

**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 DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT IN SECTIONS 33
AND 34, TOWNSHIP 5 NORTH, RANGE 67
WEST, 6TH P.M., FOR THE CODELL-
NIOBRARA FORMATION, JOHNSTOWN
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 designated horizontal Wellbore Spacing Unit, as defined below, for the drilling of the Nelson 33-VD Well, (API No. 05-123-27128) ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 5 North, Range 67 West, 6th P.M.

Section 33: E $\frac{1}{2}$ NE $\frac{1}{4}$

Section 34: W $\frac{1}{2}$ NW $\frac{1}{4}$

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 recompleate 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. 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.

6. 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 designated horizontal Wellbore Spacing Unit:

Township 5 North, Range 67 West, 6th P.M.

Section 33: E $\frac{1}{2}$ NE $\frac{1}{4}$

Section 34: W $\frac{1}{2}$ NW $\frac{1}{4}$

(throughout as "Wellbore Spacing Unit").

7. 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.

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 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.

9. 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 designated horizontal 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 designated horizontal 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 designated horizontal 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)

John Krattenmaker, of lawful age, being first duly sworn upon oath, deposes and says that he is Landman Team Lead – Wattenberg 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.

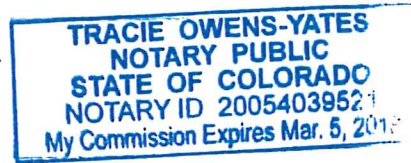


John Krattenmaker
Landman Team Lead – Wattenberg
PDC Energy, Inc.

Subscribed and sworn to before me this 27th day of August 2014.

Witness my hand and official seal.

[SEAL]



My commission expires: 3-5-2018



Notary Public

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


Jamie L. Jost

Charlotte Funder

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

Exhibit A
Interested Parties List
FP-Nelson-33VD

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

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c/o Velma Montoya Thompson
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Los Angeles, CA 90068

Velma Montoya Thompson
6970 Los Tilos Road
Los Angeles, CA 90068

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James Mowrer & Christine Mowrer
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Welches, OR 97067

Velma J. Coffey
c/o Wayne A. Riggins, POA
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Murrieta, CA 92562

Ampetro, Inc.
Address Unknown

William Wells
Address Unknown

Paul E Neubauer
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Wray, CO 80758-0151

Paul Nelson Farms LLC
9000 Weld County Road 52
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Doris A Fields Trust
9190 Weld County Road 52
Milliken, CO 80543-0000

Robert D Fields Trust
9190 Weld County Road 52
Milliken, CO 80543

Anadarko E&P Onshore
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Charles G Nelson
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Kurt W Nelson
313 Kathleen Avenue
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Margaret R Wakeman
305 S Marjorie Avenue
Milliken, CO 80543-0000

Kenneth C Wagner
520 47th Avenue Court
Greeley CO 80634-0000

Sandra Wagner
4946 West 9th Street Drive
Greeley CO 80634-0000

Ashlie Wagner
4748 West 9th St Rd
Greeley, CO 80634-0000

Levi Wagner
3114 West 12th Street Road
Greeley, CO 80634-0000

Anadarko/Kerr-McGee
ATTN: SHEA KAUFFMAN
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Denver, CO 80202