

1625 Broadway
Suite 2200
Denver, Colorado 80202

Tel: 303.228.4000
Fax: 303.228.4280



August 28, 2018

Hand Delivered

PDC Energy, Inc.
Attn: Rachel Lenox
1775 Sherman Street, Suite 3000
Denver, CO 80203

RE: **Statewide Fracture Stimulation Setback Waiver – COGCC Rule 317(s)**
Wells Ranch BB03-676 Horizontal Well
Township 5 North, Range 63 West, 6th P.M.
5N-63W-3: N2N2; 2: N2; 1: W2NW
Weld County, Colorado

Dear Rachel:

Noble Energy Inc. ("Noble") plans to drill the **Wells Ranch BB03-676 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:

Wells Ranch 11-2 (05-123-23178) – located 18.81 feet from the proposed subject well
Wells Ranch 21-2 (05-123-23179) – located 46.77 feet from the proposed subject well
Wells Ranch 31-2 (05-123-23182) – located 48.01 feet from the proposed subject well
Wells Ranch 41-2 (05-123-23175) – located 18.40 feet from the proposed subject well
Wells Ranch 21-3 (05-123-22230) – located 93.44 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 (303) 228-4261.

Very truly yours,
NOBLE ENERGY, INC.

A handwritten signature in blue ink, appearing to read 'Pete McElwain', written over a horizontal line.

Pete McElwain
Staff Landman

Enclosures

PDC Energy, Inc.

By:

A handwritten signature in black ink, appearing to read 'Caleb A. Ring', written over a horizontal line.

Printed Name:

Caleb A. Ring

Title:

Non-Op Engineer

Date:

09/04/2018



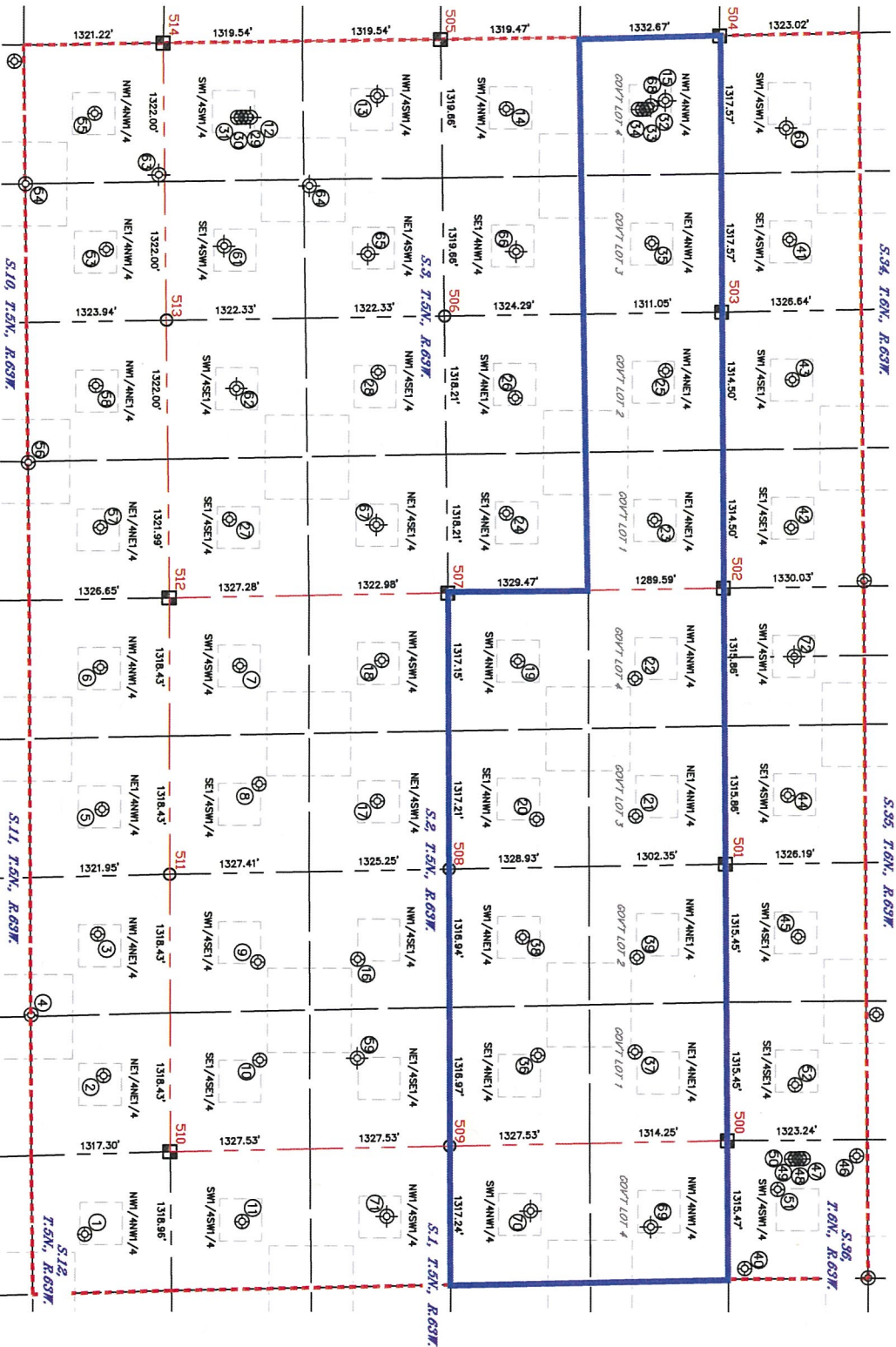
Wells Ranch State BB03-676

Lat40°, Inc. 6250 W. 10th Street, Unit 2, Greeley, CO 970-515-6294

OFFSET WELL EXHIBIT

DP 129

SECTION: 12.3
TOWNSHIP: 35N
RANGE: 63W
6TH, P.M.
WELD COUNTY, CO



| # | LATITUDE* | LONGITUDE* |
|-----|-----------|------------|
| 500 | 40.43562 | -104.39475 |
| 501 | 40.43564 | -104.40420 |
| 502 | 40.43564 | -104.41365 |
| 503 | 40.43565 | -104.42310 |
| 504 | 40.43566 | -104.43256 |
| 505 | 40.42838 | -104.43254 |
| 506 | 40.42842 | -104.42306 |
| 507 | 40.42846 | -104.41360 |
| 508 | 40.42842 | -104.40413 |
| 509 | 40.42838 | -104.39468 |
| 510 | 40.42109 | -104.39460 |
| 511 | 40.42114 | -104.40407 |
| 512 | 40.42118 | -104.41353 |
| 513 | 40.42116 | -104.42303 |
| 514 | 40.42114 | -104.43252 |



Lat40°, Inc. 6250 W. 10th Street, Unit 2, Greeley, CO 970-515-5294

OFFSET WELL EXHIBIT

DP 129

SECTION: 1,2,3
TOWNSHIP: 5N
RANGE: 63W
6TH, P.M.
WELD COUNTY, CO

| WELL NO. | WELL NAME | SHL FOOTAGE | SHL LAT* | SHL LONG* | PDOP | ELEV (FT.) | 1/4/1/4 | |
|----------|----------------------------|-------------|----------|-----------|------------|------------|---------|-------|
| 1 | WELLS RANCH BB 12-04 | 816 FNL | 760 FWL | 40.41885 | -104.39182 | 1.9 | 4682 | NW/NW |
| 2 | WELLS RANCH USX BB 11-01 | 630 FNL | 739 FEL | 40.41937 | -104.39721 | 1.6 | 4683 | NENE |
| 3 | WELLS RANCH USX BB 11-02 | 682 FNL | 2086 FEL | 40.41926 | -104.40205 | 2.1 | 4679 | NW/NE |
| 4 | WELLS RANCH - USX BB 11-17 | 1316 FNL | 1338 FEL | 40.41750 | -104.39932 | 2.0 | 4683 | NW/NE |
| 5 | WELLS RANCH - USX BB 11-3 | 639 FNL | 2006 FWL | 40.41939 | -104.40632 | 2.1 | 4687 | NENN |
| 6 | WELLS RANCH USX BB 11-04 | 654 FNL | 653 FWL | 40.41938 | -104.41118 | 2.1 | 4684 | NW/NW |
| 7 | WELLS RANCH 14-2 | 668 FSL | 659 FWL | 40.42300 | -104.41118 | 2.2 | 4691 | SW/SW |
| 8 | WELLS RANCH 24-2 | 849 FSL | 1790 FWL | 40.42348 | -104.40713 | 2.2 | 4684 | SE/SW |
| 9 | WELLS RANCH 34-2 | 834 FSL | 1785 FEL | 40.42341 | -104.40103 | 2.2 | 4693 | SW/SE |
| 10 | WELLS RANCH 44-2 | 852 FSL | 851 FEL | 40.42344 | -104.39768 | 2.0 | 4693 | SE/SE |
| 11 | WELLS RANCH 14-1 | 674 FSL | 678 FWL | 40.42294 | -104.39218 | 2.2 | 4678 | SW/SW |
| 12 | WELLS RANCH USX BB 3-13 | 818 FSL | 719 FWL | 40.42339 | -104.42994 | 1.5 | 4714 | SW/SW |
| 13 | WELLS RANCH USX BB 3-12 | 2031 FSL | 532 FWL | 40.42672 | -104.43063 | 1.5 | 4726 | NW/SW |
| 14 | WELLS RANCH 12-3 | 2035 FNL | 671 FWL | 40.43007 | -104.43014 | 1.6 | 4748 | SW/NW |
| 15 | WELLS RANCH USX BB 3-4 | 521 FNL | 612 FWL | 40.43423 | -104.43036 | 2.0 | 4782 | NW/NW |
| 16 | WELLS RANCH 33-2 | 1786 FSL | 1792 FEL | 40.42602 | -104.40109 | 2.6 | 4697 | NW/SE |
| 17 | WELLS RANCH 23-2 | 1975 FSL | 1975 FWL | 40.42657 | -104.40649 | 2.2 | 4696 | NE/SW |
| 18 | WELLS RANCH 13-2 | 2020 FSL | 633 FWL | 40.42672 | -104.41131 | 1.7 | 4699 | NW/SW |
| 19 | WELLS RANCH 12-2 | 1965 FNL | 662 FWL | 40.43025 | -104.41123 | 1.7 | 4699 | SW/NW |
| 20 | WELLS RANCH 22-2 | 1796 FNL | 2173 FWL | 40.43071 | -104.40581 | 2.1 | 4697 | SE/NW |
| 21 | WELLS RANCH 21-2 | 854 FNL | 2161 FWL | 40.43329 | -104.40588 | 1.8 | 4708 | NENN |
| 22 | WELLS RANCH 11-2 | 851 FNL | 847 FWL | 40.43331 | -104.41059 | 1.8 | 4716 | NW/NW |
| 23 | WELLS RANCH 41-3 | 654 FNL | 657 FEL | 40.43385 | -104.41600 | 1.8 | 4716 | NENE |
| 24 | WELLS RANCH USX BB 3-8 | 2061 FNL | 748 FEL | 40.42999 | -104.41629 | 1.8 | 4705 | SE/NE |
| 25 | WELLS RANCH USX BB 3-2 | 539 FNL | 2079 FEL | 40.43417 | -104.42111 | 2.3 | 4722 | NW/NE |
| 26 | WELLS RANCH 32-3 | 1970 FNL | 1847 FEL | 40.43024 | -104.42024 | 2.3 | 4711 | SW/NE |
| 27 | WELLS RANCH USX BB 3-16 | 578 FSL | 737 FEL | 40.42277 | -104.41620 | 3.3 | 4696 | SE/SE |
| 28 | WELLS RANCH USX BB 3-10 | 2009 FSL | 2114 FEL | 40.42668 | -104.42117 | 3.3 | 4710 | NW/SE |
| 29 | WELLS RANCH STATE BB05-625 | 770 FSL | 719 FWL | 40.42326 | -104.42994 | 3.3 | 4715 | SW/SW |
| 30 | WELLS RANCH STATE BB05-617 | 733 FSL | 719 FWL | 40.42316 | -104.42994 | 3.2 | 4715 | SW/SW |
| 31 | WELLS RANCH STATE BB05-613 | 695 FSL | 719 FWL | 40.42305 | -104.42994 | 3.2 | 4715 | SW/SW |
| 32 | WELLS RANCH STATE BB05-690 | 705 FNL | 692 FWL | 40.43372 | -104.43007 | 2.1 | 4778 | NW/NW |
| 33 | WELLS RANCH STATE BB05-685 | 742 FNL | 692 FWL | 40.43362 | -104.43007 | 2.1 | 4778 | NW/NW |
| 34 | WELLS RANCH STATE BB05-678 | 779 FNL | 692 FWL | 40.43352 | -104.43007 | 2.1 | 4778 | NW/NW |
| 35 | WELLS RANCH 21-3 | 659 FNL | 1970 FWL | 40.43384 | -104.42548 | 1.9 | 4752 | NW/NE |
| 36 | WELLS RANCH 42-2 | 1801 FNL | 846 FEL | 40.43069 | -104.39774 | 2.2 | 4694 | SE/NE |

| WELL NO. | WELL NAME | SHL FOOTAGE | SHL LAT* | SHL LONG* | PDOP | ELEV (FT.) | 1/4/1/4 | |
|----------|---------------------------|-------------|----------|-----------|------------|------------|---------|-------|
| 37 | WELLS RANCH 41-2 | 878 FNL | 860 FEL | 40.43322 | -104.39782 | 2.1 | 4702 | NENE |
| 38 | WELLS RANCH 32-2 | 1936 FNL | 1973 FEL | 40.43032 | -104.40178 | 2.2 | 4716 | SW/NE |
| 39 | WELLS RANCH 31-2 | 853 FNL | 1758 FEL | 40.43329 | -104.40104 | 2.3 | 4712 | NW/NE |
| 40 | WELLS RANCH 36L | 156 FSL | 1216 FWL | 40.43605 | -104.39038 | 2.7 | 4745 | SW/SW |
| 41 | WELLS RANCH 24-34 | 653 FSL | 1958 FWL | 40.43745 | -104.42555 | 1.7 | 4759 | SE/SW |
| 42 | WELLS RANCH 44-34 | 647 FSL | 569 FEL | 40.43742 | -104.41570 | 1.7 | 4758 | SE/SE |
| 43 | WELLS RANCH 34-34 | 670 FSL | 1975 FEL | 40.43749 | -104.42075 | 1.9 | 4742 | SW/SE |
| 44 | WELLS RANCH USX AA 35-14 | 596 FSL | 1984 FWL | 40.43727 | -104.40653 | 2.2 | 4758 | SE/SW |
| 45 | WELLS RANCH USX AA 35-15 | 686 FSL | 1934 FEL | 40.43732 | -104.40169 | 2.3 | 4718 | SW/SE |
| 46 | WELLS RANCH 36H | 1224 FSL | 154 FWL | 40.43898 | -104.39418 | 3.2 | 4749 | SW/SW |
| 47 | WELLS RANCH AA35-63-1BHNA | 719 FSL | 178 FWL | 40.43760 | -104.39410 | 3.3 | 4741 | SW/SW |
| 48 | WELLS RANCH AA35-62-1AHNC | 682 FSL | 178 FWL | 40.43749 | -104.39410 | 3.3 | 4741 | SW/SW |
| 49 | WELLS RANCH AA35-62-1AHNA | 644 FSL | 178 FWL | 40.43739 | -104.39411 | 3.3 | 4741 | SW/SW |
| 50 | WELLS RANCH AA35-62-1BHNC | 606 FSL | 178 FWL | 40.43729 | -104.39411 | 2.7 | 4742 | SW/SW |
| 51 | WELLS RANCH 14-36 | 474 FSL | 468 FWL | 40.43692 | -104.39307 | 1.7 | 4742 | SW/SW |
| 52 | WELLS RANCH USX AA 35-16 | 645 FSL | 524 FEL | 40.43740 | -104.39663 | 1.8 | 4730 | SE/SE |
| 53 | WELLS RANCH 21-10 | 561 FNL | 1959 FWL | 40.41962 | -104.42548 | 2.2 | 4701 | NENN |
| 54 | WELLS RANCH 10A | 1321 FNL | 1325 FWL | 40.41753 | -104.42775 | 2.4 | 4691 | NENN |
| 55 | WELLS RANCH 11-10 | 656 FNL | 661 FWL | 40.41934 | -104.43014 | 2.2 | 4700 | NW/NW |
| 56 | WELLS RANCH 10-C | 1323 FNL | 1312 FEL | 40.41754 | -104.41822 | 3.6 | 4698 | NENE |
| 57 | WELLS RANCH 41-10 | 645 FNL | 683 FEL | 40.41941 | -104.41598 | 3.6 | 4693 | NENE |
| 58 | WELLS RANCH 31-10 | 674 FNL | 2033 FEL | 40.41932 | -104.42082 | 3.4 | 4684 | NW/NE |
| 59 | WELLS RANCH 43-2 | 1780 FSL | 851 FEL | 40.42599 | -104.39771 | 2.3 | 4696 | NENE |
| 60 | WELLS RANCH 14-34 | 627 FSL | 893 FWL | 40.43738 | -104.42938 | 2.4 | 4764 | SW/SW |
| 61 | WELLS RANCH USX BB 3-14 | 556 FSL | 1944 FWL | 40.42267 | -104.42553 | N/A | 4710 | SE/SE |
| 62 | WELLS 34-3 | 659 FSL | 1982 FEL | 40.42306 | -104.42067 | N/A | 4710 | SW/SE |
| 63 | WELLS RANCH 10I | 55 FNL | 1256 FWL | 40.42103 | -104.42800 | N/A | 4700 | NW/NW |
| 64 | WELLS RANCH USX BB 3-25 | 1373 FSL | 1381 FWL | 40.42488 | -104.42755 | N/A | 4714 | NE/SW |
| 65 | WELLS RANCH USX BB 3-11 | 1925 FSL | 2039 FWL | 40.42641 | -104.42522 | N/A | 4710 | NE/SW |
| 66 | WELLS RANCH USX BB 3-6 | 1950 FNL | 2034 FWL | 40.43027 | -104.42524 | N/A | 4714 | SE/NW |
| 67 | WELLS 43-3 | 1977 FSL | 660 FEL | 40.42600 | -104.41554 | N/A | 4700 | NE/SE |
| 68 | U P R PAN AM 1 | 660 FNL | 660 FWL | 40.43394 | -104.43006 | N/A | 4759 | NW/NW |
| 69 | WELLS RANCH USX BB 1-4 | 738 FNL | 804 FWL | 40.43358 | -104.39185 | N/A | 4719 | NW/NW |
| 70 | WELLS RANCH USX BB 1-5 | 1880 FNL | 631 FWL | 40.43049 | -104.39244 | N/A | 4714 | SW/NW |
| 71 | WELLS RANCH USX BB 1-12 | 2052 FSL | 657 FWL | 40.42675 | -104.39230 | N/A | 4686 | NW/SW |
| 72 | WELLS RANCH 14-35 | 668 FSL | 661 FWL | 40.43736 | -104.41125 | N/A | 4760 | SW/SW |

NOTE: THE ABANDONED WELL DATA SHOWN IN RED ABOVE WAS OBTAINED FROM COCCO SCOUT CARDS.

Proposed Spacing Unit – Noble Energy, Inc

Section 3: $N/2N/2$ 

Proposed 556.06± acre spacing unit



Bottom Hole Location

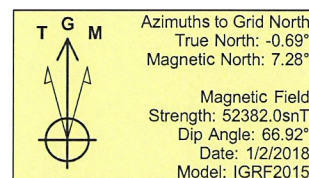
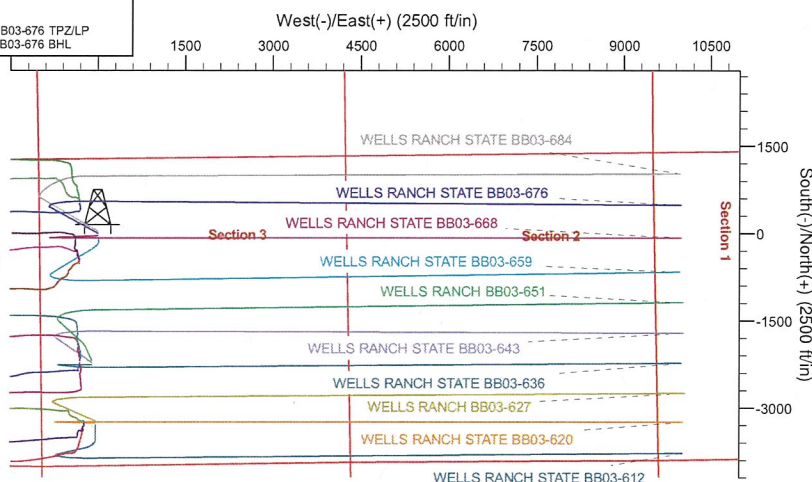
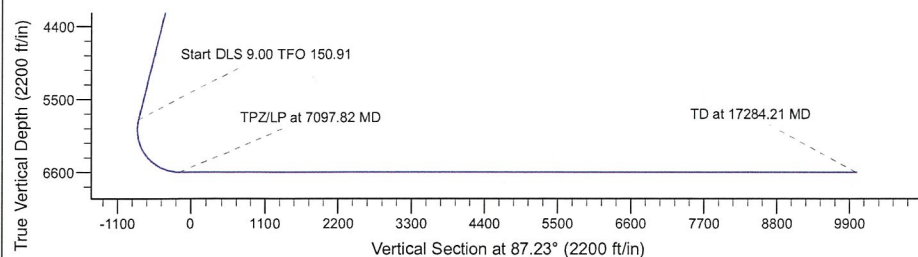
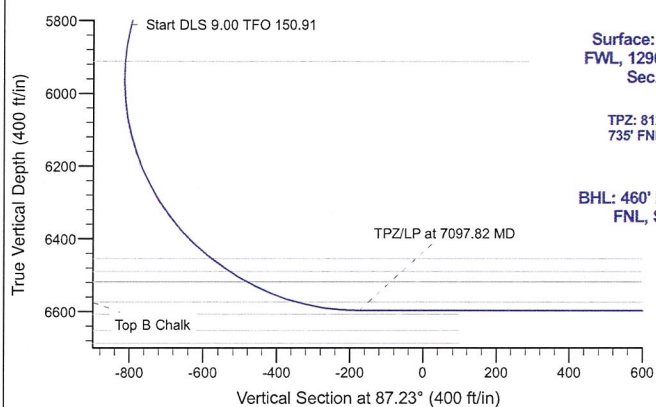
Project: Wells Ranch
 Site: BB Section 03
 Well: WELLS RANCH STATE BB03-676
 Wellbore: Wellbore #1
 Design: Plan 1

Northern Region - DJ Basin

Geodetic System: US State Plane 1983
 Datum: North American Datum 1983
 Ellipsoid: GRS 1980
 Zone: Colorado Northern Zone
 System Datum: Mean Sea Level

SECTION DETAILS

| Sec | MD | Inc | Azi | TVD | +N/-S | +E/-W | Dleg | TFace | VSec | Target |
|-----|----------|-------|--------|---------|--------|---------|------|--------|---------|-----------------------------|
| 1 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 2 | 2200.00 | 0.00 | 0.00 | 2200.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 3 | 3011.34 | 16.23 | 298.48 | 3000.54 | 54.42 | -100.32 | 2.00 | 298.48 | -97.56 | |
| 4 | 5939.28 | 16.23 | 298.48 | 5811.83 | 444.55 | -819.50 | 0.00 | 0.00 | -797.02 | |
| 5 | 7097.82 | 90.00 | 90.36 | 6598.00 | 548.46 | -201.85 | 9.00 | 150.91 | -175.06 | WELLS RANCH BB03-676 TPZ/LP |
| 6 | 17284.21 | 90.00 | 90.36 | 6598.00 | 483.86 | 9984.34 | 0.00 | 0.00 | 9996.06 | WELLS RANCH BB03-676 BHL |



| WELL DETAILS: WELLS RANCH STATE BB03-676 | | | | |
|--|----------|------------|---------------------------|------------|
| | | | 4750.00 | |
| | Northing | Easting | Latitude | Longitude |
| 0.00 | 0.00 | 1402062.21 | 3298147.15 | 40.4321200 |
| | | | -104.4289600 | |
| Plan: Plan 1 (WELLS RANCH STATE BB03-676/Wellbore #1) | | | | |
| Created By: Colby Baxter | | | Date: 9:40, March 07 2018 | |
| OK to submit with 2A as per Noble Drilling 3/7/2018 | | | | |