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September 1, 2009

Colorado Oil and Gas Conservation Commission
1120 Lincoln St, Ste 801
Denver, CO 80203
Attn: David Neslin

Re: Waiver for Location Exception
596-33A Well Pad, Well #'s 16, 18, 25, 27
SE/4SE/4NE/4 of Section 33, Township 5 South, Range 96 West, 6th P.M.
Garfield County, Colorado

Gentlemen:

Marathon Oil Company ("Marathon") is proposing to drill the 596-33A well pad from a surface location in the SE/4SE/4NE/4 of Section 33, Township 5 South, Range 96 West, 6th P.M. to bottom hole locations ("BHL") in the S/2NE/4 of Section 33, Township 5 South, Range 96 West, 6th P.M. Marathon intends to test the Williams Fork Formation of the Mesaverde Group. According to the Colorado Oil and Gas Conservation Commission, Order No. 510-18, no more than one pad can be located on a given quarter-quarter section unless exception is granted. Berry Petroleum Company presently operates a pad in the SW/4SE/4 of Section 33-T5S-R96W. Marathon's pad lies partly in the SE/4 of Section 33, Township 5 South, Range 96 West. This location is preferred due to the extreme topographical restraints of this rugged area and this placement will also reduce surface disturbance.

Marathon respectfully requests a waiver from Chevron U.S.A. Inc. allowing Marathon to drill and produce the 596-33A well pad consisting of 4 wells in the Williams Fork Formation. This pad would be the second well pad in a given quarter-quarter section.

Marathon respectfully requests the director grants its exception location request allowing Marathon to drill and produce the 596-33A well pad consisting of 4 wells in the Williams Fork Formation.

Sincerely,

A handwritten signature in blue ink that reads 'Anna Walls'.

Anna Walls
Regulatory Compliance Technician