

**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
VACATE ORDER NO. 407-1317, AND TO
POOL ALL INTERESTS IN AN APPROXIMATE
160-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT IN PORTIONS OF
SECTION 15, TOWNSHIP 7 NORTH, RANGE 66
WEST, 6TH P.M., FOR THE CODELL
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

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 vacate Order No. 407-1317, and to pool all interests within an approximate 160-acre Wellbore Spacing Unit, as defined below, for the drilling of the Thornton 15E-432 Well (API No. 05-123-36945) ("Well"), for the development of the Codell Formation on the following described lands:

Township 7 North, Range 66 West, 6th P.M.
Section 15: N $\frac{1}{2}$ N $\frac{1}{2}$

160-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 March 17, 2014, the Commission entered Order No. 407-984, which, among other things, pooled all interests in an approximate 320-acre designated wellbore spacing unit established for certain lands in Section 15, Township 7 North, Range 66 West, 6th P.M., for the development and operation of the Codell Formation. Order No. 407-984 does not affect this Application.

5. On May 18, 2015, the Commission entered Order No. 407-1317, which, among other things, pooled all interests in an approximate 160-acre designated wellbore spacing unit, for the development and operation of the Codell Formation. Applicant seeks to vacate Order No. 407-1317.

6. Applicant designated the 160-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.

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 any non-consenting interests, in the Application Lands in the Codell Formation underlying the following approximate 160-acre Wellbore Spacing Unit, for the drilling of the Thornton 15E-432 Well (API No. 05-123-36945):

Township 7 North, Range 66 West, 6th P.M.
Section 15: N½N½

(throughout as "Wellbore Spacing Unit").

8. Applicant requests that the Commission's order be made effective as of 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.

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.

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 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 order is made effective as of the earlier of 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 on 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 December 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: October 7, 2015.

Respectfully submitted:

PDC ENERGY, INC.

By:


Jamie L. Jost

Joseph M. Evers

Burleson LLP

Attorneys for Applicant

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Denver, Colorado 80203

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Applicant's Address:


PDC Energy, Inc.

ATTN: Jennifer Ott

1775 Sherman Street, Suite 3000


Denver, CO 80203

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


J. Tyler Sims, MBA, CPL
Senior Regional Landman
PDC Energy, Inc.

JENNIFER OTT
Notary Public
State of Colorado
Notary ID 20144012192
My Commission Expires Mar 18, 2018

My commission expires: March 18, 2018


Jennifer Ott, Notary Public

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

Jamie L. Jost

Subscribed and sworn to before me this 14 day of October, 2015.

RACHEL FLEMING
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2018

My commission expires: June 24, 2018

 Notary Public

Exhibit A
RP – Thornton 15E-432

City of Thornton,
A Colorado Municipal Corp
9500 Civic Center Dr.
Thornton, CO 80229

Glenn F Lewis
5001 Woodway Dr. PH3
Houston, TX 77056

Michael Danielson Separate TR,
Michael Danielson, Trustee
14651 WCR 80
Eaton, CO 80615

Eric Danielson Separate Trust,
Eric Danielson, Trustee
4471 Dean Martin Dr. Unit 3101
Las Vegas, NV 89103

Gerald Danielson Separate TR,
Gerald Danielson, Trustee
39621 WCR 31
Ault, CO 80610

Mary K Boyes Separate TR,
Mary Kristina Boyes, Trustee
13635 Henna Court
Apple Valley, MN 55124

Michael Danielson
14651 Weld County Road 80
Eaton, CO 80615

Gerald Danielson
39621 WCR 31
Ault, CO 80610

Eric H Danielson
4471 Dean Martin Drive #3101
Las Vegas, NV 89103

Mary Kristina Boyes
13635 Henna Court
Apple Valley, MN 55124

Noffsinger Manufacturing Co,
Robert W Noffsinger – President
P.O. Box 1150
Greeley, CO 80632

Town & Country Minerals LLC,
Stan Heinze - Managing Member
13497 WCR 80
Eaton, CO 80615

PDC Energy, Inc.
P.O. Box 26
Bridgeport, WV 26330

Extraction Oil & Gas LLC
370 17th Street, Suite 5300
Denver, CO 80202

OOGC America LLC
9805 Katy Freeway
Houston, TX 77024

Steven R. & Chris A. Shultz, JT
34978 County Road 83
Briggsdale, CO 8061

Montana Oil Properties, Inc.
P.O. Box 3194
Billings, MT 59103

Mary L. Lewis Trust
948 Sailors Reef
Fort Collins, CO 80525