

May 6, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7010 0290 0003 0933 6333

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

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara/J-Sand: New Well
WELL NAME: **Rural Land G32-33D**
Township 4 North, Range 65 West, 6th P.M.
Section 32: NW/4SW/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"). 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 E/2SE/4 of Section 31, in T4N, R65W, 6th P.M., and the W/2SW/4 of Section 32, in T4N, R65W, 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: 1903' FSL, 728' FWL, Section 32, T4N, R65W, 6th P.M.
BHL: 1400' FSL, 75' FWL, Section 32, T4N, R65W, 6th P.M.
- (4) **Anticipated Spud Date**
4th 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 303-228-4352 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Casey M. Kimble
Senior Land Negotiator

CMK: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 Rural Land G32-33D well in Section 32, T4N, R65W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

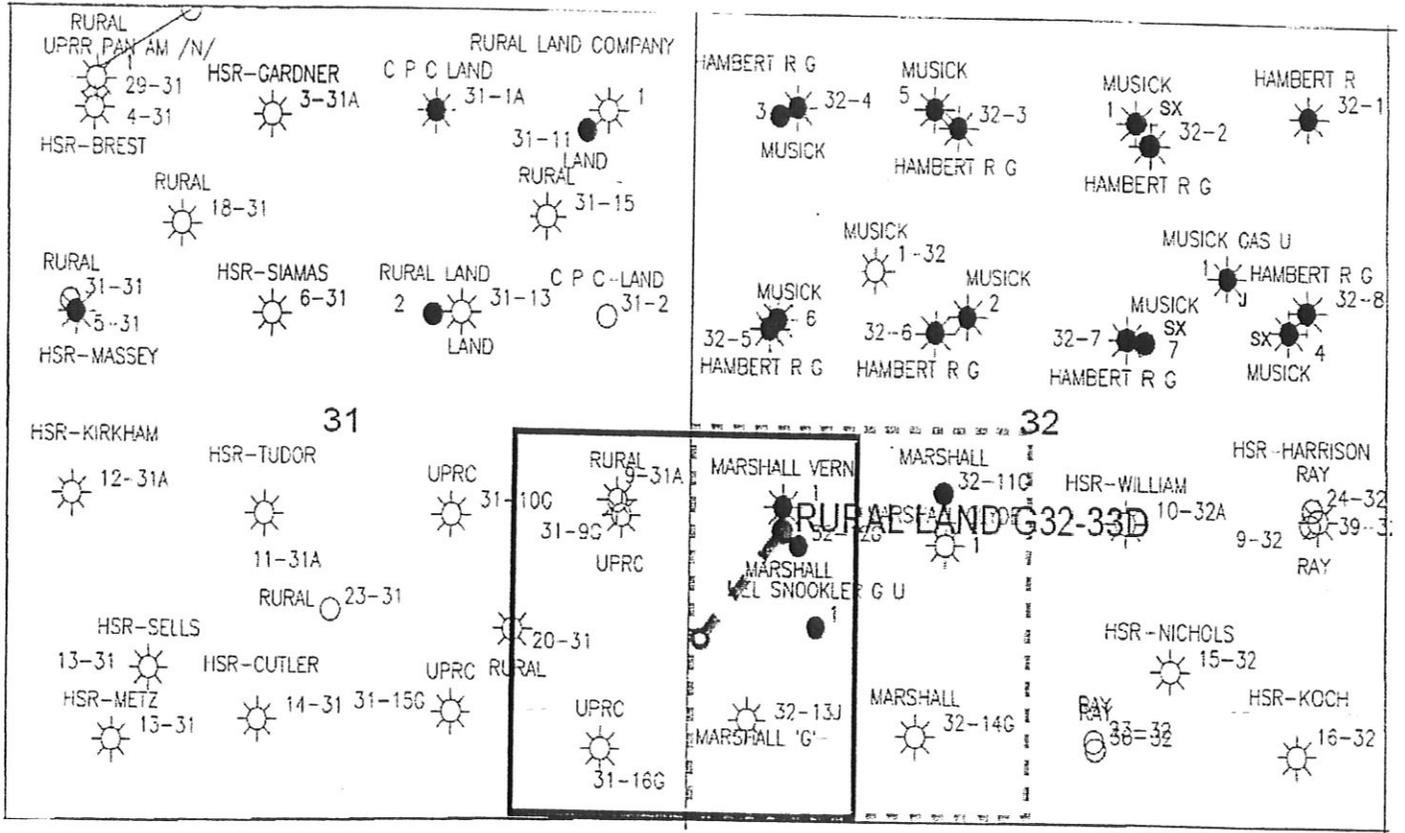
KERR-MCGEE OIL & GAS ONSHORE LP:

By: _____

Printed Name: _____

Date: _____

RURAL LAND G32-33D
NWSW Sec 32, T4N, R65W



LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located NWSW, Section 32, T4N-R65W

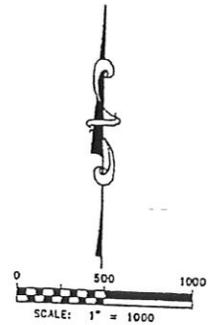
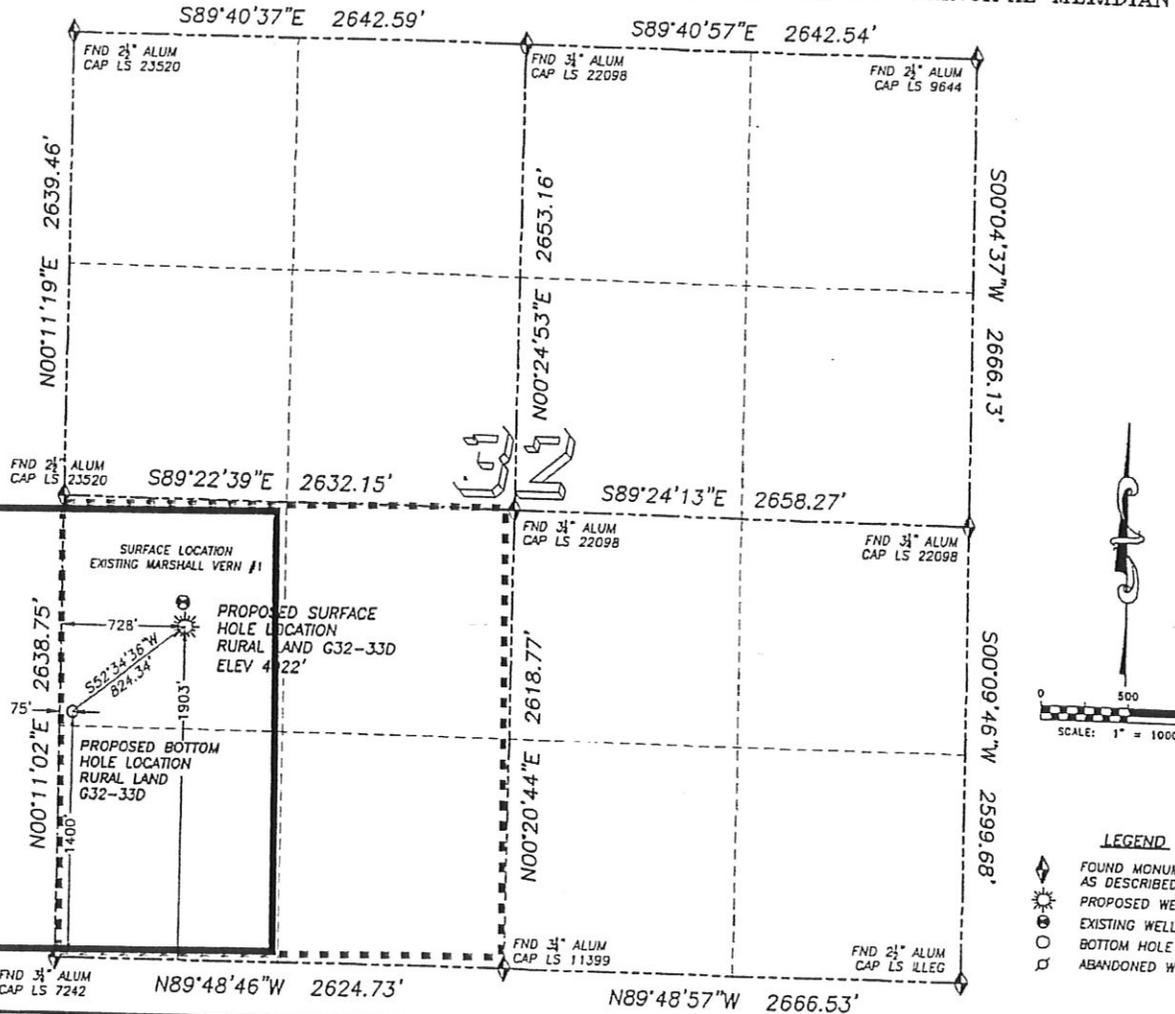
The governmental 1/4 Section has less than 8 bottom hole wells producing from the Codell, Niobrara, & J-Sand Formations.

PROPOSED 318Ae SPACING UNIT - NOBLE ENERGY

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

WELL LOCATION CERTIFICATE
RURAL LAND G32-33D

SECTION 32, TOWNSHIP 4 NORTH, RANGE 65 WEST OF THE 6TH PRINCIPAL MERIDIAN



- LEGEND**
- FOUND MONUMENT AS DESCRIBED
 - PROPOSED WELL
 - EXISTING WELL
 - BOTTOM HOLE
 - ABANDONED WELL

NAD 83 LATITUDE AND LONGITUDE

RURAL LAND G32-33D SURFACE HOLE:
 LATITUDE: N40.26691'
 LONGITUDE: W104.69404'
 ELEVATION: 4922'
 PDOF 2.1
 1903' FSL, 728' FWL

BOTTOM HOLE:
 LATITUDE: N40.26554'
 LONGITUDE: W104.69638'
 1400' FSL, 75' FWL

NEAREST EXISTING WELL:
 VERN MARSHALL #1 SURFACE HOLE
 LATITUDE: N40.26729
 LONGITUDE: W104.69409'
 ELEVATION: 4925'
 138' NORTH

QUARTER/QUARTER: NW4/SW4
NEAREST APPARENT PROPERTY LINE:
 667' SOUTH

IN ACCORDANCE WITH A REQUEST FROM MATT CAMPBELL OF NOBLE ENERGY INC., DALEY LAND SURVEYING, INC. HAS DETERMINED THE SURFACE LOCATION OF THE RURAL LAND G32-33D WELL TO BE 1903' FSL, 728' FWL, AS MEASURED AT NINETY (90) DEGREES FROM THE SECTION LINES OF SECTION 32, TOWNSHIP 4 NORTH, RANGE 65 WEST OF THE 6TH PRINCIPAL MERIDIAN, WELD COUNTY COLORADO. THE BOTTOM HOLE LOCATION PROVIDED BY THE CLIENT IS TO BE 1400' FSL, 75' FWL OF SEC. 32, T.4N, R.65W. I HEREBY CERTIFY THAT THIS WELL LOCATION CERTIFICATE WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION, THAT THE WORK WAS COMPLETED ON 12/02/2009 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 SOUTHWEST AND WEST QUARTER CORNERS OF SECTION 32, T.4N., 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 may any 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