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September 20, 2016

Certified Mail Article # 7015 0640 003 4996 9832

PDC Energy, Inc.
Attn: Megan Lowe
1775 Sherman Street, Suite 3000
Denver, CO 80203

RE: Statewide Fracture Stimulation Setback Waiver – COGCC Rule 317(s)
 Wells Ranch State AA33-785
 Township 6 North, Range 63 West, 6th P.M.
 Section 20: SE/4SE/4 Section 21: SW/4SW/4
 Section 28: W/2W/2 Section 29: E/2E/2
 Section 32: E/2E/2 Section 33: W/2W/2
 Weld County, Colorado

Dear Ms. Lowe:

Noble Energy Inc. ("Noble") plans to drill the Wells Ranch AA33-785 Horizontal Well (the "Well"), with a wellbore lateral as depicted on the enclosed plat.

Our records indicate that PDC Energy, Inc operates the following well(s) which are located within 150' from our proposed horizontal wellbore lateral:

STATE 6524 #12-28 (API# 05-123-20696) - located 40ft away (SHL to lateral) and 125ft away (BHL to lateral) from the proposed subject well

Colorado Oil and Gas Conservation Commission ("COGCC") Rule 317(s) provides that no portion of a proposed wellbore's treated interval shall be located less than one hundred fifty (150') feet from any existing or permitted oil or gas wellbore, but this requirement may be waived in writing by the operator of the encroached upon well.

Noble respectfully requests that Company Name waive this requirement and allow Noble to drill the Well as proposed. Accordingly, by executing this letter, Company Name waives COGCC Rule 317(s) and grants its consent to allow Noble to drill the Well within the 150' minimum intra-well distance provided for in said rule.

If you have any questions or need any additional information, please call me at (303) 228-4209.

Very truly yours,
NOBLE ENERGY, INC.

A handwritten signature in cursive script, appearing to read 'Matthew Otness'.

Matthew Otness
Staff Landman

Enclosures:
PDC Energy, Inc.

By:

Printed Name:

Title:

Date:

A handwritten signature in cursive script, appearing to read 'Erik Roach'.

ERIK ROACH

MGR. WAT ENGINEERING

9-21-16