

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

IN THE MATTER OF THE APPLICATION OF PDC)	
ENERGY, INC. FOR AN ORDER POOLING ALL)	CAUSE NO.
INTERESTS IN THE CODELL AND/OR NIOBRARA)	
FORMATIONS IN THREE DESIGNATED 320-ACRE)	DOCKET NO.
WELLBORE SPACING UNITS LOCATED IN)	
SECTIONS 25 AND 26, TOWNSHIP 7 NORTH,)	
RANGE 63 WEST, 6 TH 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 the three designated 320-acre wellbore spacing units set forth below for the Carmichael 26M-223 well – API Number 05-123-35113, the Carmichael 26R-203 well – API Number 05-123-34709, and the Carmichael 26U-243 well – API Number 05-123-35078:

Township 7 North, Range 63 West, 6th P.M.

Section 26: E½W½, W½E½ (Carmichael 26M-223 Well – "WSU #1")

Section 26: E½ (Carmichael 26R-203 Well – "WSU #2")

Section 25: W½W½ (Carmichael 26U-243 Well – "WSU #3")

Section 26: E½E½

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 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. In September 2012, the Commission amended Rule 318A to provide for the development of horizontal wells within the Greater Wattenberg Area. The Application Lands are subject to Rule 318A for the Codell and/or Niobrara Formations. Order No. 407-578 includes a portion of the Application Lands but does not apply, and does not affect, this Application.

4. Applicant designated a 320-acre Wellbore Spacing Unit, defined below, for the Carmichael 26M-223 Well 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.

5. 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 320-acre wellbore spacing unit:

Township 7 North, Range 63 West, 6th P.M.

Section 26: E½W½, W½E½ (Carmichael 26M-223 Well – “WSU #1”)

6. 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 Carmichael 26M-223 Well to the Codell and/or Niobrara Formations on the Application Lands, whichever is earlier.

7. Applicant designated a 320-acre Wellbore Spacing Unit, defined below, for the Carmichael 26R-203 Well 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.

8. 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 320-acre wellbore spacing unit:

Township 7 North, Range 63 West, 6th P.M.

Section 26: E½ (Carmichael 26R-203 Well – “WSU #2”)

9. 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 Carmichael 26R-203 Well to the Codell and/or Niobrara Formations on the Application Lands, whichever is earlier.

10. Applicant designated a 320-acre Wellbore Spacing Unit, defined below, for the Carmichael 26U-243 Well 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.

11. 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 320-acre wellbore spacing unit:

Township 7 North, Range 63 West, 6th P.M.

Section 25: $W\frac{1}{2}W\frac{1}{2}$

(Carmichael 26U-243 Well – “WSU #3”)

Section 26: $E\frac{1}{2}E\frac{1}{2}$

12. 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 Carmichael 26U-243 Well to the Codell and/or Niobrara Formations on the Application Lands, whichever is earlier.

13. 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.

14. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and WSU#1, WSU#2, and WSU#3 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 WSU #1, WSU #2, and WSU #3 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 individual Carmichael 26M-223 Well, the Carmichael 26R-203 Well, and the Carmichael 26U-243 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 Carmichael 26M-223 Well, the Carmichael 26R-203 Well, and the Carmichael 26U-243 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 Carmichael 26M-223 Well, the Carmichael 26R-203 Well, and the Carmichael 26U-243 Well drilled to develop the Codell and/or Niobrara Formation in the three respective designated 320-acre Wellbore Spacing Units comprised of the Application Lands.

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

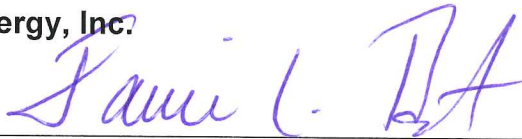
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in November, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: September A , 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)
) ss.
CITY AND COUNTY OF DENVER)

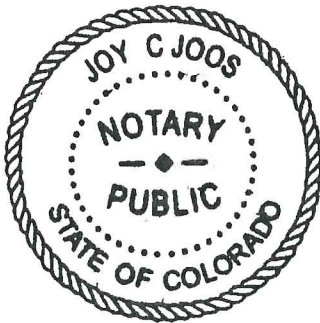
Eric Swenson, of lawful age, being first duly sworn upon oath, deposes and says that he is the Landman for PDC Energy, Inc., and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.


Eric Swenson

Subscribed and sworn to before me this 14th day of September, 2012.

Witness my hand and official seal.

My commission expires: 2-23-2015



My Commission Expires 02/23/2015

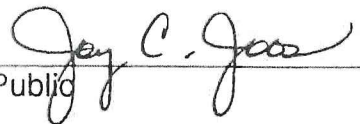

Notary Public

EXHIBIT A

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

Chesapeake Exploration LLC
Attn: Nick Watkins
6100 N. Western Avenue
Oklahoma City, OK 73118

OOGC America, Inc.
c/o CNOOC International Limited
No. 25
Chaoyangmenbei Dajie
Dongcheng District
Beijing, 100010
P.R. China

Anadarko Land Corporation
1099 18th Street, Suite 1800
Denver, CO 80202

Noble Energy, Inc.
1625 Broadway, Suite 220
Denver, CO 80202

Betty L, Campbell
P.O. Box 1048
Magdalena, NM 87825

Donald L. & Michele Carmichael
Joint/Tenants
36249.0 Highway 392
Briggsdale, CO 80611

Centennial Mineral Holdings, LLC
8235 Douglas Avenue, Suite 815
Dallas, TX 75225

Estate of John F. Biggs
Janette Frasco, PR
1125 Huckleberry Lane
Eaton, CO 80615

Janette Frasco
1125 Huckleberry Lane
Eaton, CO 80615

Michael Guttersen &
Henrieta Quinn Guttersen, T/C
P.O. Box 2176
Greeley, CO 80632

Hat Creek Royalty Ltd.
P.O. Box 3240
Midland, TX 79702

William L. & Loretta Howes, J/T
6424 Broadway
Sacramento, CA 95820

Tommy W. Kime
2507 Rouen Lane
Johnston, CO 80534

Ellis Knoll
63246 WCR 78
New Raymer, CO 80534

Mary E. Biggs Life Estate
Richard B. Biggs, POA
11275N Via Rancho Naranjo
Oro Valley, AZ 85737

Richard Moore
642 Holly Street
Shelley, ID 83274

E. Marie Wickland Family Trust
E. Marie Wickland, Trustee
1468 44th Avenue
Greeley, CO 80631

IN THE MATTER OF THE APPLICATION OF PDC ENERGY, INC. FOR AN ORDER POOLING ALL INTERESTS IN THE CODELL AND/OR NIOBRARA FORMATIONS IN THREE DESIGNATED 320-ACRE WELLBORE SPACING UNITS LOCATED IN SECTIONS 25 AND 26, TOWNSHIP 7 NORTH, RANGE 63 WEST, 6TH PM, WELD COUNTY, COLORADO.

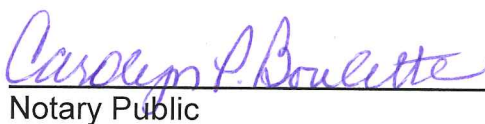
DOCKET NO.

STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

That she is the attorney for PDC Energy, Inc. and that on or before September 24, 2012 she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Subscribed and sworn to before me September 14, 2012.

My commission expires: October 22, 2015.



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