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September 16, 2009

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

Attn: Mr. David Neslin, Director

RE: **Request to the Director for 318A.a Surface Location Exception (Outside 318A Drilling Window)**

Thistle down B31-31D

Codell/Niobrara New Drill

Township 5 North, Range 64 West, 6th P.M.

Section 31: NWNW: 555' FNL & 233' FWL (Surface Location)

Weld County, Colorado

Mr. Neslin:

Noble Energy Inc. (NEI) is planning to drill the above mentioned well to the Codell/Niobrara formations

The surface location of NEI's proposed well has been staked outside of the 318Aa drilling window. The location is being permitted as an exception location. NEI has obtained written permission contained in a waiver from the surface owner.

Thank you for your attention to the enclosed. Noble respectfully requests that the COGCC review the enclosed information and approve the requested exception location waivers and Application for Permit to Drill the captioned well.

Respectfully,

A handwritten signature in blue ink that reads 'Mari Clark'.

Mari Clark
Regulatory Analyst II
Noble Energy Inc.

804 Grand Ave.
Platteville, CO 80651

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Land Department

June 4, 2009

Roger Boulter
Thistle Down, Inc.
2810 North Expressway 77
Harlingen, TX 78552

RE: **Surface Exception Location Consent**

THISTLE DOWN B31-31D
Township 5 North, Range 64 West, 6th P.M.
Section 31: NW1/4NW1/4
Weld County, CO

Dear Mr. Boulter

Noble Energy, Inc. ("Noble") plans to drill the THISTLE DOWN B31-31D well (the "Well") at the referenced location which is more specifically described as 555 feet FNL, and 233 feet FWL which is outside the drilling window prescribed in Colorado Oil and Gas Conservation Commission ("COGCC") Rule 318A.a.(1).

By signing this letter you hereby grant your consent to Noble to locate the Well outside of a GWA window as defined in COGCC Rule 318A.a.

Noble hereby agrees that it will not drill the Well until you, as the Surface Owner, and Noble have entered into a Surface Use Agreement and the consideration therefore has been paid by Noble.

We would like to thank you for your assistance in this matter. If you have any questions do not hesitate to call me at (970) 785-5031.

NOBLE ENERGY, INC.


Jack Fincham
Land Negotiator

Thistle Down, Inc.

By: 
Roger Boulter, President

Date: 6/8/09