

**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 SECTIONS 1 AND 2, TOWNSHIP 4
NORTH, RANGE 66 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 320-acre Wellbore Spacing Unit, as defined below, for the drilling of the Sorin Natural Resources 2U-203 Well (API No. 05-123-37310) ("Well"), for the development of the Niobrara Formation on the following described lands:

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

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

Section 2: E $\frac{1}{2}$ 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 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 October 31, 2011, the Commission entered Order No. 407-487, which, among other things, established a 320.684-acre wellbore spacing unit in Section 1, Township 4 North, Range 66 West, 6th P.M., Weld County, and authorizing one horizontal well for development and production of oil, gas and related hydrocarbons from the Niobrara Formation. Order No. 407-487 does not affect this Application.

6. On October 28, 2013, the Commission entered Order No. 407-884, which, among other things, pooled all interests in an approximate 320-acre designated wellbore spacing unit established for certain lands in Sections 1 and 36, Townships 4 and 5 North, Range 66 West, 6th P.M., for the development and operation of the Niobrara Formation. Order No. 407-884 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 4 North, Range 66 West, 6th P.M.

Section 1: W½W½

Section 2: E½E½

(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 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

Joseph M. Evers

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.

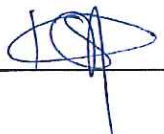
Subscribed and sworn to before me this 20th day of May 2015.

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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TYPE: POOLING

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Jamie L. Jost


Notary Public

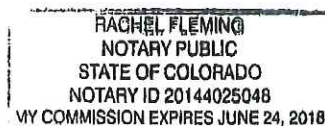


Exhibit A
FP – Sorin Natural Resources 2U-203

Glenn J & Kathy J Werning JT
23822 WCR 33 1/4
LaSalle, CO 80645

Glenn J Werning
23822 Wcr 33 1/4
Lasalle, CO 80645

Robert M Elliott
10541 Sw 30th Ave
Portland, OR 97219

Ruth Berkenkotter
5130 West Ken Caryl Avenue
Littleton, CO 80128

Mary Odenbaugh
21255 Wcr 54
Greeley, CO 80631

Linda Fagerberg
1912 34th Ave
Greeley, CO 80634

Gary Werning
3809 Frank Rd
Loveland, CO 80538

Ken Berkenkotter
10019 E Cheyenne
Salida, CO 81201

Karen Ress
5307 S Jellison St
Littleton, CO 80123

Melissa Harrow
15801 Falcon Hwy
Falcon, CO 80831

Delise W Flynn - Deceased
32828 43rd Place Sw
Federal Way, WA 98023

Kim Myers
512 E Columbia
Colorado Springs, CO 80907

Jolene Warn
3491 N Arizona Ave #52
Chander, AZ 85225

Jone Elizabeth Lockhart
510 Grand St
Holden, MO 64040

Lyle L Rumsey Limited Partnership
1131 Morgan Co Rd I
Wiggins, CO 80654

Rumsey Family Limited Partnership
5400 Kiowa Lane
Greeley, CO 80634

Floyd & Katharina Nichols, LLC
19546 Rd 30
Brush, CO 80723

Margaret R Fuller
1101 North 2nd Street
Johnstown, CO 80534

Kenneth & Donna Jurgens
16839 Co Rd 394
La Salle, CO 80645

Kathlene M & Marlene F Gardner
16843 WCR 394
LaSalle, CO 80645

Donita K Roemmich
16865 WCR 394
LaSalle, CO 80645

Lois J Luther
6279 W 3rd St
Greeley, CO 80634-8837

Albert E & Carol E Bush JT
16940 WCR 394
LaSalle, CO 80645

Wayne A & Janet A Haagenstad
16495 WCR 40
LaSalle, CO 80645

Sam G Johnson
23915 Weld County Road 35
LaSalle, CO 80645

Adolph C & Diana Bauer Gerold
23885 WCR 35
LaSalle, CO 80645

James A Galecka
23855 Weld County Road 35
LaSalle, CO 80645

Gale L & Linda Deisley JTWROS
23795 County Road 35
LaSalle, CO 80645

James P & Patty J Daulton JT
937 Dove Hill Road
LaSalle, CO 80645

Jeremy Scott Keever
23633 County Road 35
LaSalle, CO 80645

Larry A & Marilyn L Barden JT
23533 WCR 35
LaSalle, CO 80645

Petrocco Family LP, LLLP
14110 Brighton Road
Brighton, CO 80601

David A & Susan K Petrocco TIC
15855 East 144th Avenue
Brighton, CO 80601

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

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

Lucas & Shannon Collinge
23201 Weld County Road
La Salle, CO 80645

Lydia Loeffler
23896 County Road 35
LaSalle, CO 80645-7805

Mark A Robinson
23522 Weld County Road 35
LaSalle, CO 80645

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

K.P. Kauffman Company, Inc.
1675 Broadway, Suite 2800
Denver, CO 80202

Terry K. Jensen
7397 Norfolk Place
Castle Pines, CO 80108

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WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO. 150700410

TYPE: POOLING

SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO

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)ss.

COUNTY OF DENVER

)

Joseph M. Evers 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 1st
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.

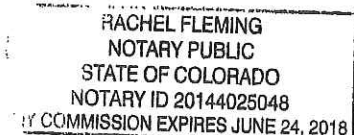

Joseph M. Evers

Subscribed and sworn to before me this 1st day of June, 2015.

Witness my hand and official seal.

[SEAL]

My commission expires: June 24, 2018




Notary Public

**Supplemental Interested Parties
FP – Sorin Natural Resources 2U-203**

Kathlene M Gardner
16843 WCR 394
LaSalle, CO 80645

Marlene F Stroh
16843 WCR 394
LaSalle, CO 80645