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Suite 2000
Denver, CO 80202

Tel: 303.228.4000
Fax: 303.228.4280
www.nobleenergyinc.com



May 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: **GUTTERSEN D12-20**
Codell/Niobrara/J Sand New Drill
Township 3 North, Range 64 West, 6th P.M.
Section 12: SW/4NW/4: 2635' FNL & 1210' FWL (Surface Location)
Section 12: SW/4NW/4: 2635' FNL & 1210' 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 S/2NW/4, N/2SW/4 of Section 12, T3N, 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 (NW/4) to be less than eight (8) in accordance with COGCC Rule 318A.f.
- Plat illustrating proposed wellbore spacing unit on existing location plat.

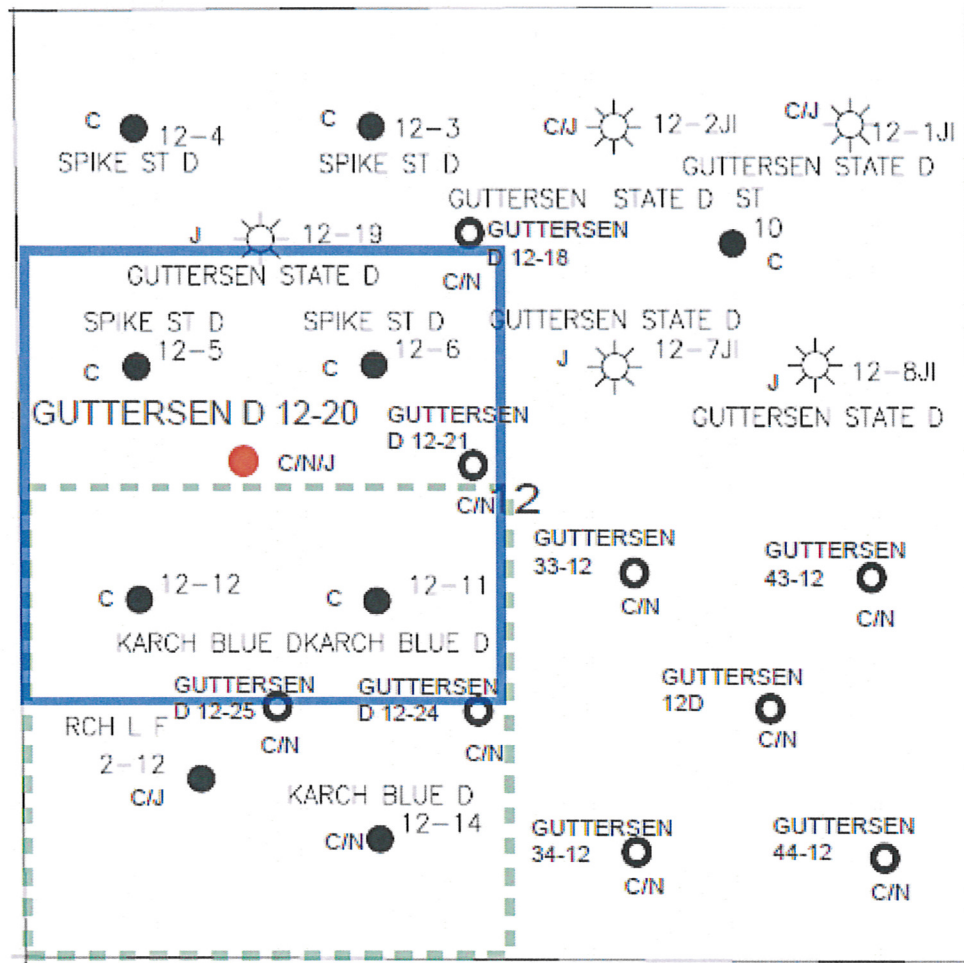
Thank you for your attention to the enclosed. NEI respectfully requests that the COGCC review the enclosed information and approve the Application for Permit to Drill the captioned well.

Sincerely,

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

Mari Clark
Regulatory Analyst II
Noble Energy Inc.

Guttersen D 12-20
SWNW, Section 12, T3N, R64W



LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located SWNW, Section 12, T3N, R64W

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

PROPOSED 318Ae SPACING UNIT

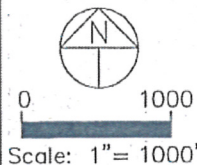
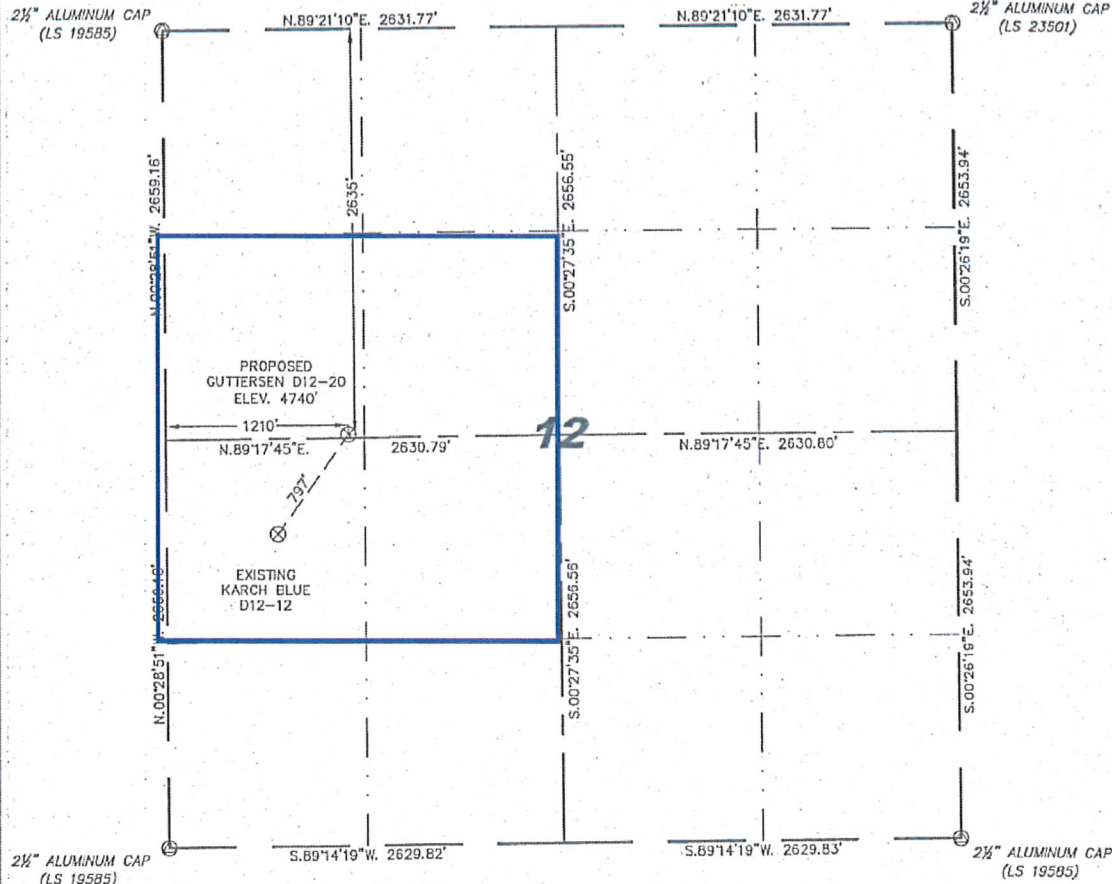
Steil Surveying Services, LLC

1102 West 19th Street P.O. BOX 2073

Cheyenne, Wyoming 82009

WELL LOCATION CERTIFICATE THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION 12
TOWNSHIP 3 NORTH
RANGE 64 WEST



IN ACCORDANCE WITH A REQUEST FROM JOE JOHNSON - NOBLE ENERGY INC., STEIL SURVEYING SERVICES, LLC HAS DETERMINED THE LOCATION OF THE GUTTERSEN D12-20 WELL TO BE 2635' FNL, 1210' FNL, AS MEASURED AT NINETY (90) DEGREES FROM THE SECTION LINES, SECTION 12, TOWNSHIP 3 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 02/17/2010, 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 02/17/2010 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 83 DATUM.
- 3) THE NEAREST EXISTING WELL IS: KARCH BLUE D12-12, 797' 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 40.23990°
LONGITUDE: W 104.50464°
PDOP: 2.0
QUARTER-QUARTER: SW/4NW/4
NEAREST PROPERTY LINE: 23' TO THE SOUTH

LEGEND

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

David C. Holmes
Professional Land Surveyor Registration No. 32828
State of Colorado

JOB #: 10086

Completed 02/24/2010



April 8, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7009 3410 0002 3934 2241

Aceite Energy Group
Attn: Michael Beddo
11150 Huron Street, Ste. #210
Northglenn, CO 80234

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara/J-Sand: New Well
WELL NAME: **GUTTERSEN D12-20**
Township 3 North, Range 64 West, 6th P.M.
Section 12: SW/4NW/4 (BHL)
Weld County, Colorado

Dear Mr. Beddo:

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/2NW/4 and the N/2SW/4 of Section 12, in T3N, R64W, 6th P.M. as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara and J-Sand 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/J-Sand formations.

(3) **Surface and Bottomhole Locations**

SHL: 2635' FNL, 1210' FWL, Section 12, T3N, R64W, 6th P.M.
BHL: 2635' FNL, 1210' FWL, Section 12, T3N, R64W, 6th P.M.

(4) **Anticipated Spud Date**

3rd 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 return to Noble as soon as possible. A duplicate letter for your records is also enclosed. Your cooperation in this matter is greatly appreciated so that Noble may timely continue the permitting process for this well.

Thank you for your timely consideration and response to this proposal. Please do not hesitate to contact me at 303-228-4073 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Matthew E. Johnson
Senior Land Negotiator

MEJ:jkb

Enclosures

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 GUTTERSEN D12-20 well in Section 12, T3N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

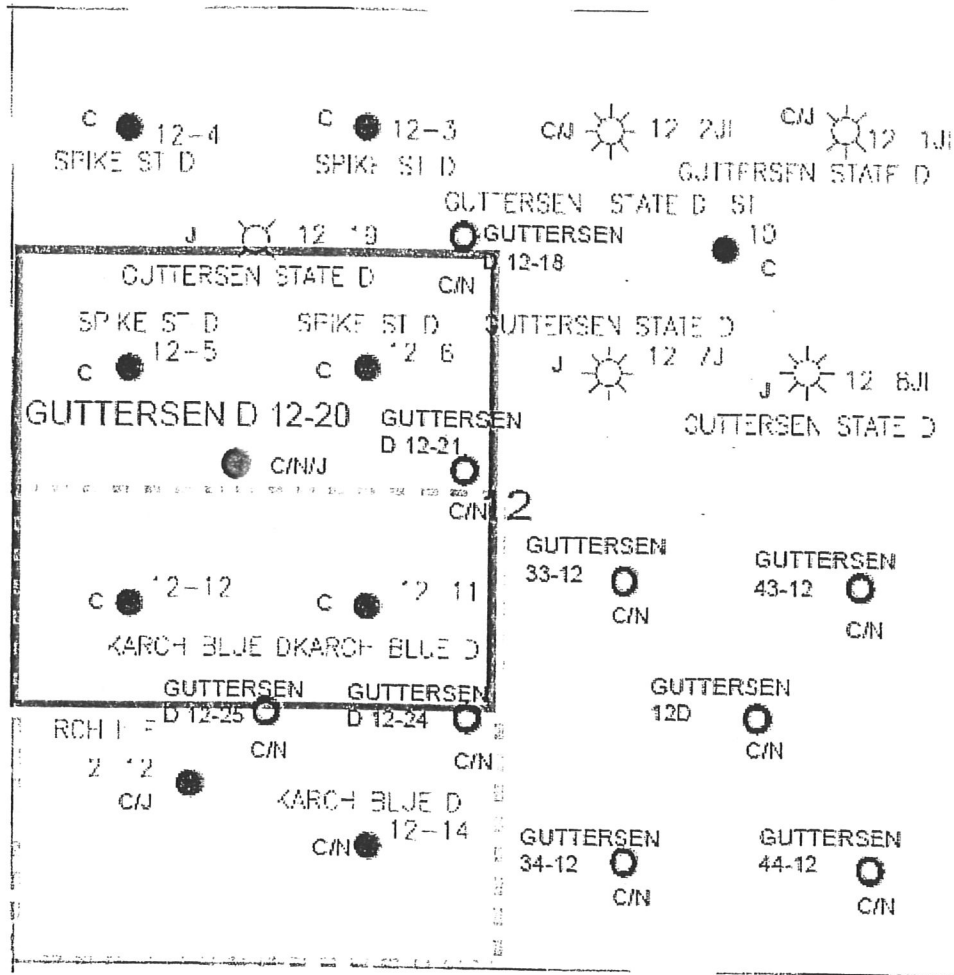
ACEITE ENERGY GROUP:

By: _____

Printed Name: _____

Date: _____

Guttersen D 12-20
SWNW, Section 12, T3N, R64W



LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located SWNW, Section 12, T3N, R64W

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PROPOSED 318Ae SPACING UNIT

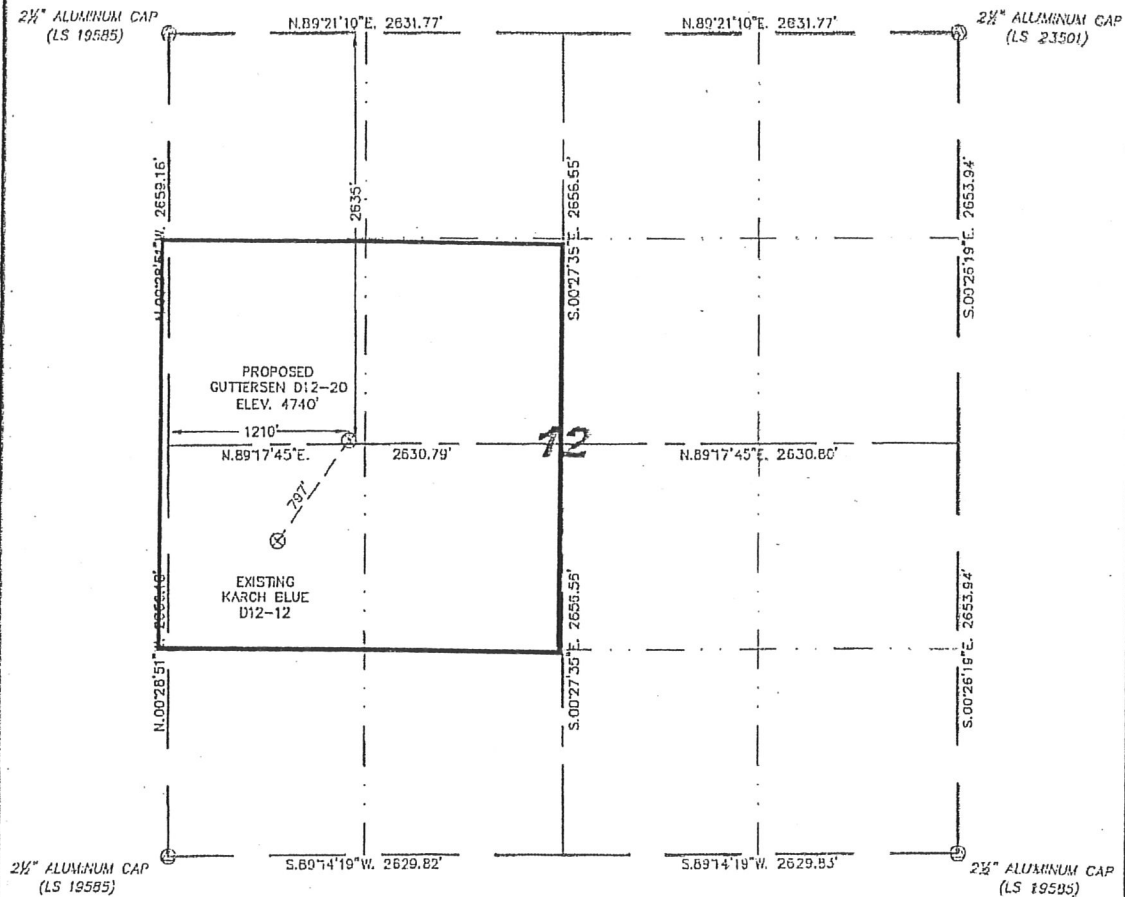
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SECTION 12
TOWNSHIP 3 NORTH
RANGE 64 WEST



0 1000

Scale: 1" = 1000'

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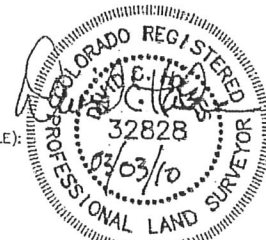
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- (C) CALCULATED DIMENSION

David C. Holmes
Professional Land Surveyor Registration No. 32828
State of Colorado

JOB #10086

Completed 02/24/2010



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.