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March 7, 2017

PDC Energy, Inc.  
Attn: Mr. Josh Wagner  
1775 Sherman Street, Suite 3000  
Denver, CO 80203

RE: **Statewide Fracture Stimulation Setback Waiver – COGCC Rule 317(s)**  
**Larson A23-639 Horizontal Well**  
**Township 6 North, Range 64 West, 6<sup>th</sup> P.M.**  
**Section 24: NE/4SE/4**  
**Weld County, Colorado**

Dear Mr. Wagner:

Noble Energy Inc. ("Noble") plans to drill the Larson AA19-639 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:

**McIntosh 33-23 – located 110.3 feet 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 PDC Energy, Inc. waive this requirement and allow Noble to drill the Well as proposed. Accordingly, by executing this letter, PDC Energy, Inc. 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 (720) 587-2036.

Very truly yours,  
**NOBLE ENERGY, INC.**

A handwritten signature in black ink, appearing to read 'Rob L'.

Robert Lee  
Landman

Enclosures

PDC Energy, Inc.

By:

Printed Name:

Title:

Date:

A handwritten signature in blue ink, appearing to read 'Erik Roach'.

ERIK ROACH

P+D MANAGER

3/17/17