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February 29, 2012

Colorado Oil and Gas Conservation Commission
The Chancery Building
1120 Lincoln Street, Suite 801
Denver, CO 80203
Attn: Mr. Thom Kerr, Acting 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
THISTLE DOWN PC F36-63HN
Niobrara New Drill
Township 5 North, Range 65 West, 6th P.M.
Section 36: SE/4NE/4: 2360' FNL & 279' FEL (Surface Location)
Weld County, Colorado

Dear Mr. Kerr:

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 contained 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 668' from the nearest oil and gas well. Noble has obtained permission, contained in a waiver, from the surface owner.

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,

Susan Miller
Regulatory Analyst II
Noble Energy Inc.