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May 2, 2013

Colorado Oil and Gas Conservation Commission
The Chancery Building
1120 Lincoln Street, Suite 801
Denver, CO 80203
Attn: Mr. Matt Lepore, Director

RE: **Request to the Director for 318A.m. GWA Minimum Intrawell Distance Exception**
NCLP PC AA04-67-1HN
Niobrara New Drill
Township 5 North, Range 63 West, 6th P.M.
Section 3 and 4: SW/4NW/4: 2150' FNL & 250' FWL (Surface Location)
Weld County, Colorado

Dear Director:

Noble Energy Inc. (NEI) is planning to drill the above mentioned well to the Niobrara formation(s).

The lateral path of NEI's proposed horizontal well will be less than the 150' minimum distance from another well(s) as required by Rule 318A.m. (see wells listed below). PDC is the Operator of the encroached upon well. Attached is the required waiver. Please see Noble's Anti-Collision Mitigation BMP noted below.

CORNISH 22-3

API No. 05-123-23055
Operator: PDC ENERGY
SE/4NW/4 Section 3 Township 6 North, Range 63 West, 6th P.M.

CORNISH 12-3

API No. 05-123-22970
Operator: PDC ENERGY
SW/4NW/4 Section 3 Township 6 North, Range 63 West, 6th P.M.

Anti-collision:

Prior to drilling operations, Operator will perform an anti-collision scan of existing offset wells that have the potential of being within close proximity of the proposed well. This anti-collision scan will include definitive MWD or gyro surveys of the offset wells with included error of uncertainty per survey instrument, and compared against the proposed wellpath with its respective error of uncertainty. If current surveys do not exist for the offset wells, Operator may have gyro surveys conducted to verify bottomhole location. The proposed well will only be drilled if the anti-collision scan results indicate that there is not a risk for collision, or harm to people or the environment. For the proposed well, upon conclusion of drilling operations, an as-constructed gyro survey will be submitted to COGCC with the Form 5.

Noble respectfully requests that the COGCC review the enclosed information and approve the requested exception location Application for Permit to Drill the captioned well.

May 2, 2013

Respectfully,



Jan Kajiwara
Regulatory Analyst III

1625 Broadway
Suite 2200
Denver, Colorado 80202

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April 8, 2013

Certified Mail Article # 7012 2210 0000 8626 8700

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 wells which may be located within 150' from our proposed horizontal wellbore lateral:

**Cornish 22-3
Cornish 12-3**

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) 587-2052.

Very truly yours,
NOBLE ENERGY, INC.

A handwritten signature in black ink, appearing to read "B. Bolton", written over a horizontal line.

Brian Bolton
Land Negotiator

Enclosures

PDC ENERGY, INC.

By: _____

Printed Name: _____

Title: _____

Date: _____

Handwritten signature in red ink: Joel Igli
Handwritten text in red ink: Petroleum Engineer
Handwritten date in red ink: 4/29/2013