

**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 15,
TOWNSHIP 6 NORTH, RANGE 66 WEST, 6TH
P.M., FOR THE NIOBRARA FORMATION,
WATTENBERG FIELD, 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 Harvesters Resource 15M-303 Well (API No. 05-123-37929) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 6 North, Range 66 West, 6th P.M.
Section 15: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

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. 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, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

5. On March 18, 1985, the Commission entered Order No. 381-5, which, among other things, approved an additional well on each 80-acre drilling and spacing unit in the undrilled 40-acre tract for the production of oil and associated hydrocarbons, and that such wells shall be subject to the provisions of Order Nos. 381-1, 381-2 and 381-3. Order No. 381-5 does not affect this Application.

6. On June 17, 2014, the Commission entered Order No. 407-1063, which, among other things, approved the request for an order to pool all interests in an approximate 320-acre wellbore spacing unit for the development and operation of the Niobrara Formation. Order No. 407-1063 does not affect this Application.

7. 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.

8. 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 6 North, Range 66 West, 6th P.M.
Section 15: E½W½, W½E½

(throughout as "Wellbore Spacing Unit").

9. 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.

10. 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.

11. 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.

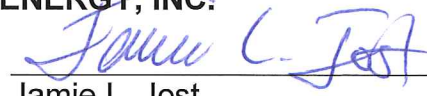
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in March 2015, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: December 22, 2014.

Respectfully submitted:

PDC ENERGY, INC.

By:



Jamie L. Jost

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

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

Sam McClung
(Sam) McClung
Regional Landman
PDC Energy, Inc.

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


Jamie L. Jost

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

Witness my hand and official seal.

[SEAL]

My commission expires:

Vanida Carvel
Notary Public

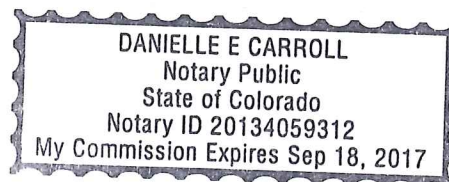


Exhibit A
Interested Party List

Bethkujo LLC
1931 13th Street
Greeley, CO 80631

Betty M Addison &
Virginia L Mizuno JT
8123 Hancock Drive
Wichita, KS 67236

Richard G Speaker
61 Columbian Drive
Tooele , UT 84074

Betty M Johnson
1931 13th Street
Greeley, CO 80631

Natalie J Sena
3935 Carlile, Unit B
Pueblo , CO 81005

Burman Ranch LLC
2520 Pope Lane
Laramie, WY 82070

Burman Ranch LLC
2520 Pope Lane
Laramie, WY 82070

Harold C Buxman
14441 County Road 66
Greeley, CO 80631

Doris F Buxman
14441 County Road 66
Greeley, CO 80631

Harvesters Resources LLC
PO Box 334
Eaton, CO 80615

Kristopher L Jorgensen &
Janette Lynne Jorgensen JT
15519 Highway 392
Greeley, CO 80631

Alfonso M Sena Jr &
Natie J. Sena, JT
3932 Carlile Avenue
Pueblo, CO 81005

Plumb Ridge LLC
C/o Todd Bean Manager
Eaton, CO 80615

Harvesters Resources LLC
PO Box 334
Eaton, CO 80615

Ronald W Buxman
14441 County Road 66
Greeley, CO 80631

Patricia A Buxman
14441 County Road 66
Greeley, CO 80631

Sonia L Burron Living Trust,
Sonia L. Burron, Trustee
15374 WCR 70
Greeley, CO 80631

Highland Valley Reservoir &
Ditch Company
14441 Weld County Road 66
Greeley, CO 80631

John E Adams
1050 N 1st Ave
Greeley, CO 80631-9112

Neva E Adams
1050 N 1st Ave
Greeley, CO 80631

James L Adams
5395 Grove Street
West Linn, OR 97068

Stephen L Adams
4111 N Locust St
Canby, OR 97013

James L & Stephen Adams Trustees
of Ann Christine Babb Trust
5395 Grove Street
West Linn, OR 97068

Robert E Shimek
2319 NW Dorion Way
Bend, OR 97701

Valerie A Lefler
3414 NE 40th Avenue
Portland, OR 97212

Sherrill L Adams
108 Manchester Rd
Media, PA 19063

Heather Lynn Flores
2194 Bright Place
Hayward, CA 94541

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STATE OF COLORADO)
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CITY AND COUNTY OF DENVER)

James Lying Adams
5395 Grove Street
West Linn, OR 97068

John Hardin Adams
2935 So. Fir Street
Olympia, WA 98501

Schaefer Farm 160, LLC
297 Jackson Street
Denver, CO 80206

Ian Azure
2194 Bright Place
Hayward, CA 94541

Joseph Azure
1051 Noe Street
San Francisco, CA 94131

Jennifer Edwards
50 Bret Harte Avenue
Reno, NV 89509

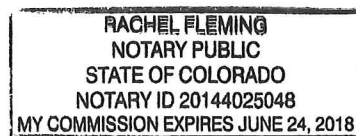


Joseph M. Evers

Subscribed and sworn to before me February 9, 2015.

Witness my hand and official seal.

My commission expires: June 24, 2018.





Notary Public