

**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 13, 14, 23, AND 24, 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 480-acre Wellbore Spacing Unit, as defined below, for the drilling of the Stroh 13G-203 Well (API No. 05-123-39937) ("Well"), for the development of the Niobrara Formation on the following described lands:

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

Section 13: W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 14: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 23: E $\frac{1}{2}$ E $\frac{1}{2}$

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

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 January 7, 2013, the Commission entered Order No. 407-744, which among other things, approves the request for an order to pool all interests in an approximate 320-acre wellbore spacing unit established for certain lands in Sections 13 and 14, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara Formation. Order No. 407-744 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 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 480-acre Wellbore Spacing Unit:

Township 4 North, Range 67 West, 6th P.M.
Section 13: W $\frac{1}{2}$ SW $\frac{1}{4}$
Section 14: E $\frac{1}{2}$ SE $\frac{1}{4}$
Section 23: E $\frac{1}{2}$ E $\frac{1}{2}$
Section 24: W $\frac{1}{2}$ W $\frac{1}{2}$

(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 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
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.

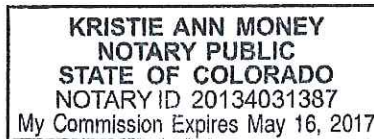


Josh Wagner
Senior Regional Landman
PDC Energy, Inc.

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

Jamie L. Jost


Notary Public

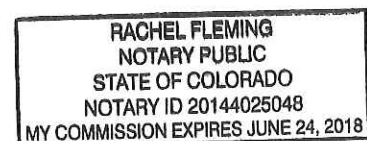


Exhibit A
FP – Stroh 13G-203

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

Thomas E Watson
Mutual Service Corp
6 Summerfield Circle
Piney Flats, TN 37686

Robert Ehrlich
25041 County Road 60 1/2
Greeley, CO 80631

Lot Holding Investments LLC
301 Centennial Drive
Milliken, CO 80543

Noble Energy Wyco LLC
c/o Noble Energy Inc.
PO Box 909
Ardmore, OK 73402-0909

Kerr-McGee Oil Gas Onshore LP
c/o Anadarko Petroleum
1099 18th Street, Ste. 1800
Denver, CO 80217

Marjorie H Williams Estate,
Leia G Ursery - Succ PR
650 South Cherry St, Ste. 850
Denver, CO 80246

Janeene Deeley Hagan
12055 S Woodwinds Cir #25
Traverse City, MI 49684

Sandra Purse Hughes
5002 South Granby Street
Aurora, CO 80015-2176

Benson Mineral Group Inc.
1560 Broadway
Denver, CO 80202

BWAB Inc
475 17th Street #1390
Denver, CO 80202

John R Wallace
5131 Juniper Street
Bow Mar, CO 80123

James D Brownlie
475 17th Street
Denver, CO 80202-4011

Kenneth A Breitenbach
410 17th Street #1151
Denver, CO 80202

Scottdale Ranches
4815 South Vine Street
Englewood, CO 80209

Gilcrest Reservoir LLC
9191 Towne Center Drive
San Diego, CA 92122

Hoffschneider Oil & Gas LLC
5490 West 13th Avenue
Lakewood, CO 80214

Cheryl L Kasten
511 N Sholdt Dr
Platteville, CO 80651

Carlene M Stroh
1105 North 2nd St
Johnstown, CO 80534

Karen S Currier
16405 Queensview
Hudson, CO 80642

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

Erin Bergin Wallace
PO Box 1394
Englewood, CO 80150

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

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Noble Energy WyCo LLC
1625 Broadway, Suite 2200
Denver, CO 80202

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80651