

1625 Broadway
Suite 2200
Denver, Colorado 80202

Tel: 303.228.4000
Fax: 303.228.4280



August 28, 2018

Hand Delivered

PDC Energy, Inc.
Attn: Rachel Lenox
1775 Sherman Street, Suite 3000
Denver, CO 80203

RE: **Statewide Fracture Stimulation Setback Waiver – COGCC Rule 317(s)**
Wells Ranch State BB03-636 Horizontal Well
Township 5 North, Range 63 West, 6th P.M.
5N-63W-3: S2; 2: S2; 1: W2SW
Weld County, Colorado

Dear Rachel:

Noble Energy Inc. ("Noble") plans to drill the Wells Ranch State BB03-636 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 Ranch 43-2 (05-123-23172) – located 89.88 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) 228-4261.

Very truly yours,
NOBLE ENERGY, INC.

Pete McElwain
Staff Landman

Enclosures

PDC Energy, Inc.

By:

A handwritten signature in black ink, appearing to read 'Caleb A. Ring', written over a horizontal line.

Printed Name:

Caleb A. Ring

Title:

Non-Op Engineer

Date:

09/04/2018

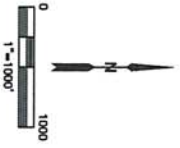
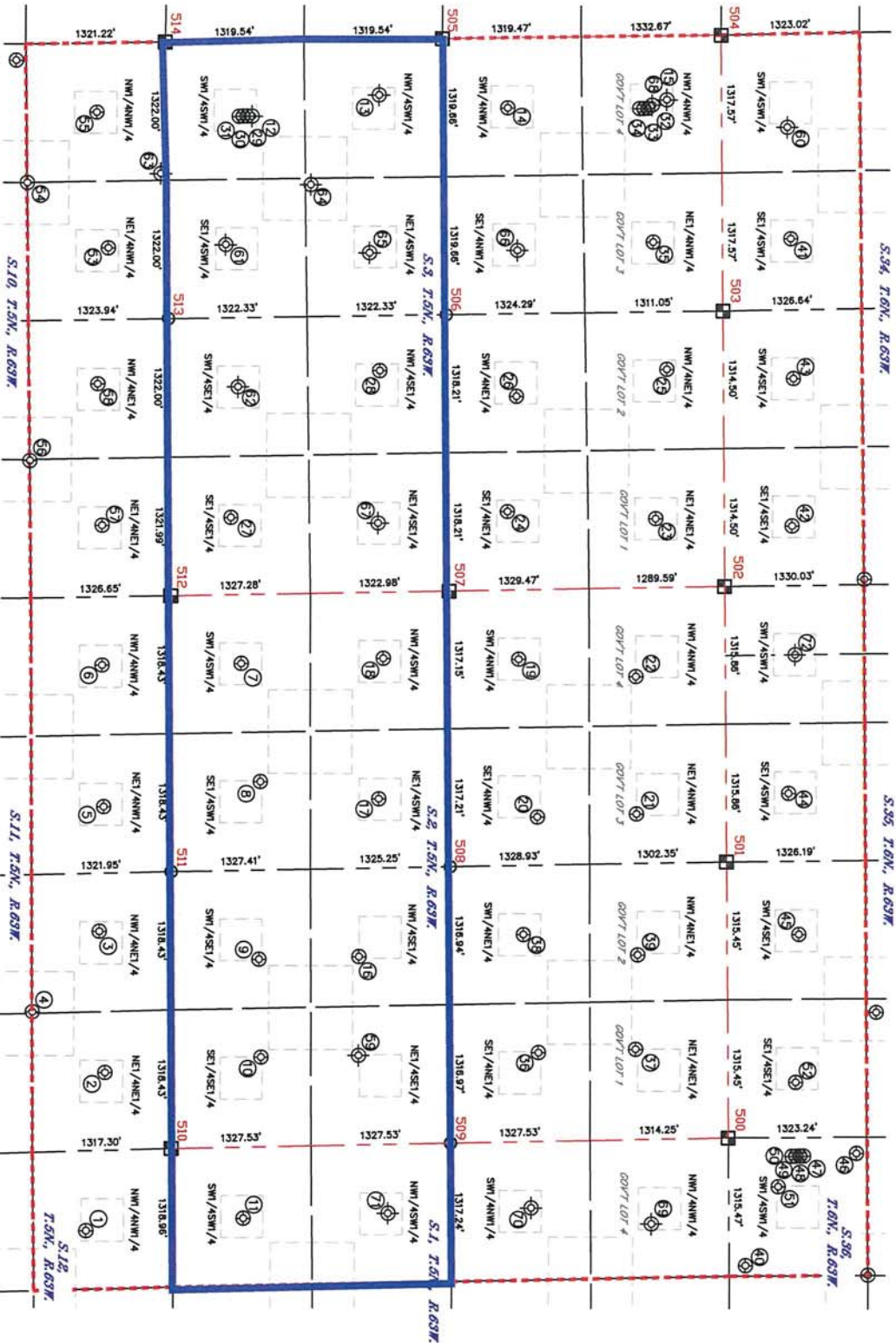
Wells Ranch State BB03-636

Lat40°, Inc. 6250 W. 10th Street, Unit 2, Greeley, CO 970-515-5294

OFFSET WELL EXHIBIT

DP 129

SECTION: 12.3
TOWNSHIP: 5N
RANGE: 63W
6TH, P.M.
WELD COUNTY, CO



- LEGEND
- ABANDONED WELL
 - EXISTING WELL
 - SPACING UNIT BUFFER

#	LATITUDE*	LONGITUDE*
500	40.43562	-104.39475
501	40.43564	-104.40420
502	40.43564	-104.41365
503	40.43565	-104.42310
504	40.43566	-104.43256
505	40.43568	-104.44202
506	40.43570	-104.45148
507	40.43572	-104.46094
508	40.43574	-104.47040
509	40.43576	-104.47986
510	40.43578	-104.48932
511	40.43580	-104.49878
512	40.43582	-104.50824
513	40.43584	-104.51770
514	40.43586	-104.52716



Lat40°, Inc. 6250 W. 10th Street, Unit 2, Greeley, CO 970-515-5294

OFFSET WELL EXHIBIT

DP 129

SECTION: 12.3
TOWNSHIP: 35N
RANGE: 63W
6TH, P.M.
WELD COUNTY, CO

WELL NO.	WELL NAME	SHL FOOTAGE	SHL LAT*	SHL LONG*	PDOP	ELEV (FT.)	1/4/1/4
1	WELLS RANCH BB 12-04	816 FNL	760 FWL	40.41885	1.9	4682	NW
2	WELLS RANCH USX BB 11-01	630 FNL	739 FEL	-104.39721	1.6	4683	NENE
3	WELLS RANCH USX BB 11-02	682 FNL	2086 FEL	-104.40196	2.1	4679	NWNE
4	WELLS RANCH - USX BB 11-17	1316 FNL	1338 FEL	-104.39932	2.0	4683	NWNE
5	WELLS RANCH - USX BB 11-3	639 FNL	2006 FWL	-104.40392	2.1	4687	NW
6	WELLS RANCH USX BB 11-04	654 FNL	653 FWL	-104.41318	2.1	4684	NW
7	WELLS RANCH 14-2	668 FSL	659 FWL	-104.41118	2.2	4691	NW
8	WELLS RANCH 24-2	849 FSL	1790 FWL	-104.40713	2.2	4684	SE
9	WELLS RANCH 34-2	834 FSL	1785 FEL	-104.40234	2.2	4693	SE
10	WELLS RANCH 44-2	852 FSL	851 FEL	-104.39768	2.2	4693	SE
11	WELLS RANCH 14-1	674 FSL	678 FWL	-104.39218	2.0	4678	SW
12	WELLS RANCH USX BB 3-13	818 FSL	719 FWL	-104.42339	1.5	4714	SW
13	WELLS RANCH USX BB 3-12	2031 FSL	592 FWL	-104.42672	1.5	4726	SW
14	WELLS RANCH 12-3	2035 FNL	671 FWL	-104.43014	1.6	4748	SW
15	WELLS RANCH USX BB 3-4	521 FNL	612 FWL	-104.43423	2.0	4782	SW
16	WELLS RANCH 33-2	1786 FSL	1792 FEL	-104.42602	2.6	4697	NW
17	WELLS RANCH 23-2	1975 FSL	1975 FWL	-104.40567	2.2	4696	NE
18	WELLS RANCH 13-2	2020 FSL	633 FWL	-104.40649	1.7	4699	NW
19	WELLS RANCH 12-2	1796 FNL	662 FWL	-104.41123	1.7	4699	SW
20	WELLS RANCH 22-2	1796 FNL	2173 FWL	-104.40581	2.1	4697	SE
21	WELLS RANCH 21-2	854 FNL	2161 FWL	-104.43329	1.8	4708	NW
22	WELLS RANCH 11-2	851 FNL	847 FWL	-104.41059	1.8	4716	NW
23	WELLS RANCH 41-3	654 FNL	657 FEL	-104.43385	1.8	4716	NENE
24	WELLS RANCH USX BB 3-8	2061 FNL	748 FEL	-104.42999	1.8	4705	SE
25	WELLS RANCH USX BB 3-2	539 FNL	2079 FEL	-104.43417	2.3	4722	NW
26	WELLS RANCH 32-3	1970 FNL	1847 FEL	-104.42024	2.3	4711	SW
27	WELLS RANCH USX BB 3-16	578 FSL	737 FEL	-104.42277	3.3	4696	SE
28	WELLS RANCH USX BB 3-10	2009 FSL	2114 FEL	-104.42117	3.3	4710	NE
29	WELLS RANCH STATE BB05-625	770 FSL	719 FWL	-104.42336	3.3	4715	SW
30	WELLS RANCH STATE BB05-617	733 FSL	719 FWL	-104.42316	3.2	4715	SW
31	WELLS RANCH STATE BB05-613	695 FSL	719 FWL	-104.42305	3.2	4715	SW
32	WELLS RANCH STATE BB05-690	705 FNL	692 FWL	-104.42322	2.1	4778	NW
33	WELLS RANCH STATE BB05-685	742 FNL	692 FWL	-104.43362	2.1	4778	NW
34	WELLS RANCH STATE BB05-678	779 FNL	692 FWL	-104.43352	2.1	4778	NW
35	WELLS RANCH 21-3	659 FNL	1970 FWL	-104.42548	1.9	4752	NW
36	WELLS RANCH 42-2	1801 FNL	846 FEL	-104.39774	2.2	4694	SE

WELL NO.	WELL NAME	SHL FOOTAGE	SHL LAT*	SHL LONG*	PDOP	ELEV (FT.)	1/4/1/4
37	WELLS RANCH 41-2	878 FNL	860 FEL	-104.39782	2.1	4702	NENE
38	WELLS RANCH 32-2	1296 FNL	1973 FEL	-104.40178	2.2	4716	NENE
39	WELLS RANCH 31-2	853 FNL	1758 FEL	-104.40104	2.3	4712	NENE
40	WELLS RANCH 36L	156 FSL	1216 FWL	-104.39038	2.7	4745	SW
41	WELLS RANCH 24-34	653 FSL	1958 FWL	-104.42555	1.7	4759	SE
42	WELLS RANCH 44-34	647 FSL	569 FEL	-104.41570	1.7	4758	SE
43	WELLS RANCH 34-34	670 FSL	1975 FEL	-104.42075	1.9	4742	SE
44	WELLS RANCH USX AA 35-14	596 FSL	1984 FWL	-104.40653	2.2	4758	SE
45	WELLS RANCH USX AA 35-15	686 FSL	1934 FEL	-104.40169	2.3	4718	SE
46	WELLS RANCH 36H	1224 FSL	154 FWL	-104.39418	3.2	4749	SW
47	WELLS RANCH AA35-63-1B1HA	719 FSL	178 FWL	-104.39410	3.3	4741	SW
48	WELLS RANCH AA35-62-1A1HC	682 FSL	178 FWL	-104.39410	3.3	4741	SW
49	WELLS RANCH AA35-62-1A1HA	644 FSL	178 FWL	-104.39411	3.3	4741	SW
50	WELLS RANCH AA35-62-1B1HC	606 FSL	178 FWL	-104.39411	2.7	4742	SW
51	WELLS RANCH 14-36	474 FSL	468 FWL	-104.39692	1.7	4742	SW
52	WELLS RANCH USX AA 35-16	645 FSL	524 FEL	-104.39693	1.8	4720	SE
53	WELLS RANCH 21-10	561 FNL	1959 FWL	-104.42548	2.2	4701	NW
54	WELLS RANCH 10A	1321 FNL	1325 FWL	-104.42775	2.4	4691	NW
55	WELLS RANCH 11-10	656 FNL	661 FWL	-104.41934	2.2	4700	NW
56	WELLS RANCH 10-C	1323 FNL	1312 FEL	-104.41822	3.6	4688	NENE
57	WELLS RANCH 41-10	645 FNL	683 FEL	-104.41941	3.6	4693	NENE
58	WELLS RANCH 31-10	674 FNL	2033 FEL	-104.41932	3.4	4684	NENE
59	WELLS RANCH 43-2	1280 FSL	851 FEL	-104.42599	2.3	4696	NE
60	WELLS RANCH 14-34	627 FSL	893 FWL	-104.42938	2.4	4764	SW
61	WELLS RANCH USX BB 3-14	556 FSL	1944 FWL	-104.42553	N/A	4710	SE
62	WELLS 34-3	659 FSL	1982 FEL	-104.42306	N/A	4710	SE
63	WELLS RANCH 10I	55 FNL	1256 FWL	-104.42103	N/A	4700	NW
64	WELLS RANCH USX BB 3-25	1373 FSL	1381 FWL	-104.42755	N/A	4714	NE
65	WELLS RANCH USX BB 3-11	1925 FSL	2039 FWL	-104.42522	N/A	4710	NE
66	WELLS RANCH USX BB 3-6	1950 FSL	2034 FWL	-104.42524	N/A	4710	NE
67	WELLS 43-3	1977 FSL	660 FEL	-104.41554	N/A	4700	NE
68	U P R PAN AM 1	660 FNL	660 FWL	-104.43394	N/A	4759	NW
69	WELLS RANCH USX BB 1-4	738 FNL	804 FWL	-104.43358	N/A	4719	NW
70	WELLS RANCH USX BB 1-5	1880 FNL	631 FWL	-104.39244	N/A	4714	SW
71	WELLS RANCH USX BB 1-12	2052 FSL	657 FWL	-104.39220	N/A	4686	NW
72	WELLS RANCH 14-35	668 FSL	661 FWL	-104.41125	N/A	4760	SW

NOTE: THE ABANDONED WELL DATA SHOWN IN RED ABOVE WAS OBTAINED FROM COGCC SCOUT CARDS.

DATE: 8/9/2017
PROJECT: 207003

SKETCH 2 OF 2

Proposed Spacing Unit – Noble Energy, Inc

Section 3: S/2



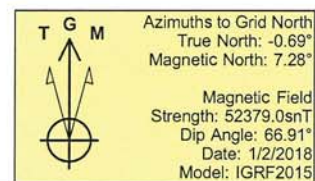
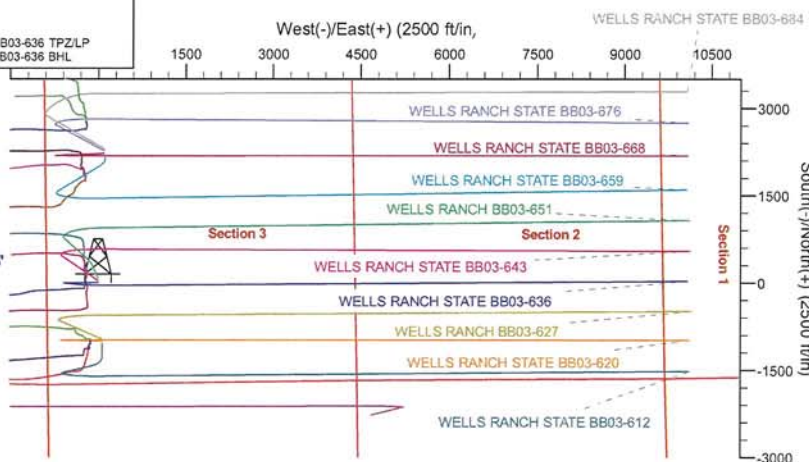
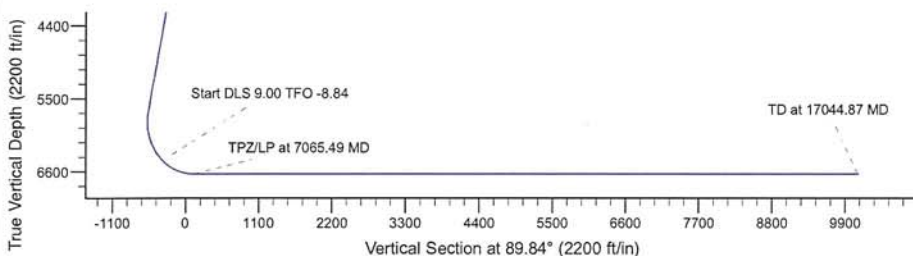
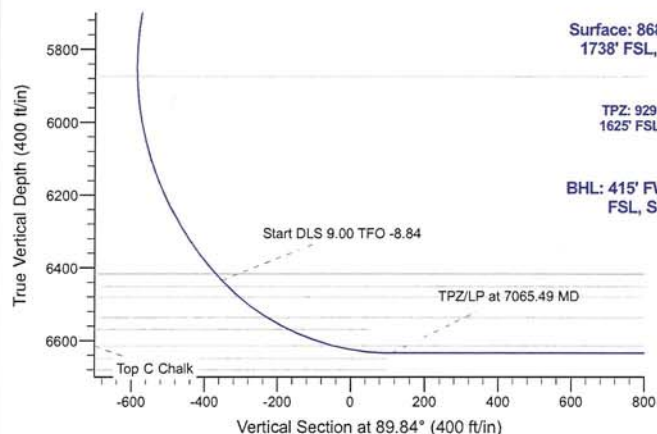
Project: Wells Ranch
 Site: BB Section 03
 Well: WELLS RANCH STATE BB03-636
 Wellbore: Wellbore #1
 Design: Plan 1

Northern Region - DJ Basin

Geodetic System: US State Plane 1983
 Datum: North American Datum 1983
 Ellipsoid: GRS 1980
 Zone: Colorado Northern Zone
 System Datum: Mean Sea Level

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSec	Target
1	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
2	2200.00	0.00	0.00	2200.00	0.00	0.00	0.00	0.00	0.00	
3	2700.00	10.00	270.00	2697.47	0.00	-43.52	2.00	270.00	-43.52	
4	5750.00	10.00	270.00	5701.13	0.00	-573.15	0.00	0.00	-573.15	
5	6544.81	43.48	96.00	6434.82	-30.87	-354.08	6.72	-174.86	-354.16	
6	7065.49	90.00	89.56	6635.00	-48.62	110.61	9.00	-8.84	110.48	WELLS RANCH BB03-636 TPZ/LP
7	17044.87	90.00	89.56	6635.00	27.49	10089.70	0.00	0.00	10089.74	WELLS RANCH BB03-636 BHL



WELL DETAILS: WELLS RANCH STATE BB03-636				
	0.00	0.00	4724.00	
	0.00	1399802.17	3298046.38	Latitude Longitude
			40.4259199	-104.4294200
Plan: Plan 1 (WELLS RANCH STATE BB03-636/Wellbore #1)				
Created By: Colby Baxter			Date: 11:19, March 07 2018	
OK to submit with 2A as per Noble Drilling 3/7/2018				