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 160-ACRE WELLBORE SPACING UNIT IN SECTIONS 9 AND 10, TOWNSHIP 5 NORTH, RANGE 63 WEST, 6TH P.M., FOR THE CODELL-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 160-acre Wellbore Spacing Unit, as defined below, for the drilling of the Wells Ranch 10H Well, (API No. 05-123-31361) ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 5 North, Range 63 West, 6th P.M.
Section 9: E½SE¼
Section10: W½SW¼

160-acres, more or less, 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 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.

4. 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.

5. On January 13, 2009, the Commission entered Order No. 407-330, which, among other things, approved the request for an order to designate stand-up 80-acre drilling and spacing units and pool all nonconsenting interests in the units in the W½ of Section 10, Township 5 North, Range 63 West, 6th P.M., for the development and operation of the Codell-Niobrara Formations. Order No. 407-330 does not affect this Application.

6. Applicant designated the 160-acre Wellbore Spacing Unit for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

7. 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 Codell-Niobrara Formation underlying the following approximate 160-acre Wellbore Spacing Unit:

Township 5 North, Range 63 West, 6th P.M.
Section 9: E½SE¼
Section10: W½SW¼

(throughout as "Wellbore Spacing Unit").

8. 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 Codell-Niobrara Formation on the Application Lands.

9. 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.

10. 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 Codell-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 Codell-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 Codell-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 Codell-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 October 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: August 28th, 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 420
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)

Sam McClung, of lawful age, being first duly sworn upon oath, deposes and says that she is a Regional 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.

Sam McClung
Regional Landman
PDC Energy, Inc.

Subscribed and sworn to before me this 28th day of August 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 2-23-2015

Notary Public

JOY C JOOS
NOTARY
PUBLIC
STATE OF COLORADO

My Commission Expires 02/23/2015

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 160-ACRE WELLBORE SPACING UNIT IN SECTIONS 9 AND 10, TOWNSHIP 5 NORTH, RANGE 63 WEST, 6TH P.M., FOR THE CODELL-NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.

AFFIDAVIT OF MAILING

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

I, Jamie Jost of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for PDC Energy, Inc., and that on or before the 4th day of September 2014, I 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.

Jamie L. Jost

Subscribed and sworn to before me this 28th day of August 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 06/16/2018

Notary Public

CHARLOTTE LAWLESS
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144023899
MY COMMISSION EXPIRES JUNE 16, 2018

Exhibit A
Interested Party List
FP - Wells Ranch 10H

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

Noble Energy, Inc.
1625 Broadway
Denver, CO 80202

Florence A. Nix
Address Unknown

Veda D. Schafer
Address Unknown

Emma Minor
Address Unknown

Wells Ranch, a Partnership
32010 Weld County Road 63
Gill, CO 80624

Steven T & Teresa L Wells
32010 Weld County Road 63
Gill, CO 80624

Nancy L Swope
2502 22nd Ave
Greeley, CO 80631-8242

Mabel Eikleberry Estate
Robert N Patterson, PR
PO Box 159
Kim, CO 81049

Donald H & Maxine A Morris
Family Trust
Maxine A Morris Trustee
628 Lane St
Fort Morgan, CO 80701

Louis M Kimball
2405 16th Avenue
Greeley, CO 80631

Jeffrey S Patterson
15590 SW Baker Lane
Tigard, OR 97224

Sherrill Lynn Cunningham
15660 SW Beverly Beach Court
Beaverton, OR 97007

Bradley K Patterson
4570 North Moorpark Road
Camarillo, CA 93012

Kelly Jo Haggerty
PO Box 88325
Colorado Spring, CO 80908

Centennial Mineral Holdings, LLC
5950 Cedar Springs Rd, Ste 200
Dallas, TX 75235

Raymond Harrison Trust
Raymond Harrison Trustee
PO Box 153
Hygiene, CO 80533

Richard McMahan
6127 W 16th
Greeley, CO 80634

Darla Hillman
10700 Hillman Drive
Dickinson, TX 77539

Debra McLawchlin
PO Box 4
Santa Fe, TX 77510

Family Tree Corporation
PO Box 260498
Lakewood, CO 80226

Raye Ann & Richard A Yapp
4228 SW Brittany Dr
Gresham, OR 97080

Michael D Cox
11140 Orrs Corner Rd
Rickreall, OR 97371

Raymond C Drasbek Trust 2/8/12
Raymond C Drasbek Trustee
1280 NE Kane Drive #24
Gresham, OR 97030

Portland Elks Lodge BPOE
3723 NE Columbia Blvd
Portland, OR 97211-2041

Legacy Royalties, LTD
PO Box 1360
Tyler, TX 75710-1360

Richard D Krause and
Joy Lynn Krause
1334 Benito Ave
Burlingame, CA 94010-5626

Diane Brandt
355 South Township Road
Yuba City, CA 95993

Estate of Homer V House
Myrna Latschaw PR
3802 NE 92nd Street
Seattle, WA 98115

Raptor Resources LLC
PO Box 1959
Parker, CO 80134

Arthur Ray Bruce
9404 Sturgis Ave
Pasco, WA 99301

Patricia Belcourt Franz
2753 Katie Road
Kennewick, WA 99338

Joyce Belcourt Rogers
17608 66th Place West
Lynnwood, WA 98037

Betty Anne Belcourt Clark
1882 Shore Ave
Freeland, WA 98249

Marilyn Eunice Sinnard
3157 East 106th Ave
Northglenn, CO 80233

Dianne Lucille Binder
24676 Highway 392
Greeley, CO 80631

Janet Louise Giesick
3902 W 6th Street
Greeley, CO 80634

Larry Ray Benner
4427 Craig Drive
Ft Collins, CO 80526

Earle E House & Ester House RT
Bret E Davis Co-trustee
10537 Candytuft Street
Ventura, CA 93004

Myrna Latschaw
3802 NE 92nd Street
Seattle, WA 98115

Heirs/Devisees of RE Winbourn
No address available

Anadarko E&P Onshore LLC
1099 18th Street Ste 1800
Denver, CO 80202

Heirs of Florence A Nix, deceased
17305 Village 17
Camarillo, CA 93012

Heirs of Veda D Schafer, deceased
860 SW Cherry Street
Willamina, OR 97396

Heirs Emma Minor, deceased
No address available