

**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 FOR PORTIONS
OF SECTION 28, 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 320-acre Wellbore Spacing Unit, as defined below, for the drilling of the SunMarke 28V-404 Well (API No. 05-123-38904) ("Well"), for the development of the Codell Formation on the following described lands:

Township 4 North, Range 67 West, 6th P.M.
Section 28: N½

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 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 November 15, 2012, the Commission entered Order No. 407-730, which among other things, approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 21 and 28, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations. Order No. 407-730 does not affect this Application.

6. On May 6, 2013, the Commission entered Order No. 407-785, which among other things, approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 20, 21, 28 and 29, Township 4 North, range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation. Order No. 407-785 does not affect this Application.

7. On June 17, 2014, the Commission entered Order No. 407-1064, which among other things, approves the request for an order to pool all interests in an approximate 320-acre wellbore spacing unit, including portions of the Application Lands, for the for the development and operation of the Codell Formation. Order No. 407-1064 does not affect this Application.

8. Applicant designated the 320-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.

9. 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 320-acre Wellbore Spacing Unit:

Township 4 North, Range 67 West, 6th P.M.
Section 28: N½

(throughout as "Wellbore Spacing Unit").

10. 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.

11. 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.

12. 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 19th day of May 2015.

Witness my hand and official seal.

[SEAL]

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

My commission expires: 5/10/17

Notary Public

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COUNTY, COLORADO

TYPE: POOLING

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


Jamie L. Jost

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

[SEAL]

My commission expires: June 24, 2018

 Notary Public

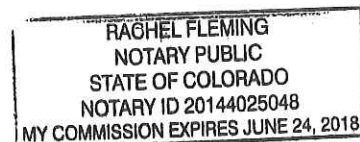


Exhibit A
FP - SunMarke 28V-404

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

Jack I. Tompkins
4900 Woodway Suite 890
Houston, TX 77056

Double Eagle Energy Rockies, LLC
1401 Ballinger Street, Suite 203
Fort Worth, TX 76102

Acoma Energy, LLC
3801 E. Florida Ave., Suite 508
Denver, CO 80210

Incline Resources, LLC
5019 N. Central Expy, Ste B
Dallas, TX 75205

Taps I Energy, LLC
1001 Farmington Avenue
West Hartford, CT 06107

Harvey Liss
P.O. Box 181
Voorhees, NJ 08043

Maureen Ardolino Trust UAD
10/5/2000
8871 Sailport Dr.
Huntington Beach, CA 92646

Graham B. Blanton
1804 Pugh,
Fayetteville, NC 28305

Gary Van Schaften
2 Timberline Drive
Wayneon, NJ 07470

Skylark Energy, LLC
40 W Littleton Blvd Ste 210
Box 237
Littleton, CO 20120

Cimarron Petroleum Corporation
P.O. Box 2768
Amarillo, TX 79105

John E. Sample
P. O. Box 291341
Kerrville, TX 78029

L. Gordon Pfefferkorn, Jr.
715 Coliseum Drive
Winston-Salem, NC 27103

Darwin & Malinda M. Walls Trust UA
DTD September 22, 1993
533 South Bay Shore Blvd
Gilbert, AZ 85233

Oscar L. Wright, Trustee and any
Successor Trustee of the Oscar
Wright Trust dated October 5, 2007
1201 Flushing Road, Suite 6
Flint, MI 48504

Michael R. Freeman, M.D.
1001 Wolf Lane
Cape Girardeau, MO 63701

Richard R. Chotin
509 Olive Street, Suite #500
St. Louis, MO 63101

Peter C. Merrill & Joyce T. Merrill
7909 Big Bend Road
St. Louis, MO 63119

American Investment Bank –
(David S. Toth, DPM)
Chagrin Valley Foot Centres
514 Water St.
Chardon, OH 44024

American Investment Bank –
(Leslie Wint)
79 Esplanade
Mt. Vernon, NY 10553

Gregory J. Buntin
11437 St. Charles Rock Road
Bridgeton, MO 63044

H.W. Hardy
711 Louisiana, Suite #1300
Houston, TX 77002

Meyer Lewshin
1253 N. Vine St. #16
Los Angeles, CA 90038

Robert G. Rager
7002 S. Chapparral Circle East
Aurora, CO 80016

Claude Stull
1602 Old Silo Hill Drive
Mount Sterling, KY 40353

Karen B. Bisby
5623 Mercedes
Dallas, TX 75206

Kermit Butcher
Route 33
Elkins, WV 26241

Hugh Heath, Jr.
107 E. Bright
Kinston, NC 28501

William & Faye Vandervender
856 Garards Fort Road
Waynesburg, PA 15370

Edward Foerstel
3998 US Highway 61
Bloomsdale, MO 63627

Debra Foerstel
HCR #2, Box 57
Bloomsdale, MO 63627

McCarty Weld Farms
801 Panorama Circle
Longmont, CO 80501

Helen Y McCarty Revocable Trust
12-12-94
Patrick & Michael McCarty, Trustees
PO Box 1418
Cody, WY 82414

R Bruce Fickel II
Post Office Box S
Berthoud, CO 80513

Jane Frances King Trust
c/o American National Bank
3033 East 1st Avenue
Denver, CO 80206-5617

Timothy D McCarty Trust
Charles L. Sisk, Trustee
PO Box 17850
Boulder, CO 80308-0850

Michael H McCarty Revocable Trust
11/26/01
Nucgaek G, McCarty, Trustee
PO Box 1418
Cody, WY 82414

Patrick W McCarty
3000 CR 301
Parachute, CO 81635

Delbert L. Spaur Trust, dtd.
3/28/2013
1099 18th Street Ste 1800
Denver, CO 80202