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March 6, 2013

Certified Mail Article # 7012 1010 0000 7751 0332

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

RE: **Minimum Intra-Well Distance Waiver – COGCC Rule 318A.m.**
NCLP PC AA04-67-1HN Horizontal Well
Township 6 North, Range 63 West, 6th P.M.
Section 3 and Section 4
Weld County, Colorado

Dear Mr. Swenson:

Noble Energy Inc. ("Noble") plans to drill the NCLP PC AA04-67-1HN 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 which may be located within 150' from our proposed horizontal wellbore lateral:

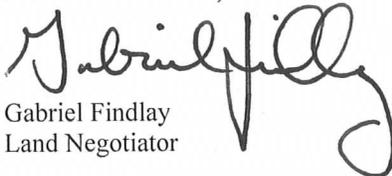
Cornish 22-3

Colorado Oil and Gas Conservation Commission ("COGCC") Rule 318A.m. provides that no horizontal wellbore lateral 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 318A.m. 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) 587-2027.

Very truly yours,
NOBLE ENERGY, INC.


Gabriel Findlay
Land Negotiator

Enclosures

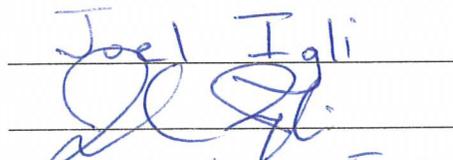
PDC ENERGY, INC.

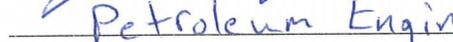
By:

Printed Name:

Title:

Date:





Petroleum Engineer
3/12/2013