

**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
280-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR PORTIONS
OF SECTIONS 28 AND 29, TOWNSHIP 4
NORTH, RANGE 66 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

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 280-acre Wellbore Spacing Unit, as defined below, for the drilling of the Hunt Federal 28Y-314 Well (API No. 05-123-41946) ("Well"), for the development of the Niobrara Formation on the following described lands:

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

Section 28: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 29: S $\frac{1}{2}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$

280 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. Applicant designated the 280-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.

6. 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 280-acre Wellbore Spacing Unit:

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

Section 28: S½S½

Section 29: S½SE¼, SE¼SW¼

(throughout as "Wellbore Spacing Unit").

7. 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.

8. 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.

9. 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 October 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: August 27, 2015.

Respectfully submitted:

PDC ENERGY, INC.

By: James 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.

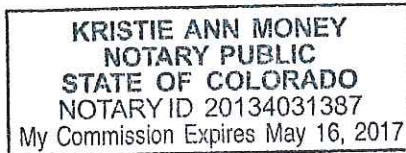


Josh Wagner
Senior Regional Landman
PDC Energy, Inc.

Subscribed and sworn to before me this 26th day of August 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: 5/16/17



Notary Public

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FIELD, WELD COUNTY, COLORADO

TYPE: POOLING

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

Jamie L. Jost

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

[SEAL]

My commission expires: June 24, 2018


Notary Public

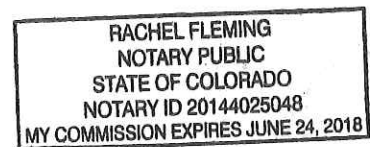


Exhibit A
FP – Hunt Federal 28Y-314

United States of America
2850 Youngfield St.
Lakewood, CO 80215

Robert Ybaben
185 W. Southern St., Apt. 204
Brighton, CO 80601

Alyce Pitts
P.O. Box 21
Gilcrest, CO 80623

Santos T. Marroquin
103 3rd Street
Gilcrest, CO 80623

Joan C. Baab
P.O. Box 21
Gilcrest, CO 80623

Eugene K. Nelson
58910 County Road 382
Grover, CO 80729

Helen L. Keller Life Estate,
remainder to Terri L. Burrous, and
Russell D. Keller, as joint tenants
1009 13th Avenue
Greeley, CO 80631

Strear Farms Company
6825 E. Tennessee, #235
Denver, CO 80224

Helen L. Keller, Terri L. Burrous, and
Russell D. Keller, as joint tenants
1009 13th Avenue
Greeley, CO 80631

B. Timothy Sullivan, Trustee of
The Weld County Investment
Company, a dissolved
Colorado Corporation, Trust
12703 E. Asbury Circle, #E204
Aurora, CO 80014

Virgil N. Lorenz Trust
14845 Weld County Rd
Platteville, CO 80651

M Squared Holdings, LLC
600 N. 2nd St.
La Salle, CO 80645

Wanda J. Buderus and Ashley Blasy,
as joint tenants
1408 Cedar Ridge Court
Port Orchard, WA 98366

Heirs or Devisees of Henry Keiser,
deceased
1927 13th Street
Greeley, CO 80631

David W. Hunt and Kayleen J. Hunt,
as joint tenants
14460 Weld County Rd. 40
Platteville, CO 80651

Douglas M. Lorenz and Sherrilyn M.
Lorenz, as joint tenants
318 Fossill Drive
Johnstown, CO 80534

Department of Highways,
State of Colorado
4201 E. Arkansas Ave.
Denver, CO 80222

George Goodell
P.O. Box 427
Eaton, CO 80615

Wilma M. Brooks, a/k/a/
Wilma Mae Brooks, a/k/a
Wilma Brooks
2442 NW Market Street, #311
Seattle, WA 98107

McLeod Scientific, LLC
2107 Highland Court
Bozeman, MT 59715

Esther May McLeod, Trustee
of the Esther May McLeod
Revocable Trust Agreement
dated October 17, 2002
575 Northstar Loop
Cheyenne, WY 82009

Smith Family Mineral Trust
P.O. Box 537
Belle Fourche, SD 57717

The Farmer's Independent
Ditch Company
3005 W. 29th Street
Greeley, CO 80631

The Anita M. Wheeler Trust
dated June 25, 1985, as amended
June 3, 1988, August 14, 1992 and
January 27, 2004
1595 Mount Pleasant Road
Port Angeles, WA 98362

States Royalty Limited Partnership
P.O. Box 911
Breckenridge, TX 76424

Kurt C. Heinrich
9577 Peach Street
Girard, PA 16417

Terry L. Wiedeman and Janice L.
Wiedeman, tenants in common
13434 W.C.R. 42
Platteville, CO 80651

Petro-Canada Resources (USA) Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

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

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

Kerr McGee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

Kerri Kowalski
P.O. Box 130
Midwest, WY 82643

Lori Folkers
1007 N. Broadway
Crookston, MN 56716

Taku Resources, LLC
P.O. Box 3190
Centennial, CO 80161

Denver Mineral & Royalty
Company, LLC
8450 E. Crescent Parkway,
Suite 400
Greenwood Village, CO 80111

Barry L. Snyder
405 Urban Street, Suite 302
Lakewood, CO 80228

Silvestre Penaflor
No last known address of record

Guadalupe Juarez
No last known address of record

Juan Ruiz
1213 Mackay Ct.
Dacono, CO 80514

Claudio Jemimo
No last known address of record

Jose Bargas
No last known address of record

Epifanio Negrete
No last known address of record

Amado Negrete
No last known address of record