PDC Energy, Inc. (Operator No. 69175) ("PDC" or "Applicant"), submits this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests in two approximate 160-acre and three approximate 320-acre horizontal wellbore spacing units designated for portions of Section 10, Township 4 North, Range 67 West, 6th P.M., for development and operation of the Niobrara and Codell Formations.

In support of its Application, 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 below-listed lands:

   **Wellbore Spacing Unit ("WSU") Nos. 1 thru 3**
   Spaur 10L-241 well (API No. 05-123-42327)
   Spaur 10L-301 well (API No. 05-123-42331)
   Spaur 10L-421 well (API No. 05-123-42330)

   **Township 4 North, Range 67 West, 6th P.M.**
   Section 10: W½

   **WSU No. 4**
   Spaur 10L-321 well (API No. 05-123-42329)

   **Township 4 North, Range 67 West, 6th P.M.**
   Section 10: E½W½
WSU No. 5  
Spaur 10T-321 well (API No. 05-123-42334)  

Township 4 North, Range 67 West, 6th P.M.  
Section 10: E1/4E1/2  

Weld County, Colorado.  

These lands are collectively referred to as 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 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 to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A.

4. On February 19, 1992, the Commission entered Order No. 407-87 (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 Niobrara and Codell Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

5. Pursuant to Rule 318A, Applicant designated an approximate 320-acre horizontal wellbore spacing unit, WSU No. 1, within the Application Lands for the Spaur 10L-241 well (API No. 05-123-42327), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified the appropriate parties under Rule 318A.

6. Pursuant to Rule 318A, Applicant designated an approximate 320-acre horizontal wellbore spacing unit, WSU No. 2, within the Application Lands for the Spaur 10L-301 well (API No. 05-123-42331), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified the appropriate parties under Rule 318A.

7. Pursuant to Rule 318A, Applicant designated an approximate 320-acre horizontal wellbore spacing unit, WSU No. 3, within the Application Lands for the Spaur 10L-421 well (API No. 05-123-42330), for the production of oil, gas and associated hydrocarbons from the Codell Formation. Applicant notified the appropriate parties under Rule 318A.

8. Pursuant to Rule 318A, Applicant designated an approximate 160-acre horizontal wellbore spacing unit, WSU No. 4, within the Application Lands for the Spaur 10L-321 well (API No. 05-123-42329), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified the appropriate parties under Rule 318A.
9. Pursuant to Rule 318A, Applicant designated an approximate 160-acre horizontal wellbore spacing unit, WSU No. 5, within the Application Lands for the Spaur 10T-321 well (API No. 05-123-42334), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified the appropriate parties under Rule 318A.

10. The Spaur 10L-241 well, the Spaur 10L-301 well, the Spaur 10L-421 well, the Spaur 10L-321 well, and the Spaur 10T-321 well are collectively referred to as the "Subject Wells."

11. Acting pursuant to Commission Rule 530 and/or the provisions of § 34-60-116 (6) and (7), C.R.S., Applicant seeks an order pooling all interests, including, but not limited to, any non-consenting interests, in the Application Lands for the development and operation of the Niobrara and Codell Formations.

12. Further, Applicant requests that any non-consenting interests with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Subject Wells be made subject to the statutory cost recovery provisions of § 34-60-116(6) & (7), C.R.S.

13. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of the Application, or, as applicable, the date that the costs specified in § 34-60-116(7)(b), C.R.S., are first incurred for the drilling of the Subject Wells, whichever is earlier.

14. 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 Subject Wells, 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.

15. In order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Niobrara and Codell Formations, 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 for the development and operation of the Niobrara and Codell Formations, with the pooling order made effective as of the date of the Application, or the date that the costs specified in § 34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells, whichever is earlier.
B. Providing that the non-consenting 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 Subject Wells are pooled by operation of statute, pursuant to § 34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof.

C. For any other findings and orders as the Commission may deem proper or advisable in this matter.

Dated: April 7, 2016.

Respectfully submitted:

PDC ENERGY, INC.

By: [Signature]

David Neslin
Gregory Nibert, Jr.
Davis Graham & Stubbs LLP
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202
(303) 892-9400

Applicant's Address:
PDC Energy, Inc.
ATTN: Josh Wagner
1775 Sherman Street, Suite 3000
Denver, CO 80203
VERIFICATION

STATE OF COLORADO
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, Sr. Regional Landman
PDC Energy, Inc.

Subscribed and sworn to before me this 5th day of April, 2016.

Witness my hand and official seal.

[SEAL]

My commission expires: 9-24-18

NICOLE D HEALY
Notary Public
State of Colorado
Notary ID 20104037299
My Commission Expires Sep 24, 2018
Exhibit A
Interested Parties

Acoma Energy, LLC
3801 East Florida Avenue, Suite 508
Denver, CO 80210

American Investment Bank -
(David S. Toth, DPM)
13050 Kenyon Dr
Chesterland, OH 44026

American Investment Bank -
(Leslie Wint)
79 Esplande
Mount Vernon, NY 10553

Bret L. Thompson
6970 Los Tilos Road
Los Angeles, CA 90068

Cimarron Petroleum Corporation
PO Box 2768
Amarillo, TX 79105

Claude Stull
1602 Old Silo Hill Drive
Mount Sterling, KY 40353

Darwin Walls and Malinda M. Walls,
Trustees of the Darwin Walls and
Malinda M. Walls Trust, US DTD
September 22, 1993
533 South Bay Shore Boulevard
Gilbert, AZ 85233

Debra Foerstel
HCR #2 Box 57
Bloomsdale, MO 63627

Double Eagle Energy Rockies, LLC
1401 Ballinger Street, Suite 203
Fort Worth, TX 76102

Edward Foerstel
3998 US Highway 61
Bloomsdale, MO 63627

Gary Van Shaften
2 Timberline Drive
Wayne, NJ 07470

Glen-Eyre Holdings, LLC
14150 Elderberry Road
Golden, CO 80401

Graham B. Blanton
1804 Pugh
Fayetteville, NC 28305

Gregory J. Bunten
11437 St. Charles Rock Road
Bridgeton, MO 63044

Harvey Liss
PO Box 181
Voorhees, NJ 08043

Hugh Heath, Jr.
107 East Bright
Kinston, NC 28501

Incline Resources, LLC
5019 North Central Expressway, Suite B
Dallas, TX 75205

Jack I. Tompkins
4900 Woodway, Suite 890
Houston, TX 77056

John E. Sample
PO Box 291341
Kerrville, TX 78029

Joyce T. Merrill
7909 Big Bend
St. Louis, MO 63119

Karen B. Bisby
5623 Mercedes
Dallas, TX 75206
Kerr-McGee Oil & Gas Onshore, LP
1099 18th Street, Suite 1800
Denver, CO 80202

Kevin D. Baker & Nicole S. Baker, JT
920 South Rachel Avenue
Milliken, CO 80543

Kevin L. Heuer & Tammie J. Heuer, JT
890 Rachel Avenue
Milliken, CO 80543

Lot Holding Investments, LLC
301 Centennial Drive
Milliken, CO 80543

Lucas J. Santilli &
Rosalinda C. Santilli, JT
2855 West Davies Avenue
Littleton, CO 80120

Luke Brough & Erica Brough, JT
3801 County Road 46
Berthoud, CO 80513

Marion Keith Sparks &
Cheryl Lee Sparks, JT
991 South Rachel Court
Milliken, CO 80543

Mark S. Naipo
1002 South Rachel Court
Milliken, CO 80543

Martha D. Batista
870 South Rachel Avenue
Milliken, CO 80543

Michael D. Genau &
Vanessa L. Genau, JT
924 South Lilac Ct
Milliken, CO 80543

Michael F. Griffith
441 N 2480 W
Hurricane, UT 84737

Michael H. Meurer
540 South Rachel Ave
Milliken, CO 80543

Michael J. Finney
P.O. Box 2471
Durango, CO 81301

Milliken Development Company, LLC
1199 Eagle Drive
Loveland, CO 80537

Milliken Vista Development, LLC
1043 Eagle Drive
Loveland, CO 80537

Nathaniel J. Olson & Heather M. Olson
922 South Rachel Court
Milliken, CO 80543

Nikoh Lena Pitts
520 South Rachel Avenue
Milliken, CO 80543

Purvis Properties, L.L.C.
PO Box 1478
Eastlake, CO 80614

Rebecca A. Fisher
998 South Rachel Court
Milliken, CO 80543

Richard J. Verhey
116 Krameria Street
Denver, CO 80220

Richard S. Pierro
4468 Feather River Road
Corona, CA 92880

Robert A. Lees
9923 Candlewood Court
Highlands Ranch, CO 80126

Robert A. Onorato &
Lois Ann Onorato, JT
P.O. Box 354
Milliken, CO 80543
Roger Allen Frank
P.O. Box A
Milliken, CO 80543

Ronald Lee Frank
P.O. Box A
Milliken, CO 80543

Scott A. Ditsworth &
  Toni M. Ditsworth, JT
964 Lilac Court
Milliken, CO 80543

Sharon E. Naipo
1002 South Rachel Court
Milliken, CO 80543

Spaur, LLC
22605 Weld County Road 15
Johnstown, CO 80534

Steven Harrison Duffer &
  Rosalie Ann Duffer, JT
1004 South Rachel Court
Milliken, CO 80543

Steven L. Irons
955 South Lilac Street
Milliken, CO 80543

Tammy S. Gesick
996 S Rachel Court
Milliken, CO 80543

The Leonhart and Hines Trust,
  dated September 23, 2015
941 South Rachel Avenue
Milliken, CO 80543

Town of Milliken
1101 Broad Street
Milliken, CO 80543

Travis Leon Kinning &
  Heidi Marie Oppenheimer, JT
994 S. Rachel Court
Milliken, CO 80543-9491

Tyler R. Reed &
  Leslee J. Reed, JT
581 South Rachel Ave
Milliken, CO 80543

Victor J. Scott
560 South Rachel Ave
Milliken, CO 80543

Wells Fargo Bank, N.A.
107 W. Lilac Street
Milliken, CO 80543

William F. Graf
P.O. Box 3602
Evergreen, CO 80439

William F. Griffith
566 Walnut Hill Lane
Marshall, TX 75670
IN THE MATTER OF THE APPLICATION OF PDC ENERGY, INC. FOR AN ORDER TO POOL ALL INTERESTS IN FIVE APPROXIMATE 160-ACRE TO 320-ACRE DESIGNATED HORIZONTAL WELLOBRE SPACING UNITS IN SECTION 10, TOWNSHIP 4 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE NIOPRARA AND CODELL FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CERTIFICATE OF SERVICE

STATE OF COLORADO )
CITY AND COUNTY OF DENVER )

Greg Nibert Jr., of lawful age, and being first duly sworn upon his oath, states and declares:

That he is an attorney for PDC Energy, Inc., and that on or before April 14, 2016, he 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.

Subscribed and sworn to before me April 7, 2016.

Witness my hand and official seal.


SUSANNE JOSLIN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20094002378
MY COMMISSION EXPIRES JANUARY 21, 2017