

December 8, 2009

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

Attn: Mr. David Neslin, Director

RE: **BERRY P 08-28D**
Codell/Niobrara/J Sand New Drill
Township 3 North, Range 67 West, 6th P.M.
Section 8: NE/4NW/4: 427' FNL & 2067' FWL (Surface Location)
Section 8: SW/4SE/4: 100' FSL & 2450' 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.

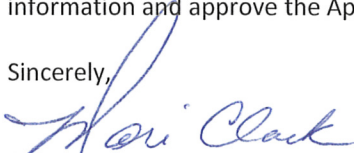
NEI's proposed wellbore spacing unit consists of the SE/4SW/4, SW/4SE/4 of Section 5 and the NE/4NW/4, NW/4NE/4 of Section 8, T3N, R67W, creating a 160-acre wellbore spacing unit. NEI is not the only owner within the proposed wellbore spacing unit and as such provided notice to the remaining owner(s) 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 (SE/4) to be less than eight (8) in accordance with COGCC Rule 318A.f.
- Plat illustrating proposed wellbore spacing unit on existing location plat.

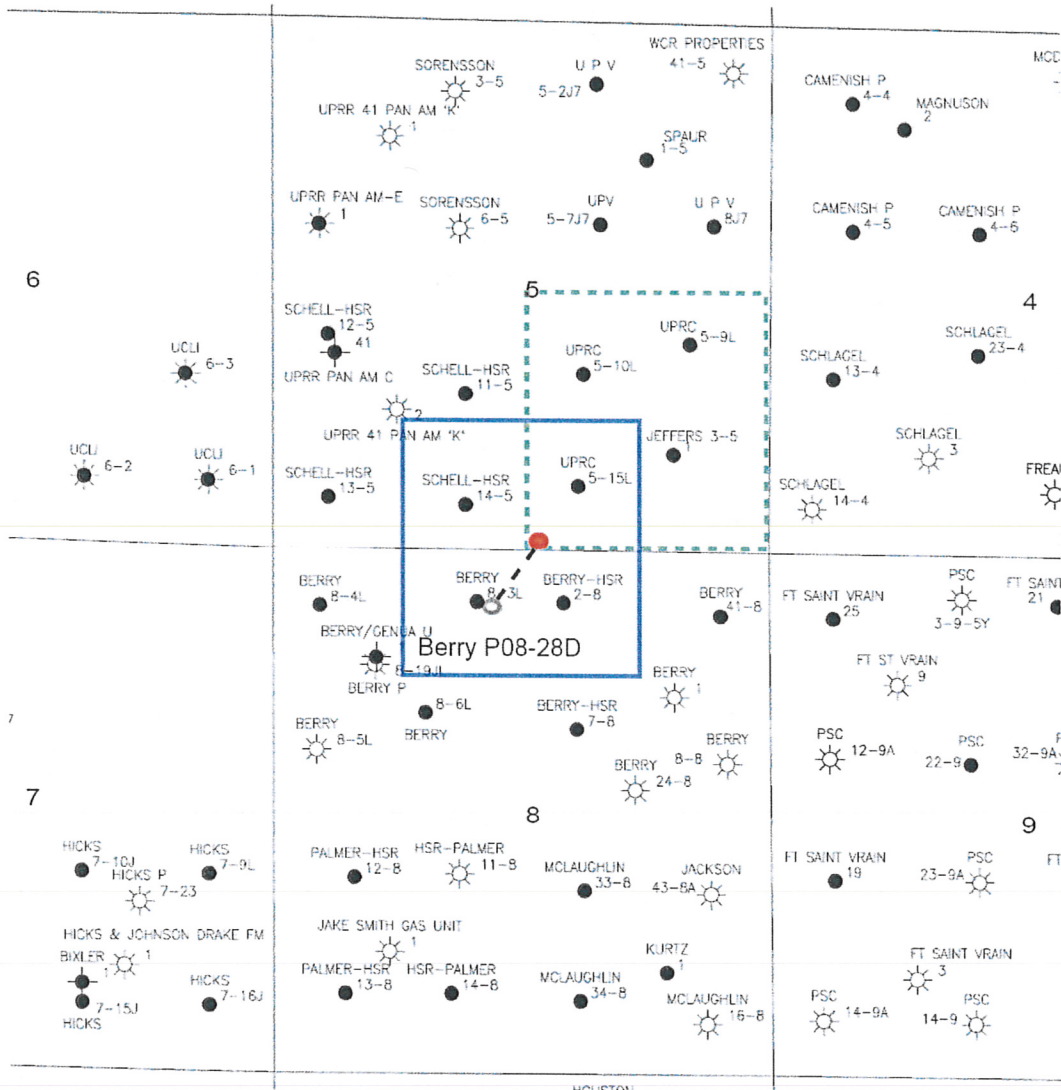
Thank you for your attention to the enclosed. NEI respectfully requests that the COGCC review the enclosed information and approve the Application for Permit to Drill the captioned well.

Sincerely,



Mari Clark
Regulatory Analyst II
Noble Energy Inc.

Berry P08-28D **SWSE, Section 5, T3N, R67W**



LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located SWSE, Section 5, T3N, R67W

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

SECTION: 8
TOWNSHIP: 3N
RANGE: 67W



PROJECT#: 2009245

October 1, 2009

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 3230 0001 8978 0701

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

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara/J-Sand: New Well
WELL NAME: Berry P08-28D
Township 3 North, Range 67 West
Section 5: SW/4SE/4 (BHL)
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"). 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 SE/4SW/4 and SW/4SE/4 of Section 5, in T 3N, R67W, 6th P.M., and the NE/4NW/4 and NW/4NE/4 of Section 8, in T3N, R67W, 6th P.M., as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara/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. 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/J-Sand formations.

(3) **Surface and Bottomhole Locations**

SHL: 427' FNL, 2067' FWL, Section 8, T3N, R67W, 6th P.M.
BHL: 100' FSL, 2450' FEL, Section 5, T3N, R67W, 6th P.M

(4) **Anticipated Spud Date**

2nd Quarter, 2010

(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 303-228-4346 if you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Sean Howley
Land Negotiator

SH:mw

Enclosures

KERR-McGEE OIL AND GAS ONSHORE LP:

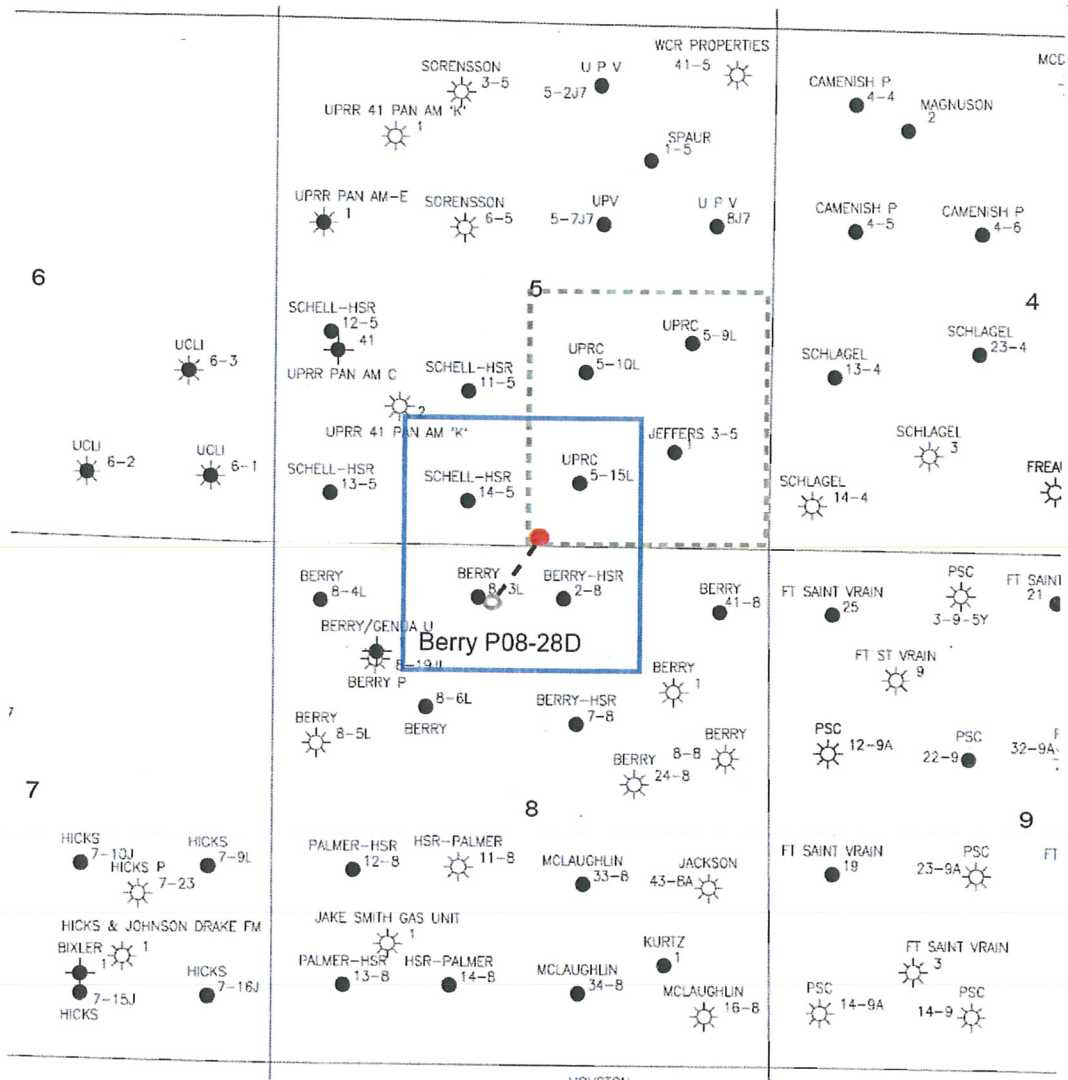
Pursuant to paragraph 6 of Rule 318A.e., Order 1R-100 of the Colorado Oil and Gas Conservation Commission, the undersigned has received notice from Noble Energy, Inc. ("Noble") of its intention to drill and operate the Berry P08-28D well in Section 5, T3N, R67W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

By: _____

Printed Name: _____

Date: _____

Berry P08-28D SWSE, Section 5, T3N, R67W



LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located SWSE, Section 5, T3N, R67W

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

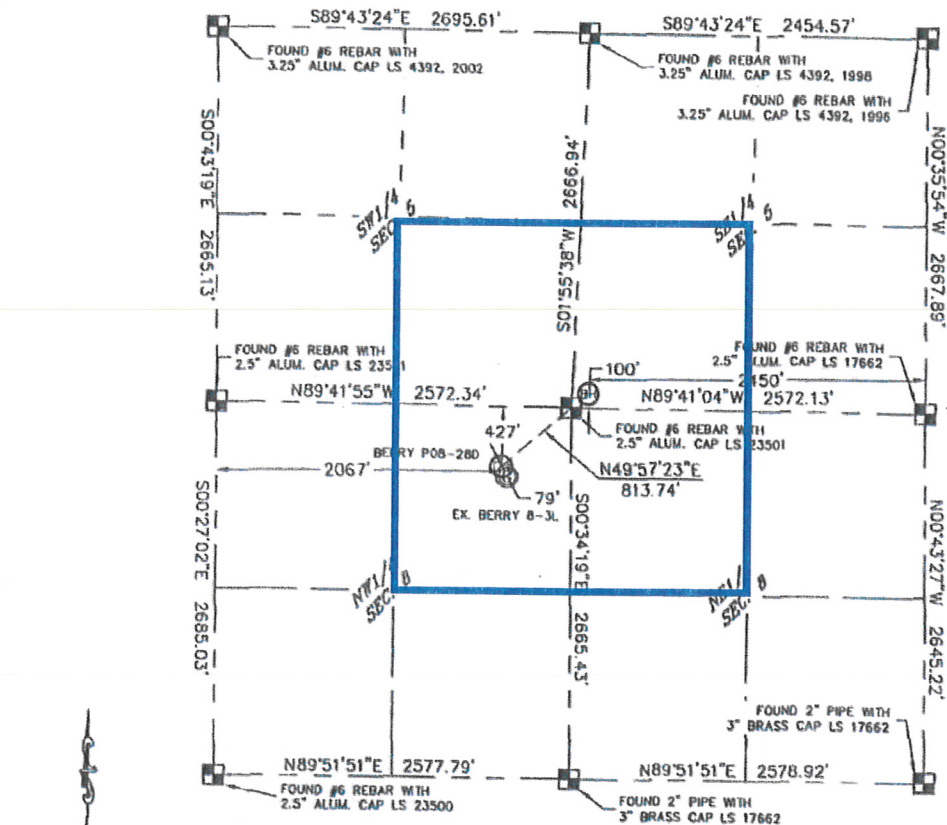
Proposed 318 Ae Spacing Unit

KING SURVEYORS, INC. 650 E. GARDEN DR. WINDSOR, CO 80550

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION: 8
TOWNSHIP: 3N
RANGE: 67W



In accordance with a request from Erik VonDess, with Noble Energy Inc., King Surveyors Inc. has determined the surface location of the Berry P08-280 to be 427' from the North line and 2067' from the West as measured at right angles from the section line of Section 8, and the bottom hole to be 100' from the South line and 2450' from the East line from the section line of Section 8, Township 3 North, Range 67 West of the Sixth Principal Meridian, County of Weld, State of Colorado. I hereby state that this Well Location Certificate was prepared by me, or under my direct supervision, that the fieldwork was completed on 7-29-09, for and on behalf of Noble Energy Inc. That this is not a Land Survey Plot or an Improvement Survey Plot, and that it is not to be relied upon for establishment of fence, building, or other future improvement lines.

NOTE:

- 1) Bearings shown are Grid Bearings of the Colorado State Plane Coordinate System, North Zone, North American Datum 1983/2007. The lineal dimensions as contained herein are based upon the "U.S. Survey Foot."
- 2) Ground elevations are based on an observed GPS elevation (NAVD 1988 DATUM).
- 3) NEAREST EXISTING WELL: BERRY 8-3L 79'
- 4) IMPROVEMENTS: See VISIBLE IMPROVEMENTS exhibit for all visible improvements within 400' of well head.
- 5) SURFACE USE: PASTURE, EX. WELL SITE.

NOTE:

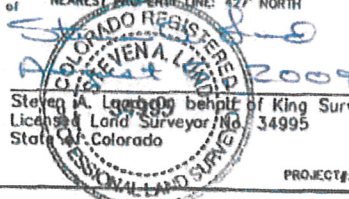
According to Colorado law, you must commence any legal action based upon any defect in this W.L.C. within three years after you discover such defect. In no event, may any action based upon any defect in this survey be commenced more than ten years after the date of the certificate shown hereon. (13-80-105 C.R.S.)

LEGEND

- = ALIQUOT MONUMENT AS DESCRIBED
- = CALCULATED POSITION

SURFACE LOCATION
LATITUDE: 40.24653N
LONGITUDE: 104.91587W
POOP: 2.5
ELEV: 4819
1/4, 1/4: NE1/4NW1/4
NEAREST PROPERTY LINE: 427' NORTH

BOTTOM HOLE
LATITUDE: 40.24795N
LONGITUDE: 104.91363W



PROJECT#: 2009245

Berry P08-28D
Gonzalez, Bill
to:
SHowley
12/04/2009 02:54 PM
Cc:
"Hook, Sharon"
Show Details

History: This message has been forwarded.

Sean,
KMG withdraws its objection to the above captioned well. An executed 20 day waiver will be sent to you soon.
Thanks,
Bill

G. E. "Bill" Gonzalez, III

Landman I
Kerr-McGee Oil & Gas Onshore LP
(A wholly-owned subsidiary of Anadarko Petroleum Corporation)
1099 18th Street
Denver, CO 80202
720-929-6544 (direct)
720-929-7544 (fax)
Bill.Gonzalez@anadarko.com

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