

150 ft Waiver –Stipulations to Agreement

Liability:

Notwithstanding anything contained to the contrary in any Joint Operating Agreement entered into by Noble Energy, Inc. (Vertical Operator) and Kerr McGee Onshore Oil & Gas, L.P. (Horizontal Operator) covering the Kerbs 31C-14HZ well, any damage caused to the UPV 13-8J8 (API No. 05-123-18515) by the drilling of the Kerbs 31C-14HZ well shall be the sole responsibility of Kerr McGee Onshore Oil & Gas, L.P., and as between Kerr McGee and Noble, Kerr McGee agrees to accept sole liability and indemnify, defend and hold Noble harmless for such damage.

Responsibilities & Costs:

The Horizontal Operator will determine if cased well directional surveys need to be performed on the vertical wells in question. If required, the work will be executed by the Vertical Operator on a schedule mutually agreed to by the Vertical Operator and the Horizontal Operator. A flat rate fee of \$15,000/well will be charged to the joint account of the subject horizontal wellbore for gyro surveys for all vertical wells within 150' of the horizontal wellbore that require gyro surveys.

Technical Research:

The Horizontal Operator will be responsible for technical review and risk assessment of conducting horizontal operations near said vertical wellbores. This review will include consideration of vertical wellhead pressure ratings, collision risk, and wellbore cement and general integrity including surface casing depth. Horizontal Operator's execution hereof shall serve as Horizontal Operator's request for all pertinent well data from the Vertical Operator.

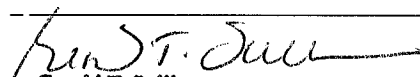
Timing:

At least 30 days prior to the horizontal well spud date and at least 60 days prior to its completion date, the Vertical Operator shall be notified. The purpose of this notification is to ensure that Vertical Operator equips the vertical wells for monitoring. In heavy agricultural use areas, additional time may be required to plan and access wellheads.

Election: Signed this 31st day of July, 2012.

Horizontal Operator agrees to the Stipulations set forth above: _____

Vertical Operator agrees to the Stipulations set forth above: _____


Gerald T. Sullivan
Sr. Land Negotiator Advisor





KERR-MCGEE OIL & GAS ONSHORE LP
1099 18TH STREET, SUITE 1800
DENVER, CO 80202-1918
P.O. Box 173779
DENVER, CO 80217-3779
720-929-6000

Date

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Re: KERBS 31C-14HZ
Township 3 North, Range 68 West, 6th P.M.
Section 13: SENE
Weld County, Colorado

Ladies/Gentlemen:

Kerr-McGee Oil & Gas Onshore LP is applying for a permit to drill the captioned horizontal well. Pursuant to Rule 318A.m, the COGCC requires that operators proposing horizontal wells obtain waivers from operators of wells within 150 feet of the proposed horizontal wellbore.

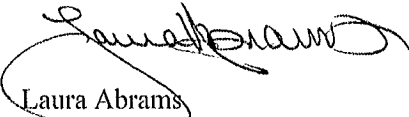
As currently planned, the wellbores of the following well(s) which are operated by Noble Energy, Inc. lie within 150 feet of the horizontal lateral of the captioned well:

- 1) UPV 13-8J8 05-123-18515

If Noble Energy is in agreement to waive Rule 318A.m., please sign in the space provided below and return one original copy to the undersigned.

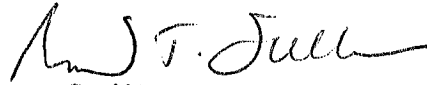
KERR-MCGEE OIL & GAS ONSHORE LP
A wholly owned subsidiary of Anadarko Petroleum Corporation

Sincerely,


Laura Abrams
Regulatory Analyst II

As operator of the above referenced well(s) lying within 150 feet of the wellbore of the above captioned well, *Noble Energy Inc.* hereby waives the one hundred and fifty foot (150') minimum intrawell distance as specified in COGCC Rule 318A.m.

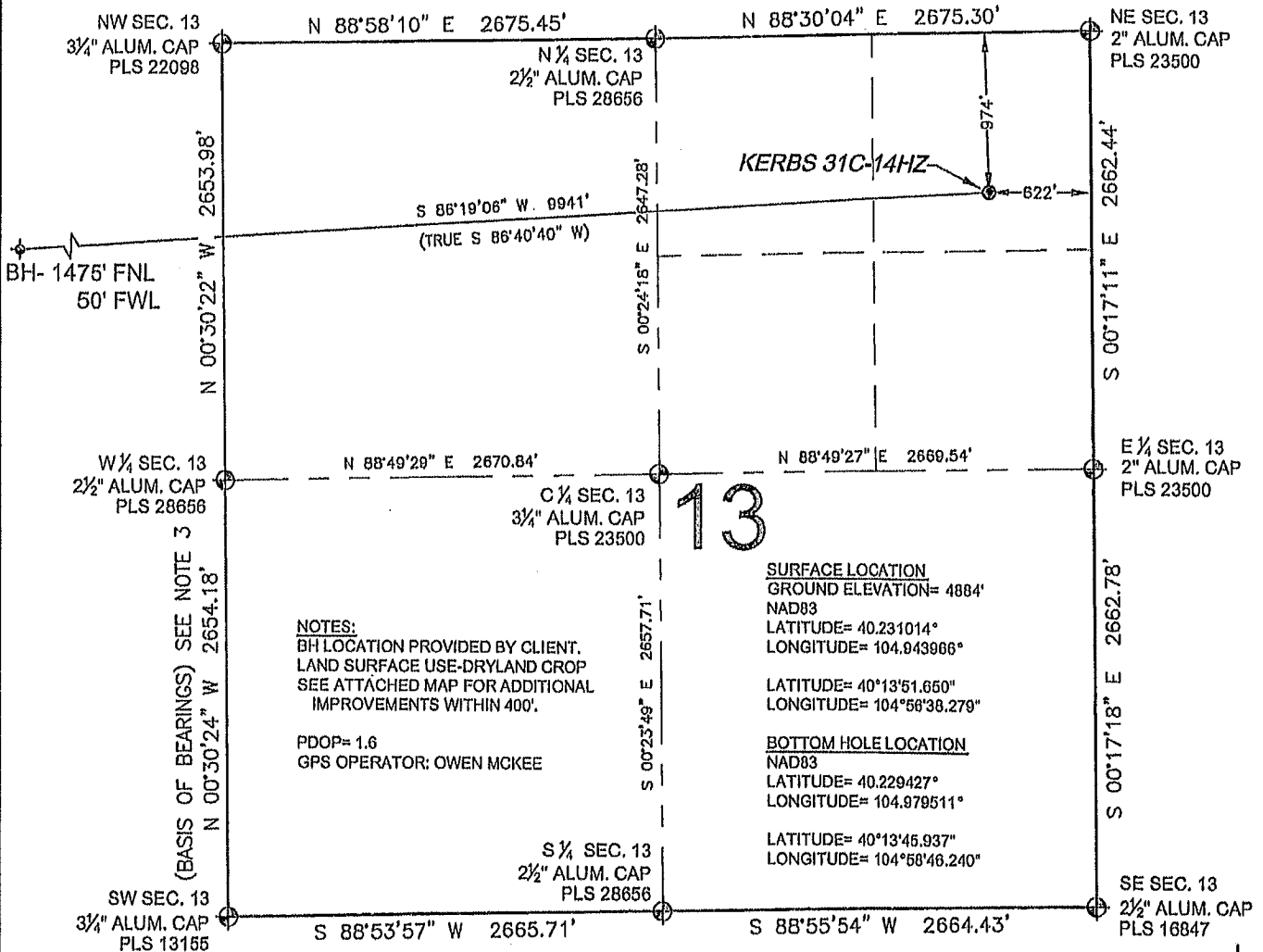
Accepted and agreed to this 31st day of July, 2012.

By: 
Gerald T. Sullivan
Sr. Land Negotiator Advisor
Title: _____

Ray

WELL LOCATION CERTIFICATE: KERBS 31C-14HZ

SECTION 13, TOWNSHIP 3 NORTH, RANGE 68 WEST, 6TH P.M.



SURFACE LOCATION
 GROUND ELEVATION= 4884'
 NAD83
 LATITUDE= 40.231014°
 LONGITUDE= 104.943966°

LATITUDE= 40°13'51.650"
 LONGITUDE= 104°56'38.279"

BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.229427°
 LONGITUDE= 104.979511°

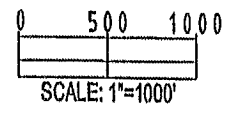
LATITUDE= 40°13'45.937"
 LONGITUDE= 104°56'46.240"

NOTES:
 BH LOCATION PROVIDED BY CLIENT.
 LAND SURFACE USE-DRYLAND CROP
 SEE ATTACHED MAP FOR ADDITIONAL
 IMPROVEMENTS WITHIN 400'.
 PDOP= 1.6
 GPS OPERATOR: OWEN MCKEE

WELL KERBS 31C-14HZ TO BE LOCATED 974' FNL AND 622' FEL

LEGEND

- ⊕ = EXISTING MONUMENT
- ⊙ = PROPOSED WELL
- ⊕ = BOTTOM HOLE
- ⊙ = EXISTING WELL
- BH = BOTTOM HOLE

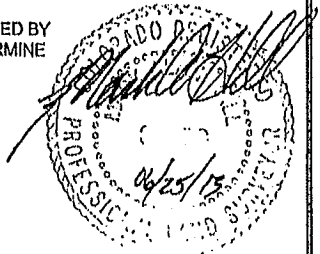


NOTES:

1. THIS FIELD SURVEY CONFORMS TO THE MINIMUM STANDARDS SET BY THE C.O.G.C.C., RULE NO. 215
2. HORIZONTAL POSITIONS AND ORTHOMETRIC ELEVATIONS SHOWN AT THE WELL HEAD, ARE BASED ON GPS-RTK POSITIONS DERIVED FROM MINIMUM 2-HOUR STATIC OBSERVATIONS CORRECTED BY THE NATIONAL GEODETIC SURVEY ONLINE POSITIONING USER SERVICE, O.P.U.S. DATUM: HORIZONTAL = NAD83/2007, VERTICAL = NAVD88
3. THE BASIS OF BEARINGS ARE STATE PLANE COORDINATE SYSTEM GRID BEARINGS SHOWN HEREON BETWEEN THE DESCRIBED MONUMENTS SHOWN HEREON.
4. GRID DISTANCES ARE SHOWN, AS MEASURED IN THE FIELD, WITH TIES TO WELLS MEASURED PERPENDICULAR TO SECTION LINES.

I, MARK A. HALL, A LICENSED PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO DO HEREBY CERTIFY TO KERR-MCGEE OIL & GAS ONSHORE LP, THAT THE SURVEY AND WELL LOCATION CERTIFICATE SHOWN HEREON WERE DONE BY ME OR UNDER MY DIRECT SUPERVISION AND THAT THE DRAWING SHOWN HEREON ACCURATELY DEPICTS THE PROPOSED LOCATION OF THE WELL. THIS CERTIFICATE DOES NOT REPRESENT A LAND SURVEY PLAT OR IMPROVEMENT SURVEY PLAT AS DEFINED BY C.R.S. 38-61-102 AND CANNOT BE RELIED UPON TO DETERMINE OWNERSHIP.

MARK A. HALL, PLS 38073
 COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
 FOR AND ON BEHALF OF P.F.S., LLC



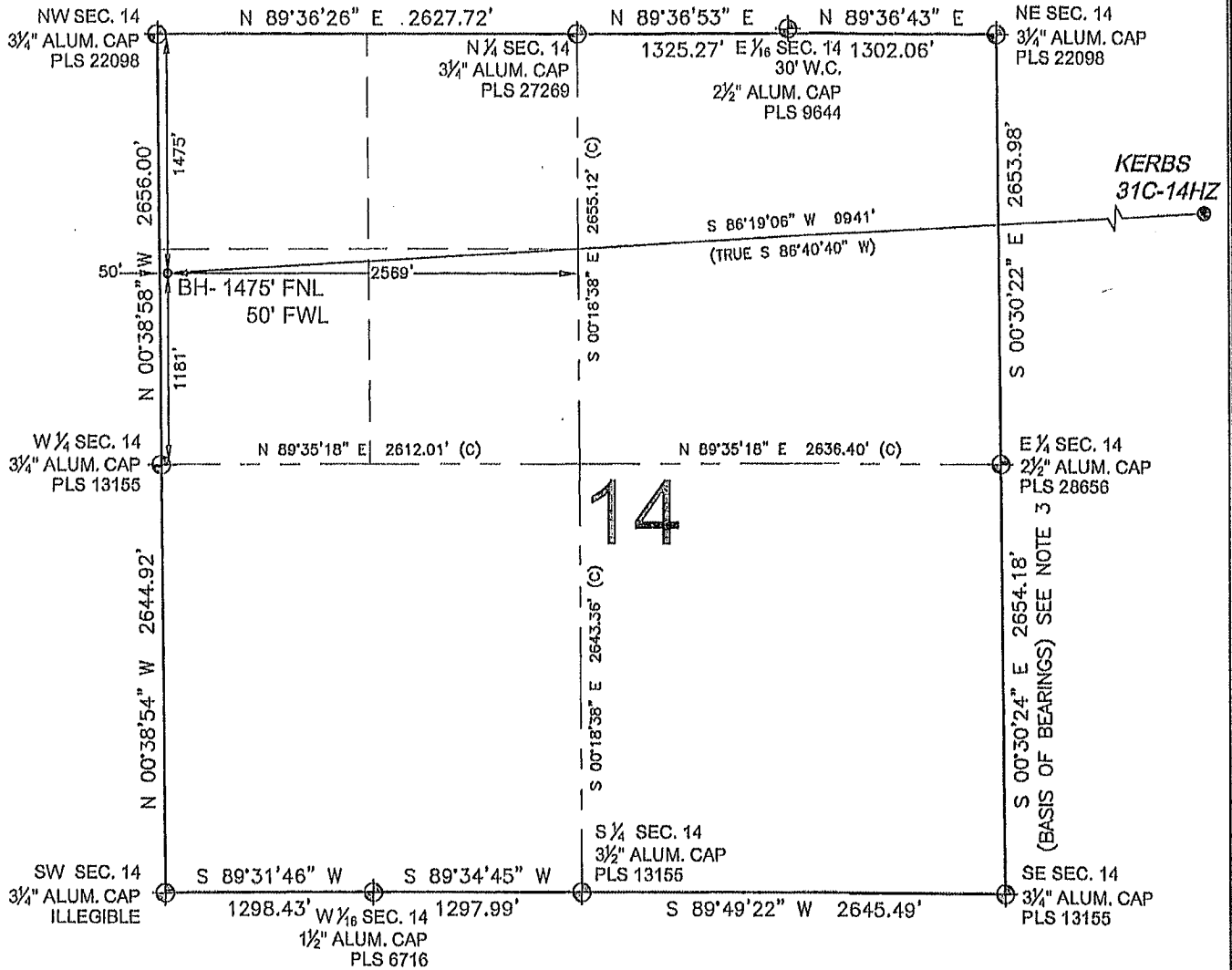
SHEET 1 OF 2

PREPARED BY: Petroform Field Services, LLC 1501 W. 43rd Ave Denver, CO 80202	FIELD DATE: 03-19-13	SURFACE LOCATION: NE 1/4 NE 1/4, SEC. 13, T3N, R68W, 6TH P.M.
	DRAWING DATE: 06-19-13	WELD COUNTY, COLORADO
BY: SMF	CHECKED: CLM	

NOTICE: ACCORDING TO COLORADO LAW YOU MUST COMMENCE ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE YEARS AFTER YOU FIRST DISCOVER SUCH DEFECT. IN NO EVENT MAY ANY ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THIS SAID DATE OF THIS CERTIFICATION SHOWN HEREON.

WELL LOCATION CERTIFICATE: KERBS 31C-14HZ

SECTION 14, TOWNSHIP 3 NORTH, RANGE 68 WEST, 6TH P.M.



LEGEND

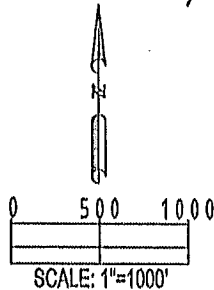
- ⊕ = EXISTING MONUMENT
- ⊙ = PROPOSED WELL
- BH = BOTTOM HOLE
- ⊖ = BOTTOM HOLE
- ◇ = EXISTING WELL

NOTES:

1. THIS FIELD SURVEY CONFORMS TO THE MINIMUM STANDARDS SET BY THE C.O.G.C.C., RULE NO. 215
2. HORIZONTAL POSITIONS AND ORTHOMETRIC ELEVATIONS SHOWN AT THE WELL HEAD, ARE BASED ON GPS-RTK POSITIONS DERIVED FROM MINIMUM 2-HOUR STATIC OBSERVATIONS CORRECTED BY THE NATIONAL GEODETIC SURVEY ONLINE POSITIONING USER SERVICE, O.P.U.S. DATUM: HORIZONTAL = NAD83/2007, VERTICAL = NAVD88
3. THE BASIS OF BEARINGS ARE STATE PLANE COORDINATE SYSTEM GRID BEARINGS SHOWN HEREON BETWEEN THE DESCRIBED MONUMENTS SHOWN HEREON.
4. GRID DISTANCES ARE SHOWN, AS MEASURED IN THE FIELD, WITH TIES TO WELLS MEASURED PERPENDICULAR TO SECTION LINES.



MARK A. HALL, PLS 36073
 COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
 FOR AND ON BEHALF OF P.F.S., LLC



SHEET 2 OF 2

PREPARED BY: PFS PROFESSIONAL FIELD SERVICES, LLC 1801 W. 13th Ave. Denver, CO 80204	FIELD DATE: 03-19-13	SURFACE LOCATION: NE 1/4 NE 1/4, SEC. 13, T3N, R68W, 6TH P.M. WELD COUNTY, COLORADO
	DRAWING DATE: 06-19-13	BY: SMF

NOTICE: ACCORDING TO COLORADO LAW YOU MUST COMMENCE ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE YEARS AFTER YOU FIRST DISCOVER SUCH DEFECT. IN NO EVENT MAY ANY ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THIS SAID DATE OF THIS CERTIFICATION SHOWN HEREON.