



*State of West Virginia*  
*Earl Ray Tomblin*  
*Governor*

Department of Commerce  
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January 29, 2015

Mr. Jack D. Taylor  
Senior Land Negotiator  
Marcellus Business Unit  
Noble Energy  
333 Technology Dr. – Suite 116  
Canonsburg, PA 15317-9504

- RE: (1) Oil and Gas Mineral Rights Notification Letter  
Ohio River Mile Markers 108-116, Marshall County, West Virginia
- (2) Closing:  
a. Ohio River Mile Markers 108-116, Marshall County, West Virginia  
b. Portions of Fish Creek, Franklin District, Marshall County, West Virginia, and Tax Parcel 05-7A-3.1, Franklin District, Marshall County, West Virginia

Dear Mr. Taylor:

The West Virginia Department of Commerce, through the West Virginia Division of Natural Resources (the "WVDNR"), has identified your company's bid of \$5,112.00 per acre to develop the oil and gas underlying Tax Parcel 05-7A-3.1, and portions of Fish Creek, in Franklin District, Marshall County, West Virginia, containing 134.14 net acres, more or less, as the highest responsible bid for that property (the "Fish Creek Property"). Be advised that the award of this bid is subject to negotiation of a lease agreement acceptable to the agency. A copy of your bid is attached to this correspondence for your reference.

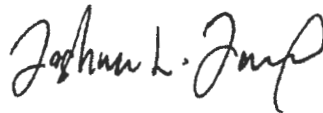
By letter dated December 22, 2014, the WVDNR also identified your company as the highest responsible bidder for Ohio River Mile Markers 108-116 (the "Ohio River Property"). That property is still subject to negotiation of a lease agreement acceptable to the agency. In a recent conversation with this office, you indicated that Noble Energy would prefer to close the lease transaction for both the Ohio River Property and the Fish Creek Property simultaneously, and suggested the dates of February 24, 2015, or February 25, 2015, as target dates to close. The WVDNR is amenable to this request.

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Accordingly, in the interest of efficiency, the WVDNR desires to close both the Ohio River Property and Fish Creek Property transactions on or before February 25, 2015, at the WVDNR offices located at 324 Fourth Ave, South Charleston, West Virginia, 25303, at a time to be determined.

Please let me know if you have any questions or concerns. I look forward to working with Noble Energy on this matter.

Very truly yours,



Joshua L. Jarrell  
Deputy Secretary/General Counsel

cc: Joe Scarberry, WVDNR Office of Land and Streams  
Larry George, Special Assistant West Virginia Attorney General

JLJ/tw  
Enclosure