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**Corporate Office**

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September 13, 2016

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

Re: **Rules 318A.a. and 318A.c. Exception Location Request**  
Popham 4N64W3Q Pad, SESW Sec. 3, T4N-R64W, Weld County, Colorado  
Wells: Popham 3B-201, 3B-221, 3B-301, 3P-241, 3P-341

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, David and Sandra Popham.

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

Sincerely,

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

Venessa Chase  
Senior Regulatory Technician  
PDC Energy, Inc.