

August 26, 2009

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

Attn: Mr. David Neslin, Director

RE: **Guttersen State D 15-31**
Codell/Niobrara New Drill
Township 3 North, Range 64 West, 6th P.M.
Section 16: NENE: 1,073' FNL & 193' 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 E/2NE/4 of section 16 & The W/2NW/4 of section 15. T3N, R64W, 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 wells located within the existing 160-acre governmental quarter section (NE/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,



Eileen Roberts
Regulatory Specialist
Noble Energy Inc.

July 23, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE #7008 1830 0003 4248 0547

Kerr-McGee Oil & Gas Onshore LP
Attn: Matt Miller
1099 18th Street Ste 1800
Denver, CO 80202

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara (New) Well
WELL NAME: **GUTTERSEN STATE D15-31**
Section 16, T3N, R64W
Weld County, Colorado

Dear Mr. Miller:

Noble Energy, Inc. ("NEI") 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 the E/2NE/4 of Section 16, and the W/2NW/4, of Section 15, in T3N, R64W as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara formations in the contributing 40 acre quarter-quarter section 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 an interest in the proposed wellbore spacing unit.

(2) **Target Formations**

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

(3) **Surface and Bottomhole Locations**

Surface Location: 1073' FNL, 193' FEL, Section 16, T3N, R64W, 6th P.M.

(4) **Anticipated Spud Date**

As soon as possible

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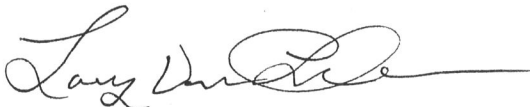
Pursuant to the aforementioned rule, you have twenty (20) days from your receipt of this notice to object to this proposal. In the event you do not respond to this notice or enter an objection within the established time period, the proposed 160 acre spacing unit set forth herein shall be established. However, should you have no objection to this proposal, please so indicate by signing in the space provided below and return as soon as possible. Your cooperation in this matter is greatly appreciated so that NEI may timely continue the permitting process for this well.

A formal well proposal, including NEI's proposed AFE and JOA will be forthcoming under separate cover.

Thank you in advance for your timely consideration and response to this proposal. Please feel free to contact me @ 303-228-4130 should you have any questions.

Yours truly,

NOBLE ENERGY, INC.



Larry D. Van Cleave
Landman

LDV:jkb

Enclosures

Pursuant to paragraph 6 of Rule 318 A.e., Order IR-100 of the Colorado Oil and Gas Conservation Commission, the undersigned has received notice from Noble Energy, Inc. of its intention to drill and operate the GUTTERSEN STATE D15-31 well in Section 16, T3N, R64W, 6th P.M., Weld County, Colorado and the undersigned hereby waives the minimum twenty (20) day written notice requirement as provided by said rule.

KERR-MCGEE OIL & GAS ONSHORE LP

By: _____

Printed Name: _____

Date: _____



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

Proposed 318Ae Spacing Unit

