



October 26, 2012

Department of Natural Resources
Oil and Gas Conservation Commission
The Chancery Building
1120 Lincoln St., Suite 801
Denver, CO 80203

Re: Operator Request Letter to Rule 318A.m.
POWERS 3N-27HZ
Township 2N North, Range 65 West
Section 27: SE/4SW/4
Weld County, Colorado

Ladies/Gentlemen:

Kerr-McGee Oil & Gas Onshore LP (KMG) is making application for a drilling permit for the above captioned well. As currently planned, the wellbore(s) of the following well(s) will lie within 150 feet of the horizontal lateral of the captioned well(s):

- | | | |
|-----------------|--------------|--------------------|
| 1. 05-123-22261 | Powers 21-27 | Noble Energy, Inc. |
| 2. 05-123-21539 | Powers 22-27 | Noble Energy, Inc. |

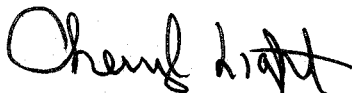
Prior to drilling operations, Operator will perform an anti-collision review of existing offset wells that have the potential of being within close proximity of the proposed well. This anti-collision review may include MWD or gyro surveys and surface locations of the offset wells with included error of uncertainty per survey instrument, and compared against the proposed wellpath with its respective error of uncertainty. If current surveys do not exist for the offset wells, Operator may have gyro surveys conducted to verify bottomhole location. The proposed well will only be drilled if the anti-collision review results indicate that the risk of collision is sufficiently low as defined by the anti-collision plan, with separation factors greater than 1.5, or if the risk of collision has been mitigated through other means including shutting in wells, plugging wells, increased drilling fluid in the event of lost returns or as is appropriate for the specific situation. In the event of an increased risk of collision, that risk will be mitigated to prevent harm to people, the environment or property. For the proposed well, upon conclusion of drilling operations, an as-constructed directional survey will be submitted to COGCC with the Form 5.

Rule 318A.m of the Colorado Oil and Gas Commission's Rules and Regulations does not allow horizontal wells to be drilled within 150' of other wells unless this requirement is waived by the Operator of the encroached upon well(s). Signed written waiver(s) of the encroached upon well(s) are attached to the APD.

KMG respectfully requests the Director to accept this Operator Request Letter to allow the above referenced well to be drilled within 150' of the well(s) listed above.

Very truly yours,

Kerr-McGee Oil & Gas Onshore LP

A handwritten signature in black ink, appearing to read "Cheryl Light", with a stylized flourish at the end.

Cheryl Light
Senior Regulatory Analyst

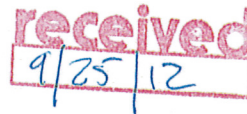


September 25, 2012

Certified Mail

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Re: POWERS 3N-27HZ
Township 2 North, Range 65 West, 6th P.M.
Section 27: SE/4SW/4
Weld County, Colorado



Dear Sir/Madam:

Kerr-McGee Oil & Gas Onshore LP is applying for a permit to drill the captioned horizontal well. Pursuant to Rule 318A.m, the COGCC requires that operators proposing horizontal wells obtain waivers from operators of wells within 150 feet of the proposed horizontal wellbore.

As currently planned, the wellbores of the following well(s) which are operated by Operator Name lie within 150 feet of the horizontal lateral of the captioned well:

- 1) POWERS 22-27
- 2) POWERS 21-27

If Operator Name is in agreement to waive Rule 318A.m., please sign in the space provided below and return one original copy to the undersigned.

KERR-MCGEE OIL & GAS ONSHORE LP
A wholly owned subsidiary of Anadarko Petroleum Corporation

Sincerely,

A handwritten signature in blue ink that reads 'Lauren Christiansen'.

Lauren Christiansen
Regulatory Analyst

Enclosure: Survey plat

As operator of the above referenced well(s) lying within 150 feet of the wellbore of the above captioned well, Operator Name hereby waives the one hundred and fifty foot (150') minimum intrawell distance as specified in COGCC Rule 318A.m.

Accepted and agreed to this 24th day of October, 2012.

NOBLE ENERGY, INC.

By: _____

Joseph H. Lorenzo

Attorney-In-Fact

Title: _____

[Handwritten initials]
[Handwritten initials]
[Handwritten initials]