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**Corporate Office**  
1775 Sherman Street, #3000  
Denver, Colorado 80203  
303.860.5800  
www.pdce.com

November 6, 2015

State of Colorado  
Attn: Matt Lepore  
Oil & Gas Conservation Commission  
1120 Lincoln Street, Suite 801  
Denver, CO 80203

Re: **Rule 318A.a., A.c. Exception Location Request**  
Gillham 5N64W18X Pad, SE SE Sec. 18, T5N-R64W, Weld County, Colorado  
Wells: Gillham 18X-102 (Doc #400928454), Gillham 18X-232 (Doc #400929084), Gillham 18X-332 (Doc #400929139), Gillham 18Y-202 (Doc #400929196), Gillham 18Y-312 (Doc #400929226)

Dear Director:

PDC Energy, Inc. ("PDC") is requesting an exception to Rule 318A.a. and Rule 318A.c. for the above-captioned well(s).

The location(s) are planned outside of a GWA window and are not within 50' of an existing well. This location is a good location in order to drill horizontal wells with sufficient lateral length in the producible zone and build sufficient production facilities on location.

We respectfully request that you approve this waiver to reduce the impact on the surface owner and surface operations. Attached is the Exception Location Waiver signed by the surface owner, Ben L. Gillham and Byra F. Gillham.

If you have any questions, please contact the undersigned at (303) 318-6102.

Sincerely,

A handwritten signature in blue ink that reads "Venessa Langmacker".

Venessa Langmacker  
Senior Regulatory Analyst  
PDC Energy, Inc.