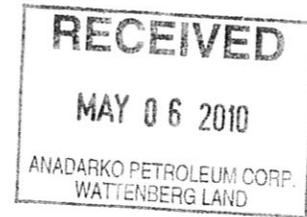


1625 Broadway
Suite 2200
Denver, Colorado 80202

Tel: 303.228.4000
Fax: 303.228.4280



May 5, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7010 0290 0003 0933 6326

Kerr-McGee Oil & Gas Onshore LP
Attention: Vince Bernal
1099 18th Street, Suite 1800
Denver, CO 80202

RE: Notice of 318A.e. Well Proposal – **Revised to include J Sand**
Codell/Niobrara/J-Sand: New Well
WELL NAME: **Abbey D01-32D**
Township 3 North, Range 64 West
Section 1: SW/4NW/4 (BHL)
Weld County, Colorado

Dear Mr. Bernal:

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”). Please be advised that this well proposal has been revised from the proposal letter sent to you on April 29, 2010 to include the J Sand formation. 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 SW/4NW/4, NW/4SW/4 of Section 1, in T3N, R64W, 6th P.M., and the SE/4NE/4, NE/4SE/4 of Section 2, in T3N, R64W, 6th P.M., as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara/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: 2039’ FNL, 620’ FWL, Section 1, T3N, R64W, 6th P.M.
BHL: 2565’ FNL, 75’ FWL, Section 1, T3N, R64W, 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 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.



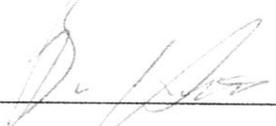
Matthew E. Johnson
Senior Land Negotiator

MEJ:mbw

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 Abbey D01-32D well in Section 1, T3N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

KERR-MCGEE OIL & GAS ONSHORE LP:

By:  _____

Brian J. Smith, Subsurface Manager

Printed Name: _____

Date: MAY 19 2010