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September 26, 2011
Colorado Oil and Gas Conservation Commission
The Chancery Building
1120 Lincoln Street, Suite 801
Denver, CO 80203
Attn: Mr. David Neslin, Director

RE: **Watkins C12-24**
Codell/Niobrara New Drill
Township 4 North, Range 64 West, 6th P.M.
Section 12: NW/4SE/4: 1400' FSL & 2508' FEL (Surface & 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, E/2SW/4, Sec. 12, 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(l).e(6). Copies of the required notice letter(s) is/are on file at the NEI offices. The required thirty (30) 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:

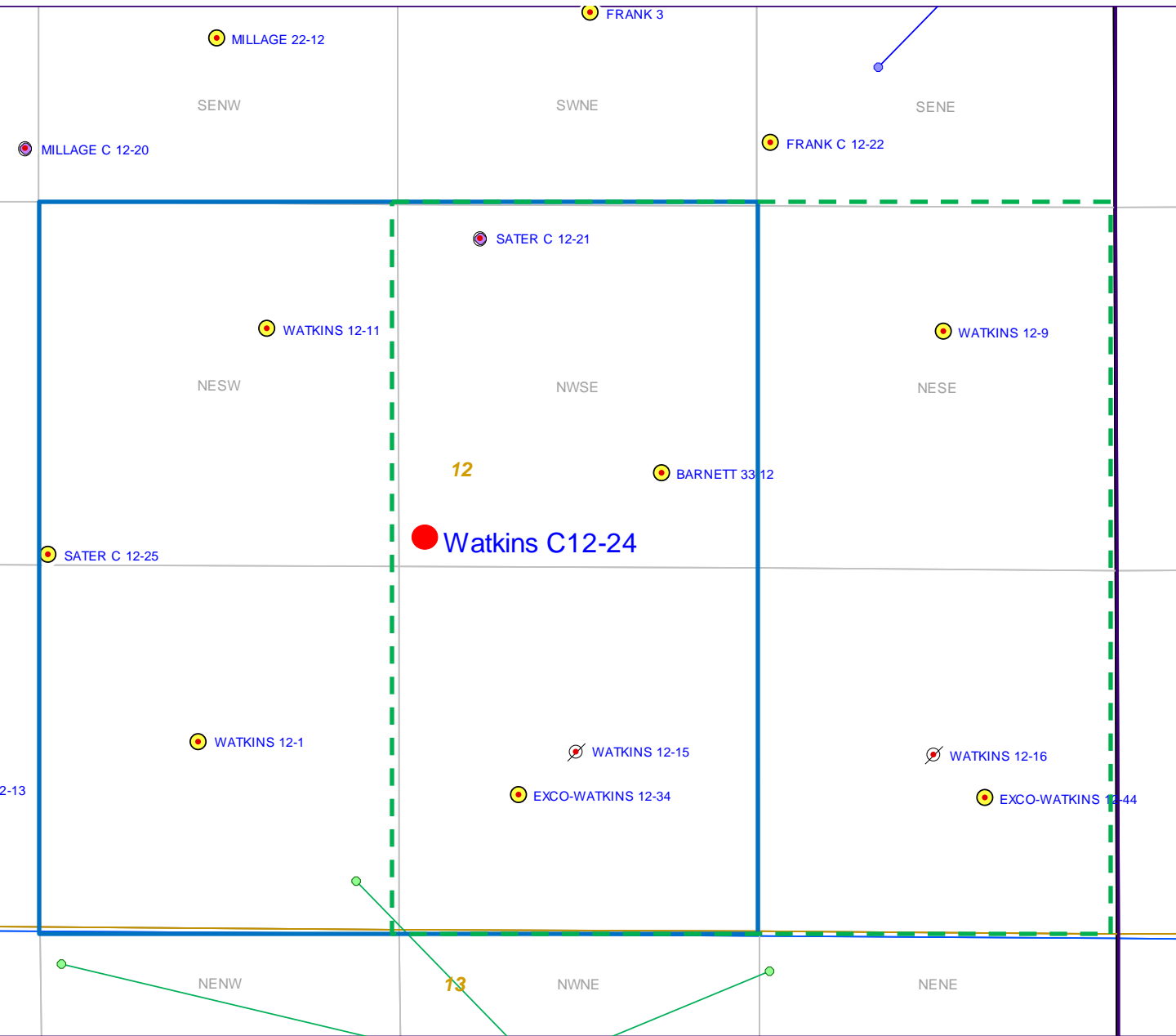
- Map & plat illustrating proposed wellbore spacing unit.

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,

Justin Garrett
Regulatory Specialist
Noble Energy Inc.

Watkins C12-24
Noble Energy, Inc
NW/4SE/4 Section 12, Township 4 North, Range 64 West



Legend



Proposed 160 acre spacing unit



Bottom Hole Location



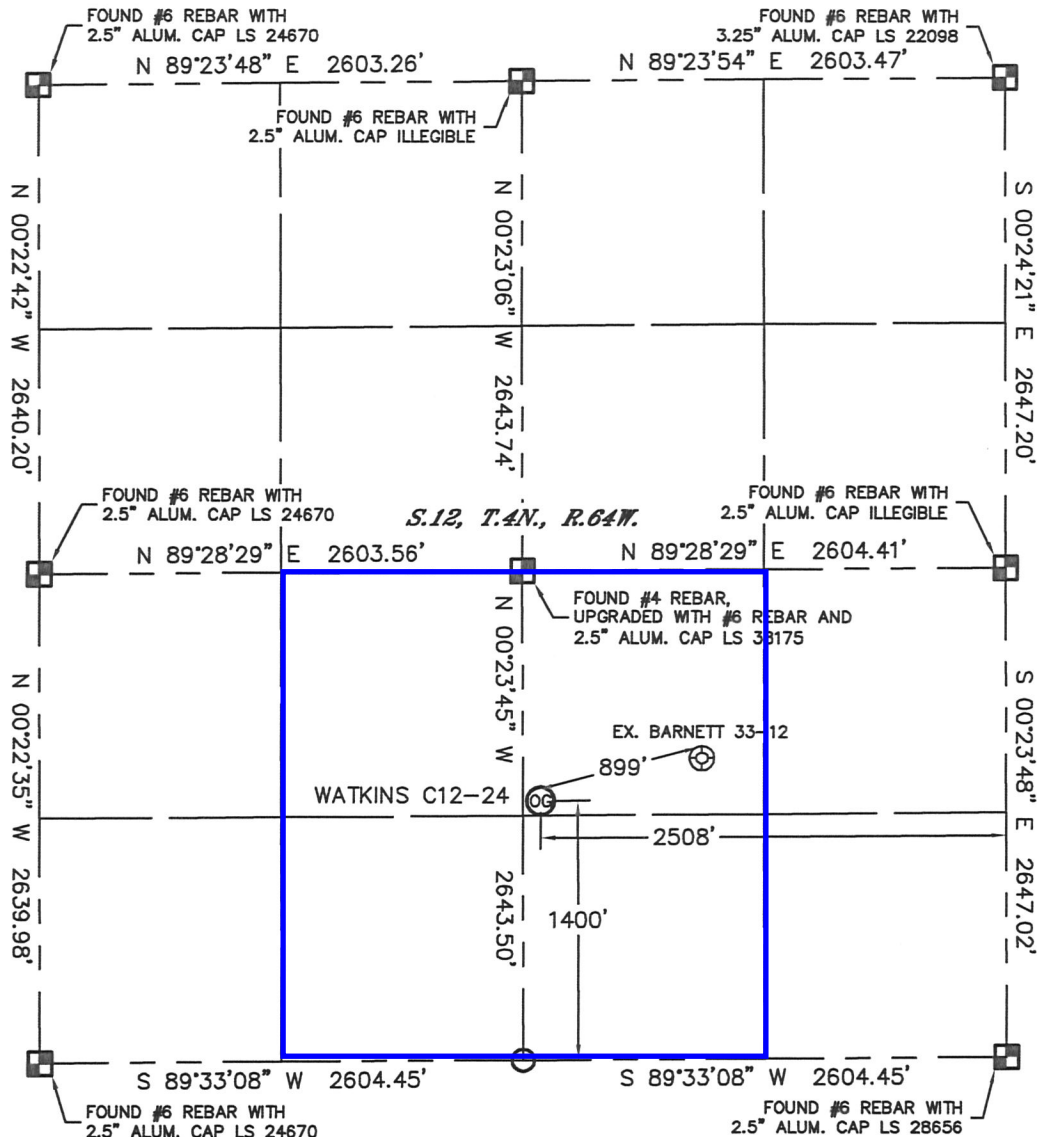
Bottom Hole Located SE/4, Sec. 12, T4N, R64W

Lat40°, Inc. 1635 Foxtrail Drive, Suite 325 Loveland, CO 970-776-3321

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION: 12
TOWNSHIP: 4N
RANGE: 64W



In accordance with a request from Mike Rodine with Noble Energy Inc., Lat40°, Inc. has determined the surface location of the WATKINS C12-24 to be 1400' from the SOUTH line and 2508' from the EAST line as measured at right angles from the section lines of Section 12, Township 4 North, Range 64 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 7/6/11, 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 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: BARNETT 33-12, 899'
- 4) IMPROVEMENTS: See LOCATION DRAWING for all visible improvements within 400' of disturbed area.
- 5) SURFACE USE: CROP FIELD
- 6) INSTRUMENT OPERATOR: ADAM KELLY

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: 40.32350°N
LONGITUDE: 104.49864°W
PDOP: 3.6
ELEV: 4627'
1/4, 1/4: NW1/4SE1/4
NEAREST PROPERTY LINE: 96' WEST



Brian T. Brinkman—On behalf of Lat40°, Inc.
Colorado Licensed Professional
Land Surveyor No. 38175
PROJECT#: 2011151