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November 6, 2012

Colorado Oil and Gas Conservation Commission
The Chancery Building
1120 Lincoln Street, Suite 801
Denver, CO 80203
Attn: Mr. Matt Lepore, Director

RE: **Request to the Director for 318A.m. GWA Minimum Intrawell Distance Exception**

THISTLE DOWN PC F36-69HC

Niobrara New Drill

Township 5 North, Range 65 West, 6th P.M.

Section 25: SE/4SE/4: 1136' FSL & 860' FEL (Surface Location)

Weld County, Colorado

Dear Director:

Noble Energy Inc. (NEI) is planning to drill the above mentioned well to the Niobrara formation(s).

The lateral path of NEI's proposed horizontal well will be less than the 150' minimum distance from another well(s) as required by Rule 318A.m. (see wells listed below). Noble is the Operator of the encroached upon well, therefore no waiver is required. Please see Noble's Anti-Collision Mitigation BMP noted below.

THISTLE DOWN B31-30D

API No. 05-123-29317

Operator: Noble Energy Inc.

NWNW Section 31, T5N-R64W, 6th P. M.

Anti-collision:

Prior to drilling operations, Operator will perform an anti-collision scan of existing offset wells that have the potential of being within close proximity of the proposed well. This anti-collision scan will include definitive MWD or gyro surveys of the offset wells with included error of uncertainty per survey instrument, and compared against the proposed wellpath with its respective error of uncertainty. If current surveys do not exist for the offset wells, Operator may have gyro surveys conducted to verify bottomhole location. The proposed well will only be drilled if the anti-collision scan results indicate that there is not a risk for collision, or harm to people or the environment. For the proposed well, upon conclusion of drilling operations, an as-constructed gyro survey will be submitted to COGCC with the Form 5. During and Post stimulation: Noble Energy Inc. will comply with the COGCC Policy for Bradenhead Monitoring During Hydraulic Fracturing Treatments in the Greater Wattenberg Area dated 5/29/12.

Noble respectfully requests that the COGCC review the enclosed information and approve the requested exception location Application for Permit to Drill the captioned well.

Respectfully,

Susan Miller
Regulatory Analyst III