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**Corporate Office**

1775 Sherman Street, #3000  
Denver, Colorado 80203  
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www.pdce.com

April 25, 2017

State of Colorado  
Attn: Matt Lepore  
Oil & Gas Conservation Commission  
1120 Lincoln Street, Suite 801  
Denver, CO 80203

Re: **Rules 318A.a. and 318A.c. Exception Location Request**

Thistle Down 5N64W31H Pad, NESW Sec. 31, T5N-R64W, Weld County, Colorado  
Wells: Thistle Down 31G-232, 31G-332, 31H-202, 31H-232, 31H-302, 31H-312, 31H-332, 31i-212,  
31i-302

Dear Director:

PDC Energy, Inc. ("PDC") is requesting an exception to Rule 318A.a. and Rule 318A.c. for the above-captioned well(s).

The location(s) are planned outside of a GWA window and are not within 50' of an existing well. This location is a good location in order to drill horizontal wells with sufficient lateral length in the producible zone and build sufficient production facilities on location.

We respectfully request that you approve this waiver to reduce the impact on the surface owner and surface operations. Attached is the Exception Location Waiver signed by the surface owner, Thistle Down, Inc.

If you have any questions, please contact the undersigned at (303) 831-3931.

Sincerely,

A handwritten signature in blue ink that reads "Ally Gale".

Ally Gale  
Regulatory Technician  
PDC Energy, Inc.