

**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 TO
POOL ALL INTERESTS IN AN APPROXIMATE
320-ACRE DESIGNATED WELLBORE
SPACING UNIT IN SECTION 25, TOWNSHIP 5
NORTH, RANGE 65 WEST, 6TH P.M., FOR
THE NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW PDC Energy, Inc. ("Applicant"), by its attorneys, Jost & Shelton Energy Group, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 320-acre wellbore spacing unit for the drilling of the LaSalle 25F-332 Well, (API No. 05-123-37340) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 65 West, 6th P.M.
Section 25: N½

Weld County, Colorado (hereinafter "Application Lands").

In support thereof, 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 certain leasehold interests in the Application Lands.
3. On February 19, 1992, the Commission entered 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 Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1 and allowed downhole commingling of production from the Codell and Niobrara Formations.
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 Formations 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. On August 8, 2011, Rule 318A was again amended to, among other things, address drilling of horizontal wells.

5. On July 14, 2009, the Commission entered Order No. 407-334, which, among other things, established a wellbore spacing unit consisting of the W $\frac{1}{2}$ NW $\frac{1}{4}$ of Section 30, Township 5 North, Range 64 West, 6th P.M., and the E $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 25, Township 5 North, Range 65 West, 6th P.M., and to pool all nonconsenting interests in said unit, for the development and operation of the Codell and Niobrara Formations.

6. On August 18, 2009, the Commission entered Order No. 407-335, which, among other things, established two approximate 160-acre wellbore spacing units for certain lands located in Section 30, Township 5 North, Range 64 West, 6th P.M., and Section 25, Township 5 North, Range 65 West, 6th P.M., for the production of oil and associated hydrocarbons from the Codell and Niobrara Formations, and to pool all nonconsenting interests in said units, for the development and operation of the Codell and Niobrara Formations.

7. On June 27, 2011, the Commission entered Order No. 232-278, which, among other things, pooled all nonconsenting interests in a designated approximate 160-acre wellbore spacing unit for certain lands located in Sections 25 and 26, Township 5 North, Range 65 West, 6th P.M. (to accommodate the Geib #41-26 Well), for the development and operation of the Codell, Niobrara and "J" Sand Formations.

8. On June 27, 2011, the Commission entered Order No. 232-284, which, among other things, pooled all nonconsenting interests in a designated approximate 160-acre wellbore spacing unit for the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 23, the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 24, the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 25, and the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 26, Township 5 North, Range 65 West, 6th P.M. (to accommodate the Geib #26-26 Well), for the development and operation of the Codell, Niobrara and "J" Sand Formations.

8. Applicant designated the 320-acre wellbore spacing unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

9. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre designated wellbore spacing unit:

Township 5 North, Range 65 West, 6th P.M.
Section 25: N $\frac{1}{2}$

(hereafter "Wellbore Spacing Unit").

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

11. 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 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 as applicable. The list of such interested parties is attached hereto as Exhibit A.

12. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit should be pooled for the orderly development of the Niobrara Formation, 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 Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the Well in the Wellbore Spacing Unit to the Niobrara Formation on the Application Lands.

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(6) and (7), and made subject to the cost recovery provisions thereof with respect to the Well drilled to develop the Niobrara Formation in the Wellbore Spacing Unit comprising the Application Lands.

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

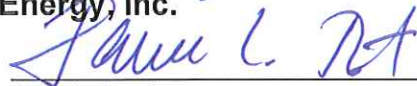
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in March 2014, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: January 16, 2014.

Respectfully submitted:

PDC Energy, Inc.

By:



Jamie L. Jost

Joseph M. Evers

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer St., Suite 1400

Denver, Colorado 80202

(720) 379-1812

Applicant's Address:

PDC Energy, Inc.

ATTN: Marie McCord

1775 Sherman Street, Suite 3000

Denver, CO 80203

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 Regional 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
Regional Landman
PDC Energy, Inc.

Subscribed and sworn to before me this 15th day of January 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 3/5/14

Francine Torres-Yates Notary Public



IN THE MATTER OF THE APPLICATION OF
PDC ENERGY, INC. FOR AN ORDER TO
POOL ALL INTERESTS IN AN APPROXIMATE
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SPACING UNIT IN SECTION 25, TOWNSHIP 5
NORTH, RANGE 65 WEST, 6TH P.M., FOR
THE NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

DOCKET NO.

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

Paul C. H.

Subscribed and sworn to before me this 16 day of January 2014.

[SEAL]

My commission expires: 2/18/17

Vanilla Carroll
Notary Public

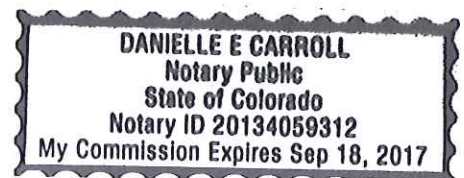


EXHIBIT A

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 90202

Noble Energy WyCo, LLC
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Denver, CO 90202

Cowen Oil Company
300 16th Street, Suite 207
Greeley, CO 80631

Johns Hopkins University
Estate of James H Duncan
Office of Gift Planning
Baltimore, MD 21218

Kenneth D Hill
2292 Trestle Road
Fort Collins, CO 80525

Andrews Capital Holdings, LLC
1300 Teakwood Drive
Fort Collins, CO 80525

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Colorado Springs, CO 80906-4818

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3939 Erie Avenue #3150
Cincinnati, OH 45208

McArthur Minerals, LLC
2313 17th Street
Greeley, CO 80634-6005

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23561 County Road 52
Greeley, CO 80631

Mary Kathryn Sheehan
244 Mirafiel Lane
Austin, TX 78737

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Pearland, TX 77584

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Rose M Pluss
Unit #306
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Centennial, CO 80112

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Denver, CO 80206

Sam Pluss Jr.
Pluss Poultry
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Sister Mary Wegher
St Martin Monastery
Rapid City, SD 57702-9613

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Comanche Enterprises, Inc.
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Weatherford, TX 76088

Laura E. Leonard Insurance Trust
Obie P Leonard III Trustee
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Tall Grass Energy, LLC
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Argonaut Ventures LLC
PO Box 4210
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Estate Of A Gene Wegher,
C/O Linda A. Wegher, PR
Gillette, WY 82718

Oswald Family Trust dated 4-27-98
Louis A Oswald III Trustee
PO Box 280969
Lakewood, CO 80228-0969

Pumpkin Buttes LLC
PO Box 1989
Casper, WY 82602

Rita Cassell Living Trust
2235 Galrnd Street
Lakewood, CO 80215

Paragon Oil & Gas LLC
9640 Red Oakes Place
Highlands Ranch, CO 80126

Jonathan Roderick Living Trust
dated 2/8/07
Jonathan S Roderick Trustee
PO Box 7961
Boulder, CO 80306

Centennial Mineral Holdings, LLC
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Dallas, TX 75235

Linda A Wegher
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Cozzens Living Trust
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John R & Lucille C Duell Living
Trust dated 4/10/2000
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Mary G Gibbs Jimenez Trustee
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Shaunia Ross Trust dated 2/27/08
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Right of Way & Permits Dept.
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Denver, CO 80202

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