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Denver, Colorado 80202

Tel: 303.228.4000
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January 23, 2017

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)**
Kona A19-636 Horizontal Well
Township 6 North, Range 64 West, 6th P.M.
Section 21: SW/4SW/4
Weld County, Colorado

Dear Ms Lowe:

Noble Energy Inc. ("Noble") plans to drill the Kona A19-636 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:

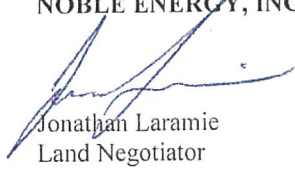
Wells Trust 13-21 – located 83 feet from the proposed subject well
Foe 33-20 – located 86 feet from the proposed subject well

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)228-4363.

Very truly yours,
NOBLE ENERGY, INC.



Jonathan Laramie
Land Negotiator

Enclosures


PDC Energy, Inc.

By:

Printed Name:

Title:

Date:



ERIK ROACH
P&D MANAGER
2/13/17