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January 31, 2013

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 318A.a Surface Location Exception (Outside 318A Drilling Window)**
Request to the Director for 318A.c Twinning Location Exception
Request to the Director for 603a.2 Property Line Exception
WELLS RANCH USX AA23-64-1HN
Niobrara New Drill
Township 6 North, Range 63 West, 6th P.M.
Section 24: SW/4SW/4: 894' FSL & 89' FWL (Surface Location)
Township 6 North, Range 63 West, 6th P.M.
Section 23: NE/4NE/4: 1650' FSL & 728' FEL (Begin Production Location)
Section 23: NW/4SW/4: 1650' FSL & 535' FWL (Bottom Hole Location)
Weld County, Colorado

Dear Director:

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

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

Under the Revised Rule 318A.c any new twinning well is to be located within 50' of an existing well. The surface location of NEI's proposed well has been staked approximately 150' from the nearest oil and gas well. Noble has obtained permission, contained in a waiver, from the surface owner.

The surface location of NEI's proposed well has been staked at a location approximately 89' from a surface property line. As prescribed by the Colorado Oil and Gas Conservation Commission ("COGCC") Rule 603.a.(2), Noble has obtained a waiver of said Rule 603.a.(2) from the affected surface owner. A copy of this waiver is attached for your consideration.

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 purple ink that reads 'Mari Clark'.

Mari Clark
Regulatory Analyst II
Noble Energy Inc.