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October 27, 2010

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

Attn: Mr. David Neslin, Director

RE: **Powers X22-31**
Codell/Niobrara/J Sand New Drill
Township 2 North, Range 65 West, 6th P.M.
Section 22: NW/4NW/4: 1320' FNL & 155' FWL (Surface Location)
Section 22: NW/4NW/4: 1320' FNL & 155' 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/2NE/4 Section 21, W/2NW/4 Section 22, T2N, 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 on file at the NEI offices. 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.

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 (NW/4) to be less than eight (8) in accordance with COGCC Rule 318A.f.
- Plat illustrating proposed wellbore spacing unit on existing location plat.

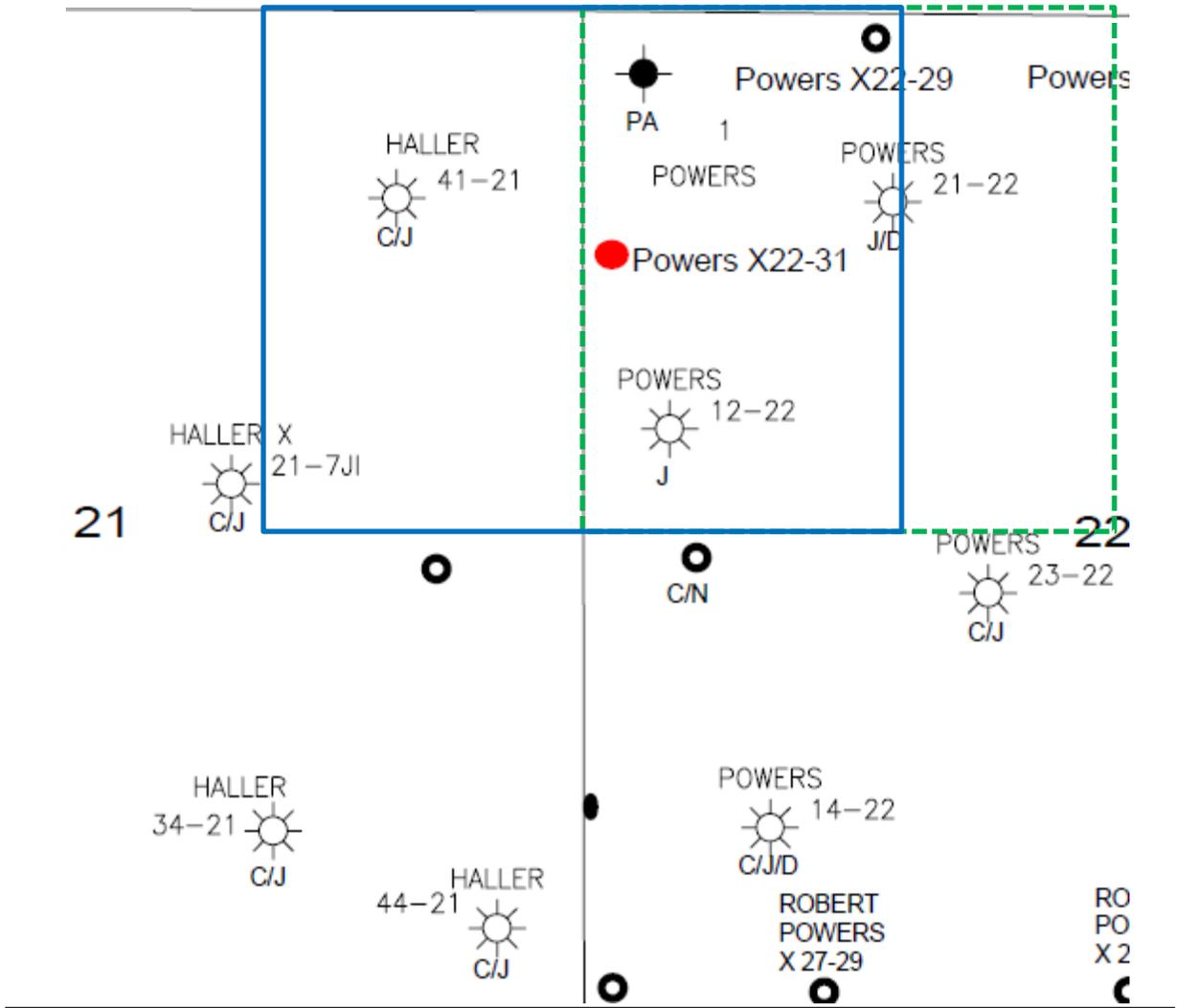
Thank you for your attention to the enclosed. NEI respectfully requests that the COGCC review the enclosed information and approve the Application for Permit to Drill the captioned well.

Sincerely,

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

Cheryl Johnson
Regulatory Analyst II
Noble Energy Inc.

Powers X22-31
318Ae Proposed Spacing Unit - Noble Energy
NWNW Section 22, Township 2 North, Range 65 West



LEGEND

 Proposed 160 acre Spacing Unit

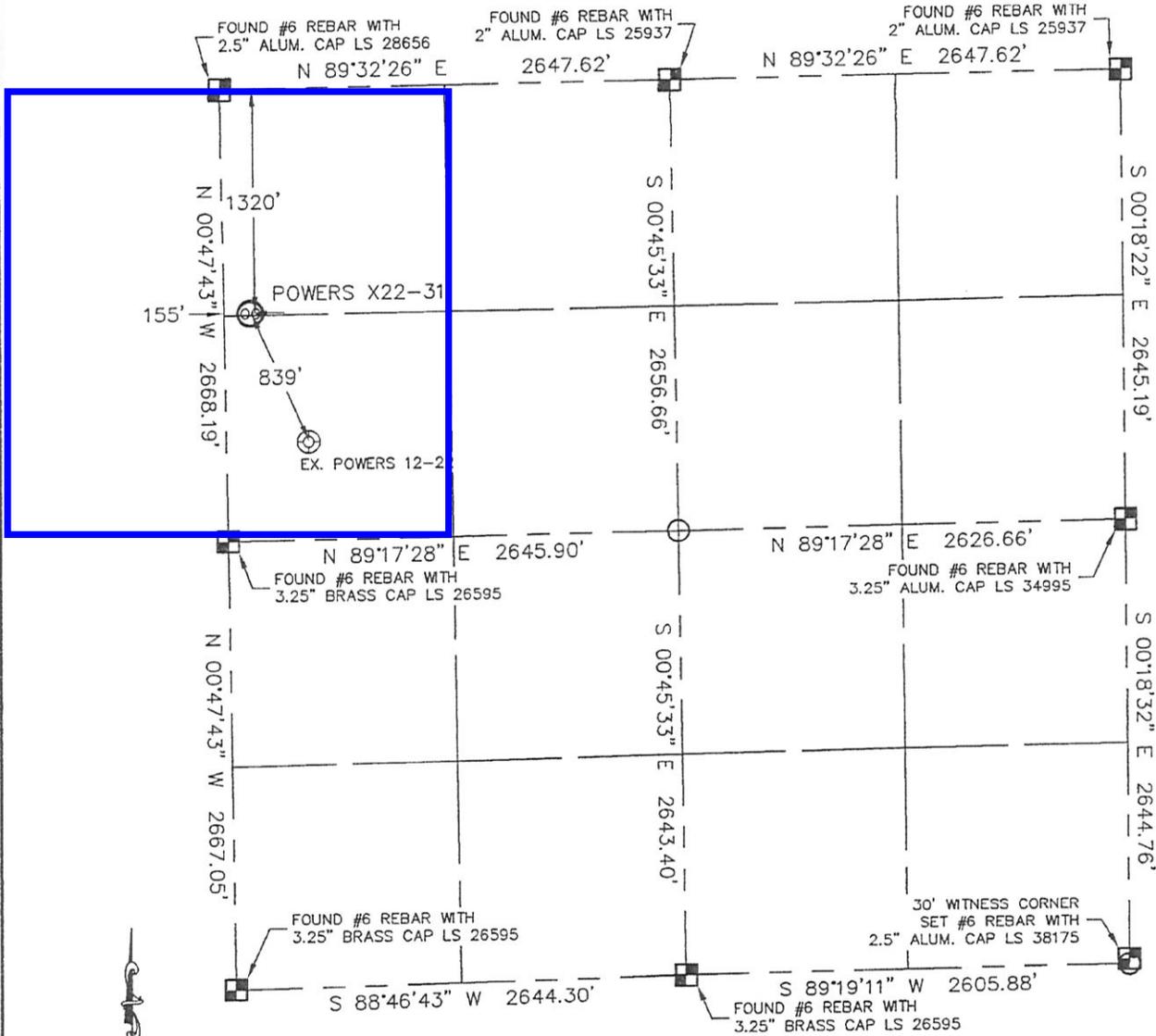
 Bottom Hole Located NWNW, Sec 22, T2N, R65W

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

WELL LOCATION CERTIFICATE

SECTION: 22
TOWNSHIP: 2N
RANGE: 65W

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY



In accordance with a request from Mike Rodine with Noble Energy Inc. Lat40°, LLC has determined the surface location of the POWERS X22-31 to be 1320' from the NORTH line and 155' from the WEST line as measured at right angles from the section line of Section 22, Township 2 North, Range 65 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 7/26/10, for and on behalf of Noble Energy Inc. That this 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.

NOTE:

- 1) Bearings shown are Grid Bearings of the Colorado State Plane Coordinate System, North Zone, North American Datum 1983/2007. The lined 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: POWERS 12-22 839'
- 4) IMPROVEMENTS: See LOCATION DRAWING exhibit for all visible improvements within 400' of disturbed area.
- 5) SURFACE USE: RANGELAND
- 6) INSTRUMENT OPERATOR: BRIAN BRINKMAN

SURFACE LOCATION
 LATITUDE: 40.127777N
 LONGITUDE: 104.659000W
 PDOP: 2.7
 ELEV: 4882
 1/4, 1/4: NW1/4NW1/4
 NEAREST PROPERTY LINE: 155' WEST



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

Brian T. Brinkman—On behalf of Lat40°, LLC
 Colorado Licensed Professional
 Land Surveyor No. 38175 PROJECT#: 2010052