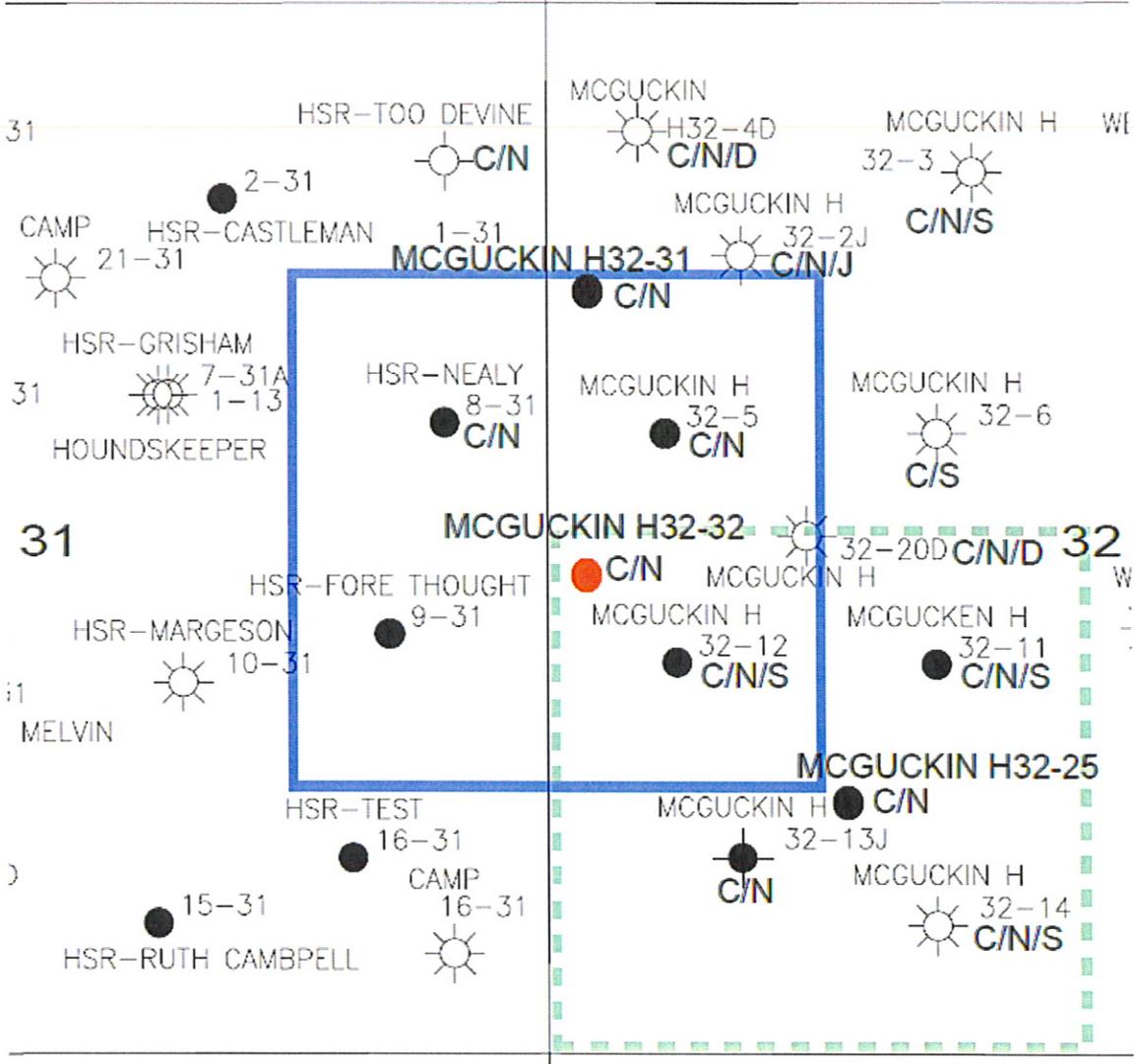
Thank you for your attention to the enclosed. NEI respectfully requests that the COGCC review the enclosed information and approve the Application for Permit to Drill the captioned well.

Sincerely,

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

Mari Clark
Regulatory Analyst II
Noble Energy Inc.

McGuckin H 32-32
NWSW, Section 32, T3N, R65W



LEGEND

 Proposed 160 acre Spacing Unit

 Bottom Hole Located NWSW, Section 32, T3N, R65W

The governmental ¼ Section has less than 8 bottom hole wells producing from the Codell, Niobrara, & J-Sand Formations.

PROPOSED 318Ae SPACING UNIT

DALEY LAND SURVEYING, INC. PARKER, CO. 80134 303 953 9841

WELL LOCATION CERTIFICATE
MCGUCKIN H32-32

SECTION 32, TOWNSHIP 3 NORTH, RANGE 65 WEST OF THE 6TH PRINCIPAL MERIDIAN



NAD 83 LATITUDE AND LONGITUDE

MCGUCKIN H32-32 SURFACE HOLE:

LATITUDE: N40.18159°
LONGITUDE: W104.69615°
ELEVATION: 4913'
PDOP 1.3
2519' FSL, 180' FWL

NEAREST EXISTING WELL:

MCGUCKIN H32-12
LATITUDE: N40.18010°
LONGITUDE: W104.69441°
ELEVATION: 4912'
727' SOUTHEAST

QUARTER/QUARTER: NW4/SW4

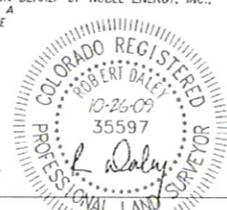
NEAREST APPARENT PROPERTY LINE:
180' WEST

IN ACCORDANCE WITH A REQUEST FROM MATT CAMPBELL OF NOBLE ENERGY INC., DALEY LAND SURVEYING, INC. HAS DETERMINED THE SURFACE LOCATION OF THE MCGUCKIN H32-32 WELL TO BE 2519' FSL, 180' FWL, AS MEASURED AT NINETY (90) DEGREES FROM THE SECTION LINES OF SECTION 32, TOWNSHIP 3 NORTH, RANGE 65 WEST OF THE 6TH PRINCIPAL MERIDIAN, WELD COUNTY COLORADO.

I HEREBY CERTIFY THAT THIS WELL LOCATION CERTIFICATE WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION, THAT THE WORK WAS COMPLETED ON 10/22/2009 FOR AND ON BEHALF OF NOBLE ENERGY, INC., AND THAT THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY, IT IS NOT A LAND SURVEY PLAT OR AN IMPROVEMENT SURVEY PLAT AND IT IS NOT TO BE RELIED UPON FOR THE ESTABLISHMENT OF FENCE, BUILDING OR OTHER FUTURE IMPROVEMENT LINES.

NOTES:

- 1) BASIS OF BEARING FOR THIS MAP IS ASSUMED AND BASED UPON GPS OBSERVATIONS MADE BETWEEN MONUMENTS LOCATED AT THE NORTHWEST AND WEST QUARTER CORNER OF SECTION 32, T.3N., R.65W., AND ALL BEARINGS SHOWN HEREON ARE RELATIVE THERETO.
- 2) HORIZONTAL DATUM IS NAD83.
- 3) VERTICAL DATUM IS NAVD83. ELEVATIONS ARE DERIVED FROM GPS-RTK OBSERVATIONS PROCESSED THROUGH OPUS, UTILIZING THE GEOID03 MODEL.
- 4) SEE VISIBLE IMPROVEMENTS EXHIBIT FOR VISIBLE IMPROVEMENTS WITHIN 400' OF PROPOSED SURFACE HOLE LOCATION
- 5) SURFACE-USE: OPEN FIELD



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 any day action based upon any such defect in this W.L.C. be commenced more than ten years from the date of the certification shown hereon.

FOR AND ON BEHALF OF
DALEY LAND SURVEYING, INC.,
Robert Daley, PLS 35597



January 22, 2010

Mr. Larry Van Cleave
Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, Colorado 80202

Re: **Notice of 318A(e) Well Proposal**
McGuckin H32-32 Well
Township 3 North, Range 65 West, 6th P.M.
Section 32: NW/4SW/4 (BHL)
Weld County, Colorado

Dear Mr. Van Cleave:

Kerr-McGee Oil & Gas Onshore LP ("KMG") has reviewed Noble Energy, Inc.'s Notice of 318A(e) Well Proposal for the captioned well and has no objection to the proposal. An executed original of your proposal letter is attached.

Should you have any questions please feel free to contact me at 720-929-6539.

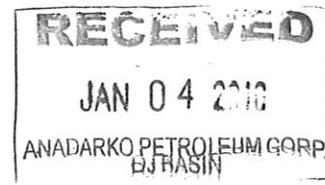
Very truly yours,

Kerr-McGee Oil & Gas Onshore LP

A handwritten signature in black ink, appearing to read 'Sharon Hook', written over a horizontal line.

Sharon Hook
Title Analyst

:sh
Enclosures



December 31, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 1830 0003 4247 6168

Kerr-McGee Oil & Gas Onshore LP
Attn: Mr. Matt Miller, Wattenberg Land Manager
1099 18th Street, Suite 1800
Denver, CO 80202

RE: Notice of 318A.e. Well Proposal
(1) *J-Sand /* Codell/Niobrara: New Well
WELL NAME: **McGuckin H32-32**
Township 3 North, Range 65 West
Section 32: NW/4SW/4 (BHL)
Weld County, Colorado

Dear Mr. Miller:

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 SE/4NE/4, NE/4SE/4 of Section 31, in T3N, R65W, 6th P.M., and the SW/4NW/4, NW/4SW/4 of Section 32, in T3N, R65W, 6th P.M., as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara *(1)* *J-Sand* formations 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 *J-Sand* formations.

(3) **Surface and Bottomhole Locations**

SHL: 2519' FSL, 180' FWL, Section 32, T3N, R65W, 6th P.M.
BHL: 2519' FSL, 180' FWL, Section 32, T3N, R65W, 6th P.M.

(4) **Anticipated Spud Date**

3rd Quarter, 2010

(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 call me at 303-228-4130 if you have any questions.

Very truly yours,

NOBLE ENERGY, INC.

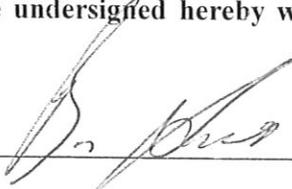

Larry Van Cleave
Senior Land Negotiator

LVC:mw

Enclosures

KERR-McGEE OIL & GAS ONSHORE LP:

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 McGuckin H32-32 well in Section 32, T3N, R65W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

By:  _____

Brian J. Smith, Subsurface Manager

Printed Name: _____

JAN 18 2010

Date: _____