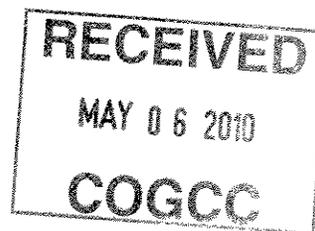


1625 Broadway
Suite 2000
Denver, CO 80202
Tel: 303.228.4332
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iward@
nobleenergyinc.com
Irene M. Ward
Sr. Land Negotiator



May 3rd, 2010

Colorado Oil and Gas Conservation Commission
The Chancery Building
1120 Lincoln Street, Suite 801
Denver, CO 80202

**RE: Request to the Director for well Exception Locations and
Waive Order 139-53, 1 Pad per qt/qt
Township 7 South, Range 95 West, 6th P.M.
Section 35: NW1/4NW1/4
Garfield County, CO**

Battlement Mesa 27-44D	Battlement Mesa 26-14C	Battlement Mesa 35-12A
Battlement Mesa 34-41A	Battlement Mesa 26-14D	Battlement Mesa 35-12B
Battlement Mesa 34-41B	Battlement Mesa 35-11A	Battlement Mesa 35-12C
Battlement Mesa 34-41C	Battlement Mesa 35-11B	
Battlement Mesa 34-41D	Battlement Mesa 35-11C	
Battlement Mesa 34-42C	Battlement Mesa 35-11D	
Battlement Mesa 34-42D		

Dear Mr. Neslin:

Noble Energy Inc. ("Noble") desires to drill 16 wells from the Battlement Mesa ("35D2 Pad") located in the NW1/4NW1/4 of Section 35, T7S-R95W, 6th P.M Garfield County, CO. Due to sloughing terrain and topographical conditions, Noble requests an Exception Location for these wells and pad.

The original Battlement Mesa ("35D") Pad located in the NW1/4NW1/4 Section 35, was built by Presco in the spring of 2006. Noble is the successor operator to Presco and owns the surface of Section 35. After evaluation of the site it was recommended by Noble's engineering firm, URS that the 16 well pad be built in a more stable rock environment than that provided by the 35D Pad.

It is Noble's opinion that the 35D2 Pad is a location with a stable rock environment and Noble requests that it be allowed to construct the Battlement Mesa 35D2 Pad at this location. The 35D2 Pad will accommodate the drilling rig per Noble's safety standards and together with the 35D Pad, will act as a double tier pad for these wells.

The field rules governing operations in Garfield County, Colorado specifically, Order No. 139-53, states that wells shall be drilled from the surface either vertically or directionally from no more than one pad located on a given quarter quarter section unless an exception is granted by the COGCC.

Noble in its capacity as the surface owner of Section 35, T7S-R95W, hereby waives any objections in this instance to the construction and operation of 2 separate pads in the NW1/4NW1/4 of Section 35, T7S-R95W.

Colorado Oil and Gas Conservation Commission
May 5th, 2010
Page 2

The bottomhole footages for these 16 new wells do not violate Correlative Rights. All of the wells are set back 100 feet or more to the nearest mineral lease line and unit boundary.

Noble respectfully requests that the COGCC approve this Exception Location for the 35D2 Pad. Also, this letter will act as a Waiver to Order No. 139-53, allowing only 1 pad in the same quarter, quarter. Please approve the submitted Form 2A and Applications for Permits to Drill for the captioned wells.

Thank you very much for your consideration of this request.

Sincerely,

Irene M. Ward
Sr. Land Negotiator
Rockies Business Unit

cc: Eugene Speakman
Jim Kirkpatrick
Frank Jimenez

Noble Energy, Inc. Waives Order No. 139-53, on this 6th day of May, 2010.

By: 
Robert A. Hoelsken
Land Negotiator Supervisor