

**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. 407-1454, AND TO
POOL ALL INTERESTS IN AN APPROXIMATE
440-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR PORTIONS
OF SECTIONS 29 AND 30, 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

AMENDED 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. 407-1454, and to pool all interests within an approximate 440-acre Wellbore Spacing Unit, as defined below, for the drilling of the Wiedeman 28F-314 Well (API No. 05-123-40543) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 4 North, Range 66 West, 6th P.M.
Section 29: N $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$
Section 30: NE $\frac{1}{4}$

440-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 September 14, 2015, the Commission entered Order No. 407-1454, which, among other things, pooled all interests in an approximate 240-acre designated horizontal wellbore spacing unit established for portions of Sections 29 and 30, Township 4 North, Range 66 West, 6th P.M., and to subject all nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S., for the drilling of the Wiedeman 28F-314 Well, for the development and operation of the Niobrara Formation. Applicant seeks to vacate Order No. 407-1454.

6. Applicant designated the 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 440-acre Wellbore Spacing Unit:

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

Section 29: N $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$

Section 30: 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.

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. **Vacating Order No. 407-1454.**

B. Pooling all interests in the Application Lands and the Wellbore Spacing Unit for the development of the Niobrara Formation.

C. 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.

D. 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.

E. 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 January 2016, 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: **December** 14, 2015.

Respectfully submitted:

PDC ENERGY, INC.

By:  _____

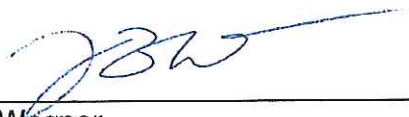
Jamie L. Jost
Joseph M. Evers
Burlison LLP
Attorneys for Applicant
1700 Lincoln St., Suite 1300
Denver, Colorado 80203
(303) 801-3200

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.

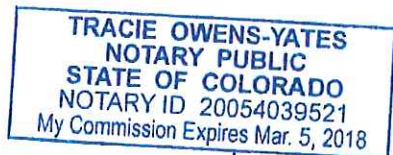


Josh Wagner
Senior Regional Landman
PDC Energy, Inc.

Subscribed and sworn to before me this 14th day of **December** 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: 3/5/2018



Notary Public

**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. 407-1508, AND TO
POOL ALL INTERESTS IN AN APPROXIMATE
440-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR PORTIONS
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NORTH, RANGE 66 WEST, 6TH P.M., FOR THE
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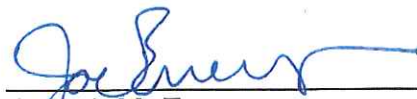
DOCKET NO.

TYPE: POOLING

AFFIDAVIT OF MAILING

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

I, Joseph M. Evers 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 14th day of December 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.



Joseph M. Evers

Subscribed and sworn to before me this 14th day of December 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: June 24, 2018



Notary Public

Exhibit A
FP – Wiedeman 28F-314

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

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

Centennial Petroleum, Inc.
518 17th Street, Suite 520
Denver, CO 80202

Charles L. Walters and
Susan E. Walters, Trustees of
the Walters Family Living Trust
dated June 26, 2007
7833 Timberland Ave.
Orange, CA 92869

Joe Davis Walters
1601 Ave I
Scottsbluff, NE 69361

John W. Davis
2255 East 97th Drive
Thornton, CO 80229

Pamela Marmon
205 Ben Nevis Lane
Belton, TX 76513

Sarah H. Hedgecock
Box 153
Lingle, WY 82223

The Heirs and/or Devisees of
Arvid Swanson, Deceased
2007 26th St. RD.
Greeley, CO 80631

The Heirs and/or Devisees of
James E. Davis, Deceased
413 23rd Ave. NE
Great Falls, MT 59404

Wendy E. Sesselman
1 Jackson Creek Road
Montana City, MT 59634

The Heirs and/or Devisees of
Joe Swanson, Deceased
No last known address of record

The Heirs and/or Devisees of
Lillian Swanson, Deceased
No last known address of record

Verna A. Davis Campbell
Box 114
Lingle, WY 82223

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

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

Boney McGillivray, LLC
1633 S. County Road 21
Loveland, CO 80537

Bonnie Jean Hebbert
15481 Cty. Rd. 52E
Bellvue, CO 80512

Brent W. Gaybril and
Fawn L. Gaybril, Joint Tenants
No last known address of record

Charles L. Walters and
Susan E. Walters, Trustees of the
Walters Family Living Trust
dated June 26, 2007
7833 Timberland Ave.
Orange, CA 92869

David R. Mathias
C/O LSI
2550 Redhill Ave.
Santa Ana, CA 92705

Donald R. Meining
19440 County Rd. 25.5
Platteville, CO 80651

Frederick L. Oster
2525 Lewis Court
Lakewood, CO 80215

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

Greg A. McLeod
3578 Agate Rd.
Cheyenne, WY 82009

Helen L. Keller
1009 13th Ave., No. 110
Greeley, CO 80631

Jacqueline J. Fox Clarke
2719 Beacon Street
Colorado Springs, CO 80907

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

Joe Davis Walters
1601 Ave I
Scottsbluff, NE 69361

John W. Davis
2255 East 97th Drive
Thornton, CO 80229

Joyce Swanson Catt
21036 142nd S.E.
Kent, WA 98042

K & B Company
P.O. Box 201
Lake Oswego, OR 97035

Kurt C. Heinrich
9577 Peach Street
Girard, PA 16417

Lawrence P. Swanson, Sr. and
Joanne K. Swanson Family Trust,
Dated September 2, 1999
37204 Santa Rosa Glen Drive
Murrieta, CA 92562

Loretta McGuire
Box 62
Wheatland, WY 82201

Maurice Wayne Boney Trust,
as amended and restated on
August 29, 2011
25377 Cty. Rd. 17
Johnstown, CO 80534

McLeod Scientific, LLC
2107 Highland Court
Bozeman, MT 59715

Michael D. Cline and Diane M. Cline,
as joint tenants
18864 CR 42
Platteville, CO 80651

Norman E. Flack
P.O. Box 5315
Greeley, CO 80631

Robert E. Swanson
441 Redwood Ave.
Eaton, CO 80615

Roy H. Miller
17541 Cty Rd. 76
Eaton, CO 80615

Sarah E. Hedgecock
Box 153
Lingle, WY 82223

Sheri R. Culver
575 Northstar Loop
Cheyenne, WY 82009

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

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

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

Teresa M. Robson
1600 19th Ave.
Longmont, CO 80501

The Farmers' Independent
Ditch Company
P.O. Box 1371
Greeley, CO 80632

The Heirs and/or Devisees of
Clarence Cope, Deceased
5350 E. Cty. Rd. 66
Wellington, CO 80549

The Heirs and/or Devisees of
Evelyn Swanson Turner, Deceased
1534 11th Ave., Apt. #305
Greeley, CO 80631

The Heirs and/or Devisees of
James E. Davis, Deceased
413 23rd Ave. NE
Great Falls, MT 59404

The Heirs and/or Devisees of
Mamie Swanson Miller, Deceased
2205 W. Mountview
Longmont, CO 80501

Tracy L. Cope
14884 Cty Rd. 52-E
Bellvue, CO 80512

Verna A. Davis Campbell
Box 114
Lingle, WY 82223

Walter Eugene Swanson
2775 S.W. Fairmount Dr.
Corvallis, OR 97333

Wheatley Oil Company
12468 W. 2nd Drive
Lakewood, CO 80228

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

Wendy E. Sesselman
1 Jackson Creek Road
Montana City, MT 59634

WOG, LLC
13434 CR 42
Platteville, CO 80651

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COLORADO

CAUSE NO. 407

DOCKET NO. 160100038

TYPE: POOLING

SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO)
)ss.
COUNTY OF DENVER)

Joseph M. Evers of lawful age, and being first duly sworn upon his oath, states and declares:

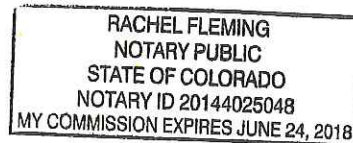
That he is the attorney for PDC Energy, Inc., that on or before the 15th day of December, 2015, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties attached hereto.


Joseph M. Evers

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

Witness my hand and official seal.

[SEAL]



My commission expires: June 24, 2018


Notary Public

**Supplemental Interested Parties
FP – Wiedeman 28F-314**

Noble Energy WyCo, LLC
ATTN: Lesley Sacher
1625 Broadway, Suite 2200
Denver, CO 80202

Kerr-McGee Oil & Gas Onshore, LP
ATTN: Geoffrey Storm
1099 18th Street, Suite 1800
Denver, CO 80202