

1625 Broadway
Suite 2000
Denver, CO 80202

Tel: 303.228.4000
Fax: 303.228.4280
www.nobleenergyinc.com



October 28, 2009

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

Attn: Mr. David Neslin, Director

RE: **MILLAGE C 12-31D**
Codell/Niobrara New Drill
Township 4 North, Range 64 West, 6th P.M.
Section 11: SE/4NE/4: 2132' FNL & 455' FEL (Surface Location)
Section 11: SE/4NE/4: 1420' FNL & 75' FEL (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 E/2NE/4 of Section 11 and the W/2NW/4 of Section 12, T4N, R 64W, 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,

A handwritten signature in blue ink that reads 'Kate Miller'.

Kate Miller
Regulatory Specialist
Noble Energy Inc.



September 1, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 1830 0003 4248 4958

Oncken Family Partnership
c/o Ricky Oncken
1400 Valley Wind Lane
Missoula, MT 59804-9742

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara: New Well
WELL NAME: **Millage C12-31D**
Township 4 North, Range 64 West
Section 11: C east line NE/4 (BHL)
Weld County, Colorado

Dear Mr. Oncken:

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 E/2NE/4 of Section 11 and the W/2NW/4 of Section 12 in T4N, R64W, 6th P.M. as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara 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. 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 formations.
- (3) **Surface and Bottomhole Locations**
SHL: 2,132' FNL, 455' FEL, Section 11, T4N, R64W, 6th P.M.
BHL: 1,420' FNL, 75' FEL, Section 11, T4N, 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 call me at 303-228-4367 if you have any questions.

Very truly yours,

NOBLE ENERGY, INC.

Robert J. Bram
Land Negotiator

RJB:mw

Enclosures

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none">■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.■ Print your name and address on the reverse so that we can return the card to you.■ Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature X <i>Kimberly Persi</i>
	B. Received by (Printed Name) <i>Kimberly Persi</i>
	D. Is delivery address different from address on label? If YES, enter delivery address below
1. Article Addressed to:	received 9/8/09
Oncken Family Partnership c/o Ricky Oncken 1400 Valley Wind Lane Missoula, MT 59804-9742	3. Service Type <input type="checkbox"/> Certified Mail <input type="checkbox"/> Registered <input type="checkbox"/> Insured Mail <input type="checkbox"/> Express <input type="checkbox"/> Return <input type="checkbox"/> C.O.D.
2. Article Number (Transfer from service label)	4. Restricted Delivery? (Extra)
PS Form 3811, February 2004	Domestic Return Receipt

Millage C12-31D
Oncken Family Partnership
c/o Ricky Oncken
September 1, 2009
Page 3

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 Millage C12-31D well in Section 11, T4N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

Oncken Family Partnership
c/o Ricky Oncken

By: 
Ricky Oncken

Date: 9-7-09



September 1, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 1830 0003 4247 7059

R.R. Pennington
9819 Sagecourt Drive
Houston, TX 77089

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara: New Well
WELL NAME: **Millage C12-31D**
Township 4 North, Range 64 West
Section 11: C east line NE/4 (BHL)
Weld County, Colorado

Dear Mr. Pennington:

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 E/2NE/4 of Section 11 and the W/2NW/4 of Section 12 in T4N, R64W, 6th P.M. as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara 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. 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 formations.

(3) **Surface and Bottomhole Locations**

SHL: 2,132' FNL, 455' FEL, Section 11, T4N, R64W, 6th P.M
BHL: 1,420' FNL, 75' FEL, Section 11, T4N, 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 call me at 303-228-4367 if you have any questions.

Very truly yours,

NOBLE ENERGY, INC.

Robert J. Bram
Land Negotiator

RJB:mw

Enclosures

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 Millage C12-31D well in Section 11, T4N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

R.R. Pennington

By: _____

Date: _____

SENDER: COMPLETE THIS SECTION


- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

R.R. Pennington
9819 Sagecourt Drive
Houston, TX 77089

2. Article Number
(Transfer from service label)

COMPLETE THIS SECTION ON DELIVERY

- A. Signature ☒ 
- B. Received by (Printed Name) ☐
PAULA PENNINGTON
- C. Date ☐
9/23/09
- D. Is delivery address different from item 1? ☐
If YES, enter delivery address below:

received
9/23/09 mw

3. Service Type ☐ Certified Mail ☐ Express Mail
☐ Registered ☐ Return Receipt for
☐ Insured Mail ☐ C.O.D.
4. Restricted Delivery? (Extra Fee) ☐

7008 1830 0003 4247 705



September 1, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 1830 0003 4247 7066

Estate of Sam Brown
c/o Charlsia Burns
8610 Pasture View Lane
Houston, TX 77024-7038

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara: New Well
WELL NAME: **Millage C12-31D**
Township 4 North, Range 64 West
Section 11: C east line NE/4 (BHL)
Weld County, Colorado

Dear Ms. Burns:

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 E/2NE/4 of Section 11 and the W/2NW/4 of Section 12 in T4N, R64W, 6th P.M. as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara 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. 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 formations.
- (3) **Surface and Bottomhole Locations**
SHL: 2,132' FNL, 455' FEL, Section 11, T4N, R64W, 6th P.M
BHL: 1,420' FNL, 75' FEL, Section 11, T4N, 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 call me at 303-228-4367 if you have any questions.

Very truly yours,

NOBLE ENERGY, INC.

Robert J. Bram
Land Negotiator

RJB:mw

Enclosures

Millage C12-31D
Estate of Sam Brown
c/o Charlsia Burns
September 1, 2009
Page 3

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 Millage C12-31D well in Section 11, T4N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

Estate of Sam Brown
c/o Charlsia Burns

By: _____
Charlsia Burns

Date: _____

7008 1830 0003 4247 7066

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none">■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.■ Print your name and address on the reverse so that we can return the card to you.■ Attach this card to the back of the mailpiece, or on the front if space permits.		<p>A. Signature <u>[Signature]</u> <input type="checkbox"/> Age <input type="checkbox"/> Add</p> <p>B. Received by (Printed Name) <u>[Signature]</u> <input type="checkbox"/> Date of I <u>9/15/09</u></p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes <input type="checkbox"/> No If YES, enter delivery address below</p> <p>received <u>9/14/09</u> <u>[Signature]</u></p>	
1. Article Addressed to:		3. Service Type	
Estate of Sam Brown c/o Charlsia Burns 8610 Pasture View Lane Houston, TX 77024-7038		<input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Me <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
2. Article Number (Transfer from service label)		4. Restricted Delivery? (Extra Fee) <input type="checkbox"/>	
PS Form 3811, February 2004		7008 1830 0003 4247 7066 Domestic Return Receipt	

1025

1625 Broadway
Suite 2200
Denver, Colorado 80202

Tel: 303.228.4000
Fax: 303.228.4280



COPY

September 1, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 1830 0003 4247 7523

Dan M. Mitchell, dba
Comanche Drilling
P.O. Box 636
Cut Bank, MT 59427

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara: New Well
WELL NAME: **Millage C12-31D**
Township 4 North, Range 64 West
Section 11: C east line NE/4 (BHL)
Weld County, Colorado

Dear Mr. Mitchell:

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 E/2NE/4 of Section 11 and the W/2NW/4 of Section 12 in T4N, R64W, 6th P.M. as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara formations in the contributing 40 acre 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 formations.

(3) **Surface and Bottomhole Locations**

SHL: 2,132' FNL, 455' FEL, Section 11, T4N, R64W, 6th P.M.
BHL: 1,420' FNL, 75' FEL, Section 11, T4N, R64W, 6th P.M.

(4) **Anticipated Spud Date**
4th Quarter, 2009

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September 1, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 1830 0003 4247 7073

Brown & Stanwood
Attn: Mr. Mike Stanwood
8505 Monroe
Houston, TX 77061

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara: New Well
WELL NAME: **Millage C12-31D**
Township 4 North, Range 64 West
Section 11: C east line NE/4 (BHL)
Weld County, Colorado

Dear Mr. Stanwood:

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 E/2NE/4 of Section 11 and the W/2NW/4 of Section 12 in T4N, R64W, 6th P.M. as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara 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. 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 formations.
- (3) **Surface and Bottomhole Locations**
SHL: 2,132' FNL, 455' FEL, Section 11, T4N, R64W, 6th P.M
BHL: 1,420' FNL, 75' FEL, Section 11, T4N, 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 call me at 303-228-4367 if you have any questions.

Very truly yours,

NOBLE ENERGY, INC.

Robert J. Bram
Land Negotiator

RJB:mw

Enclosures

SENDER: COMPLETE THIS SECTION		U.S. Postal Service TM		CERTIFIED MAIL TM RECEIPT	
				(Domestic Mail Only; No Insurance Coverage Provided)	
				For delivery information visit our website at www.usps.com	
				OFFICIAL USE	
1. Article Addressed to:		Postage	\$	 Postmark Here	
		Certified Fee			
		Return Receipt Fee (Endorsement Required)			
		Restricted Delivery Fee (Endorsement Required)			
		Total Postage & Fees	\$		
Brown & Stanwood Attn: Mike Stanwood 8505 Monroe Houston, TX		Sent To		Brown & Stanwood Attn: Mike Stanwood 8505 Monroe Houston, TX 77061	
2. Article Number (Transfer from service lab)		Street, Apt. No., or PO Box No.			
		City, State, ZIP+4			
PS Form 3811, February		PS Form 3800, August 2006		See Reverse for Instructions	

Millage C12-31D
Brown & Stanwood
c/o Mike Stanwood
September 1, 2009
Page 3

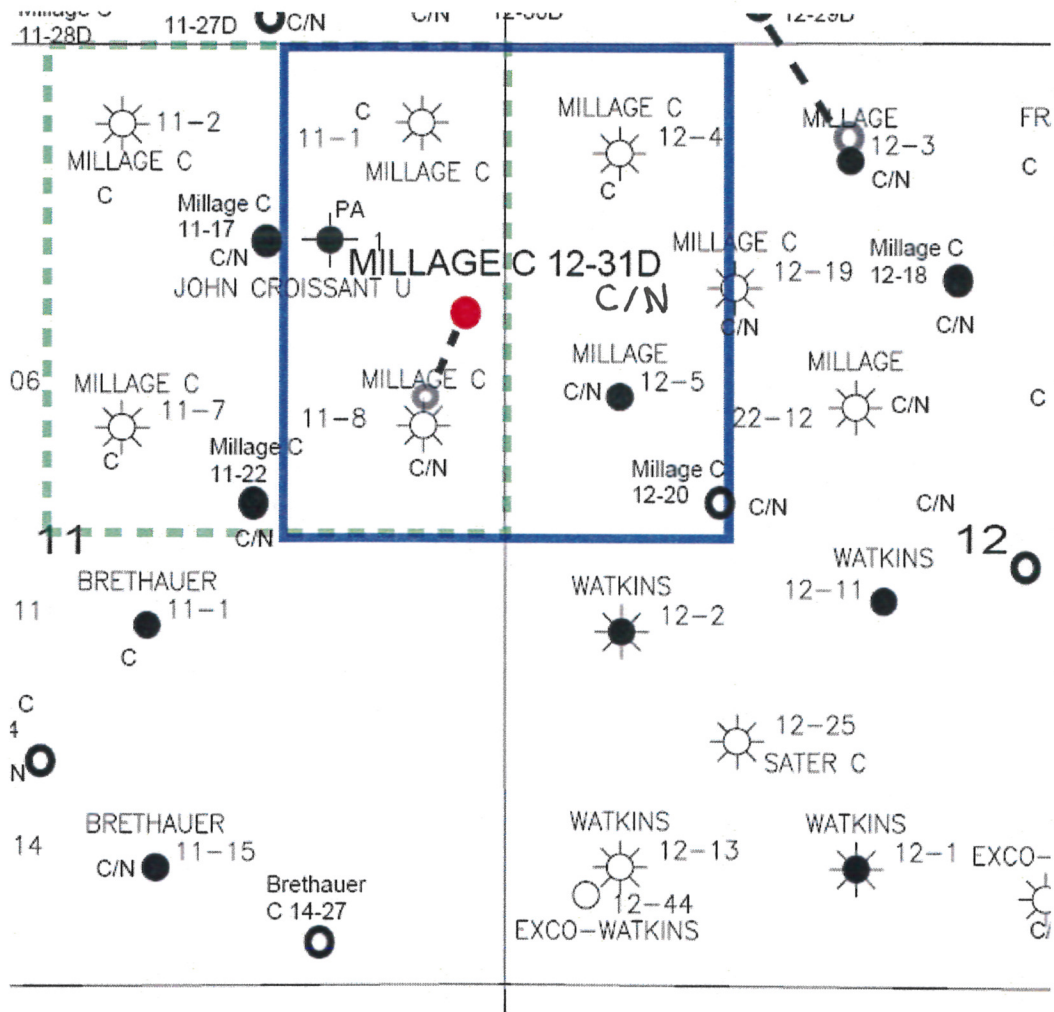
Pursuant to paragraph 6 of Rule 318A.e., Order 1R-100 of the Colorado Oil and Gas Conservation Commission, the undersigned has received notice from Noble Energy, Inc. ("Noble") of its intention to drill and operate the Millage C12-31D well in Section 11, T4N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

Brown & Stanwood

By: _____
Mike Stanwood

Date: _____

Millage C 12-31D
SENE, Section 11, T4N, R64W



LEGEND



Proposed 160 acre Spacing Unit



Bottomhole Located SENE, Sec 11, T4N, R64W

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

39
25

Steil Surveying Services, LLC

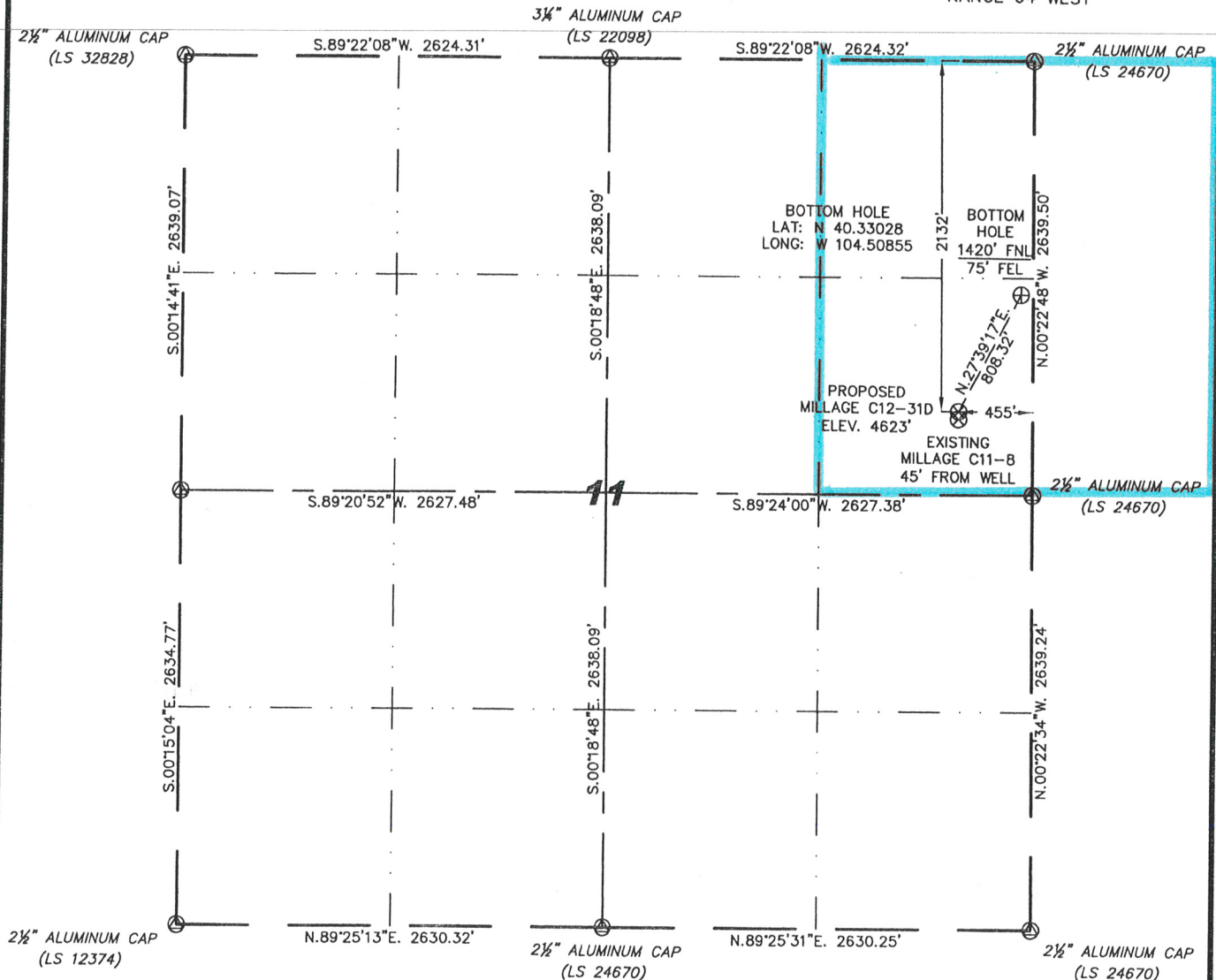
1102 West 19th Street P.O. BOX 2073

Cheyenne, Wyoming 82009

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION 11
TOWNSHIP 4 NORTH
RANGE 64 WEST



0 1000
Scale: 1" = 1000'

IN ACCORDANCE WITH A REQUEST FROM BILL BETSON - NOBLE ENERGY INC., STEIL SURVEYING SERVICES, LLC HAS DETERMINED THE LOCATION OF THE MILLAGE C12-31D WELL TO BE 2132' FNL, 455' FEL, AS MEASURED AT NINETY (90) DEGREES FROM THE SECTION LINES, SECTION 11, TOWNSHIP 4 NORTH, RANGE 64 WEST, 6TH PRINCIPLE MERIDIAN, WELD COUNTY, COLORADO.

I HEREBY CERTIFY THAT THIS WELL LOCATION CERTIFICATE WAS PREPARED BY ME, OR UNDER MY DIRECT SUPERVISION, THAT THE FIELD WORK WAS COMPLETED ON 06/03/2009, FOR AND ON BEHALF OF NOBLE ENERGY INC., THAT IT IS NOT A LAND SURVEY PLAT OR AN IMPROVEMENT SURVEY PLAT, AND THAT IT IS NOT TO BE RELIED UPON FOR ESTABLISHMENT OF FENCE, BUILDING, OR OTHER FUTURE IMPROVEMENT LINES.

NOTES:

- 1) BASIS OF BEARINGS FOR THIS MAP ARE BASED UPON GPS OBSERVATIONS MADE ON 08/14/2007 BETWEEN MONUMENTS LOCATED AT THE SOUTHEAST SECTION CORNER AND THE NORTHEAST SECTION CORNER OF SAID SECTION AND WITH ALL BEARINGS SHOWN HEREON RELATIVE THERETO.
- 2) ELEVATIONS ARE BASED UPON NGS OPUS SOLUTION NAVD 88 DATUM.
- 3) THE NEAREST EXISTING WELL IS: MILLAGE C11-8, 45' SOUTH.
- 4) SEE VISIBLE IMPROVEMENTS EXHIBIT FOR ALL IMPROVEMENTS WITHIN 400'.
- 5) THE LOCATION FALLS IN IRRIGATED CROP LAND.

LATITUDE & LONGITUDE (NAD 83 SURFACE HOLE):

LATITUDE: N 40.32832'
LONGITUDE: W 104.50992'

PDOP: 2.1

QUARTER-QUARTER: SE/4NE/4

NEAREST PROPERTY LINE: 455' TO THE EAST

LEGEND

⊙ FOUND SURVEY MONUMENT PER
MONUMENT RECORD - EXCEPTIONS NOTED.

(C) CALCULATED DIMENSION

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

David C. Holmes
Professional Land Surveyor Registration No. 32828
State of Colorado

Completed 06/05/2009

JOB #: 07086

