



Corporate Office
1775 Sherman Street, #3000
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www.pdce.com

received
3/30/2015

March 25, 2015

SENT VIA UPS TRACKING NUMBER 1ZX921010197566487

Noble Energy, Inc.
Attn: Chauncey Staple
1625 Broadway, Suite 2200
Denver, CO 80202

Re: **Stimulation Setback Consent, Rule 317.s.**
Loloff Farms 26I-312
SWSW, Section 26 T5N R64W
Weld County, Colorado

To Whom It May Concern,

PDC Energy, Inc. ("PDC") hereby requests a GWA Minimum Interwell Distance waiver from NOBLE ENERGY, INC., the offset operator of the following wells that is estimated to be closer than 150' to the subject well.

Loloff 2 (05-123-11069, SWSW) which is located in Section 26 T5N R64W, approximately 115'

Pursuant to the following Colorado Oil and Gas Conservation Commission ("COGCC") Rule 317.s.

Statewide Fracture Stimulation Setback: No portion of a proposed wellbore's treaded interval shall be located within 150 feet of an existing (producing, shut-in, or temporarily abandoned) or permitted oil and gas wellbore's treated interval belonging to another operator without the signed and written consent of the operator of the encroached upon wellbore. The signed written consent shall be attached to the Application for Permit-to-Drill, Form 2 for the proposed wellbore.

The following BMP will be applied to the permit: 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



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proposed well, upon conclusion of drilling operations, an as-constructed gyro survey will be submitted to COGCC with the Form 5.

Sincerely,

A handwritten signature in black ink that reads "Sam McClung".

Sam McClung

Regional Landman

PDC Energy, Inc.

As the offset operator or a designated representative thereof, I understand that the subject well will be potentially drilled within 150' of the offset well listed above. I hereby give my consent for PDC to drill the subject well.

OPERATOR: NOBLE ENERGY, INC.

A handwritten signature in blue ink that reads "G.T. Sullivan".

Signature

Gerald T. Sullivan
Sr. Land Negotiator Advisor

CS
QMT

4-17-15

Date

Name, Title

150 ft Waiver –Stipulations to Agreement

Liability:

Notwithstanding anything contained to the contrary in any Joint Operating Agreement entered into by Noble Energy, Inc. (Vertical Operator) and PDC Energy, Inc. (Horizontal Operator) covering the Loloff Farms 26I-312 well, any damage caused to the Loloff 2 well (API No. 05-123-11069) by the drilling of the Loloff Farms 26I-312 well shall be the sole responsibility of PDC Energy, Inc., and as between PDC and Noble, PDC agrees to accept sole liability and indemnify, defend and hold Noble harmless for such damage.

Responsibilities & Costs:

The Horizontal Operator will determine if cased well directional surveys need to be performed on the vertical wells in question. If required, the work will be executed by the Vertical Operator on a schedule mutually agreed to by the Vertical Operator and the Horizontal Operator. A flat rate fee of \$15,000/well will be charged to the joint account of the subject horizontal wellbore for gyro surveys for all vertical wells within 150' of the horizontal wellbore that require gyro surveys.

Technical Research:

The Horizontal Operator will be responsible for technical review and risk assessment of conducting horizontal operations near said vertical wellbores. This review will include consideration of vertical wellhead pressure ratings, collision risk, and wellbore cement and general integrity including surface casing depth. Horizontal Operator's execution hereof shall serve as Horizontal Operator's request for all pertinent well data from the Vertical Operator.

Timing:

At least 30 days prior to the horizontal well spud date and at least 60 days prior to its completion date, the Vertical Operator shall be notified. The purpose of this notification is to ensure that Vertical Operator equips the vertical wells for monitoring. In heavy agricultural use areas, additional time may be required to plan and access wellheads.

Election: Signed this 17 day of April, 2015.

Horizontal Operator agrees to the Stipulations set forth above: _____

Vertical Operator agrees to the Stipulations set forth above: _____


Gerald T. Sullivan
Sr. Land Negotiator Advisor

CS