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November 9, 2009

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

Attn: Mr. David Neslin, Director

RE: **SCHOTT B33-21D**
Codell/Niobrara New Drill
Township 5 North, Range 64 West, 6th P.M.
Section 33: NW/4SW/4: 1,344' FSL & 1,310' FWL (Surface Location)
Section 33: NE/4SW/4: 2,567' FSL & 2,574' 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 SW/NE,SE/NW,NE/SW,NW/SE of, T5N, 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 (SW/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 'Kate Miller'.

Kate Miller
Regulatory Specialist
Noble Energy Inc.

September 16, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 1830 0003 4170 1070

Merit Energy Company
Attn: Laura E. Dorety
13727 Noel Road, Suite 2000
Dallas, TX 75240

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara: New Well
WELL NAME: **Schott B 33-21D**
Township 5 North, Range 64 West
Section 33: NE/4SW/4 (BHL)
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"). 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 SW/4NE/4, SE/4NW/4, NE/4SW/4 and NW/4SE/4 of Section 33, in T5N, R64W, 6th P.M. as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara 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 Formation(s).

(3) **Surface and Bottomhole Locations**

SHL: 1344' FSL, 1310' FWL, Section 33, T5N, R64W, 6th P.M.
BHL: 2567' FSL, 2574' FWL, Section 33, T5N, R64W, 6th P.M.

(4) **Anticipated Spud Date**

4th Quarter, 2009

(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.

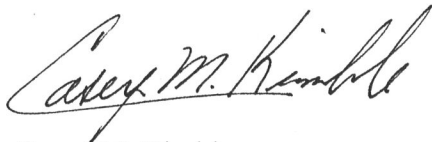
Pursuant to the aforementioned rule, you have twenty (20) days from your receipt of this notice to object to this proposal. In the event you do not respond to this notice or enter an objection within the established time period, the proposed 160 acre spacing unit set forth herein shall be established. **However, should you have no objection to this proposal, please so indicate by signing in the space provided below and returning to Noble 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.

Thank you for your timely consideration and response to this proposal. Please feel free to contact me @ (303) 228-4352 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Casey M. Kimble
Land Negotiator

CK:jkb

Enclosures

Merit Energy Company:

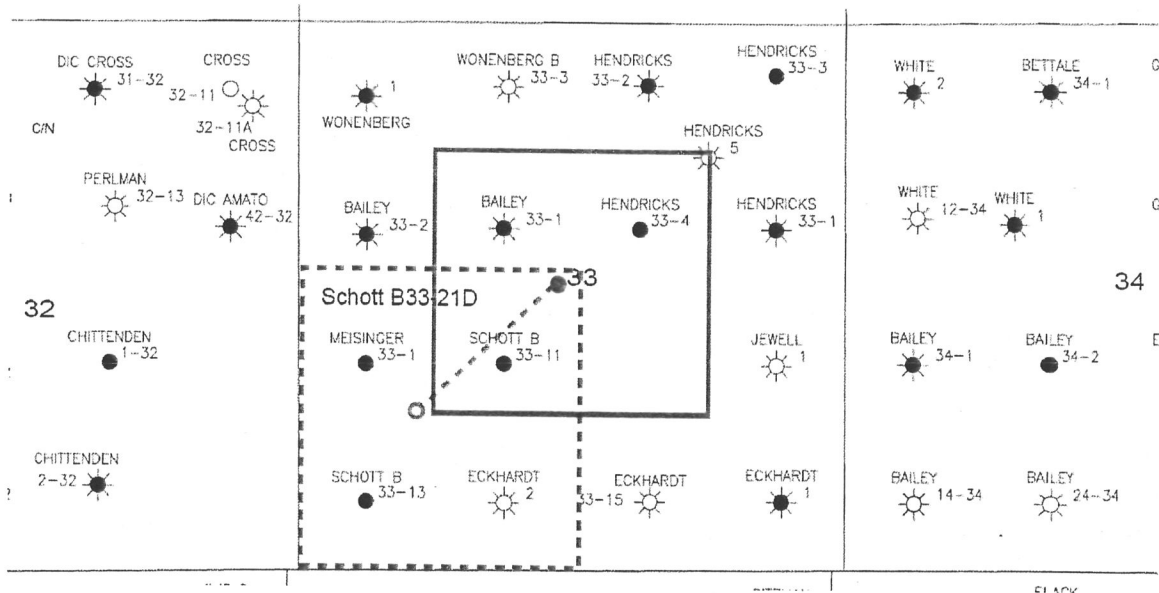
Pursuant to paragraph 6 of Rule 318A.e., Order 1R-100 of the Colorado Oil and Gas Conservation Commission, the undersigned has received notice from Noble Energy, Inc. ("Noble") of its intention to drill and operate the Schott B 33-21D well in Section 33, T5N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

By: _____

Printed Name: _____

Date: _____

Schott B33-21D
NESW Sec. 33 T5N-R64W
Bottom Hole Location



LEGEND



Proposed 160 acre Spacing Unit



Bottomhole Located NESW, Sec. 33 T5N-R64W

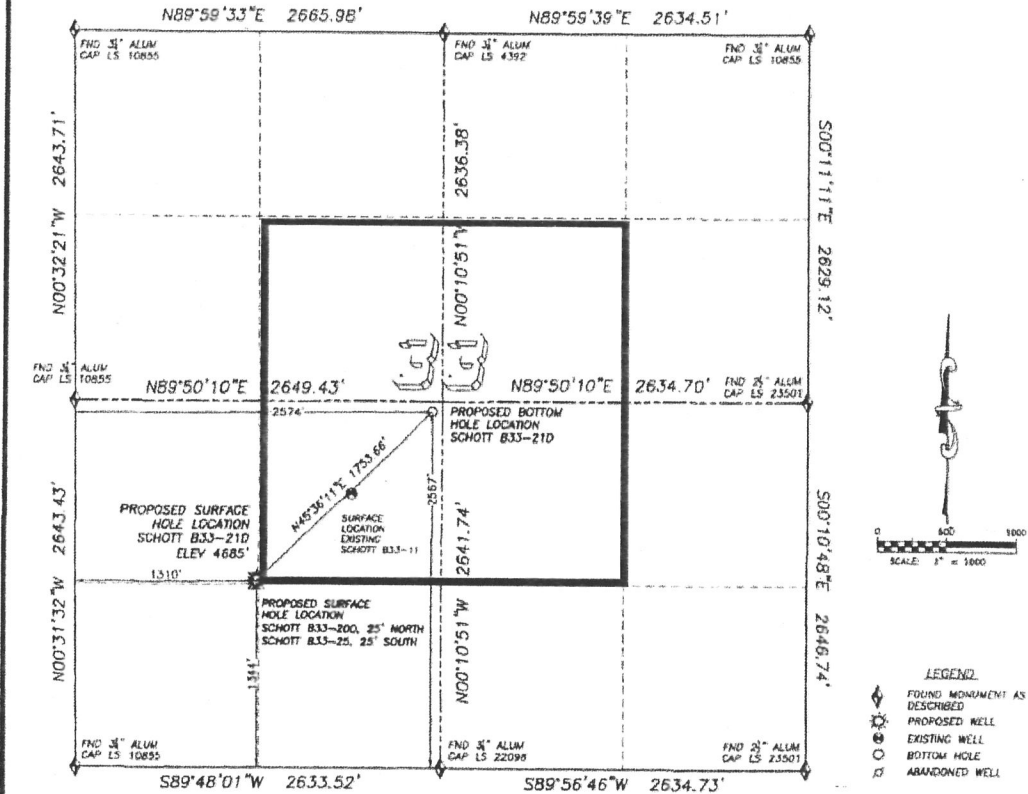
The governmental $\frac{1}{4}$ Section has less than 8 bottomhole wells producing from the Codell, Niobrara, & J-Sand Formations.

Proposed 318 Ae Spacing Unit

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

WELL LOCATION CERTIFICATE SCHOTT B33-21D

SECTION 33, TOWNSHIP 5 NORTH, RANGE 64 WEST OF THE 6TH PRINCIPLE MERIDIAN



NAD 83 LATITUDE AND LONGITUDE

SCHOTT B33-21D SURFACE HOLE:

LATITUDE: N40.35222°

LONGITUDE: W104.55938°

ELEVATION: 4685'

PDOP: 1.8

1344' FSL, 1310' FWL

BOTTOM HOLE:

LATITUDE: N40.35559°

LONGITUDE: W104.55489°

2567' FSL, 2574' FWL

NEAREST EXISTING WELL:

SCHOTT B33-11 SURFACE HOLE

LATITUDE: N40.35398°

LONGITUDE: W104.55697°

ELEVATION: 4683'

928' NORTHEAST

QUARTER/QUARTER: NW/SW

NEAREST APPARENT PROPERTY LINE:

386'± SOUTHEAST (WILD CO. ASSESSOR AERIAL)

IN ACCORDANCE WITH A REQUEST FROM MATT CAMPBELL OF NOBLE ENERGY INC., DALEY LAND SURVEYING, INC. HAS DETERMINED THE SURFACE LOCATION OF THE SCHOTT B33-21D WELL TO BE 1344' FSL, 1310' FWL, AS MEASURED AT NINETY (90) DEGREES FROM THE SECTION LINES OF SECTION 33, TOWNSHIP 5 NORTH, RANGE 64 WEST OF THE 6TH PRINCIPLE MERIDIAN, WELD COUNTY, COLORADO.

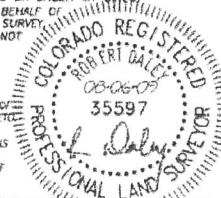
THE BOTTOM HOLE LOCATION PROVIDED BY THE CLIENT IS TO BE 2567' FSL AND 2574' FWL OF SECTION 33, TOWNSHIP 5 NORTH, RANGE 64 WEST.

I HEREBY CERTIFY THAT THIS WELL LOCATION CERTIFICATE WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION, THAT THE WORK WAS COMPLETED ON 07/31/2009 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 BEARINGS FOR THIS MAP ARE BASED UPON GPS OBSERVATIONS MADE BETWEEN MONUMENTS LOCATED AT THE SOUTHWEST AND SOUTH QUARTER CORNER OF SECTION 33, T.S.N. R.64W., AND ALL BEARINGS SHOWN HEREON ARE RELATIVE THEREOF.
- 2) HORIZONTAL DATUM IS NAD83.
- 3) VERTICAL DATUM IS NAVD83. ELEVATIONS ARE DERIVED FROM GPS-RTK OBSERVATIONS PROCESSED THROUGH OPUS UTILIZING THE GDOOD3 MODEL.
- 4) SEE VISIBLE IMPROVEMENTS EXHIBIT FOR ALL VISIBLE IMPROVEMENTS WITHIN 400' OF PROPOSED SURFACE HOLE LOCATION.
- 5) SURFACE USE: IRRIGATED CORNFIELD.

NOTICE: According to Colorado law you MUST commence any legal action based upon any defect in this R.L.C. within three years after the first discovery of such defect. If no event then any action based upon any such defect in this R.L.C. is unenforceable 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