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

RE: Request to the Director for 318A.a Surface Location Exception (Outside 318A Drilling Window)
Wells Ranch AA28-69HN
Niobrara New Drill
Sec. 21 Township 6 North, Range 63 West, 6th P.M.
Weld County, Colorado

Dear Director:

Noble Energy In. (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 well(s) listed below). Waivers from the offset well(s) Operators have been acquired and are attached to the permit. Please see Noble's Anti-Collision Mitigation BMP noted below.

Wells Ranch State 28R
API No. 05-123-31155
NENE Section 28 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.

Respectfully,

A handwritten signature in blue ink, appearing to read 'Liz Lindow', written over a light blue circular stamp.

Liz Lindow
Regulatory Analyst
Noble Energy, Inc.

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Denver, Colorado 80202

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COPY

April 15, 2013

Certified Mail Article # 7012 2210 0000 8626 8595

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.
Wells Ranch AA28-69HN Horizontal Well
Township 6 North, Range 63 West, 6th P.M.
Section 21 and Section 28
Weld County, Colorado**

Dear Mr. Swenson:

Noble Energy Inc. ("Noble") plans to drill the Wells Ranch AA28-69HN 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 may be located within 150' from our proposed horizontal wellbore lateral:

Wells Ranch State 28R

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 (303) 228-4481.

Very truly yours,
NOBLE ENERGY, INC.

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

Mike Sobecki
Land Negotiator

Enclosures

PDC Energy, Inc.

By:
Printed Name: DAVID K. DILLON
Title: ENGINEER
Date: 7/25/2013