

<p>DISTRICT COURT, WELD COUNTY, COLORADO  Court address: 901 9th Avenue, Greeley, CO 80631  Mailing Address: P.O. Box 2038, Greeley, CO 80632  Phone Number: (970) 351-7300</p>	<p><b>EFILED Document – District Court  2003CV9  CO Weld County District Court 19th JD  Filing Date: Feb 26 2007 12:28PM MST  Filing ID: 13924417</b></p> <p><b>COURT USE ONLY</b></p>
<p><b>Plaintiffs:</b></p> <p>ESTATE OF JACK HOLMAN, DOROTHY HOLMAN,  WARDELL FAMILY PARTNERSHIP and GLEN  DROEGEMUELLER, individually and as representative  plaintiffs on behalf of all others similarly situated,</p> <p><b>Defendants:</b></p> <p>NOBLE ENERGY, INC., NOBLE ENERGY  PRODUCTION, INC. and SOCO WATTENBERG  CORPORATION.</p>	
<p>Steven J. Merker, #9465  Gregory S. Tamkin, # 27105  Dorsey &amp; Whitney, LLP  370 17th Street, Suite 4700  Denver, Colorado 80202  Telephone: (303) 629-3400  Facsimile: (303) 629-3450</p> <p>Michael J. Gallagher, #8288  Gale T. Miller, #2940  Davis Graham &amp; Stubbs LLP  1550 17th Street, Suite 500  Denver, Colorado 80202  Telephone: (303) 892-9400  Facsimile: (303) 893-1379</p>	<p><b>ANSWER TO CONSOLIDATED CLASS ACTION COMPLAINT</b></p>

Defendants Noble Energy, Inc., Noble Energy Production, Inc., and SOCO Wattenberg Corporation hereby answer Plaintiffs' Consolidated Class Action Complaint (the "Consolidated Complaint") as follows:

Defendants have previously filed answers to the complaints in *Jack Holman, et al. v. Patina Oil & Gas Corporation*, Case No. 03 CV 9, and *Wardell Family Partnership, et al. v. Noble Energy, Inc., et al.*, Case No. 06 CV 734, both pending in Weld County, Colorado District Court. Defendants hereby incorporate those answers herein by reference as if fully set forth herein. Since the filing of those answers, the parties have reached a Settlement of both cases, which are now consolidated in this action, and the Court has preliminarily approved the Settlement and certified a Settlement Class. Defendants nonetheless deny the material allegations of the Consolidated Complaint and assert the following additional defenses:

1. The Consolidated Complaint fails to state a claim on which relief may be granted.
2. Plaintiffs' and the class members' claims are barred by the applicable statutes of limitations.
3. Plaintiffs' and the class members' claims are barred by the failure to name an indispensable party.
4. Plaintiffs' and the class members' claims are barred by their failure to exhaust their administrative and/or other remedies.
5. Plaintiffs' and the class members' claims are barred by the doctrine of laches.
6. Plaintiffs' and the class members' claims are barred by the doctrines of waiver, estoppel and ratification.
7. Plaintiffs' and the class members' claims are barred due to a modification of the applicable agreements.
8. Plaintiffs' and the class members' claims are barred by the doctrine of accord and satisfaction.
9. Plaintiffs' and the class members' claims are barred as a result of the failure of consideration.
10. Plaintiffs' and the class members' claims are barred by the doctrines of mutual and/or unilateral mistake.
11. Plaintiffs' and the class members' claims are barred as a result of their own conduct.
12. Plaintiffs' and the class members' damages, if any, should be reduced by the doctrine of set off.
13. Plaintiffs' and the class members' claims are barred by the statute of frauds.

WHEREFORE, Defendants respectfully request, in the event the Settlement is not finally approved, that the Consolidated Complaint be dismissed with prejudice on the merits and that Defendants be awarded their costs, disbursements, reasonable attorneys' fees and such other and further relief as the Court deems just and equitable.

Dated: February 26, 2007.

DORSEY & WHITNEY, LLP  
Steven J. Merker  
Gregory S. Tamkin

DAVIS GRAHAM & STUBBS LLP

*[The original, signed document is on file at the  
offices of Davis Graham & Stubbs LLP.]*

/s/ Gale T. Miller

---

Michael J. Gallagher, #8288  
Gale T. Miller, #2940

ATTORNEYS FOR DEFENDANTS NOBLE  
ENERGY, INC., NOBLE ENERGY  
PRODUCTION, INC., AND SOCO  
WATTENBERG CORPORATION

**CERTIFICATE OF SERVICE**

I hereby certify that on the 26<sup>th</sup> of February, 2007, a true and correct copy of the foregoing **ANSWER TO CONSOLIDATED CLASS ACTION COMPLAINT** was filed and served via **LexisNexis**, as follows:

Stow L. Witwer, Jr.  
Patrick M. Groom  
Witwer, Oldenburg, Barry & Johnson, LLP  
822 7<sup>th</sup> Street, Suite 760  
Greeley, CO 80631

and by personally depositing in the United States Mail, first-class postage affixed, addressed as follows:

Don Barrett  
Barrett Law Firm  
P. O. Drawer 987  
Lexington, MS 39095

Steven A. Martino  
Taylor-Martino-Kuykendall, P.C.  
P. O. Box 894  
Mobile, AL 36601

Larry D. Moffett  
Daniel Coker Horton & Bell, P.A.  
P. O. Box 1396  
Oxford, MS 38655-1396

Alfred H. Davidson  
Barrett Law Office, P.A.  
One Barton Hills Blvd.  
Suite 380  
Nashville, TN 37215

M. Stephen Dampier  
Law Offices of M. Stephen Dampier, P.C.  
P. O. Box 161  
Fairhope, AL 36532

David S. Stellings  
Nicholas Diamand  
Lief, Cabraser, Heimann, &  
Bernstein, L.L.P.  
780 Third Avenue, 48<sup>th</sup> Floor  
New York, NY 10017-2024

*[The original, signed document is on file  
at the offices of Davis Graham & Stubbs LLP.]*

/s/ Fern O. Spangler

\_\_\_\_\_  
Fern O. Spangler