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Suite 2000  
Denver, CO 80202  
Tel: 303.228.4000  
Fax: 303.228.4280  
www.nobleenergyinc.com

March 12, 2010

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

Attn: Mr. David Neslin, Director

RE: UPV P 05-21D

Codell/Niobrara/J Sand New Drill  
Township 3 North, Range 67 West, 6th P.M.  
Section 5: NW/4SE/4: 2511' FSL & 2306' FEL (Surface Location)  
Section 5: SW/4NE/4: 2632' FNL & 2377' FEL (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.

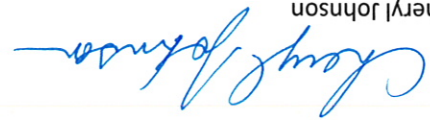
NEI's proposed wellbore spacing unit consists of the SW/NE, NW/NE, NW/SE, NE/SW, SE/NW, T3N, R67W, creating a 160-acre wellbore spacing unit. NEI is not the only owner within the proposed wellbore spacing unit and as such provided notice to the remaining owner(s) within said proposed spacing unit as 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:

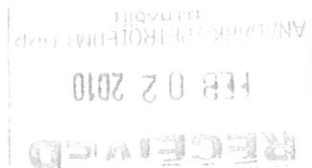
- Plat illustrating the proposed wellbore spacing unit and number of Codell/Niobrara/J Sand wells located within the existing 160-acre governmental quarter section (NE/4) to be less than eight (8) in accordance with COGCC Rule 318A.f.
- Plat illustrating proposed wellbore spacing unit on existing location 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,

  
Cheryl Johnson  
Regulatory Analyst II  
Noble Energy Inc.

1625 Broadway  
Suite 2200  
Denver, Colorado 80202  
Tel: 303 228 4000  
Fax: 303 228 4280



ARTICLE # 7009 2250 0004 3132 9234

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

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

**REVISED**

RE: Notice of 318A.c. Well Proposal

CodeII/Niobrara/J Sand: New Well  
WELL NAME: UPV P05-21D

Township 3 North, Range 67 West  
Section 5: SW/4NE/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.c., Order IR-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/4NW/4, SW/4NE/4, NW/4SE/4, NE/4SW/4 of Section 5, in T3N, R67W, 6<sup>th</sup> P.M., as depicted on the enclosed plat. The working interests attributable to the CodeII/Niobrara/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 CodeII/Niobrara/J Sand formations.
- (3) **Surface and Bottomhole Locations**  
SHL: 2511' FSL: 2306' FEL: Section 5, T3N, R67W, 6<sup>th</sup> P.M.  
BHL: 2632' FNL: 2377' FEL: Section 5, T3N, R67W, 6<sup>th</sup> P.M.
- (4) **Anticipated Spud Date**  
2nd Quarter, 2010

(5) **Request for Title Information**

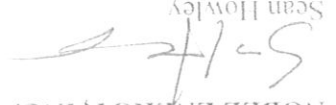
In order to facilitate the rendering of a full title opinion, please provide copies of any title opinions, updates and JIB/Rev deck materials for the referenced spacing unit in your possession to Noble.

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 303-228-4346 if you have any questions.

Very truly yours,

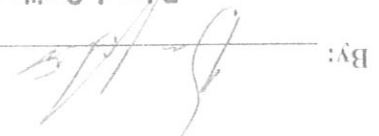
NOBLE ENERGY, INC.  
  
Sean Howley  
Land Negotiator

SH:mw

Enclosure

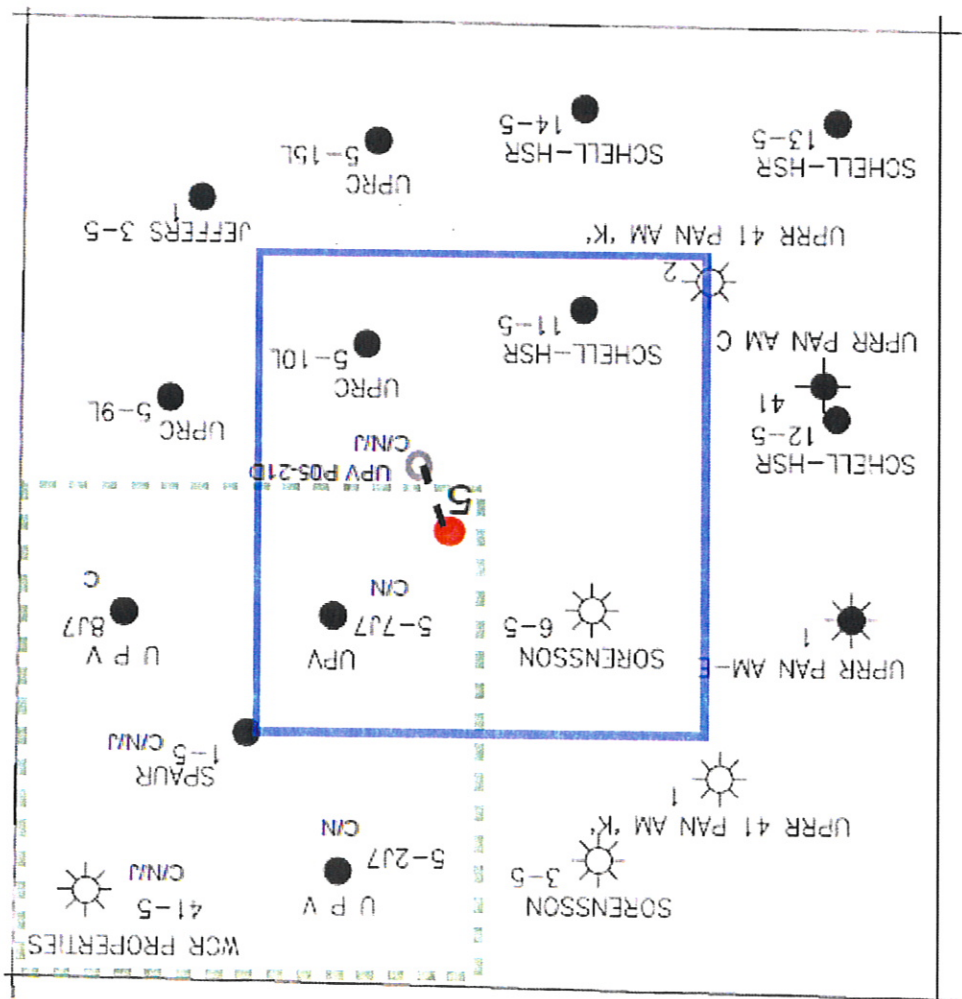
KERR-MCGEE OIL & GAS ONSHORE LP:

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 UPV P05-21D well in Section 5, T3N, R67W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

By:   
\_\_\_\_\_  
Printed Name: Brian J. Smith, Subsurface Manager

Date: FEB 1 2 2010

# UPV P 05-21D SWNE, Section 5, T3N, R67W



## LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located SWNE, Section 5, T3N, R67W

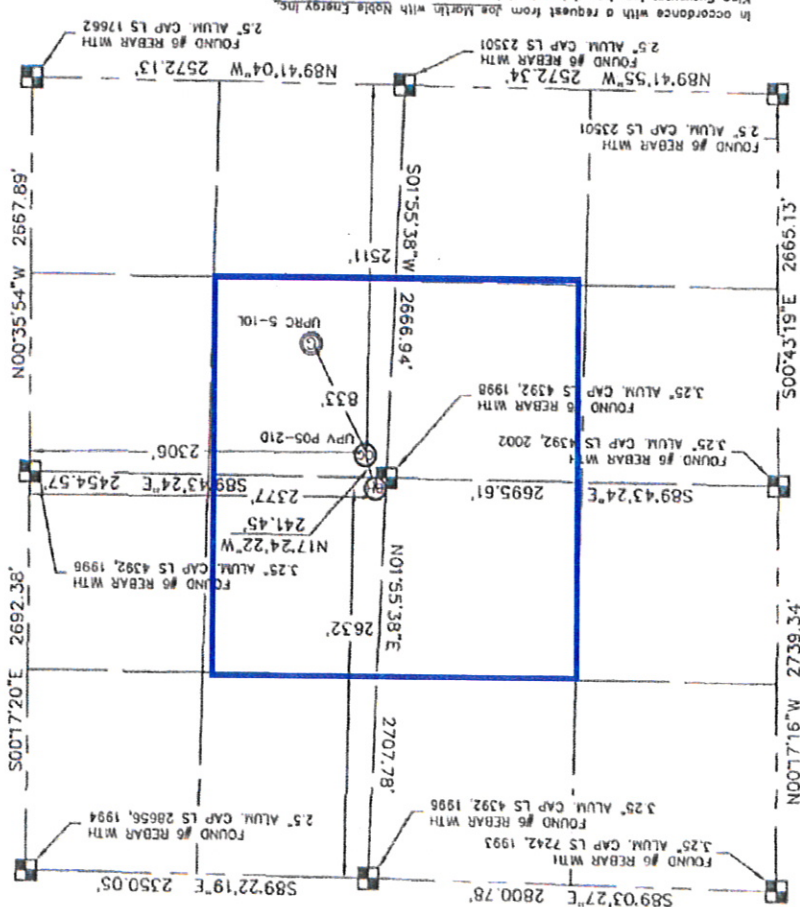
The governmental 1/4 Section has less than 8 bottom hole wells producing from the Codell, Niobrara, & J-Sand Formations.

# PROPOSED 318aE SPACING UNIT

KING SURVEYORS, INC. 650 E. GARDEN DR. WINDSOR, CO 80550  
WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION: 5  
TOWNSHIP: 3N  
RANGE: 67W



In accordance with a request from Joe Martin with Noble Energy Inc., King Surveyors Inc. has determined the surface location of the UPVC P05-210 to be 2511' from the SOUTH line and 2306' from the EAST line as measured at right angles from the section line of the NORTH line and 2377' from the EAST line of the Sixth Principal Meridian, County of Weld, State of Colorado.

I hereby state that this Well Location Certificate was prepared by me, or under my direct supervision, that the fieldwork was completed on 8-27-09, for and on behalf of Noble Energy Inc. That this 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.

SURFACE LOCATION  
LATITUDE: 40.25456N  
LONGITUDE: 104.91314W  
PDOP: 2.1  
ELEV: 4875  
NEAREST PROPERTY LINE: 155' NORTH  
1/4/4: NW/4SE/4  
1/4/4: NW/4SE/4

NOTE:  
1) Bearings shown are Grid Bearings of the Colorado State Plane Coordinate System, North Zone, North American Datum 1983/2007. The lineal dimensions as contoured herein are based upon the "U.S. Survey Foot."  
2) Ground elevations are based on an observed GPS elevation (NAVD 1988 DATUM).  
3) NEAREST EXISTING WELL: UPVC S-10L 833' SOUTHEAST  
4) IMPROVEMENTS: See VISIBLE IMPROVEMENTS exhibit for all visible improvements within 100' of well head.  
5) SURFACE USE: CROP FIELD

According to Colorado law, you must commence any legal action based upon any defect in this W.L.C. within three years after you discover such defect, in no event, may any action based upon any defect in this survey be commenced more than ten years after the date of the certificate shown herein. (13-80-105 C.R.S.)

LEGEND  
= CALCULATED POSITION  
= ALIQUOT MONUMENT AS DESCRIBED

STEVEN A. KING - On behalf of King Surveyors, Inc.  
REGISTERED LAND SURVEYOR No. 34995  
STATE OF COLORADO  
PROJECT# 20092498