

1625 Broadway
Suite 2000
Denver, CO 80202



Tel: 303.228.4000
Fax: 303.228.4280
www.nobleenergyinc.com

September 21, 2009

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

Attn: Mr. David Neslin, Director

RE: **BARCLAY FARMS L 11-27D**
Codell/Niobrara/JSand New Drill
Township 3 North, Range 66 West, 6th P.M.
Section 2: SWSE: 980' FSL & 1025' FEL (Surface 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/2SE/4 of Section 2, T3N, R66W and N/2NE/4 of Section 11, T3N, R66W, 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 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 'Kate Shirley'.

Kate Shirley
Regulatory Specialist
Noble Energy Inc.

1625 Broadway
Suite 2200
Denver, Colorado 80202

Tel: 303.228.4000
Fax: 303.228.4280



August 3, 2009

**Certified Mail
Return Receipt Requested**

7008 1830 0003 4248 0950

Merit Energy Company
Attn: Ms. Laura Dorety
13727 Noel Road
Dallas, TX 75240

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara and J-Sand (New) Directional Well
WELL NAME: **BARCLAY FARMS L11-27D**
Section 2, T3N, R66W
Weld County, Colorado

Dear Ms. Dorety:

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").

Additional information for this well:

(1) **Wellbore Spacing Unit**

The wellbore spacing unit will be comprised of T3N, R66W, Sec. 2: S/2SE/4 and Sec. 11: N/2NE/4, as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara and J-Sand formations 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. Recent title information indicates that you own approximately 40/160 net acres for a 25.00% interest in the proposed well.

(2) **Target Formations**

This well will be drilled to a total depth to sufficiently test the Codell/Niobrara and J-Sand formations.

(3) **Surface and Bottomhole Locations**

Surface Location: 980' FSL, 1,025' FEL, Section 2, T3N, R66W
Bottomhole Location: 75' FSL, 1,320' FEL, Section 2, T3N, R66W

(4) **Anticipated Spud Date**

First Quarter, 2010

Merit Energy Company
Barclay Farms L11-27D
August 3, 2009
Page 2

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 a copy of this letter as soon as possible.** Your cooperation in this matter is greatly appreciated so that Noble may timely continue the permitting process for this well.

A formal well proposal, including Noble's proposed AFE and JOA will be forthcoming under separate cover. Please provide any title information you have on your interest in the proposed spacing unit and if possible JIB and revenue decks.

Thank you in advance for your timely consideration and response to this proposal. Please feel free to contact me @ (303) 228-4346 should you have any questions.

Yours truly,

NOBLE ENERGY, INC.



Sean Howley
Land Negotiator

SH:jkb

Enclosures

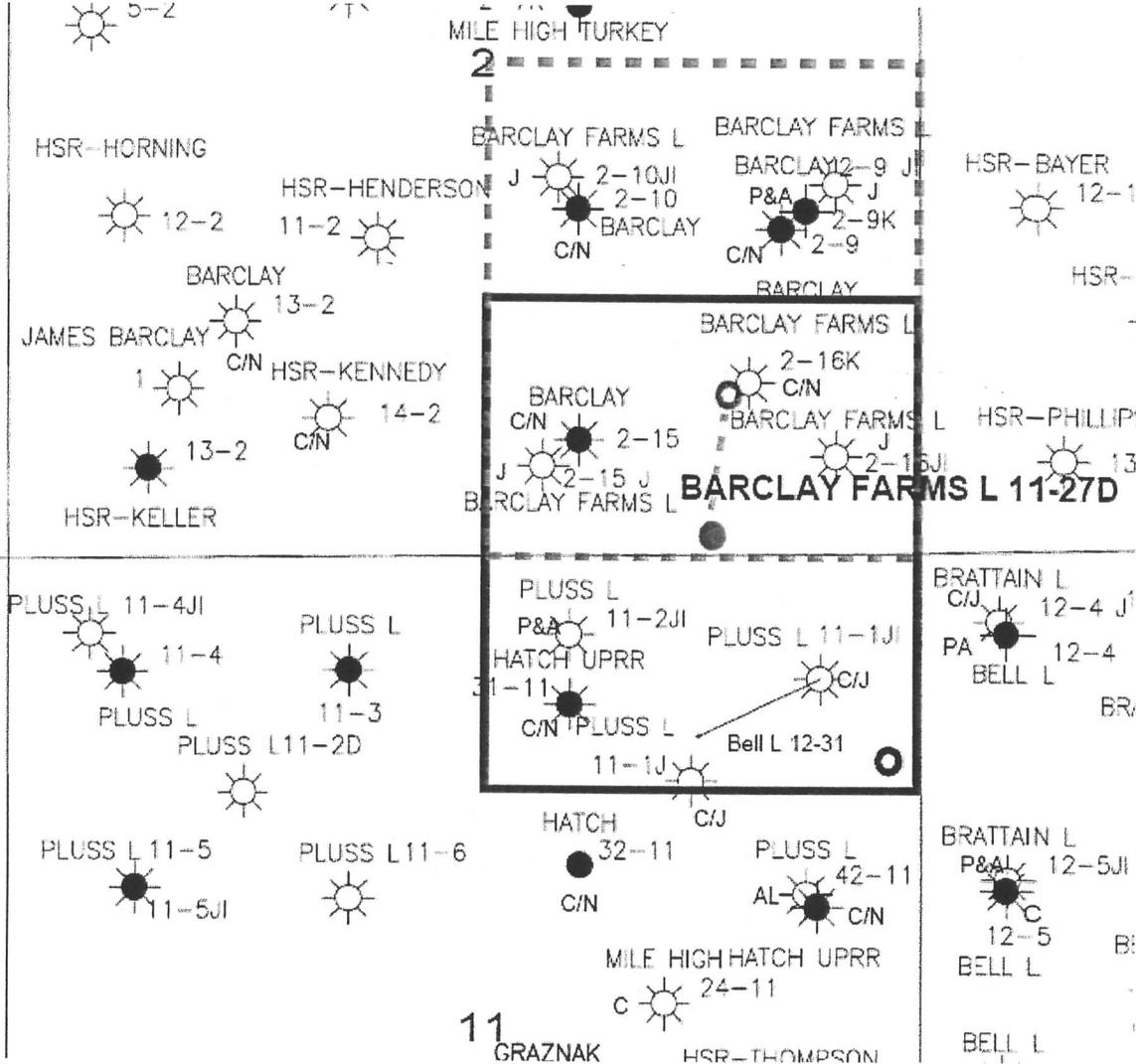
Pursuant to paragraph 6 of Rule 318 A.e. Order 1R-100 of the Colorado Oil and Gas Conservation Commission ("COGCC"), the undersigned has received notice from Noble Energy, Inc. ("Noble") of its intention to drill and operate the BARCLAY FARMS L11-27D well in Section 2, T3N, R66W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

By: Merit Energy Company

Printed Name: _____

Date: _____

BARCLAY FARMS L 11-27D
SESE, Section 2, T3N, R66W



LEGEND



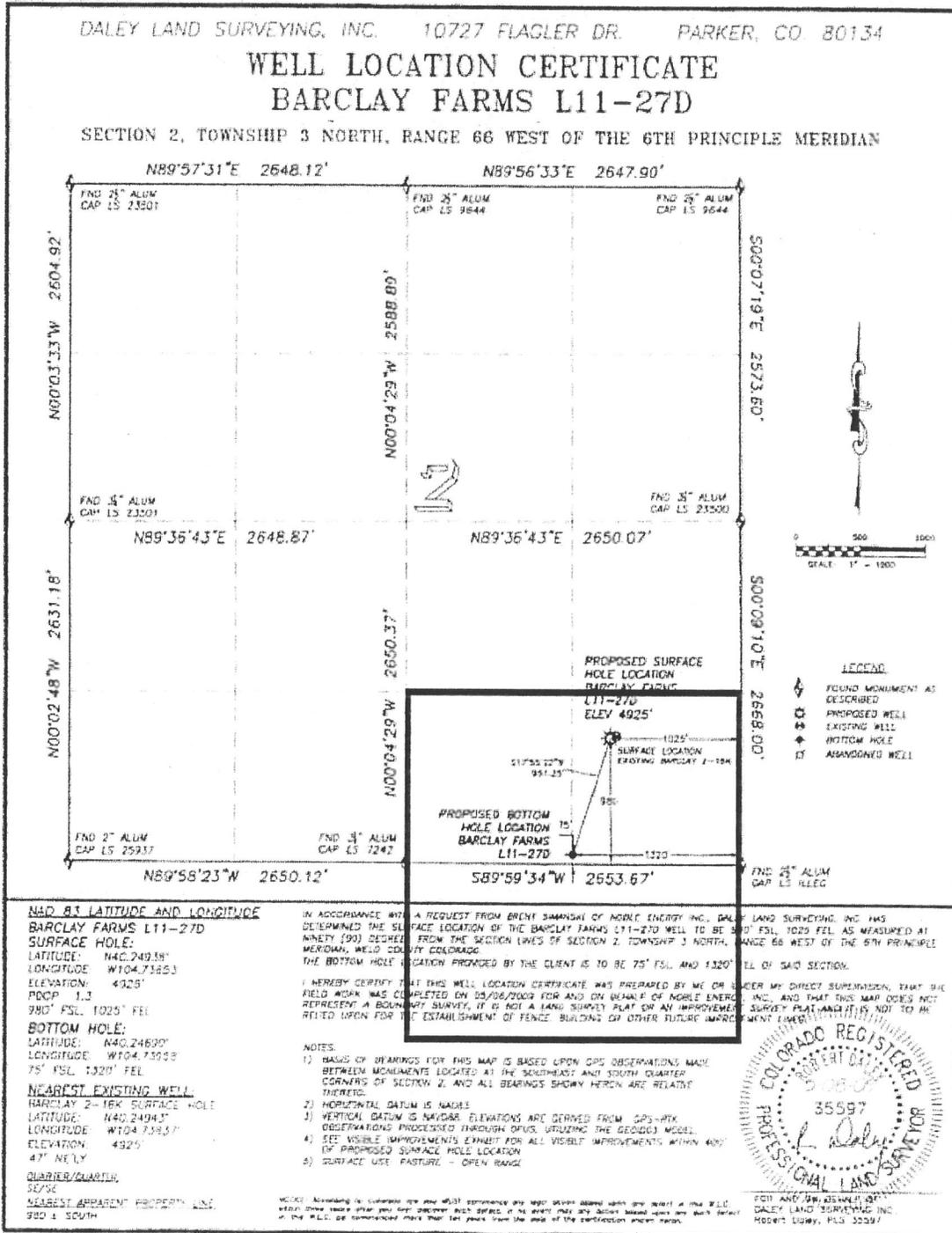
Proposed 160 acre Spacing Unit



Bottom Hole Located SESE, Sec 2, T3N, R66W

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

Proposed 318Ae Spacing Unit



1625 Broadway
Suite 2200
Denver, Colorado 80202

Tel: 303.228.4000
Fax: 303.228.4280



August 3, 2009

**Certified Mail
Return Receipt Requested**

7008 1830 0003 4248 0967

Kerr-McGee Oil & Gas Onshore LP
Attn: Mr. Matthew Miller
1099 18th Street, Suite 1800
Denver, CO 80202

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara and J-Sand (New) Directional Well
WELL NAME: **BARCLAY FARMS L11-27D**
Section 2, T3N, R66W
Weld County, Colorado

Dear Mr. Miller:

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").

Additional information for this well:

(1) **Wellbore Spacing Unit**

The wellbore spacing unit will be comprised of T3N, R66W Sec. 2: S/2SE/4 and Sec. 11: N/2NE/4, as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara and J-Sand formations 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. Recent title information indicates that you own approximately 40/160 net acres for a 25.00% interest in the proposed well.

(2) **Target Formations**

This well will be drilled to a total depth to sufficiently test the Codell/Niobrara and J-Sand formations.

(3) **Surface and Bottomhole Locations**

Surface Location: 980' FSL, 1,025' FEL, Section 2, T3N, R66W
Bottomhole Location: 75' FSL, 1,320' FEL, Section 2, T3N, R66W

(4) **Anticipated Spud Date**

First Quarter, 2010

Kerr-McGee Oil & Gas Onshore LP
Barclay Farms L11-27D
August 3, 2009
Page 2

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 a copy of this letter as soon as possible.** Your cooperation in this matter is greatly appreciated so that Noble may timely continue the permitting process for this well.

A formal well proposal, including Noble's proposed AFE and JOA will be forthcoming under separate cover. Please provide any title information you have on your interest in the proposed spacing unit and if possible JIB and revenue decks.

Thank you in advance for your timely consideration and response to this proposal. Please feel free to contact me @ (303) 228-4346 should you have any questions.

Yours truly,

NOBLE ENERGY, INC.



Sean Howley
Land Negotiator

SH:jkb

Enclosures

Pursuant to paragraph 6 of Rule 318 A.e. Order 1R-100 of the Colorado Oil and Gas Conservation Commission ("COGCC"), the undersigned has received notice from Noble Energy, Inc. ("Noble") of its intention to drill and operate the BARCLAY FARMS L11-27D well in Section 2, T3N, R66W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

By: **Kerr-McGee Oil & Gas Onshore LP**

Printed Name: Chad McAllaster

Chad McAllaster, Subsurface Manager

Date: 8/10/09



August 13, 2009

Mr. Sean Howley
Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, Colorado 80202

Re: **Notice of 318A(e) Well Proposal**
Barclay Farms L11-27D Well
Township 3 North, Range 66 West, 6th P.M.
Section 2: Center S Line SW/4
Weld County, Colorado

Dear Mr. Howley:

Kerr-McGee Oil & Gas Onshore LP ("KMG") has reviewed Noble Energy, Inc.'s Notice of 318A(e) Well Proposal for the captioned well and has no objection to the proposal. An executed original of your proposal letter is attached.

Should you have any questions please feel free to contact me at 720-929-6539.

Very truly yours,

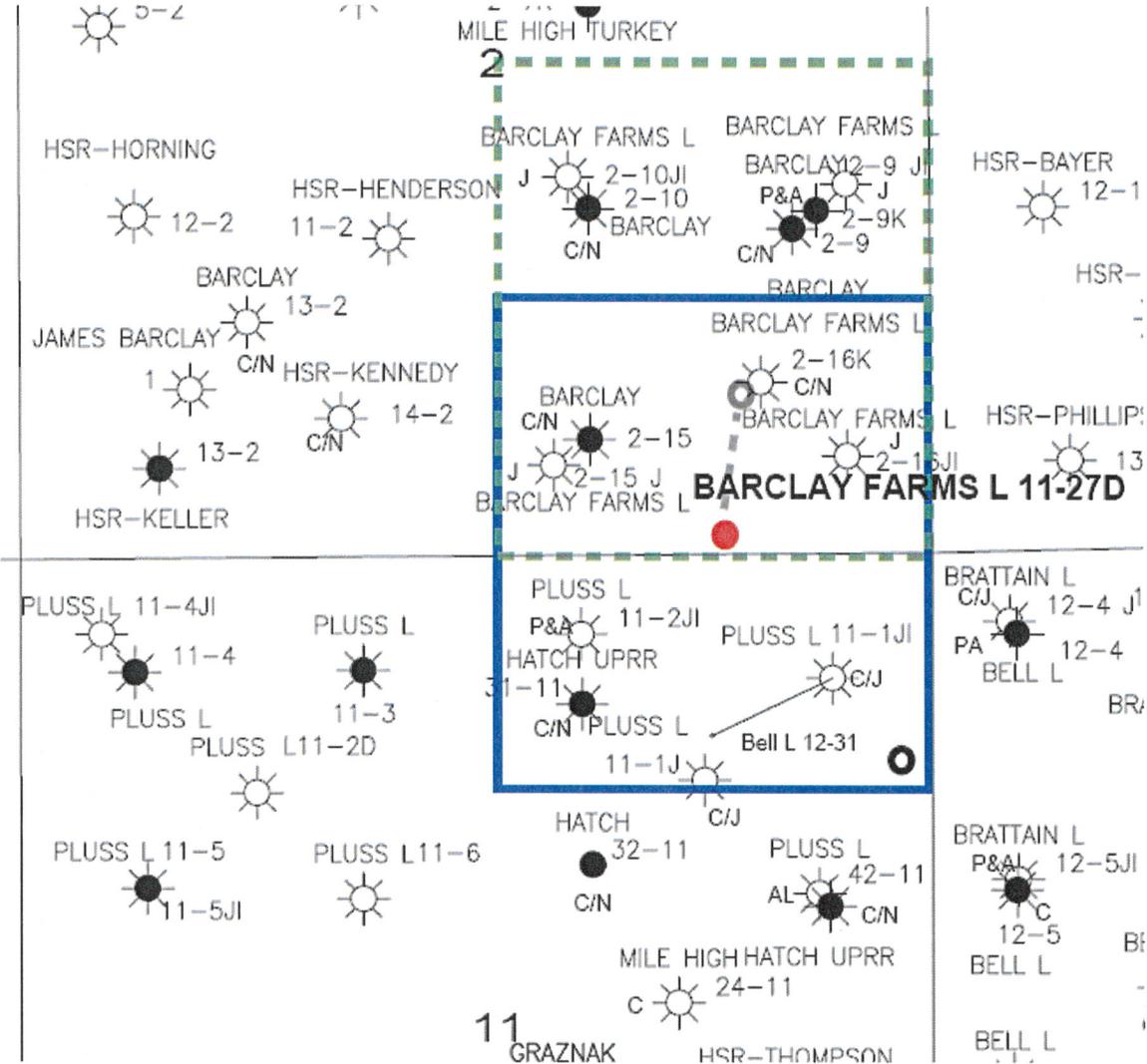
Kerr-McGee Oil & Gas Onshore LP

A handwritten signature in blue ink, appearing to read 'Sharon Hook', written over a light blue horizontal line.

Sharon Hook
Title Analyst

:sh
Enclosures

BARCLAY FARMS L 11-27D
SWSE, Section 2, T3N, R66W



LEGEND



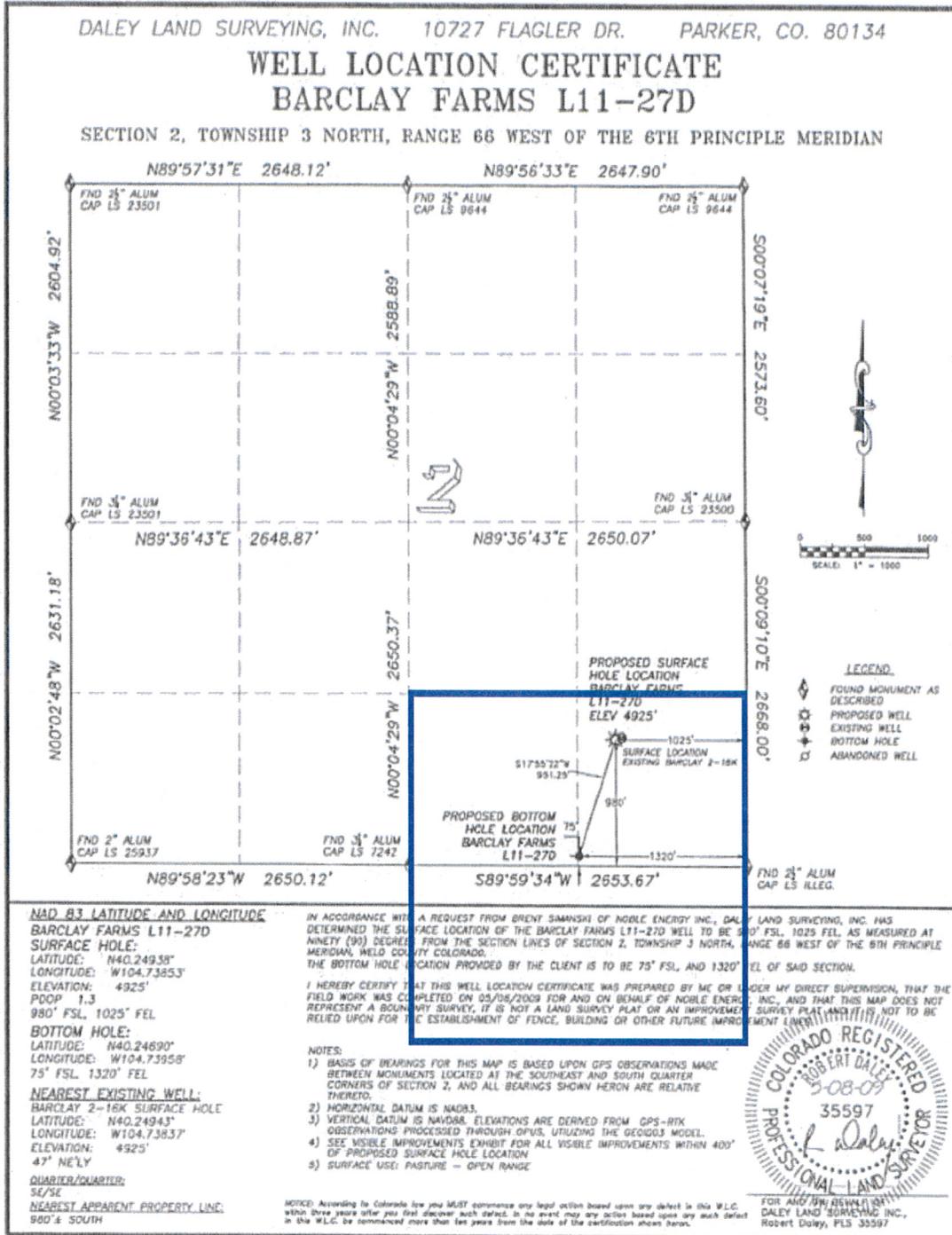
Proposed 160 acre Spacing Unit



BottomHole Located SWSE, Sec 2, T3N, R66W

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

Proposed 318Ae Spacing Unit



NAD 83 LATITUDE AND LONGITUDE
 BARCLAY FARMS L11-27D
 SURFACE HOLE:
 LATITUDE: N40.24938°
 LONGITUDE: W104.73853°
 ELEVATION: 4925'
 PEEP 1.3
 980' FSL, 1025' FEL
 BOTTOM HOLE:
 LATITUDE: N40.24690°
 LONGITUDE: W104.73958°
 75' FSL, 1320' FEL

NEAREST EXISTING WELL:
 BARCLAY 2-18K SURFACE HOLE
 LATITUDE: N40.24943°
 LONGITUDE: W104.73837°
 ELEVATION: 4525'
 47' NE'LY

QUARTER/QUARTER:
 SE/SE

NEAREST APPARENT PROPERTY LINE:
 800' SOUTH

IN ACCORDANCE WITH A REQUEST FROM BRENT SIMANSHI OF NOBLE ENERGY INC., DALEY LAND SURVEYING, INC. HAS DETERMINED THE SURFACE LOCATION OF THE BARCLAY FARMS L11-27D WELL TO BE 980' FSL, 1025' FEL, AS MEASURED AT THE SECTION LINES OF SECTION 2, TOWNSHIP 3 NORTH, RANGE 66 WEST OF THE 6TH PRINCIPLE MERIDIAN, WELD COUNTY, COLORADO.

THE BOTTOM HOLE LOCATION PROVIDED BY THE CLIENT IS TO BE 75' FSL, AND 1320' FEL OF SAID SECTION.

I HEREBY CERTIFY THAT THIS WELL LOCATION CERTIFICATE WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION, THAT THE FIELD WORK WAS COMPLETED ON 05/06/2009 FOR AND ON BEHALF OF NOBLE ENERGY INC., AND THAT THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY, IF IS NOT A LAND SURVEY PLAT OR AN IMPROVEMENT SURVEY PLAT AND IS NOT TO BE RELIED UPON FOR THE ESTABLISHMENT OF FENCE, BUILDING OR OTHER FUTURE IMPROVEMENTS.

NOTES:
 1) BASIS OF BEARINGS FOR THIS MAP IS BASED UPON GPS OBSERVATIONS MADE BETWEEN MONUMENTS LOCATED AT THE SOUTHEAST AND SOUTH QUARTER CORNERS OF SECTION 2, 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 ALL VISIBLE IMPROVEMENTS WITHIN 400' OF PROPOSED SURFACE HOLE LOCATION
 5) SURFACE USE: PASTURE - OPEN RANGE

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 the W.L.C. be commenced more than ten years from the date of the certification shown hereon.