

**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
480-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR PORTIONS
OF SECTIONS 18 AND 19, TOWNSHIP 4
NORTH, RANGE 66 WEST, 6TH P.M., AND
SECTIONS 13 AND 24, TOWNSHIP 4 NORTH,
RANGE 67 WEST, 6TH P.M., FOR THE CODELL
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

TYPE: POOLING

APPLICATION

COMES NOW PDC Energy, Inc. (Operator No. 69175) ("PDC" or "Applicant"), by its attorneys, Burleson LLP, 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 480-acre Wellbore Spacing Unit, as defined below, for the drilling of the Bernhardt Farms 13W-403 Well (API No. 05-123-38830) ("Well"), for the development of the Codell Formation on the following described lands:

Township 4 North, Range 66 West, 6th P.M.

Section 18: W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 19: W $\frac{1}{2}$ W $\frac{1}{2}$

Township 4 North, Range 67 West, 6th P.M.

Section 13: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 24: E $\frac{1}{2}$ E $\frac{1}{2}$

480-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 Codell-Niobrara Formations, the Codell Formation, and 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 June 1, 2010, the Commission entered Order No. 407-373, which among other things, established a 160-acre drilling and spacing unit in the SE $\frac{1}{4}$ of Section 13, Township 4 North, Range 67 West, 6th P.M., and pooled all non-consenting interests, to accommodate the Bernhardt 13D, Bouge 1, and Brindle 1 Wells, for the development and operation of the Codell and Niobrara Formations. Order No. 407-373 does not affect this Application.

6. Applicant designated the 480-acre Wellbore Spacing Unit for the production of oil, gas, and associated hydrocarbons from the Codell 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 non-consenting interests, in the Application Lands in the Codell Formation underlying the following approximate 480-acre Wellbore Spacing Unit:

Township 4 North, Range 66 West, 6th P.M.

Section 18: W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 19: W $\frac{1}{2}$ W $\frac{1}{2}$

Township 4 North, Range 67 West, 6th P.M.

Section 13: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 24: E $\frac{1}{2}$ E $\frac{1}{2}$

(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 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 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.

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 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 Codell 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 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 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 July 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: May 20, 2015.

Respectfully submitted:

PDC ENERGY, INC.

By:



Jamie L. Jost
Zachary P. Sears
Burleson LLP
Attorneys for Applicant
1700 Lincoln St., Suite 1300
Denver, Colorado 80203
(303) 801-3200

Applicant's Address:

PDC Energy, Inc.
ATTN: Josh Wagner
1775 Sherman Street, Suite 3000
Denver, CO 80203

VERIFICATION

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

Josh Wagner, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior 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.



Josh Wagner
Senior Regional Landman
PDC Energy, Inc.

Subscribed and sworn to before me this 20th day of May 2015.

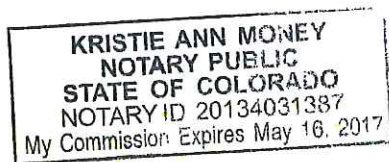
Witness my hand and official seal.

[SEAL]

My commission expires: 5/16/17



Notary Public



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TYPE: POOLING

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

Jane C. Post

Subscribed and sworn to before me this 20th day of May 2015.

[SEAL]

My commission expires: June 24, 2018

Daniel S. Fleming Notary

RACHEL FLEMING
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2018

Exhibit A
FP – Bernhardt Farms 13W-403

Noble Energy, Inc.
1625 S. Broadway, Ste. 2200
Denver, CO 80202

Noble Energy, WyCo, LLC
1625 S. Broadway, Ste. 2200
Denver, CO 80202

K.P. Kauffman Co., Inc.
1675 Broadway, Ste. 1650
Denver, CO 80202

Kerr-McGee Oil & Gas Onshore, LP
1099 18th St., Ste. 1800
Denver, CO 80202

Walter G. Brown
(No Address Available)

Charles C. Brown
(No Address Available)

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

Jerry Reuben Bernhardt,
Consolidated Trust
Jerry Reuben Bernhardt, Trustee
820 Azalea Way
Vacaville, CA 95688

Timothy Alan Bernhardt,
Consolidated Trust
Charlene Michaels, Trustee
551 Barnwood Drive
Windsor, CO 80550

Charlene Bernhardt Michaels,
Consolidated Trust
Charlene Michaels, Trustee
913 NW 36th Drive
Gainesville, FL 32605

David Lee Bernhardt,
Consolidated Trust
David Lee Bernhardt, Trustee
23809 Weld County Road 25
Milliken, CO 80543

Margaret R Bernhardt
820 Azalea Way
Vacaville, CA 95688-0000

Jerry & Margaret Bernhardt
820 Azalea Way
Vacaville, CA 95688-0000

Marilyn J Schneider
24987 County Road 25
Milliken, CO 80543-0000

Richard Lee Foose
33399 Weld County Road 51
Eaton, CO 80651

Helen Bernhardt Busch
PO Box 266
Wiggins, CO 80654-0000

Albert Bernhardt
20523 Highway 39
Wiggins, CO 80654-0000

Melvin Bernhardt
70042 County Road #10
Mitchell, NE 69357-0000

Marian Forbes
f/k/a Marian Rossman
20075 Road Q
Fort Morgan, CO 80701-0000

James L Sitzman
27490 CR 50
Kersey, CO 80644-9115

Wanda K Sitzman
PO Box 383
Yuma, CO 80759

Jay L Sitzman
27490 County Road 50
Kersey, CO 80644-0000

Public Service Company of CO,
Right of Way & Permits Dept
Attn: W E Miller
1800 Larimer St, Ste. 400
Denver, CO 80202

Ed Orr, C/O Orr Land Company
1813 61st Avenue #200
Greeley, CO 80634

Hidden Platte Ranch LLC
PO Box 331
Milliken, CO 80543

James E Koch
25225 Locust Rd
Webb City, MO 64834

L Sandra Koch
5740 North Main Street
Joplin, MO 64801-9616

Halfight Land & Minerals LLC
8101 East Prentice Ave, Ste. 750
Greenwood Village, CO 80111

Katherine M Renner
13892 Etude Road
San Diego, CA 92128-4726

Herbert B Bernhardt
21564 Weld County Road 25
Milliken, CO 80543-0000

Eaton Cattle Company
2801 B Street #150
San Diego, CA 92102

Pennsylvania Minerals LLC
PO Box 899
Denver, CO 80201

Douglas J Guion
PO Box 899
Denver, CO 80201-0899

James P Murphy
PO Box 899
Denver, CO 80201-0899

Steden Oil Corporation
PO Box 720187
Norman, OK 73070-4155

Benedict & Betty A Gutfelder
12027 CR 42
Platteville, CO 80651