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7/27/13

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.m. GWA Minimum Intrawell Distance Exception**
OSCAR Y10-76HN
Niobrara New Drill
Township 2 North, Range 64 West, 6th P.M.
Section 10: NE/4SW/4: 2380' FSL & 2093 FWL (Surface Location)
Weld County, Colorado

Dear Director:

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

The lateral path of NEI's proposed horizontal well will be less than the 150' minimum distance from another well(s) as required by Rule 318A.m. (see wells listed below). Noble is the Operator of the encroached upon well, therefore no waiver is required. Please see Noble's Anti-Collision Mitigation BMP noted below.

WASTE MANAGEMENT USX Y3-3
API No. 05-123-24792
NE/4NW/4 Section 3 Township 2 North, Range 64 West, 6th P.M.

WASTE MANAGEMENT USX Y3-11
API No. 05-123-24796
NE/4SW/4 Section 3 Township 2 North, Range 64 West, 6th P.M.

WASTE MANAGEMENT USX Y3-14
API No. 05-123-24799
SE/4SW/4 Section 3 Township 2 North, Range 64 West, 6th P.M.

WASTE MANAGEMENT USX Y3-6
API No. 05-123-24791
SE/4NW/4 Section 3 Township 2 North, Range 64 West, 6th P.M.

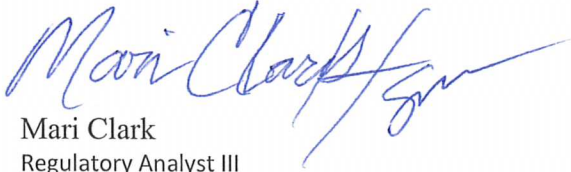
Anti-collision:

Prior to drilling operations, Operator will perform an anti-collision scan of existing offset wells that have the potential of being within close proximity of the proposed well. This anti-collision scan will include definitive MWD or gyro surveys 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 scan results indicate that there is not a risk for collision, or harm to people or the environment. For the proposed well, upon conclusion of drilling operations, an as-constructed gyro survey will be submitted to COGCC with the Form 5.

July 27, 2013

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

Respectfully,

A handwritten signature in blue ink, appearing to read "Mari Clark". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Mari Clark
Regulatory Analyst III