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December 7, 2017

Certified Mail Article #7014 3490 0001 5075 4992

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

RE: **Statewide Fracture Stimulation Setback Waiver – COGCC Rule 317(s)**
EMMY STATE H25-744 Horizontal Well
Township 3 North, Range 65 West, 6th P.M.
Section 13: SE/4SW/4, SW/4SE/4
Section 24: E/2W/2, W/2E/2
Section 25: E/2W/2, W/2E/2
Section 36: NE/4NW/4, NW/4NE/4
Weld County, Colorado

Dear Ms Lowe:

Noble Energy Inc. ("Noble") plans to drill the EMMY STATE H25-744 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:

MOSER 25-32 – located 15 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) 587-2055.

Very truly yours,
NOBLE ENERGY, INC.

A handwritten signature in blue ink, appearing to read 'Brant Douglass'.

Brant Douglass
Staff Landman

Enclosures

PDC Energy, Inc.

By:

A handwritten signature in black ink, appearing to read 'Caleb A. Ring'.

Printed Name:

Caleb A. Ring
Non-OP Engineer

Title:

Date:

12/13/2017