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CERTIFIED MAIL-ARTICLE NO. 7009-3410-0002-3932-2045
RETURN RECEIPT REQUESTED

August 18, 2011

Lionesse, Inc.
930 Tahoe Blvd., # 802-510
Incline Village, NV 89451

RE: Exception /Waiver to COGCC Rule 318a
Well Names: Unger 13-11, Unger 14-22, Unger 23-11 and Unger 24-11 Well Locations
NW $\frac{1}{4}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ SW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, and SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 11-T1N, Range 46 West, 6th P.M.
Yuma County, Colorado

Ladies and Gentlemen,

Noble Energy, Inc. respectfully requests a waiver to Rule 318a requiring wells to be 600 feet from a mineral lease boundary and 1,200 feet from a producible oil or gas well.

- 1.) The Unger 13-11 well location is staked in the NW $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 11-T1N- R46W and is 934 feet from the mineral lease boundary and 747 feet from the proposed Unger 23-11 well staked in the NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 11-T1N-R46W.
- 2.) The Unger 14-11 well location is staked in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 11-T1N- R46W and is 710 feet from the mineral lease boundary and 740 feet from the proposed Unger 24-11 well staked in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 11-T1N-R46W.
- 3.) The Unger 23-11 well location is staked in the NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 11-T1N- R46W and is 1,032 feet from the mineral lease boundary and 747 feet from the proposed Unger 23-11 well staked in the NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 11-T1N-R46W.
- 4.) The Unger 24-11 well location is staked in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 11-T1N- R46W and is 1,175 feet from the mineral lease boundary and 740 feet from the proposed Unger 14-11 well staked in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 11-T1N-R46W.

Staked footages for the Unger 13-11 well location are 934' FWL, 2,140' FSL. Staked footages for the Unger 14-11 well location are 843' FWL, 710' FSL. Staked footages for the Unger 23-11 well location are 1,665' FWL, 2,330 FSL. Staked footages for the Unger 24-11 well location are 1,475' FWL, 1,175' FSL. I have enclosed a copy of the Well Location Certificate for each well location for your use and review.

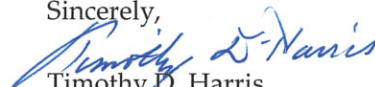
Please note that the above well locations are based on Noble's interpretation of recently shot 3-D seismic. It is Noble's opinion that these locations will result in maximum well performance.

August 18, 2011

If you are in agreement with Noble's request, kindly sign and date one copy of this letter below and return to this office via the enclosed self-addressed, stamped envelope.

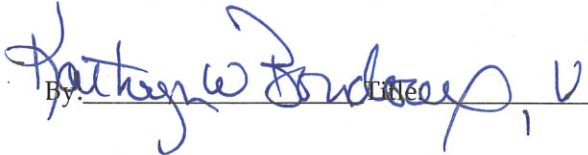
If you have any questions or concerns, please do not hesitate to contact me at 303-514-8856 or at tharris@nobleenergyinc.com.

Sincerely,


Timothy D. Harris
Sr. Land Negotiator

I hereby grant a waiver to CO Rule 318a for the above captioned wells.

Lionesse, Inc., a Nevada corporation

By:  Katherine W. Bondary, V.P., Secretary Date: 10-1-11