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May 1, 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: **THISTLE DOWN PC F36-65HN**  
Niobrara New Drill  
Township 5 North, Range 65 West, 6th P.M.  
Section 36: SE/4NE/4: 2337' FNL & 279' FEL (Surface Location)  
Section 36: SE/4NE/4: 2447' FNL & 732' FEL (Begin Production Location)  
Section 36: SW/4NW/4: 2450' FNL & 635' FWL (Bottom Hole Location)  
Weld County, Colorado

Mr. Kerr:

Noble Energy, Inc. ("NEI") is planning to drill the captioned boundary well in accordance with the provisions of COGCC Rule 318A.e.

NEI's proposed wellbore spacing unit consists of the S/2N/2, N/2S/2 of Section 36, T5N, R65W, creating a 320-acre wellbore spacing unit for the Niobrara formation. NEI is not the only owner within the proposed wellbore spacing unit and as such provided notice to the remaining owner(s) within said proposed spacing unit as required under COGCC Rule 318A(l).e(6). Copies of the required notice letter(s) is/are on file at the NEI offices. The required thirty (30) day notice period has elapsed absent the receipt by NEI of an objection to said proposal by the owner(s) within the proposed spacing unit for this well.

Enclosed are copies of the following documents to assist you in your review and approval of NEI's proposed APD for the captioned well:

- Map & plat illustrating proposed wellbore spacing unit.

Thank you for your attention to the enclosed. NEI respectfully requests that the COGCC review the enclosed information and approve the Application for Permit to Drill the captioned well.

Sincerely,

Susan Miller  
Regulatory Analyst III  
Noble Energy Inc.