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December 14, 2010

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

Attn: Mr. David Neslin, Director

RE: **BERNHARDT PC J31-30D**
Codell/Niobrara New Drill
Township 5 North, Range 66 West, 6th P.M.
Section 31: NW/4NW/4: 865' FNL & 400' FWL (Surface Location)
Section 31: NW/4NW/4: 75' FNL & 75' 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 T5N, R66W, SECTION 30: SWSW AND SECTION 31, NWNW, AND SECTION 25: SESE & SECTION 36: NENE, T5N, 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 on file at the NEI offices. 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.

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 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.

BERNHARDT PC J31-30D

318Ae Proposed Spacing Unit – Noble Energy, Inc

NW/4NW/4 Section 31, Township 5 North, Range 66 West



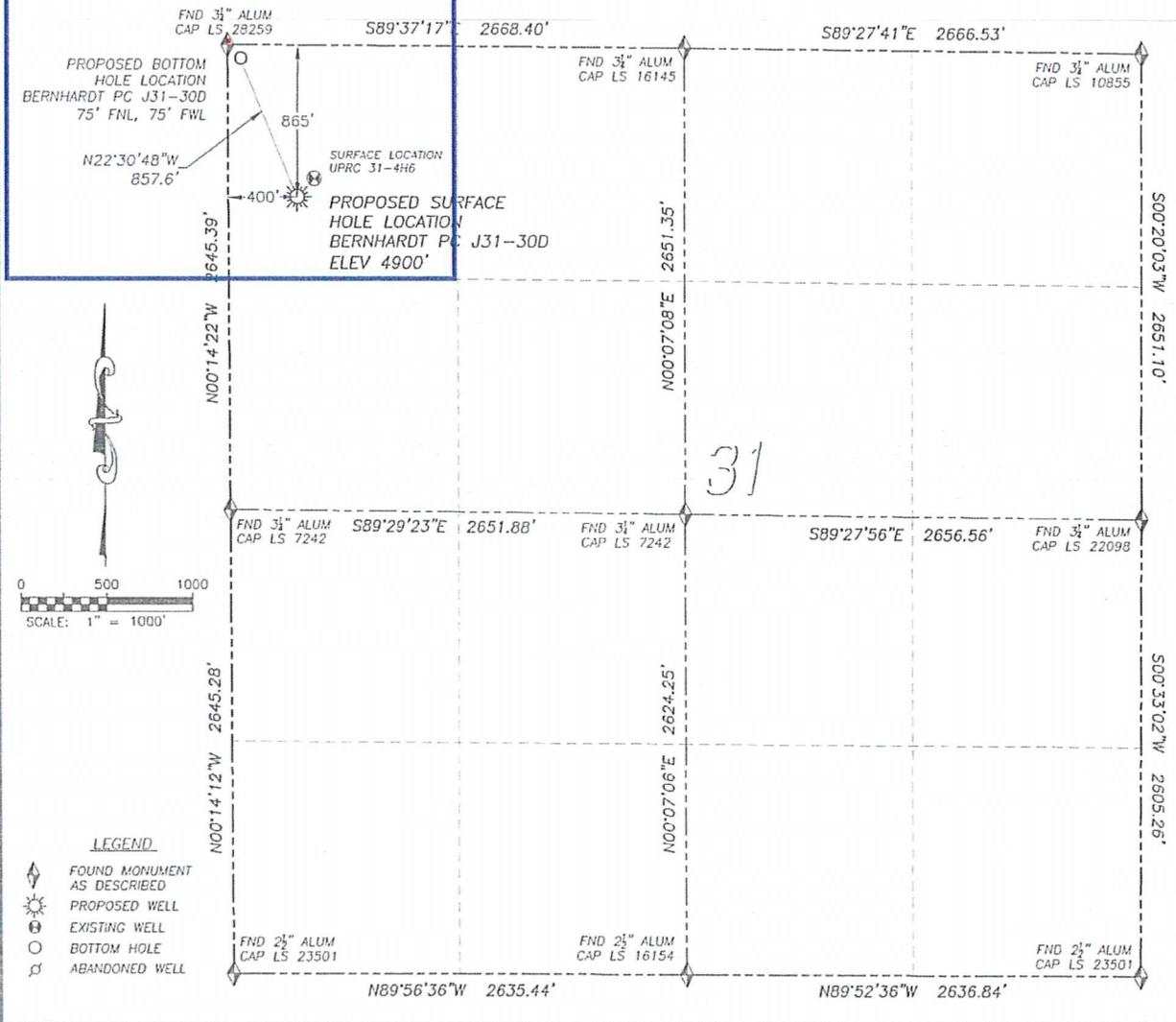
Legend

| | |
|---|---|
|  <p>Proposed 160 acre spacing unit</p> |  <p>Bottom Hole Location</p> |
|  <p>Bottom Hole Located NW/4NW/4, Sec. 31, T5N, R66W</p> | |

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

WELL LOCATION CERTIFICATE BERNHARDT PC J31-30D

SECTION 31, TOWNSHIP 5 NORTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN



NAD 83 LATITUDE AND LONGITUDE

BERNHARDT PC J31-30D SURFACE HOLE:

LATITUDE: N40.36094'
LONGITUDE: W104.83060'
ELEVATION: 4900'
PDOP 2.6
865' FNL, 400' FWL

BOTTOM HOLE:

LATITUDE: N40.36312'
LONGITUDE: W104.83178'
75' FNL, 75' FWL

NEAREST EXISTING WELL:

UPRC 31-4H6 SURFACE HOLE
LATITUDE: N40.36123'
LONGITUDE: W104.83025'
ELEVATION: 4898'
143' NORTHEAST

QUARTER/QUARTER: NW4/NW4

NEAREST APPARENT PROPERTY LINE:
400'± WEST

IN ACCORDANCE WITH A REQUEST FROM MATT CAMPBELL OF NOBLE ENERGY INC., DALEY LAND SURVEYING, INC. HAS DETERMINED THE SURFACE LOCATION OF THE BERNHARDT PC J31-30D WELL TO BE 865' FNL, 400' FWL, AS MEASURED AT NINETY (90) DEGREES FROM THE SECTION LINES OF SECTION 31, TOWNSHIP 5 NORTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN, WELD COUNTY, COLORADO. THE BOTTOM HOLE LOCATION, PROVIDED BY THE CLIENT, IS TO BE 75' FNL, 75' FWL.

I HEREBY CERTIFY THAT THIS WELL LOCATION CERTIFICATE WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION, THAT THE WORK WAS COMPLETED ON 8/6/2010 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) BEARINGS FOR THIS MAP ARE ASSUMED AND BASED UPON GPS OBSERVATIONS MADE THROUGH MONUMENTS LOCATED AT THE NORTHWEST CORNER AND WEST QUARTER CORNER OF SECTION 31, T.5N., R.66W.
- 2) HORIZONTAL DATUM IS NAD83.
- 3) VERTICAL DATUM IS NAVD88. ELEVATIONS ARE DERIVED FROM GPS OBSERVATIONS PROCESSED THROUGH OPUS, UTILIZING THE GEOID03 MODEL.
- 4) SEE VISIBLE IMPROVEMENTS EXHIBIT FOR VISIBLE IMPROVEMENTS WITHIN 600' OF PROPOSED SURFACE HOLE LOCATION.
- 5) SURFACE USE: AGRICULTURAL.

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 herein.



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