

**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
299-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR PORTIONS
OF SECTIONS 6 AND 7, TOWNSHIP 4
NORTH, RANGE 66 WEST, 6TH P.M., AND
SECTIONS 1 AND 12, TOWNSHIP 4 NORTH,
RANGE 67 WEST, 6TH P.M., FOR THE
NIOBRARA 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 299-acre Wellbore Spacing Unit, as defined below, for the drilling of the Bernhardt 6G-323 Well (API No. 05-123-40398) ("Well"), for the development of the Niobrara Formation on the following described lands:

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

Section 6: W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 7: W $\frac{1}{2}$ NW $\frac{1}{4}$

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

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

Section 12: E $\frac{1}{2}$ NE $\frac{1}{4}$

299-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 July 28, 2015, the Commission entered Order No. 407-2014, which among other things, pooled all interests in three approximate 640-acre designated wellbore spacing units established for portions of the Application Lands, for the development and operation of the Niobrara Formation. Order No. 407-2014 does not affect this Application.

6. Applicant designated the 299-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.

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 Niobrara Formation underlying the following approximate 299-acre Wellbore Spacing Unit:

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

Section 6: W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 7: W $\frac{1}{2}$ NW $\frac{1}{4}$

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

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

Section 12: E $\frac{1}{2}$ NE $\frac{1}{4}$

(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 Niobrara 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 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 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 21, 2015.

Respectfully submitted:

PDC ENERGY, INC.

By:

Jamie L. Jost

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]

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

My commission expires: 5/16/17



Notary Public

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CAUSE NO.

DOCKET NO.

TYPE: POOLING

AFFIDAVIT OF MAILING

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

I, Jamie L. 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 21st day of May 2015, 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 21st day of May 2015.

Witness my hand and official seal.

[SEAL]

My commission expires: June 24, 2018

Rachel Fleming
Notary Public



Exhibit A
FP – Bernhardt 6G-323

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

Noble Energy, Inc.1
625 Broadway, Suite 2200
Denver, Colorado 80202

Bayswater Exploration &
Production, LLC
730 17th Street, Suite 610
Denver, Colorado 80202

Bayswater Blenheim Holdings II,
LLC
730 17th Street, Suite 610
Denver, Colorado 80202

Cimarron Petroleum
P.O. Box 2768
Amarillo, Texas 79105

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

TAPS I Energy, LLC
1001 Farmington Avenue
West Hartford, Connecticut 06107

Incline Resources, LLC
5019 N. Central Expy, Suite B
Dallas, Texas 75205

Maureen Ardolino Trust UAD
October 5, 2000
8871 Sailport Drive
Huntington Beach, California 92646

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

American Investment Bank
(David S. Toth, DPM)
514 Water Street
Chardon, Ohio 44024

American Investment Bank
(Leslie Wint)
79 Esplanade
Mt. Vernon, New York 10553

Graham B. Blanton
1804 Pugh Street
Fayetteville, North Carolina 28305

Skylark Energy, LLC
40 West Littleton Blvd. Suite 210,
Box 237
Littleton, Colorado 80120

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

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

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

Eugene E. Hutton, Jr., M.D.
Box 1305
Elkins, West Virginia 26241

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

L. Gordon Pfefferkorn, Jr.
715 Coliseum Drive
Winston-Salem, NC 27106

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

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

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

Gary Van Schaften
2 Timberline Drive
Wayne, New Jersey 07470

Edward Foerstel
3998 US Highway 61
Bloomsdale, Missouri 63627

Debra Foerstel
HCR #2 Box 57
Bloomsdale, Missouri 63627

Peter C. Merrill
7909 Big Bend
St. Louis, Missouri 63119

Joyce T. Merrill
7909 Big Bend
St. Louis, Missouri 63119

Heirs or Devisees of
Ruby Timmermann
44871 N Hills Drive, Apt 170
Northville, Michigan 48167-6111

Heirs or Devisees of
Ruby Timmermann
4900 Cooley Lake Road
Commerce Township, Michigan
48382-1186

Ellis & Gudmundson Properties, LLC
PO Box 21748
Bakersfield, California 93390

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

Bayou Workover Services LLC
800 Gessner Road
Houston, TX 77024

Bernhardt Farms LLC
12281 Highway 60
Milliken, CO 80543

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

Albert Bernhardt
20523 Highway 39
Wiggins, CO 80654-0000

Heirs or Devisees of
Delbert Bernhardt
11269 State Hwy 60
Milliken, CO 80543

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

Jerry Bernhardt &
Margaret Bernhardt
a/k/a Margaret R Bernhardt
820 Azalea Way
Vacaville, CA 95688-0000

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

Leroy R Bernhardt
PO Box 250
Milliken, CO 80543-0000

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

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

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

Bestway Concrete Company
301 Centennial Drive
Milliken, CO 80543

Charlotte M Bjoralt
1390 Blossom Way NE
Corydon, IN 47112

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

Robert Ehrlich
25041 County Road 60 ½
Greeley, CO 80631

Janelle Dawn Foose
642 54th Avenue
Greeley, CO 80634

Kristal Deeann Foose
33399 CR 51
Eaton, CO 80614

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

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

Lot Holding Investments LLC
301 Centennial Drive
Milliken, CO 80543

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

Town of Milliken
1101 Broad Street
Milliken, CO 80543

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

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

Larry L Schupbach
PO Box 962
Graham, TX 76450

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

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

Jeffrey L Sitzman
15780 County Road RR
Akron, CO 80720

Wanda K Sitzman
PO Box 383
Yuma, CO 80759

Charlotte R Steinbock
419 Adams Avenue,
PO Box 360
Morrill, NE 69358

Joseph Brent Steinbock
1208 Harris Dr
Ft. Collins, CO 80524

Lance A Steinbock
3562 Loveland Ave
Loveland, CO 80538

Sheldon E Steinbock
5015 Raleigh Street
Denver, CO 80212

Ventures Unlimited LLC
2817 Meadowlark Ave
Fort Collins, CO 80526

Weld Co School District RE-5J
110 S Centennial Dr., Ste. A
Milliken, CO 80543

Weld County Board of Comm
PO Box 758
Greeley, CO 80632-0758

Ehrlich Feedlot, Inc.
c/o Ronald Ehrlich
PO Box 55
Johnstown, CO 80534

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CAUSE NO.

DOCKET NO. 150700404

TYPE: POOLING

SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO

)

)ss.

COUNTY OF DENVER

)

Zachary P. Sears of lawful age, and being first duly sworn upon his oath,
states and declares:

That he is the attorney for PDC Energy, Inc., that on or before the 2nd
day of June, 2015, he caused a copy of the attached Application to be deposited
in the United States Mail, postage prepaid, addressed to the parties attached
hereto.

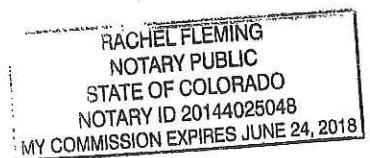


Zachary P. Sears

Subscribed and sworn to before me this 2nd day of June, 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: June 24, 2018



Notary Public

**Supplemental Interested Parties
FP – Bernhardt 6G-323**

Robert E. Ehrlich
1853 B Chesapeake Circle
Johnstown, CO 80534