

BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF PDC	)	CAUSE NO.
ENERGY, INC. FOR AN ORDER POOLING ALL	)	
INTERESTS IN THE CODELL AND/OR NIOBRARA	)	DOCKET NO.
FORMATIONS IN DESIGNATED WELLBORE	)	
SPACING UNIT LOCATED IN SECTIONS 21 AND 28,	)	
TOWNSHIP 4 NORTH, RANGE 67 WEST, 6 <sup>TH</sup> PM,	)	
WELD COUNTY, COLORADO.	)	

**APPLICATION**

COMES NOW PDC Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the development of the Codell and/or Niobrara Formations in a designated 160-acre wellbore spacing unit for the Walters #21LDU Well ("Well") – API Number 05-123-31998:

Township 4 North, Range 67 West, 6th P.M.

Section 21: S½SW¼

Section 28: N½NW¼

Weld County, Colorado

(hereinafter "Application Lands")

In support of its application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests in a substantial portion of the Application Lands.
3. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell and Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.
4. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formation from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. The Application Lands are subject to Rule 318A for the Codell and/or Niobrara Formations. Order Nos. 407-655 and 407-692 include portions of the Application Lands but do not apply, and do not affect, the Application.

5. Applicant designated a 160-acre Wellbore Spacing Unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell and/or Niobrara Formations pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and pursuant to the provisions of C.R.S. §34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands in the Codell and/or Niobrara Formations underlying the following designated 160-acre wellbore spacing unit:

Township 4 North, Range 67 West, 6th P.M.  
Section 21: S½SW¼  
Section 28: N½NW¼

(referred to herein as the "Wellbore Spacing Unit").

7. Applicant requests that the Commission's pooling order be made effective as of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well to the Codell and/or Niobrara Formations on the Application Lands, whichever is earlier.

8. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be, or has already been, offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required by Rule 530. The interested parties list shall be filed with the Commission no later than seven (7) days after the filing of this application.

9. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Codell and/or Niobrara Formations, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands and the Wellbore Spacing Unit for the development of the Codell and/or Niobrara Formations.

B. Providing that the Commission's pooling order is made effective as of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Well, whichever is earlier.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof with respect to the Well drilled to develop the Codell and/or Niobrara Formation in the Wellbore Spacing Unit comprised of the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in November, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: September 17, 2012

Respectfully submitted:

**PDC Energy, Inc.**

By:



Jamie L. Jost  
Kenneth A. Wonstolen  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202

Applicant's Address:

PDC Energy, Inc.  
ATTN: Marie McCord  
1775 Sherman Street, Suite 3000  
Denver, CO 80203-4341

VERIFICATION

STATE OF COLORADO                     )  
  )  
CITY AND COUNTY OF DENVER        )

ss.

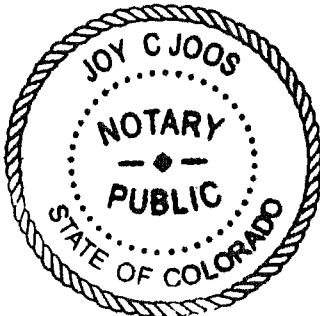
Carrie Ratliff, of lawful age, being first duly sworn upon oath, deposes and says that she is the Landman for PDC Energy, Inc., and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

Carrie Ratliff  
Carrie Ratliff

Subscribed and sworn to before me this 14<sup>th</sup> day of September, 2012.

Witness my hand and official seal.

My commission expires: 2-23-2015



My Commission Expires 12/23/2015

Joy C. Joos  
Notary Public

## EXHIBIT A

PDC Energy, Inc.  
1775 Sherman Street, Suite 3000  
Denver, CO 80203-4341

Graham B. Blanton  
1804 Pugh  
Fayetteville, NC 28305

L Gordon Pfefferkorn Jr. Trust  
L Gordon Pfefferkorn Jr.,  
Trustee  
715 Coliseum Dr.  
Winston-Salem, NC 27106

Robert L. Boschert  
70 Huntington Parkway  
St. Charles, MO 63301

Richard M Haber  
1311 North Church Ave.  
Tampa, FL 33607

Charles and Maureen Ardolino  
8871 Sailport Dr.  
Huntington Beach, CA 92646

Claude Stull  
11807 Admiralty Dr.  
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Blue Bell, PA 19422

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Cape Girardeau, MO 63701

Edward Foerstel  
3998 US Highway 61  
Bloomsdale, MO 63627

Edward Foerstel & Debra Foerstel  
3998 US Highway 61  
Bloomsdale, MO 63627

Cimarron Petroleum Corp.  
PO Box 2768  
Amarillo, TX 79105

Richard R. Chotin  
509 Olive St., Suite 500  
St. Louis, MO 63101

American Investment Bank  
David S. Toth DPM  
Chargin Wally Foot Centers  
514 Water St.  
Chardon, OH 44024

American Investment Bank  
Leslie Wint  
79 Esplanade  
Mt. Vernon, NY 10553

Gregory J. Bunton  
11437 St. Charles Rock Rd.  
Bridgeton, MO 63044

Troy B. Fergman and Marilyn Fergen J/T  
219 N. Avenue #4  
Chicago, IL 60610

Michael R. Freeman, MD  
Rt. 2, Box 386 ECape  
Girardeau, MO 63701

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1008 Wellington  
St. Louis, MO 63017

H.W. Hardy  
711 Louisiana, Suite 1300  
Houston, TX 77002

Meyer Lewshin  
1253 N. Vine St. #16  
Los Angeles, CA 90038

Peter C. and Joyce T. Merrill  
9825 Waterbury Dr.  
Ladue, MO 63124

Robert G. Rager  
7002 S. Chaparral Cir. East  
Aurora, CO 80016  
Gurijala N. Reddy, MD  
6 Fieldcrest Ave.  
Wheeling, WV 26003

Jack D. and Janet Tatom  
PO Box 191  
Cosmopolis, WA 98537

Jack I. Tompkins  
10022 Briar Dr.  
Houston, TX 77042

Gary Van Shafter  
2 Timberline Dr.  
Wayneon, NJ 07470

R. Dean and Lovenia Burchette  
C/O Dean Burchette  
Eric Equities, Inc.  
2021 E. 4<sup>th</sup> St., Suite 218  
Santa Ana, CA 92705

Ethelyn L. Looy  
PO Box 1404  
New York, NY 10185

R. Bruce Fickle, II  
PO Box S  
Berthoud, CO 80513

Jane Frances King Trust  
C/O American National Bank  
3033 East 1<sup>st</sup> Ave.  
Denver, CO 80206

Helen Y McCarthy Revocable Trust  
Dated December 12, 1994  
Helen Y. Hanna, Trustee  
PO Box 17850  
Boulder, CO 80308

Michael H. McCarthy  
RT 11/26/01  
Michael H McCarthy, Trustee  
PO Box 1418  
Cody, WY 82414

Timothy D. McCarthy Trust  
Charles L. Sick, Trustee  
PO Box 17850  
Boulder, 80308

McCarthy Weld Farms  
801 Panorama Circle  
Longmont, CO 80501

Patrick W. McCarthy  
3000 CR 301  
Parachute, CO 81635

IN THE MATTER OF THE APPLICATION OF PDC ENERGY, INC. FOR AN ORDER POOLING ALL INTERESTS IN THE CODELL AND/OR NIOBRARA FORMATIONS IN DESIGNATED WELLBORE SPACING UNIT LOCATED IN SECTIONS 21 AND 28, TOWNSHIP 4 NORTH, RANGE 67 WEST, 6<sup>TH</sup> PM, WELD COUNTY, COLORADO.

DOCKET NO.

## )

)

Tammi R. H.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015