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Suite 2000
Denver, CO 80202

Tel: 303.228.4000
Fax: 303.228.4280

www.nobleenergyinc.com



June 16, 2010

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

Attn: Mr. David Neslin, Director

RE: **Cody D03-28**
Codell/Niobrara New Drill
Township 3 North, Range 64 West, 6th P.M.
Section 3: NW/4NE/4: 75' FNL & 2480' FEL (Surface Location)
Section 3: NW/4NE/4: 75' FNL & 2480' 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 NW4/NE4 and NE4/NW4, of Section 3, T3N, R64W and SE4/SW4 and SW4/SE4 of Section 34, 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 (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.

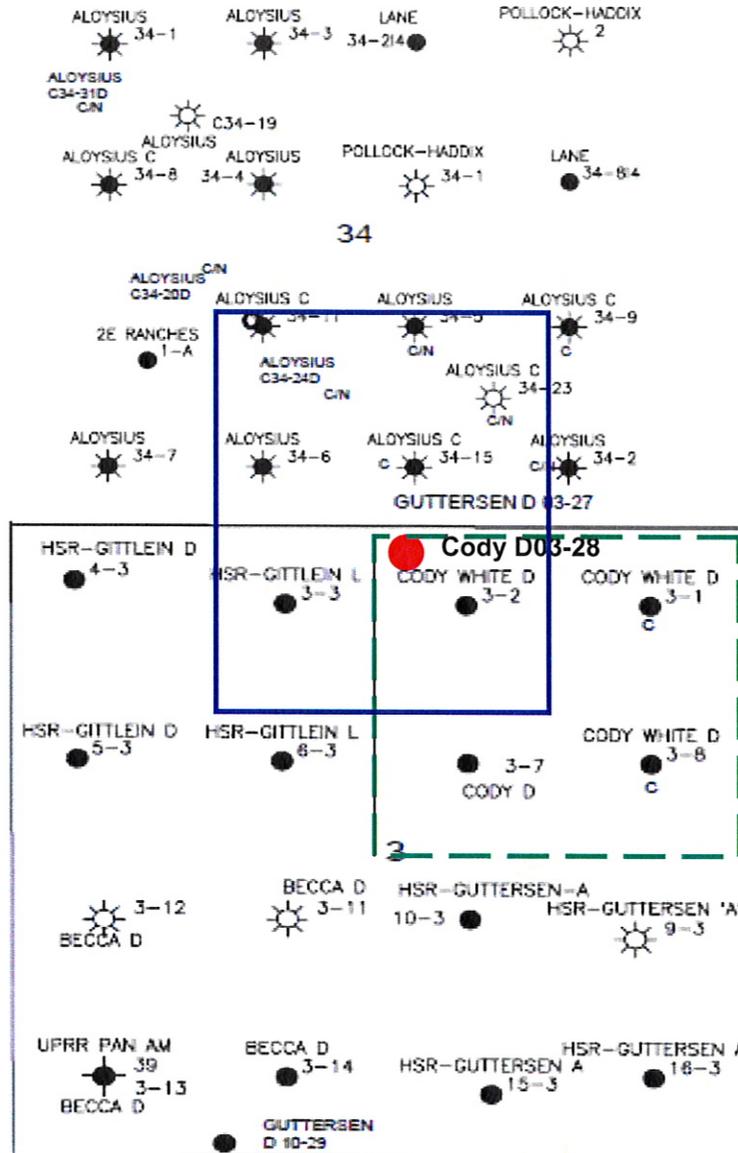
Sincerely,

A handwritten signature in black ink that reads 'Cheryl Johnson'.

Cheryl Johnson
Regulatory Analyst II
Noble Energy Inc.

CODY D03-28

NWNE Section 3, T3N R64W 6th PM



LEGEND



Proposed 160 acre Spacing Unit

Bottom Hole Located NWNE Section 3 T3N R64W, 6th PM

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

PROPOSED 318A.e SPACING UNIT

Stell Surveying Services, LLC

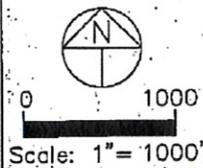
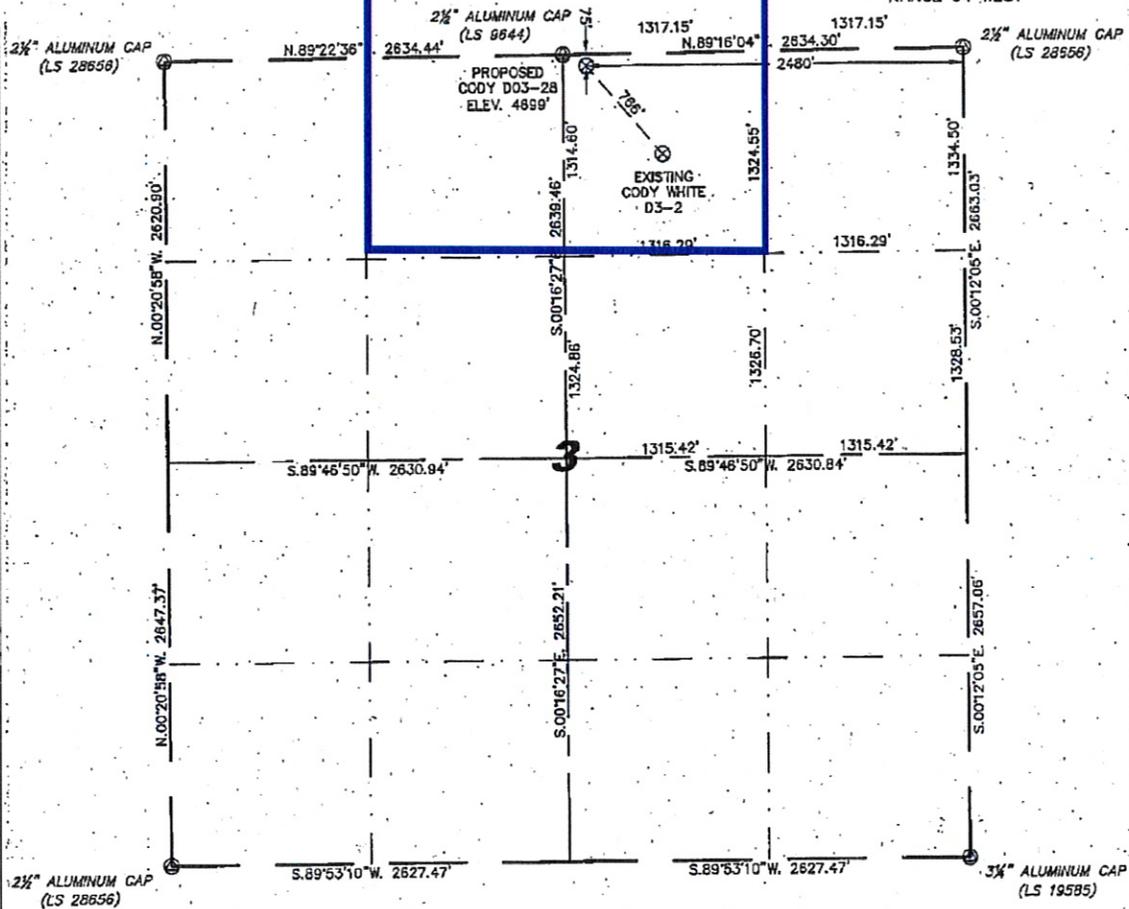
1102 West 19th Street P.O. BOX 2073

Cheyenne, Wyoming 82009

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY.

SECTION 3
TOWNSHIP 3 NORTH
RANGE 64 WEST



IN ACCORDANCE WITH A REQUEST FROM JOE JOHNSON - NOBLE ENERGY INC. STELL SURVEYING SERVICES, LLC HAS DETERMINED THE LOCATION OF THE CODY D03-28 WELL TO BE 75' PNL, 2480' FEL, AS MEASURED AT NINETY (90) DEGREES FROM THE SECTION LINES, SECTION 3, TOWNSHIP 3 NORTH, RANGE 64 WEST, 5TH 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 03/04/2010, 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 08/15/2009 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: CODY WHITE D3-2, 766' SOUTHEAST.
 - 4) SEE VISIBLE IMPROVEMENTS EXHIBIT FOR ALL IMPROVEMENTS WITHIN 400'.
 - 5) THE LOCATION FALLS IN PASTURE LAND.

LATITUDE & LONGITUDE (NAD 83 SURFACE HOLE):
 LATITUDE: N 40.28154°
 LONGITUDE: W 104.53656°
 PDOP: 1.8
 QUARTER-QUARTER: NW/4NE/4
 NEAREST PROPERTY LINE: 75' TO THE NORTH



Completed 03/18/2010

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 the date of the certification shown herein.

- LEGEND
- (A) FOUND SURVEY MONUMENT PER MONUMENT RECORD - EXCEPTIONS NOTED.
 - (C) CALCULATED DIMENSION

David C. Holmes
 Professional Land Surveyor Registration No. 32828
 State of Colorado
 JOB #: 10088



May 19, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7009 2820 0001 2604 6777

Kerr-McGee Oil & Gas Onshore LP
Attn: Mr. Vince Bernal
1099 18th Street, Suite 1800
Denver, CO 80202

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara: New Well
WELL NAME: **CODY D03-28**
Township 3 North, Range 64 West, 6th P.M.
Section 3: NW/4NE/4 (BHL)
Weld County, Colorado

Dear Mr. Bernal:

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 NW/4NE/4 and the NE/4NW/4 of Section 3, in T3N, R64W, 6th P.M., and the SE/4SW/4 and the SW/4SE/4 of Section 34, in T4N, 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 formations.
- (3) **Surface and Bottomhole Locations**
SHL: 75' FNL, 2480' FEL, Section 3, T3N, R64W, 6th P.M.
BHL: 75' FNL, 2480' FEL, Section 3, T3N, R64W, 6th P.M.
- (4) **Anticipated Spud Date**
3rd 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 303-228-4073 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Matthew E. Johnson
Senior Land Negotiator

MEJ: rs

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 CODY D03-28 well in Section 3, T3N, R64W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

KERR-MCGEE OIL & GAS ONSHORE LP:

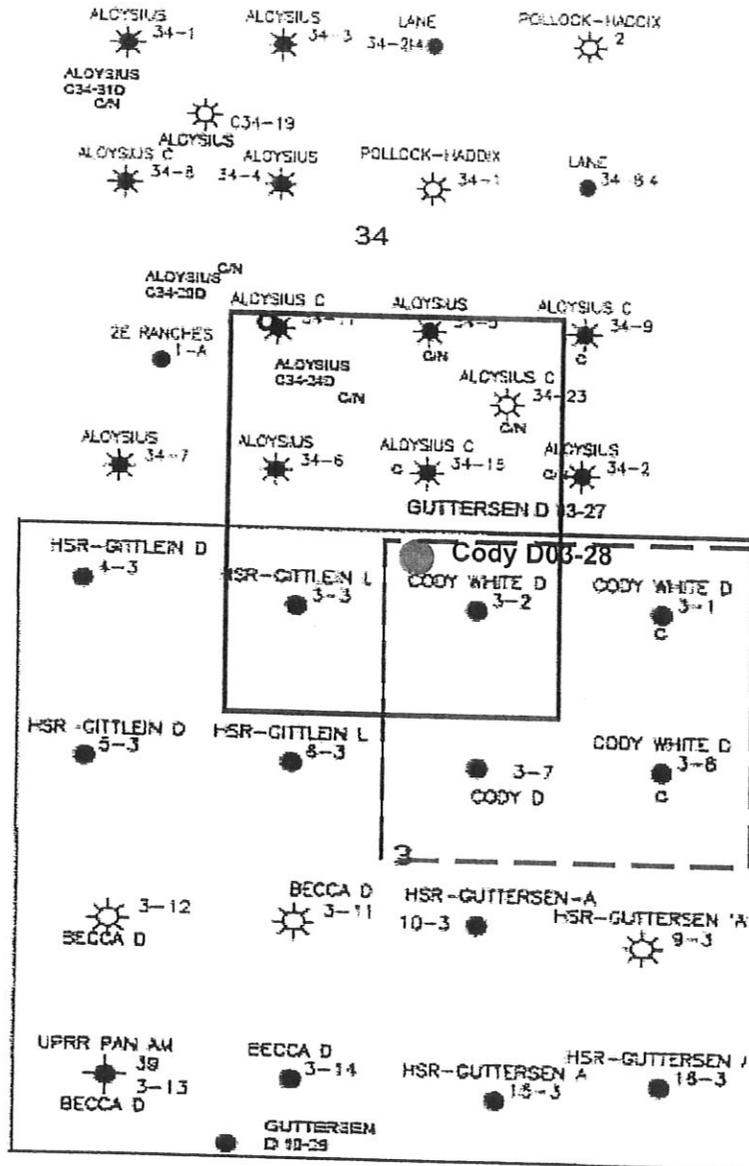
By: _____

Printed Name: _____

Date: _____

CODY D03-28

NWNE Section 3, T3N R64W 6th PM



LEGEND



Proposed 160 acre Spacing Unit

Bottom Hole Located NWNE Section 3 T3N R64W, 6th PM

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

PROPOSED 318A.e SPACING UNIT

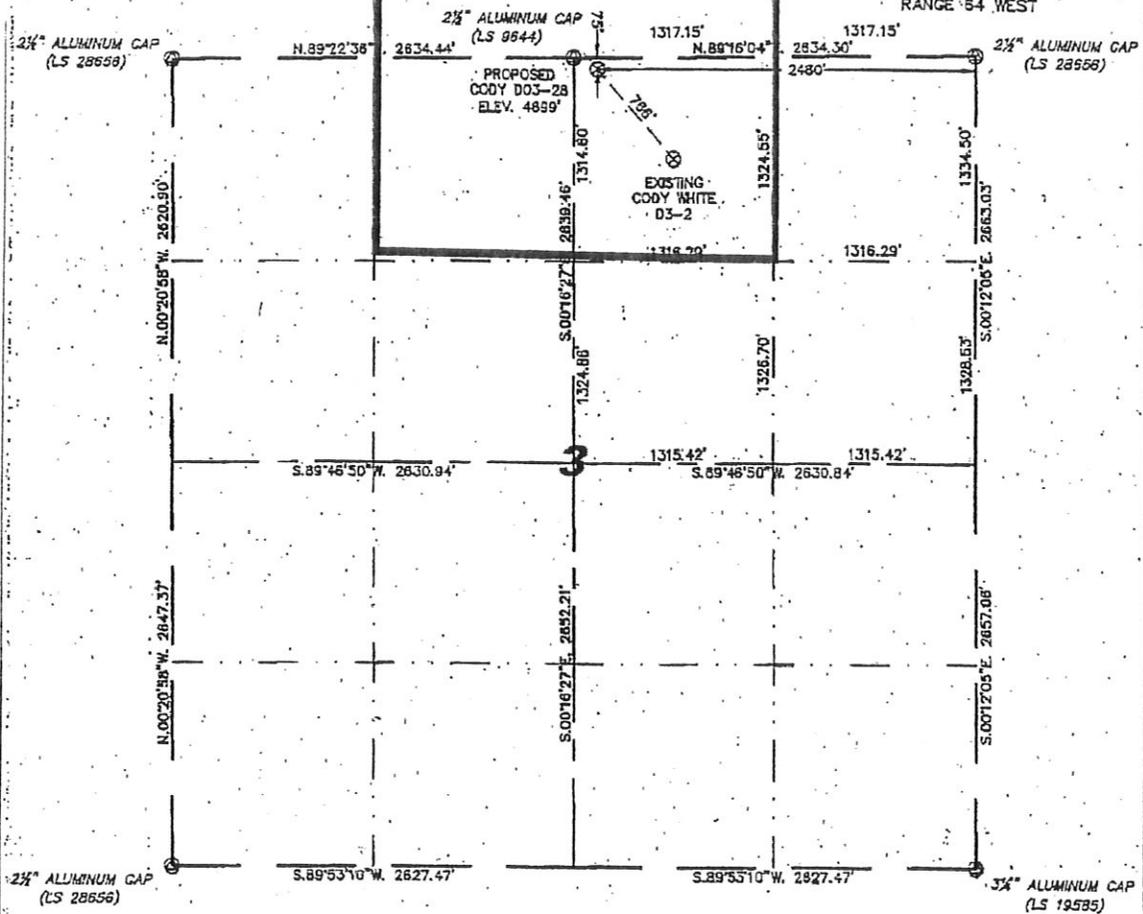
Stell Surveying Services, LLC

Cheyenne, Wyoming 82009

1102 West 19th Street P.O. BOX 2073
WELL LOCATION CERTIFICATE

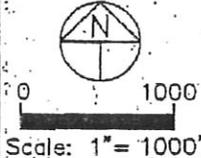
THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

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RANGE 64 WEST



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- 2) ELEVATIONS ARE BASED UPON NGS OPUS SOLUTION NAVD-83 DATUM.
- 3) THE NEAREST EXISTING WELL IS: CODY WHITE D3-2, 768' SOUTHEAST.
- 4) SEE VISIBLE IMPROVEMENTS EXHIBIT FOR ALL IMPROVEMENTS WITHIN 400'.
- 5) THE LOCATION FALLS IN PASTURE LAND.

LATITUDE & LONGITUDE (NAD 83 SURFACE HOLE):
 LATITUDE: N 40.26154°
 LONGITUDE: W 104.33656°
 PDPF: 1.6
 QUARTER-QUARTER: NW/4NE/4
 NEAREST PROPERTY LINE: 73' TO THE NORTH

NOTICE: According to Colorado law you MUST commence any legal action based upon any defect in this M.L.C. within three years after you first discover such defect. In no event may any action based upon any defect in this M.L.C. be commenced more than ten years from the date of the certificate shown herein.

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- (A) FOUND SURVEY MONUMENT PER MONUMENT RECORD - EXCEPTIONS NOTED.
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Completed 03/18/2010
 David C. Holmes
 Professional Land Surveyor Registration No. 32828
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