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November 1, 2012

Colorado Oil and Gas Conservation Commission
The Chancery Building
1120 Lincoln Street, Suite 801
Denver, CO 80203
Attn: Mr. Matt Lepore, Director

RE: **Request to the Director for 318.a. Exception Location of Wells
Jeanie AB10-01R**
Lyons New Drill
Township 7 North, Range 64 West, 6th P.M.
Section 10: SE/4NE/4: 1440' FNL & 780' FEL (Surface Location)
Weld County, Colorado

Dear Director:

Noble Energy Inc. (NEI) is planning to drill the above mentioned well to the Lyons formation.

Rule 318.a. states that "a well... shall be located not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same common source of supply." The Jeanie AB10-01R well is being proposed at an exception location to Rule 318.a. due to being less than one thousand two hundred (1,200) feet from the Dillard AB10-08 (API 05-123-31485), which is another producible or drilling oil or gas well in the Lyons formation. The well is proposed at a location that is 603' away from the Dillard AB10-08. The Jeanie AB10-01R is a replacement well for the Dillard AB10-01 (API: 05-123-30293), which was a producing Lyons well that is currently being converted to an injection well. The proposed well was selected at the optimal location to replace production from the Dillard AB10-01 to maximize the distance between production and injection operations while staying within the same section and property lines. NEI is the owner of the encroached upon well, and the mineral interest ownership is the same for both wells, therefore no waivers are required.

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

Respectfully,

Justin Garrett
Regulatory Specialist
Noble Energy Inc.