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www.nobleenergyinc.com



February 3, 2010

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

Attn: Mr. David Neslin, Director

RE: **Marley C 01-24D**
Codell/Niobrara New Drill
Township 4 North, Range 64 West, 6th P.M.
Section 1: NE/4SW/4: 1919' FSL & 1960' FWL (Surface Location)
Section 1: SW/4SE/4: 1240' FSL & 2490' 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 W/2SE/4 and E/2SW/4 of Section 1, T4N, 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 (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.

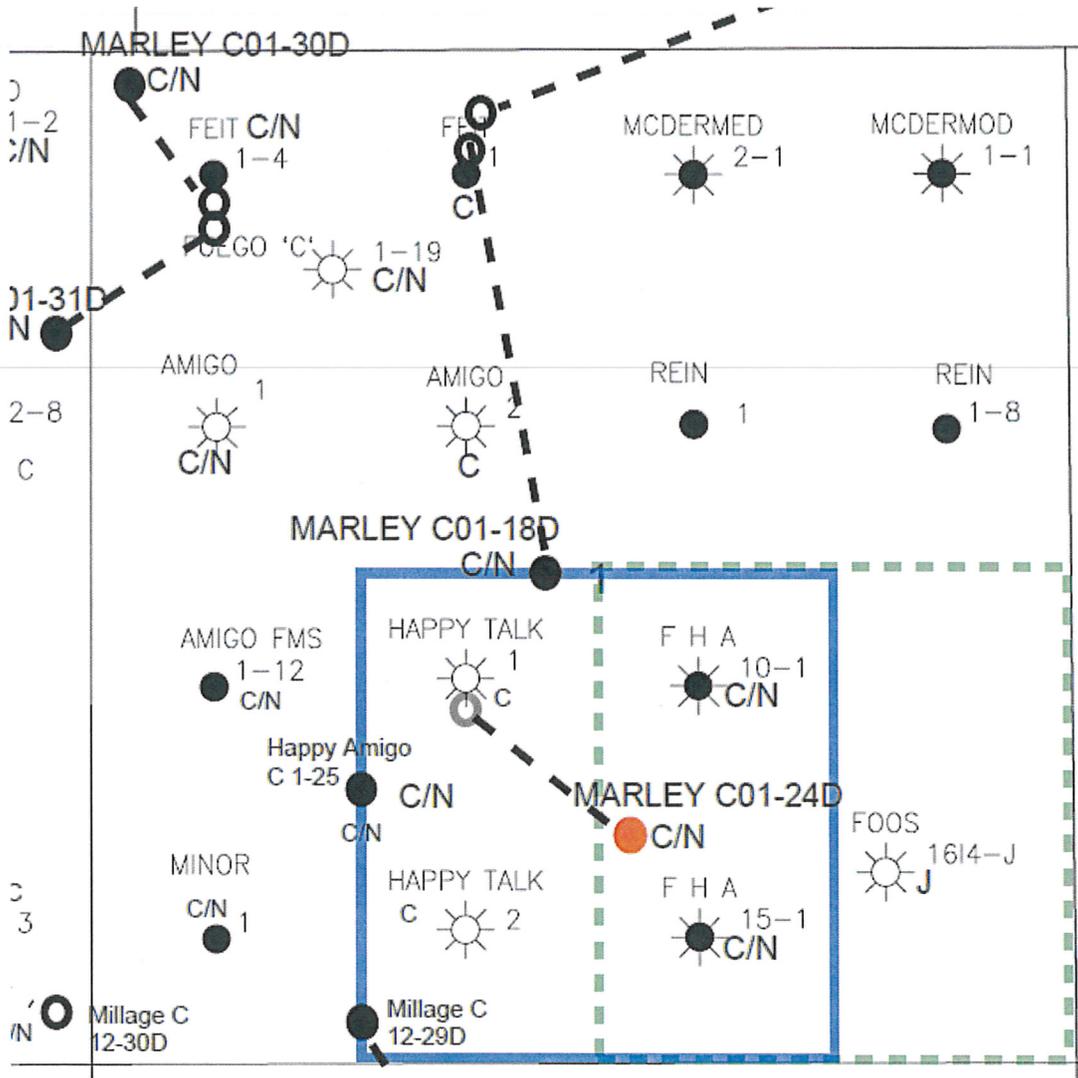
Thank you for your attention to the enclosed. NEI respectfully requests that the COGCC review the enclosed information and approve the Application for Permit to Drill the captioned well.

Sincerely,

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

Kate Miller
Regulatory Specialist
Noble Energy Inc.

MARLEY C01-24D
SWSE, Section 1, T4N, R64W



LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located SWSE, Section 1, T4N, R64W

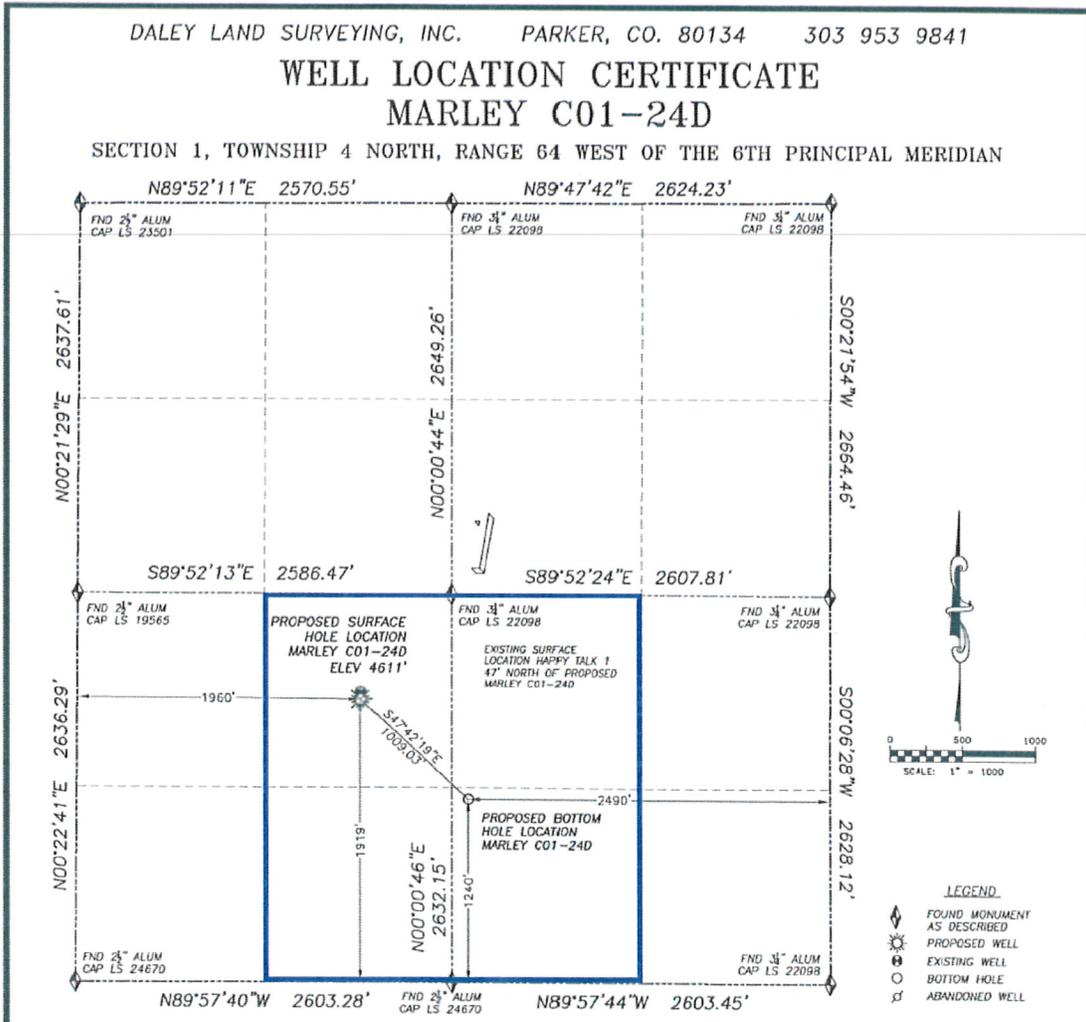
The governmental ¼ Section has less than 8 bottom hole wells producing from the Codell and Niobrara formations.

PROPOSED 318aE SPACING UNIT

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

WELL LOCATION CERTIFICATE MARLEY C01-24D

SECTION 1, TOWNSHIP 4 NORTH, RANGE 64 WEST OF THE 6TH PRINCIPAL MERIDIAN



NAD 83 LATITUDE AND LONGITUDE

MARLEY C01-24D SURFACE HOLE:

LATITUDE: N40.33944°
 LONGITUDE: W104.50118°
 ELEVATION: 4611'
 PDOP 1.1
 1919' FSL, 1960' FWL

BOTTOM HOLE:

LATITUDE: N40.33757°
 LONGITUDE: W104.49850°
 1240' FSL, 2490' FEL

NEAREST EXISTING WELL:

HAPPY TALK 1 SURFACE HOLE
 LATITUDE: N40.33957°
 LONGITUDE: W104.50117°
 ELEVATION: 4610'
 47' NORTH

QUARTER/QUARTER: NE4/SW4

NEAREST APPARENT PROPERTY LINE:
 601'± SOUTH

IN ACCORDANCE WITH A REQUEST FROM BILL BETSON OF NOBLE ENERGY INC., DALEY LAND SURVEYING, INC. HAS DETERMINED THE SURFACE LOCATION OF THE MARLEY C01-24D WELL TO BE 1919' FSL, 1960' FWL, AS MEASURED AT NINETY (90) DEGREES FROM THE SECTION LINES OF SECTION 1, TOWNSHIP 4 NORTH, RANGE 64 WEST OF THE 6TH PRINCIPAL MERIDIAN, WELD COUNTY COLORADO. THE BOTTOM HOLE LOCATION PROVIDED BY THE CLIENT IS TO BE 1240' FSL, 2490' FEL.

I HEREBY CERTIFY THAT THIS WELL LOCATION CERTIFICATE WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION, THAT THE WORK WAS COMPLETED ON 10/01/2009 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 BEARING FOR THIS MAP IS ASSUMED AND BASED UPON GPS OBSERVATIONS MADE BETWEEN MONUMENTS LOCATED AT THE NORTHWEST AND NORTH QUARTER CORNER OF SECTION 1, T.4N., R.64W., AND ALL BEARINGS SHOWN HEREON ARE RELATIVE THERE TO.
- 2) HORIZONTAL DATUM IS NAD83.
- 3) VERTICAL DATUM IS NAVD88. ELEVATIONS ARE DERIVED FROM GPS-RTK OBSERVATIONS PROCESSED THROUGH OPUS, UTILIZING THE GEOID03 MODEL.
- 4) SEE VISIBLE IMPROVEMENTS EXHIBIT FOR VISIBLE IMPROVEMENTS WITHIN 400' OF PROPOSED SURFACE HOLE LOCATION
- 5) SURFACE USE: CORN FIELD

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



FOR AND ON BEHALF OF:
 DALEY LAND SURVEYING INC.,
 Robert Daley, PLS 35597

January 6, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7008 1830 0003 4170 0714

Merit Energy Partners
Attn: Laura Dorety
13727 Noel Road, Suite 2000
Dallas, TX 75240

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara: New Well
WELL NAME: **MARLEY C01-24D**
Township 4 North, Range 64 West
Section 1: SW/4SE/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 W/2SE/4 and the E/2SW/4 of Section 1, in T4N, R64W, 6th P.M., as depicted on the enclosed plat. The working interests attributable to the 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 formations.

(3) **Surface and Bottomhole Locations**

SHL: 1919' FSL, 1960' FWL, Section 1, T4N, R64W, 6th P.M
BHL: 1240' FSL, 2490' FEL, Section 1, T4N, R64W, 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 return to Noble as soon as possible. A duplicate letter for your records is also enclosed. Your cooperation in this matter is greatly appreciated so that Noble may timely continue the permitting process for this well.

Thank you for your timely consideration and response to this proposal. Please do not hesitate to contact me at 303-228-4352 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Casey M. Kimble
Senior Land Negotiator

CMK:jkb

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 MARLEY C01-24D well in Section 1, T4N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

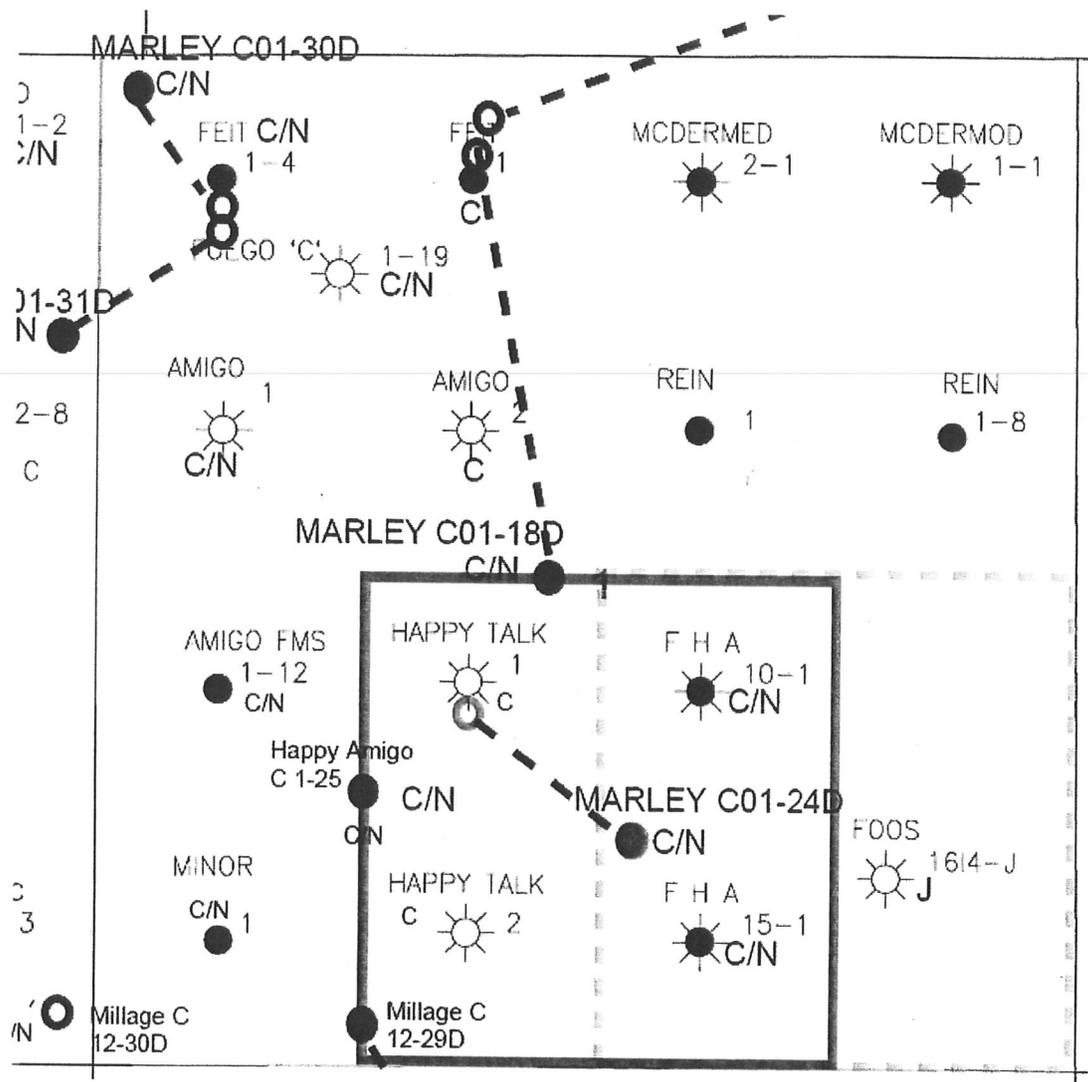
MERIT ENERGY PARTNERS:

By: _____

Printed Name: _____

Date: _____

MARLEY C01-24D
SWSE, Section 1, T4N, R64W



LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located SWSE, Section 1, T4N, R64W

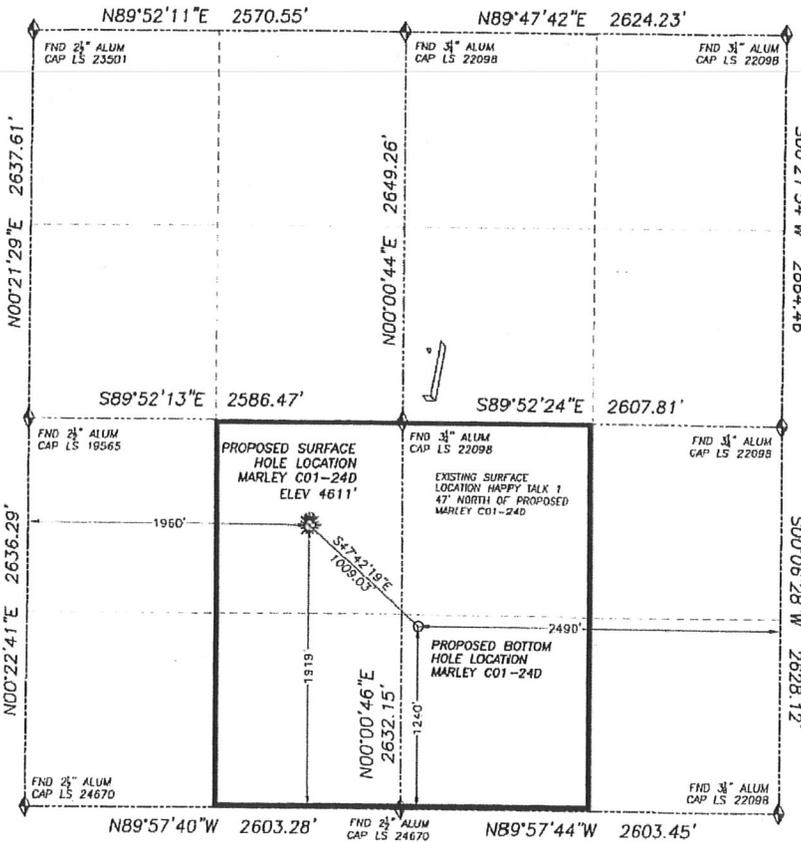
The governmental 1/4 Section has less than 8 bottom hole wells producing from the Codell and Niobrara formations.

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WELL LOCATION CERTIFICATE MARLEY C01-24D

SECTION 1, TOWNSHIP 4 NORTH, RANGE 64 WEST OF THE 6TH PRINCIPAL MERIDIAN



- LEGEND.**
- ◆ FOUND MONUMENT AS DESCRIBED
 - ⊙ PROPOSED WELL
 - ⊙ EXISTING WELL
 - BOTTOM HOLE
 - ⊙ ABANDONED WELL

NAD 83 LATITUDE AND LONGITUDE

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 DALEY LAND SURVEYING INC.,
 Robert Daley, PLS 35597