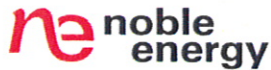


1625 Broadway
Suite 2000
Denver, CO 80202

Tel: 303.228.4000
Fax: 303.228.4280
www.nobleenergyinc.com



June 17, 2010

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

Attn: Mr. David Neslin, Director

RE: **Cannon H35-24**
Codell/Niobrara/J Sand New Drill
Township 3 North, Range 65 West, 6th P.M.
Section 35: SE/4SW/4: 1320' FSL & 2480' FWL (Surface Location)
Section 35: SE/4SW/4: 1320' FNL & 2480' 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 E/2SW/4, W/2SE/4 for Codell/Niobrara and S2 of Section 35 for JSand, T3N, R65W, 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 (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.

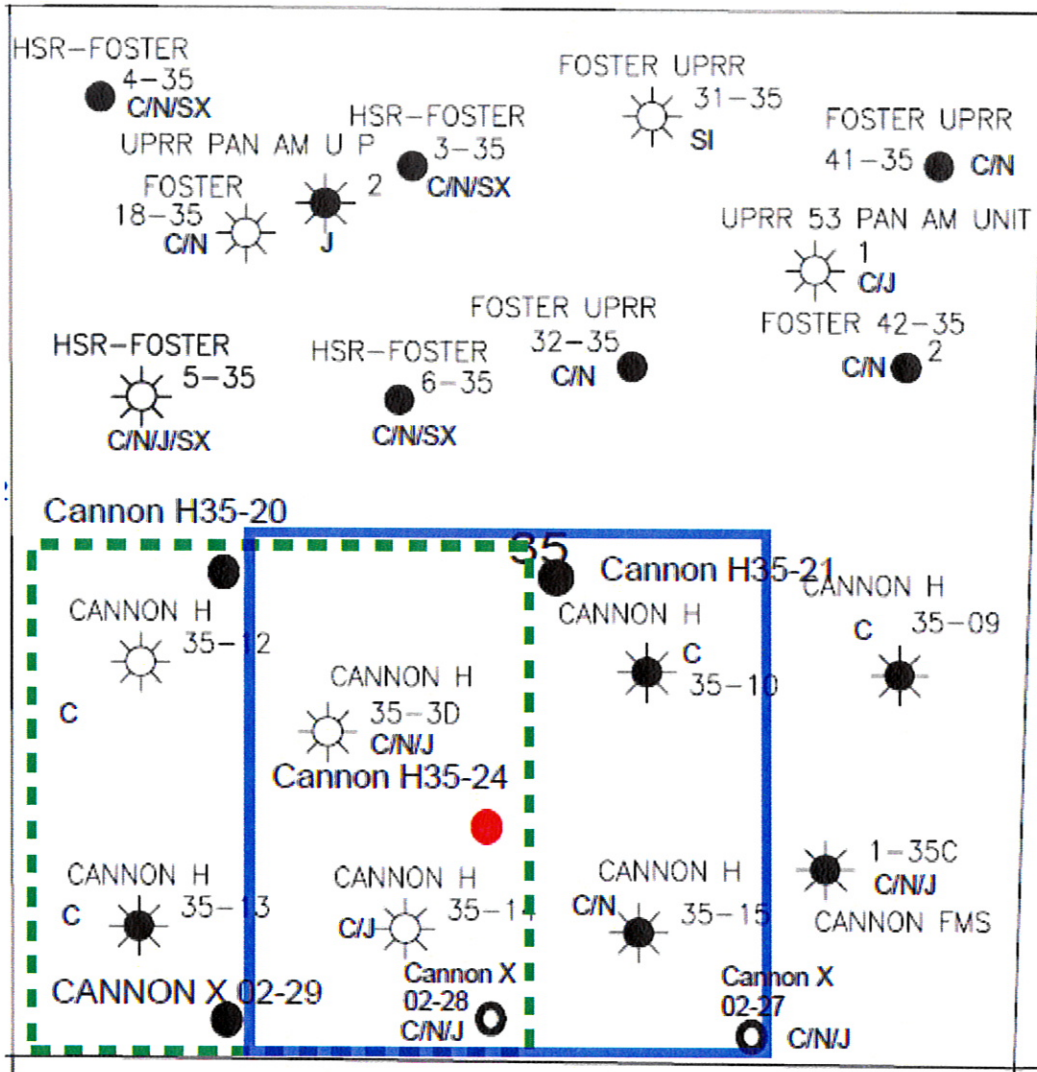
Thank you for your attention to the enclosed. NEI respectfully requests that the COGCC review the enclosed information and approve the Application for Permit to Drill the captioned well.

Sincerely,

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

Cheryl Johnson
Regulatory Analyst II
Noble Energy Inc.

Cannon H35-24
SESW, Section 35, T3N, R65W



LEGEND



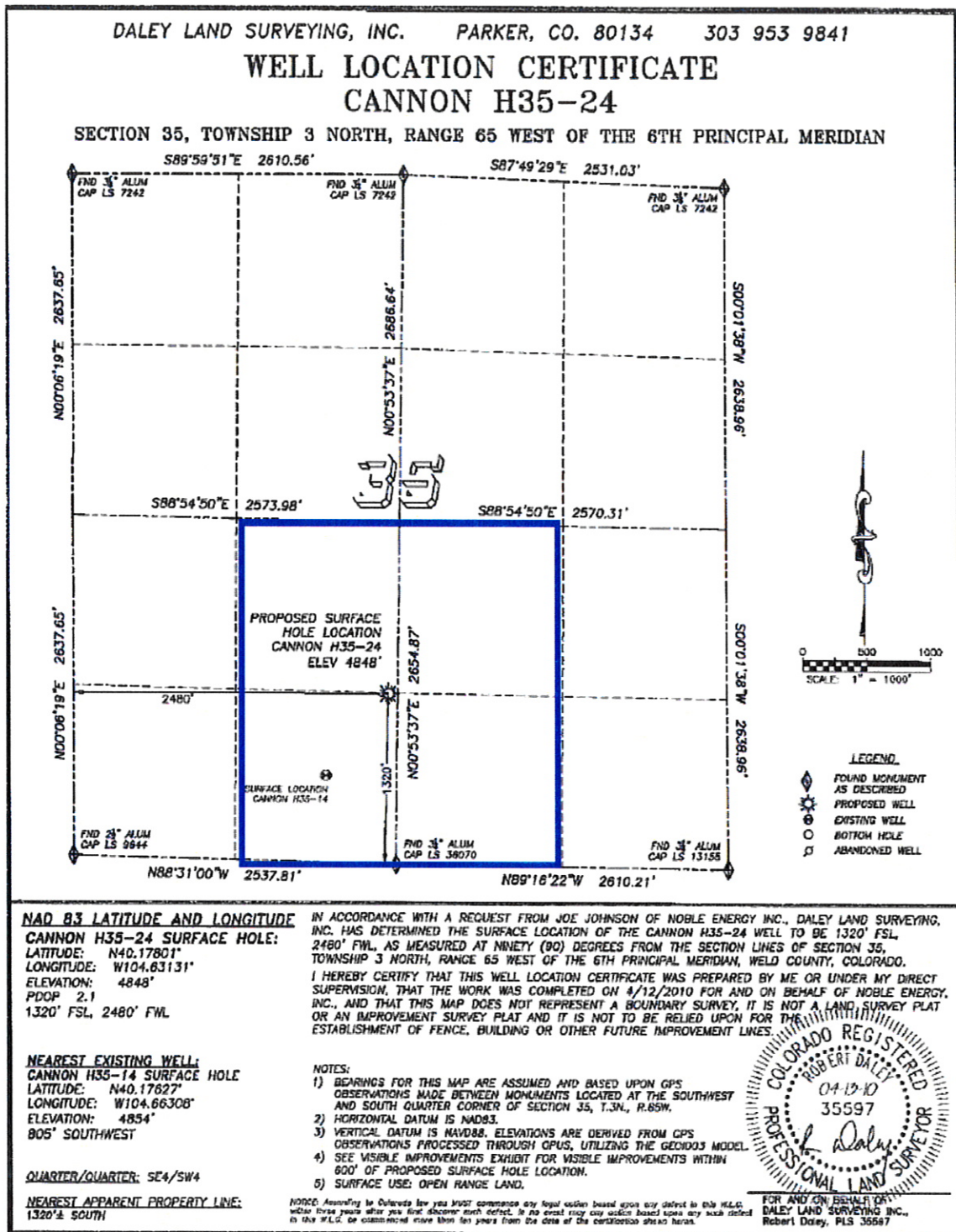
Proposed 160 acre Spacing Unit



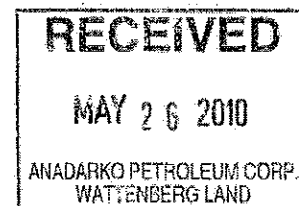
Bottom Hole Located SESW, Section 35, T3N, R65W

The governmental $\frac{1}{4}$ Section will have 8 bottom holes wells producing from the Codell, Niobrara, & J-Sand Formations.

PROPOSED 318Ae SPACING UNIT



1825 Broadway
Suite 2200
Denver, Colorado 80202
Tel: 303.228.4000
Fax: 303.228.4280



May 24, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7010 0290 0003 0933 5749

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 and J-Sand: New Well
WELL NAME: CANNON H35-24
Township 3 North, Range 65 West, 6th P.M.
Section 35: SE/4SW/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 E/2SW/4 and the W/2SE/4 of Section 35, for the Codell/Niobrara formations, and the S/2 of Section 35 for the J-Sand formation, in T3N, R65W, 6th P.M., as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara and J-Sand formations in the contributing 40 acre quarter-quarter sections will be utilized to determine the interests of the parties in the spacing units for this well. It appears that you own a working interest in one or both of the proposed wellbore spacing units for this well.

(2) **Target Formations**

This well will be drilled to a total depth to sufficiently test the Codell/Niobrara and J-Sand formations.

(3) **Surface and Bottomhole Locations**

SHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 6th P.M.
BHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 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.

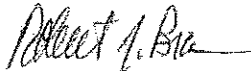
Pursuant to the aforementioned rule, you have twenty (20) days from your receipt of this notice to object to this proposal. In the event you do not respond to this notice or enter an objection within the established time period, the proposed 160 acre spacing unit set forth herein shall be established.

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 303-228-4367 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.




Robert J. Bram
Senior Land Negotiator

RJB: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 CANNON H35-24 well in Section 35, T3N, R65W, 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: 
Thomas J. Birmingham
Subsurface Manager Delegate

Printed Name: _____

Date: JUN 03 2010 _____

May 24, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7010 0290 0003 0933 5824

David H. Arrington
P.O. Box 2071
Midland, TX 79702

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara and J-Sand: New Well
WELL NAME: CANNON H35-24
Township 3 North, Range 65 West, 6th P.M.
Section 35: SE/4SW/4 (BHL)
Weld County, Colorado

Dear Mr. Arrington:

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/2SW/4 and the W/2SE/4 of Section 35, for the Codell/Niobrara formations, and the S/2 of Section 35 for the J-Sand formation, in T3N, R65W, 6th P.M., as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara and J-Sand formations in the contributing 40 acre quarter-quarter sections will be utilized to determine the interests of the parties in the spacing units for this well. It appears that you own a working interest in one or both of the proposed wellbore spacing units for this well.
- (2) **Target Formations**
This well will be drilled to a total depth to sufficiently test the Codell/Niobrara and J-Sand formations.
- (3) **Surface and Bottomhole Locations**
SHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 6th P.M.
BHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 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 303-228-4367 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Robert J. Bram
Senior Land Negotiator

RJB:jkb

Enclosures

Pursuant to paragraph 6 of Rule 318A.e., Order 1R-10 Conservation Commission, the undersigned has received ("Noble") of its intention to drill and operate the CANNON R65W, Weld County, Colorado and the undersigned hereby requirement as provided by said rule.

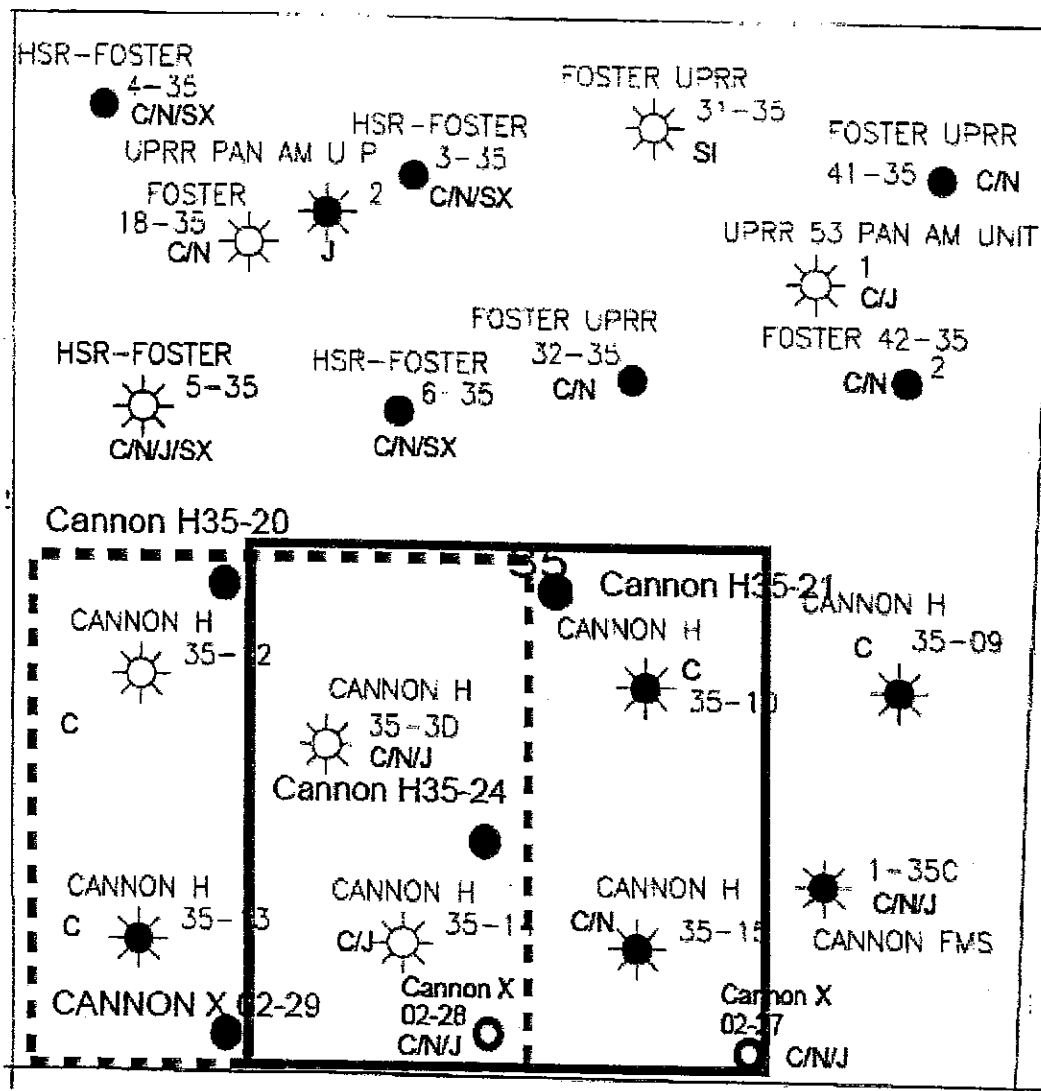
DAVID H. ARRINGTON:

By: _____

Date: _____

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<p>1. Article Addressed to:</p> <p>David H. Arrington P.O. Box 2071 Midland, TX 79702</p>		<p>A. Signature <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name) <input checked="" type="checkbox"/> Date of Delivery <input checked="" type="checkbox"/></p> <p>C. Is delivery address different from item 1? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>D. If YES, enter delivery address below:</p>	
<p>2. Article Number (Transfer from service label)</p> <p>7010 0290 0003 0933 5824</p>		<p>3. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail</p> <p><input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise</p> <p><input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>	
<p>3. Article Addressed to:</p> <p>Julie Brown - Cannon H35-24 -20-day rjb</p>		<p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>PS Form 3811, February 2004</p>		<p>102595-02-M-1540</p>	

Cannon H35-24
SESW. Section 35, T3N, R65W



LEGEND



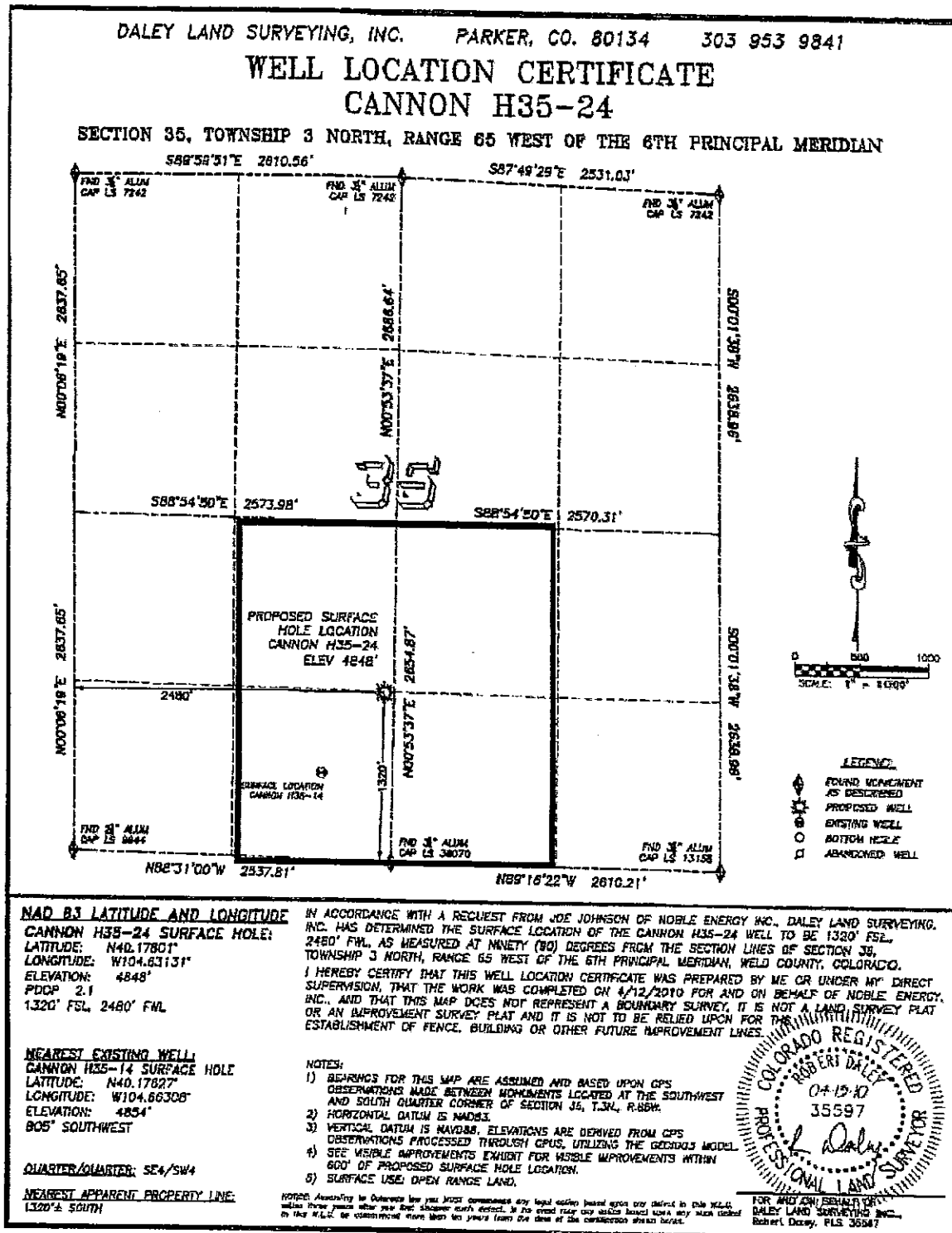
Proposed 160 acre Spacing Unit



Bottom Hole Located SESW, Section 35, T3N, R65W

The governmental $\frac{1}{4}$ Section will have 8 bottom holes wells producing from the Codell, Niobrara, & J-Sand Formations.

PROPOSED 318Ae SPACING UNIT



May 24, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7010 0290 0003 0933 5718

Aceite Energy Corporation
Attn: Michael Beddo
11150 Huron Street, # 210
Northglenn, CO 80234

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara and J-Sand: New Well
WELL NAME: **CANNON H35-24**
Township 3 North, Range 65 West, 6th P.M.
Section 35: SE/4SW/4 (BHL)
Weld County, Colorado

Dear Mr. Beddo:

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/2SW/4 and the W/2SE/4 of Section 35, for the Codell/Niobrara formations, and the S/2 of Section 35 for the J-Sand formation, in T3N, R65W, 6th P.M., as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara and J-Sand formations in the contributing 40 acre quarter-quarter sections will be utilized to determine the interests of the parties in the spacing units for this well. It appears that you own a working interest in one or both of the proposed wellbore spacing units for this well.
- (2) **Target Formations**
This well will be drilled to a total depth to sufficiently test the Codell/Niobrara and J-Sand formations.
- (3) **Surface and Bottomhole Locations**
SHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 6th P.M.
BHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 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 303-228-4367 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Robert J. Bram
Senior Land Negotiator

RJB:jkb

Enclosures

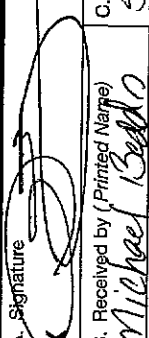
Pursuant to paragraph 6 of Rule 318A.e., Order 1R-1/ Conservation Commission, the undersigned has received ("Noble") of its intention to drill and operate the CANNO R65W, Weld County, Colorado and the undersigned hereby requirement as provided by said rule.

ACEITE ENERGY CORPORATION:

By: _____

Printed Name: _____

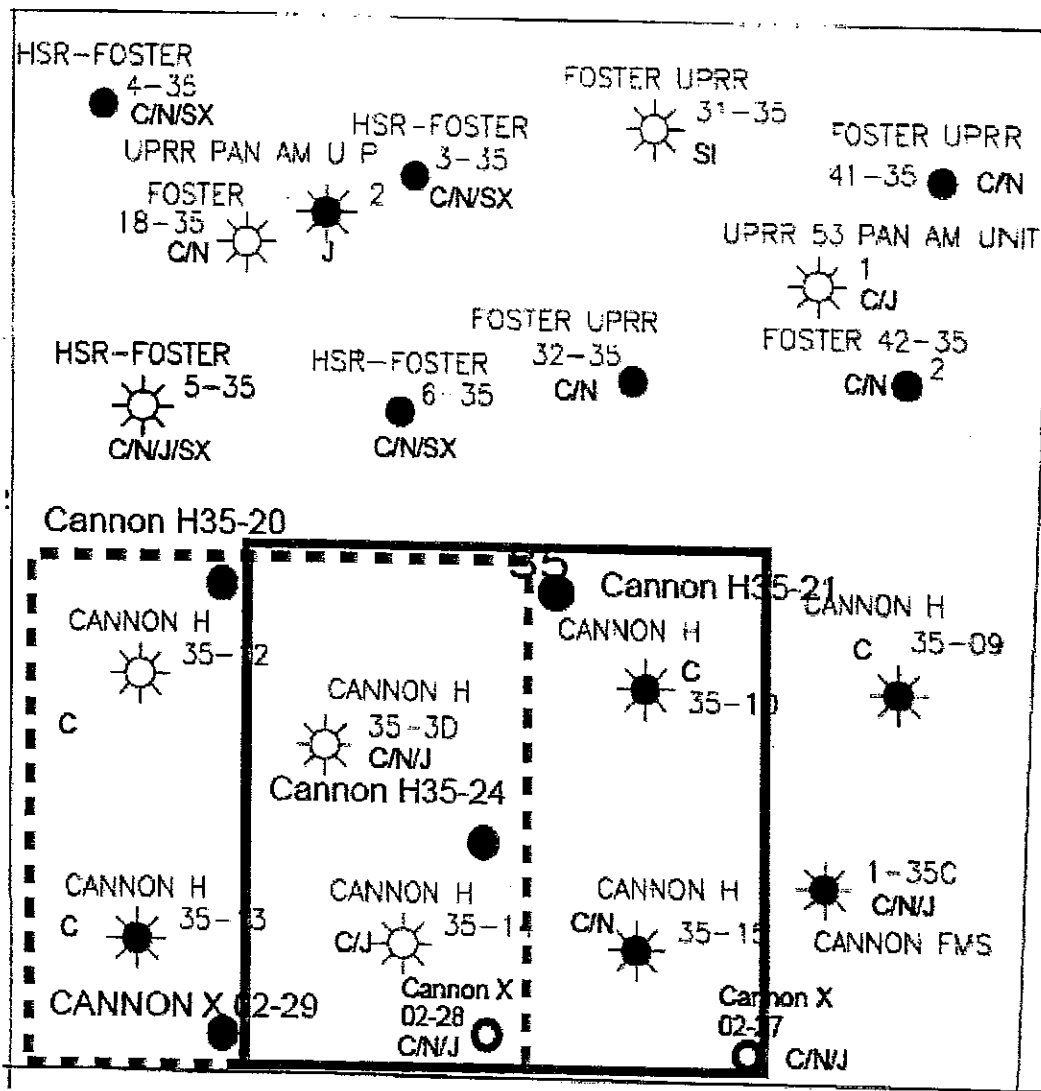
Date: _____

COMPLETE THIS SECTION ON DELIVERY	
A. Signature 	<input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee
B. Received by (Printed Name) Michael Beddo	C. Date of Delivery 5-25-10
D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: _____ <input type="checkbox"/> No	
3. Service Type: <input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes <input type="checkbox"/> No	

POSTED MAY 25 2010 80234

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.	
Article Addressed to: Aceite Energy Corporation Attn: Michael Beddo 11150 Huron Street, # 210 Northglenn, CO 80234	
Julie Brown - Cannon H35-24 -20-day rjb	
Article Number (Transfer from service label)	7010 0290 0003 0933 5718
Form 3811, February 2004	
102595-02-M-1540	

Cannon H35-24
SESW. Section 35, T3N, R65W



LEGEND



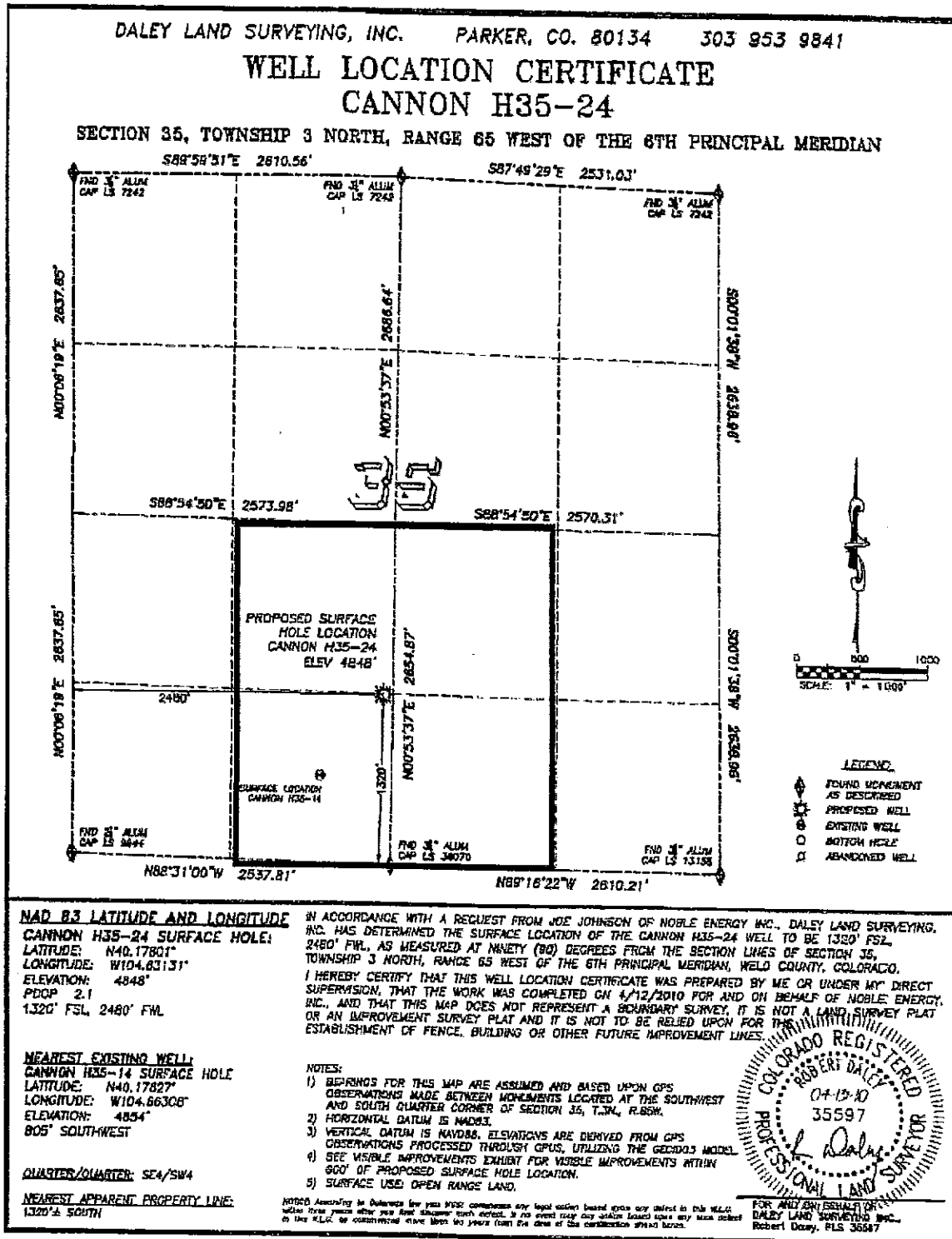
Proposed 160 acre Spacing Unit



Bottom Hole Located SESW, Section 35, T3N, R65W

The governmental $\frac{1}{4}$ Section will have 8 bottom holes wells producing from the Codell, Niobrara, & J-Sand Formations.

PROPOSED 318Ae SPACING UNIT



1625 Broadway
Suite 2200
Denver, Colorado 80202

Tel: 303.228.4000
Fax: 303.228.4280



May 24, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7010 0290 0003 0933 5800

Coda Energy, Inc
c/o Belco Energy Corp
5735 Pineland Drive, Suite 300
Dallas, TX 75231

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara and J-Sand: New Well
WELL NAME: CANNON H35-24
Township 3 North, Range 65 West, 6th P.M.
Section 35: SE/4SW/4 (BHL)
Weld County, Colorado

Dear Working Interest Owner:

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/2SW/4 and the W/2SE/4 of Section 35, for the Codell/Niobrara formations, and the S/2 of Section 35 for the J-Sand formation, in T3N, R65W, 6th P.M., as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara and J-Sand formations in the contributing 40 acre quarter-quarter sections will be utilized to determine the interests of the parties in the spacing units for this well. It appears that you own a working interest in one or both of the proposed wellbore spacing units for this well.

(2) **Target Formations**

This well will be drilled to a total depth to sufficiently test the Codell/Niobrara and J-Sand formations.

(3) **Surface and Bottomhole Locations**

SHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 6th P.M.
BHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 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 303-228-4367 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Robert J. Bram
Senior Land Negotiator

RJB: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 CANNON H35-24 well in Section 35, T3N, R65W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

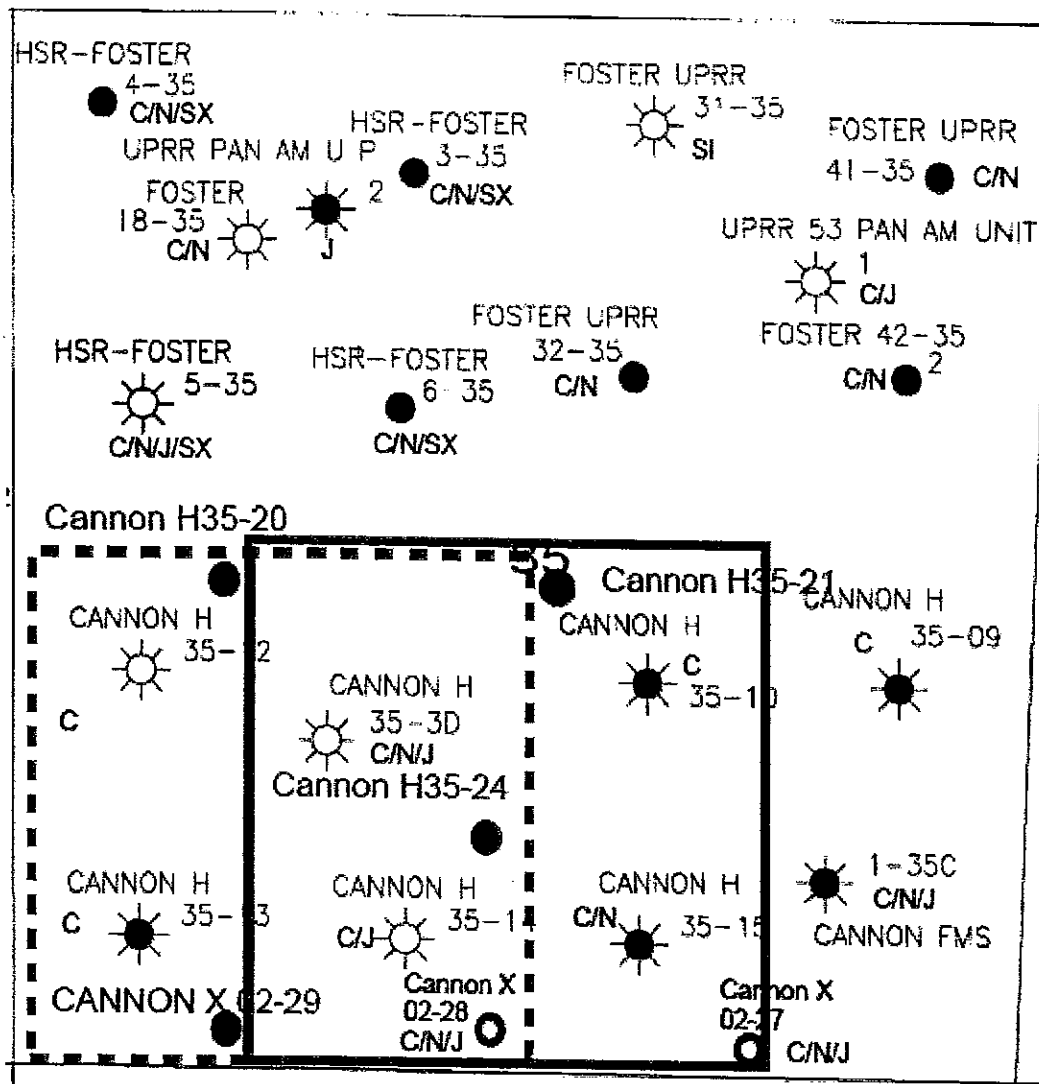
CODA ENERGY, INC:

By: _____

Printed Name: _____

Date: _____

Cannon H35-24
SESW. Section 35, T3N, R65W



LEGEND



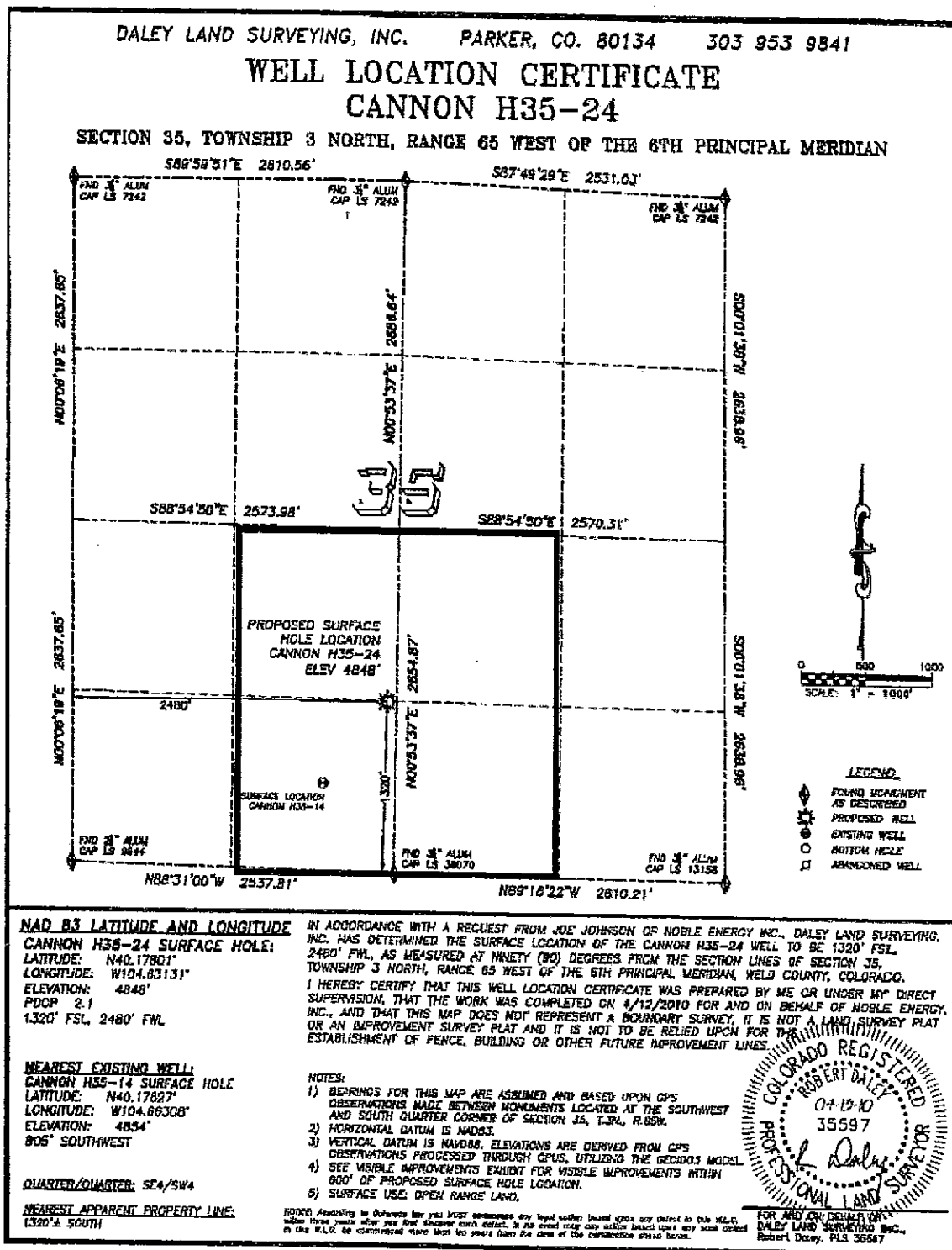
Proposed 160 acre Spacing Unit



Bottom Hole Located SESW, Section 35, T3N, R65W

The governmental ¼ Section will have 8 bottom holes wells producing from the Codell, Niobrara, & J-Sand Formations.

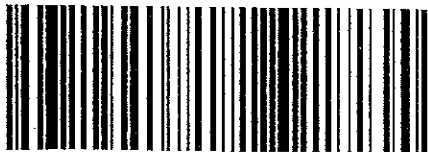
PROPOSED 318Ae SPACING UNIT



ne noble energy

1825 Broadway
Suite 2200
Denver, Colorado 80202

0000 0000 0000 0000 0000

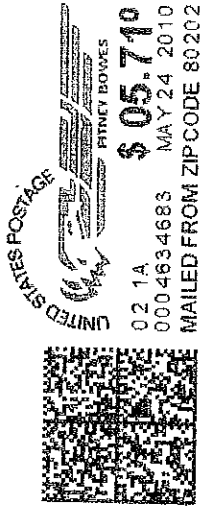


JUN 01 2010 GR

[Handwritten signature]

Coda Energy, Inc
c/o Belco Energy Corp
5735 Pineland Drive, Suite 300
Dallas, TX

UTFF



NIXIE 750 DE 1 00 05/29/10
RETURN TO SENDER
NOT DELIVERABLE AS ADDRESSED
UNABLE TO FORWARD
BC: 80202472550 *0720-01229-24-43
|||||

75231388200000000000

May 24, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

ARTICLE # 7010 0290 0003 0933 5817

Petroleum Development Corporation
Attn: Carrie Eggleston
1775 Sherman Street, Suite 3000
Denver, CO 80202

RE: Notice of 318A.e. Well Proposal
Codell/Niobrara and J-Sand: New Well
WELL NAME: CANNON H35-24
Township 3 North, Range 65 West, 6th P.M.
Section 35: SE/4SW/4 (BHL)
Weld County, Colorado

Dear Ms. Eggleston:

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/2SW/4 and the W/2SE/4 of Section 35, for the Codell/Niobrara formations, and the S/2 of Section 35 for the J-Sand formation, in T3N, R65W, 6th P.M., as depicted on the enclosed plat. The working interests attributable to the Codell/Niobrara and J-Sand formations in the contributing 40 acre quarter-quarter sections will be utilized to determine the interests of the parties in the spacing units for this well. It appears that you own a working interest in one or both of the proposed wellbore spacing units for this well.

(2) **Target Formations**

This well will be drilled to a total depth to sufficiently test the Codell/Niobrara and J-Sand formations.

(3) **Surface and Bottomhole Locations**

SHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 6th P.M.
BHL: 1320' FSL, 2480' FWL, Section 35, T3N, R65W, 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.

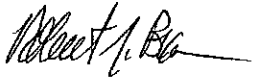
Pursuant to the aforementioned rule, you have twenty (20) days from your receipt of this notice to object to this proposal. In the event you do not respond to this notice or enter an objection within the established time period, the proposed 160 acre spacing unit set forth herein shall be established.

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 303-228-4367 should you have any questions.

Very truly yours,

NOBLE ENERGY, INC.



Robert J. Bram
Senior Land Negotiator

RJB: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 CANNON H35-24 well in Section 35, T3N, R65W, Weld County, Colorado and the undersigned hereby waives the twenty (20) day notice requirement as provided by said rule.

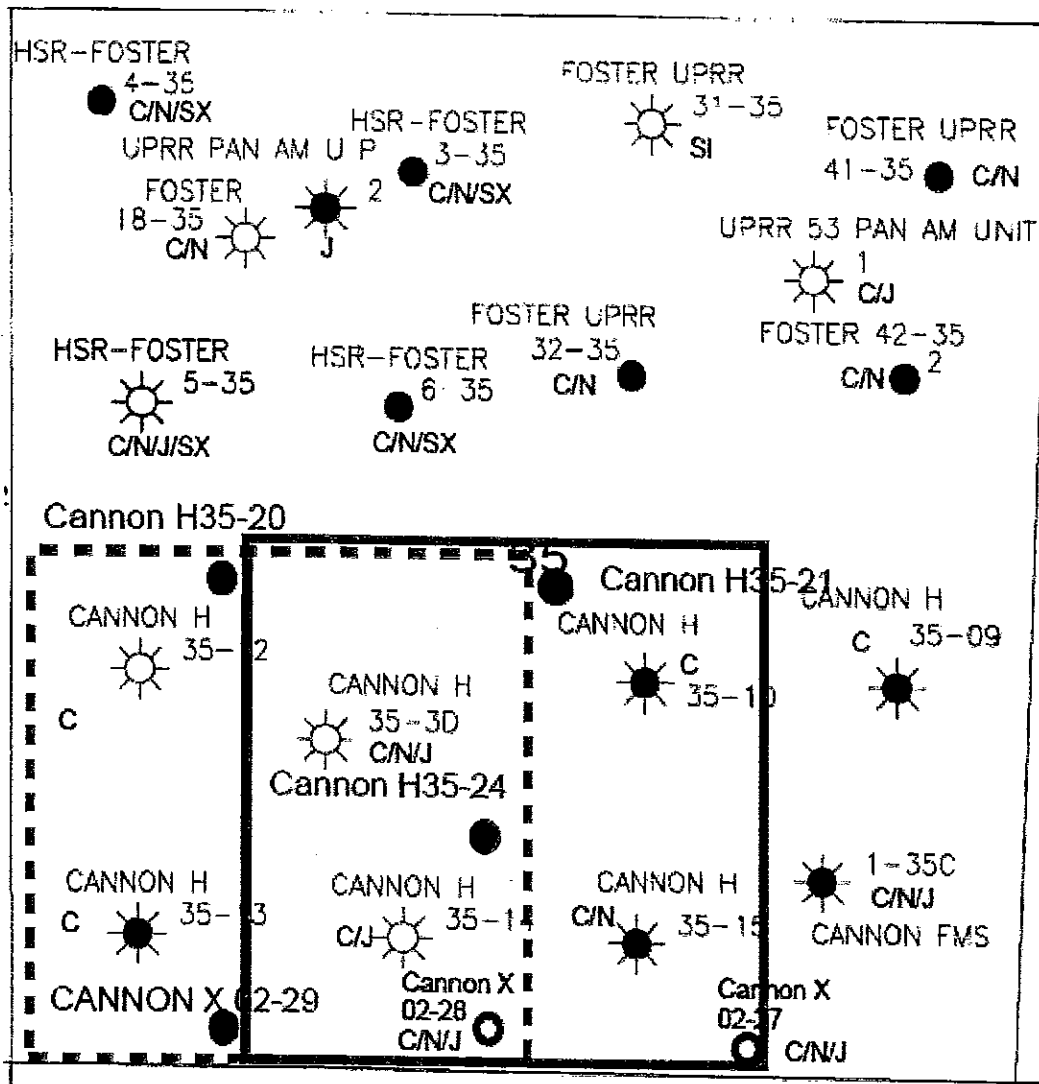
PETROLEUM DEVELOPMENT CORPORATION:

By: _____

Printed Name: Tyson Johnston
Regional Landman

Date: 6/10/2010

Cannon H35-24
SESW. Section 35. T3N. R65W



LEGEND



Proposed 160 acre Spacing Unit



Bottom Hole Located SESW, Section 35, T3N, R65W

The governmental $\frac{1}{4}$ Section will have 8 bottom holes wells producing from the Codell, Niobrara, & J-Sand Formations.

PROPOSED 318Ae SPACING UNIT

