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July 18, 2013

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 Surface Location Exception Order No. 535-3
(Outside Drilling and Spacing Unit)**
BADGER FEDERAL LF03-64HN
Niobrara New Drill
Township 8 North, Range 60 West, 6th P.M.
Section 4: NE/4SE/4 (Surface Location)
Weld County, Colorado

Dear Director:

Colorado Oil and Gas Conservation Commission (COGCC) Order No. 535-3 establishes approximate 640-acre drilling and spacing units for the Niobrara formation with one horizontal well in each unit and with the surface location of the horizontal well to be anywhere within the unit.

The proposed surface location of the captioned well is outside of the drilling and spacing unit. As planned, the surface location will be in the NE/4SE/4, Section 4, Township 8 North, Range 60 West, 6th P.M. As defined by Order 535-5, the drilling and spacing unit is located in Section 3, Township 8 North, Range 60 West, 6th P.M

Noble Energy requests approval of an exception location for the surface location of the BADGER FEDERAL LF03-64HN well to be located outside the drilling and spacing unit.

Noble Energy has obtained written consent from the surface owner; an email is attached.

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,

A handwritten signature in blue ink that reads 'Jan Kajiwar'.

Jan Kajiwar
Regulatory Analyst III
Noble Energy, Inc.

Attachment