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October 20, 2011

David Neslin  
State of Colorado  
Oil and Gas Conservation Commission  
1120 Lincoln Street, Suite 801  
Denver, CO 80203

**RE: Unger 13-11, 14-11, 23-11, 24-11 wells, Sec. 11, T1N R46W - Request for Variance and 318a exception, Yuma County, CO**

Dear Mr. Neslin:

Noble Energy, Inc. (known as the “operator”) controls certain oil and gas leasehold on fee minerals in Yuma County, Colorado. By this letter, the operator respectfully requests an exception for the above captioned wells to Rule 318a requiring wells to be 600’ from a mineral lease boundary and 1,200’ from a producible oil and gas well.

The plan developed for the Unger wells will not comply with the state spacing requirements of 1200 feet between permitted or producing wells. A variance to state spacing is being requested for above captioned wells which will be spaced accordingly: Unger 13-11 and Unger 23-11 will be 747’ apart; Unger 14-11 and Unger 24-11 will be 740’ apart, Unger 24-11 and Unger 23-11 will be 1176’ apart; Unger 24-11 and Unger 13-11 will be 1087’ apart. Attached to this correspondence is a signed waiver letter from both of the affected mineral owners, Mr. and Mrs. J.R. Unger and Lionesse, Inc. Since the operator has received both waivers from all affected mineral owners, the operator hereby requests that the Director approve this location exception.

If you have any questions, please do not hesitate to call me at 303-228-4342.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Liz Lindow', written over a light blue circular stamp.

Liz Lindow  
Regulatory Analyst  
Noble Energy, Inc.  
llindow@nobleenergyinc.com