

**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 HORIZONTAL
WELLBORE SPACING UNIT IN SECTION 34,
TOWNSHIP 7 NORTH, RANGE 66 WEST, 6TH
P.M., FOR THE NIOBRARA FORMATION,
EATON AND WATTENBERG FIELDS, WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW PDC Energy, Inc. (Operator No. 69175) ("PDC" or "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, as defined below, for the drilling of the Anderson 34R-343 Well (API No. 05-123-37297) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 7 North, Range 66 West, 6th P.M.
Section 34: E½

320-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. Applicant designated the 320-acre Wellbore Spacing Unit 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.

5. 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 non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre Wellbore Spacing Unit:

Township 7 North, Range 66 West, 6th P.M.
Section 34: E½

(throughout as "Wellbore Spacing Unit").

6. 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.

7. 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 503.e., and that at least thirty-five (35) 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.

8. 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 non-consenting 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 2015, 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: December 22, 2014.

Respectfully submitted:

PDC ENERGY, INC.

By: 

Jamie L. Jost

James P. Parrot

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)

Elizabeth Bachman, of lawful age, being first duly sworn upon oath, deposes and says that she is a 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.


Elizabeth Bachman, Landman
PDC Energy, Inc.

Subscribed and sworn to before me this 19th day of December, 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 5/16/2017

KRISTIE ANN MONEY
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134031387
My Commission Expires May 16, 2017



Notary Public

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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 22nd day of December 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

Jamie L. Jost

Subscribed and sworn to before me this 22nd day of December, 2014.

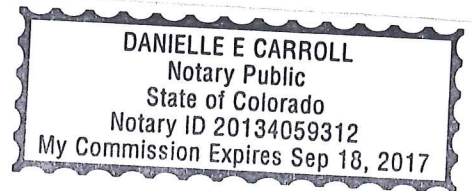
Witness my hand and official seal.

[SEAL]

My commission expires: 9/18/17

Danielle Carroll

Notary Public



**Exhibit A
Interested Party List**

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

Extraction Oil and Gas LLC
1888 Sherman Street, Suite 200
Denver, CO 80203

Rhonda L. Lesh &
O. Jeffrey Lesh
1115 Osprey Road
Eaton, CO 80615

Marlys Kinsey
5827 Jasper Pointe Circle
Castle Pines, CO 80108

Don Anderson Inc
a Colorado Corporation
Barbara R. Anderson, Trustee
165427 WCR 74
Eaton, CO 80615

Barry Anderson Family Trust
15427 CR 74
Eaton, CO 80615

Ruth Lenora Johnson
9 Cottonwood Ave
Eaton, CO 80615

HJ Anderson LLC
C/O Val Dunn 25497
Highway 34
Kersey, CO 80644

Dianne S Hansen
22567 WCR 49
LaSalle, CO 80645

Kristi A Kinsey
6430 South Dallas Ct
Englewood, CO 80111

Daniel J Kinsey
4107 Idaho Street
Evans, CO 80620

Optimum Art Glass Inc
a Colorado Corporation
36471 WCR 33
Eaton, CO 80615