

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION) CAUSE NO.
OF THE PROMULGATION AND)
ESTABLISHMENT OF FIELD RULES TO) DOCKET NO.
GOVERN OPERATIONS FOR THE)
NIOBRARA FORMATION, WATTENBERG) TYPE: POOLING
FIELD, WELD COUNTY, COLORADO)

APPLICATION

PDC Energy, Inc. (Operator No. 69175) ("PDC"), by and through its attorneys, Burns, Figa, & Will, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests within an approximate 640-acre Wellbore Spacing Unit, as further defined below, for the drilling of the Fern 11W-214 well (API No. 05-123-44583) ("Well"), for the development of the Niobrara formation on the following described lands:

Township 5 North, Range 65 West, 6th P.M.
Section 9: SE $\frac{1}{4}$ NW $\frac{1}{4}$, S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$
Section 10: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$
Section 11: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Weld County, Colorado, containing approximately 640.00 acres
("Application Lands")

In support of its Application, PDC states and alleges as follows:

1. PDC is a corporation duly authorized to do business in Colorado and is registered as an operator in good standing with the Commission.
2. PDC is an Owner with the right to drill into and produce from the Application Lands.
3. Rule 318A, as amended on August 8, 2011 addresses the drilling of horizontal wells under Rule 318A.a.(4)D. Rule 318A was originally established on April 27, 1998 to allow for certain drilling locations to drill or twin an existing well, deepen a well, or recomplete a well. Rule 318A also provided for the commingling of any or all of the Cretaceous Age formations from the Dakota formation to the surface. Rule 318A was first amended on December 5, 2005 to allow for interior infill and boundary wells and spacing units.
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 407-1.

5. On December 15, 2015, the Commission entered Order No. 407-1587, which, among other things, pooled all non-consenting interests in two 639.179-acre wellbore spacing units for the $W\frac{1}{2}E\frac{1}{2}$, $E\frac{1}{2}W\frac{1}{2}$ of Section 4 and $E\frac{1}{2}W\frac{1}{2}$, $W\frac{1}{2}E\frac{1}{2}$ of Section 9, Township 5 North, Range 65 West, for the Sherley I-4-9HN well (API No. 05-123-40932) and the Sherley J-4-9HC well (API No. 05-123-40899), from the Codell and Niobrara formations. Order No. 407-1587 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Well.

6. Also on December 15, 2015, the Commission entered Order No. 407-1589, which, among other things, pooled all non-consenting interests in four 648.4015-acre wellbore spacing units for the $W\frac{1}{2}$ of Section 4 and $W\frac{1}{2}$ of Section 9, Township 5 North, Range 65 West, for the Sherley E-4-9HN well (API No. 05-123-40966), Sherley F-4-9HN well (API No. 05-123-40897), Sherley G-4-9HC well (API No. 05-123-40896), and the Sherley H-4-9HN well (API No. 05-123-40900), from the Codell and Niobrara formations. Order No. 407-1589 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Well.

7. On April 29, 2016, the Commission entered Order No. 407-1682, which, among other things, pooled all non-consenting interests in one 480-acre wellbore spacing unit for the $S\frac{1}{2}NE\frac{1}{4}$, $N\frac{1}{2}SE\frac{1}{4}$ of Section 9 and $S\frac{1}{2}N\frac{1}{2}$, $N\frac{1}{2}S\frac{1}{2}$ of Section 10, Township 5 North, Range 65 West, for the Arellano K-10-9HN well (API No. 05-123-41106), from the Niobrara formation; three 240-acre wellbore spacing units for the $N\frac{1}{2}SE\frac{1}{4}$ of Section 9 and $N\frac{1}{2}S\frac{1}{2}$ of Section 10, Township 5 North, Range 65 West, for the Arellano L-10-9HN well (API No. 05-123-41113), Arellano M-10-9HC well (API No. 05-123-41107), and the Arellano N-10-9HN well (API No. 05-123-41112), from the Codell and Niobrara formations; and two 480-acre wellbore spacing units for the $SE\frac{1}{4}$ of Section 9 and $S\frac{1}{2}$ of Section 10, Township 5 North, Range 65 West, for the Arellano O-10-9HN well (API No. 05-123-41110) and the Arellano P-10-9HN well (API No. 05-123-41109), from the Niobrara formation. Order No. 407-1682 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Well.

8. PDC designated this 640-acre Wellbore Spacing Unit for the production of oil, gas, and associated hydrocarbons from the Niobrara formation as provided by Rule 318A and notified the appropriate parties under Rule 318A.

9. Under the provisions of Rule 530 and C.R.S. § 34-60-116(6)–(7), PDC requests an order pooling all interests, including non-consenting interests and the ability to drill through all tracts, in the Application Lands for the development of the Niobrara formation underlying the following approximate 640-acre Wellbore Spacing Unit:

Township 5 North, Range 65 West, 6th P.M.
Section 9: $SE\frac{1}{4}NW\frac{1}{4}$, $S\frac{1}{2}NE\frac{1}{4}$, $N\frac{1}{2}SE\frac{1}{4}$, $NE\frac{1}{4}SW\frac{1}{4}$
Section 10: $S\frac{1}{2}N\frac{1}{2}$, $N\frac{1}{2}S\frac{1}{2}$
Section 11: $SW\frac{1}{4}NW\frac{1}{4}$, $NW\frac{1}{4}SW\frac{1}{4}$

Weld County, Colorado ("Wellbore Spacing Unit" in this Application)

10. PDC requests that the Commission's pooling order be made effective as of the earlier date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Fern 11W-214 well to the Niobrara formation on the Application Lands.

11. PDC certifies that copies of this Application will be served on all owners of the mineral estate, as indicated and required by Rule 507.b(2), underlying the tracts of the Application Lands to be pooled within seven (7) days of the date hereof, 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. The list of such Interested Parties, with all known parties to be pooled, is attached as Exhibit A.

12. In order to prevent waste and to protect correlative rights, all interests and tracts in the Wellbore Spacing Unit should be pooled for the orderly drilling and development of the Niobrara formation.

WHEREFORE, PDC respectfully requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that the Commission enter an 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 date of the Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Fern 11W-214 well in the Wellbore Spacing Unit to the Niobrara formation on the Application Lands;
- C. Providing that the interests of any owners with whom PDC has been unable to secure a lease, other agreement to participate in the drilling of the authorized well(s), or those who consented to be pooled are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof with respect to the Fern 11W-214 well drilled to develop the Niobrara formation in the Wellbore Spacing Unit comprised of the Application Lands; and
- D. Providing for such other findings and order as the Commission may deem proper or advisable in this matter.


[SIGNATURE PAGE FOLLOWS]

DATED this 18th day of January, 2018.

Respectfully submitted,

PDC Energy, Inc.

By: _____


Michael T. Jewell, Esq. #40902
Courtney M. Shephard, Esq. #47668

Burns, Figa & Will, P.C.
6400 S. Fiddler's Green Circle – Suite 1000
Greenwood Village, CO 80111

PDC Energy, Inc.
Mr. Daniel R. McCoy
1775 Sherman Street - Suite 3000
Denver, CO 80203

VERIFICATION

STATE OF COLORADO)
)
COUNTY OF DENVER) ss.

The undersigned, of lawful age, having been first sworn upon his oath, deposes and states that:

1. He is a Regional Landman – PDC Energy, Inc., which address is 1775 Sherman Street, Suite 3000, Denver, CO 80203.

2. He has read the attached application for the Fern 11V-204 well, Fern 11V-214 well, Fern 11V-304 well, and Fern 11V-334 well, is familiar with the facts set forth therein, and states that said facts are true and correct to the best of his knowledge and belief.

Further Affiant sayeth not.



Daniel R. McCoy

Subscribed and sworn to before me this 18th day of January, 2018.

Witness my hand and official seal.
My commission expires: 3/5/2018



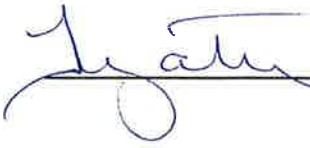


EXHIBIT A

Interested Parties

Fern 11W-214 Well

“*” denotes the interested parties that may be subject to the statutory cost recovery provisions of C.R.S. § 24-60-116.

PDC Energy, Inc.
Extraction Oil & Gas, LLC*
Richmark Energy Partners, LLC*
Arlo L. Richardson*
Chiderbri Minerals, L.P.*
Debi Goble*
Joel Martinez and Valerie Martinez, JT*
Kathleen L. Allen*
Betty J. Buchanan*
Quirk Minerals Limited Partnership*
Sherri S. Anderson*
Susan R. Swanson*
Frank Stanley Davis*
Jody Davis Leduc*
Melissa Lee Behm*
Kerr-McGee Oil & Gas Onshore LP*
1831 E. 16th Street, LLC
Abel Vega

Alejo Garcia & Ofelia Garcia, JT
Alvin William Davis
American Minerals Group, LLC
American Minerals II LLC
Andres G. Guerrero
Anthony Energy, Ltd.
Anthony S. Rogers
Bettie C. Shepherd
Birmingham Corporation
Black Knife Minerals, LLC
Bradley D. Bauer & Jennifer J. Bauer, JT
Bradley R. Nazareus and Stacy L. Dilka, JT
Brian Lee Schell
Briggs Trucking & Equipment Company
Carl J. Kerksiek & Kathleen D. Kerksiek, JT
Carmen D. Duran
Cayman Resources, Inc.
Centennial Royalty, JV
Charles A. Lesser & Alice Lesser, JT
Charles Bonertz
Charles C. Todd & Bonnie L. Todd, JT
Charles E. Kinsey
Chris S. Leaf

City of Greeley
Clay A. Adams
D.P.G. Bird Farm, Inc.
Dale Land, LLC
Daniel Guzman & Rebecca L. Guzman, JT
Danny L. Krien
Danny Looney, Inc.
Darrel D. Chapman & Sharlene A. Chapman, JT
Darren Sharp & Taryn Sharp, JT
David L. Reed & Donna J. Reed, JT
David W. Cook & Janet L. Cook, JT
Debra Vogler
Dee Ann Cosner
Deep Pool Holdings LLC
Deerfield Properties, LLC
Destiny Barber
Dios del Mar Royalty Holding Company LLC
Doeringsfeld and Aratas, a Joint Venture
Don W. Lechman
Donovan Barber
Doris I. Satur
Doris Suiter
Dorothy J. Pfeiderer

E G Energy, L.L.C.
E.T.&T Pallets Inc.
Edna L. Mata & Joe P. Mata, JT
Edna L. Meyer & Judy K. Meyer, JT
Elaine Petrie
Elisabeth M. Ganuchaeu
Elizabeth Smith
Eloise Kleving
Etlife Properties, Inc.
Farr Farms Company
Floyd D. Geist & Rosemond K. Geist, jt
Fortino Aldano, Jr.
Fortino Aldano, Sr.
Frank Ganuchaeu, III
G.R. Coddington Ventures, Ltd.
Garciela Quinonez & Veronica Y. Gutierrez, JT
Gari Lee Dillon
Gary L. Clark & Veronica Clark, JT
Gary V. Lee
Gay Meredith Brooks
GC Wattenberg Partners LP
Genaro Nunez
Genaro Nunez & Rosa Maria Vega de Nunez, JT

George W. Hildred
Glen W. Poage & Kathleen A. Poage, JT
Glenn H. Felderhoff
Gwenevera R. Early
Hans G.F. Meyer & Judith A. Meyer, JT
Harold Bonertz
Harold F. Satur
Harold Wiggett & Virginia I. Wiggett, JT
HL American Oil and Gas LLC c/o Deep Pool Holdings
Imogen Reifenrath
Ivan Lee Mayberry & Sandra Lee Mayberry, JT
J Quarter Circle Mineral Company
J. Wallace Manaugh
J2 Real Estate Partners
Jack Varra and Barbara Varra, JT
Jacob H. Esquibel & Adrian G. Esquibel, JT
Jake H. Haas
James D. Stanley & Suzanne R. Stanley, JT
James Vaughn & Jean K. Vaughn, JT
Jamie D. Lechman
Janice Rochelle Hoover
Jason Bricker
Jason T. Campbell & Kristy L. Campbell, JT

Jim Landry
Jimmie L. Miller & Mary Ann Miller, JT
John A. Paben & Lucille L. Paben, JT
John Lambert
John LeRoy Knoedler & Suzanne Lois Knoedler, JT
John R. Andrews
John R. Andrews & Veronica G. Andrews, JT
Johnny Dean Riddle & Mary Annette Riddle, JT
Jose Ramirez
Joseph A. Ford & Cary L. Ford, JT
Joshua Barber
Judith A. Meyer
Julian Martinez, Jr.
Julie Trzbiakowski
Kathleen L. Allen
Kelli N. Miller
Kevin A. Carbaugh & Sharon J. Carbaugh, JT
Korco Real Estate, LLC
Laura E. Leonard Insurance Trust 1
Laurie Mullenhauser
Lavern Kast
Les M. Cogswell, Jr.
Levi Barber

Lidia Garcia
Life Royalties, Ltd.
Lorena L. McCasland & Luis E. McCasland, JT
Loudell K. Drieth & George Drieth, JT
Louise Keffler
Luis J. Galindo & Virginia Galindo, JT
Mable Gibble
Maria F. Sanchez & Lawrence R. Trujillo, JT
Mariana E. Ramirez
Marisela Vega & Edgar N. Vega, jt
Martha Veronica Arredondo & Ildefonso Arredondo, JT
Martin Lee Lordemann & Stefanie Hill, JT
Mary Jane Johnson
Mary Valdez
Matrix Energy, LLC
Matthew M. Kallsen & Nancy K. Kallsen, JT
Mekusukey Oil Company, LLC
Michael Barber
Michael L. Frazier & Lila W. Frazier, JT
Mildred Gobel
Mildred Todd
Mindy Sue Clark
Mountaintop Minerals, LLC

O. Paul Leonard, III
Odean B. Flattum & Darlene A. Flattum, JT
Orange River Royalties, LLP
Othol E. Ware
Patricia H. Farrington, as Trustee of the Patricia H. Farrington Trust
Patricia K. Hagan
Patricia Zale
Paul A. Dodson
Paul A. Lightsey & Carol L. Lightsey, JT
Paul Lambert
Pete Magdelano
Pete Sakurai & Mitzi Sakurai, JT
Peyton Energy, LP
Pyramid Energy, Inc.
Raymond E. Smith, Jr.
Raymond G. Lordemann & Mary E. Lordemann Joint Revocable Trust
Red Harlan Royalties, Ltd.
Richard E. Huff
Richard Lee Hinrichs, Leonard R. Hinrichs, & Dorothy E. Hinrichs, jt
Richard Rogers
Richmark Mineral Partners, LLC
Roadifer Family Limited Liability Limited Partnership c/o Catherine M. Roadifer
Robert Borgers

Rodrigo Hinojosa & Kathleen Ruth Hinojosa, JT
Ronald D. Gross & Shirley M. Gross, JT
Ronald L. Yamada
Ronald Lee glover & Korina Kay Glover, JT
Ronald Walter Treiber
Rory Griego
Russel F. Griffin & Zoey D. Griffin, JT
Scott A. Mahaffey & Mary J. Mahaffey, JT
Sharon Ann Culbertson
Sharon Duvall
Sherri S. Anderson
Shirley Anderson De Porter
Sierra Echo Resources
Springbok Energy Partners, LLC
Steitz Family Revocable Living Trust
Steve K. Mellin
Susan Ann Harmon
Susan R. Swanson
Ted Gilliland Revocable Trust, dated 8/13/12
The John D. Stephenson Family Trust
The William B. Preston Living Trust
Thomas H. Marschall & Pamela A. Marschall, jt
Tomas R. Mondragon

Usmaldo Deleon & Olga Molina, JT
Varra Companies, Inc.
Vickie Eckardt
Vine Royalty, L.P.
Virgil Miller & Kelley Jean Miller, JT
Walter L. Farrington, as Trustee of the Farrington Children's Trust
Walter L. Farrington, Jr.
Wayne C. Johnson & Teresa O. Johnson, JT
Wayne G. Kelley & Louise L. Kelley, JT
Westco Family Limited Partnership
Western Hills Fire Protection District
Western Sugar Cooperative
Wilbur G. Rogers
William D. Vohs & Teresa S. Vohs, JT
William G. Clark
William H. Schmidt
Yvonne Duvall

EXHIBIT B

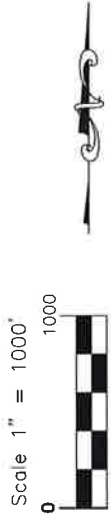
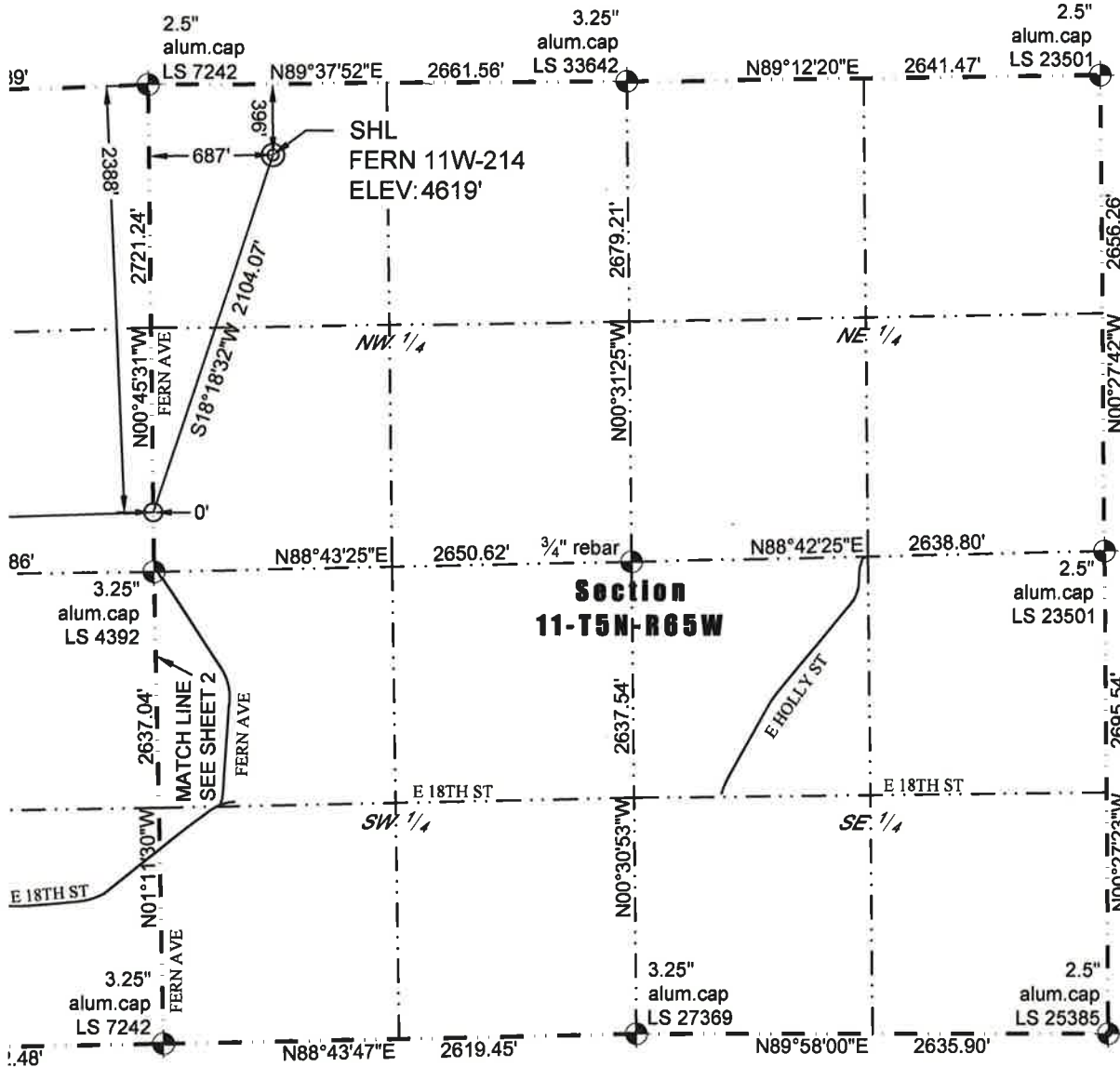
Plat

Fern 11W-214 Well

[ATTACHED]

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY



**Section
11-T5N-R65W**

In accordance with a request from Paul Montville of PDC Energy, Inc., Washburn Land Surveying, LLC has determined the location of the **FERN 11W-214** well site to be SHL: 396' FNL and 687' FWL, (EPL: 2388' FNL and 0' FEL), (BHL: 2388' FNL and 2530' FEL), as measured at ninety (90) degrees from the section lines of Sections 9, 10 and 11, Township 5 North, Range 65 West of the 6th Principal Meridian, Weld County Colorado.

Proposed Surface Hole Data:
Latitude: N 40.420220°
Longitude: W 104.637629°
PDOP: 1.2

Proposed Entry Point Data:
Latitude: N 40.414755°
Longitude: W 104.640073°

Proposed Bottom Hole Data:
Latitude: N 40.414231°
Longitude: W 104.668027°

LEGEND

- ⊕ - Found Survey Monument
- - Calculated Position
- ⊙ - Surface Hole Location (SHL)
- - Entry Point Location (EPL)
- × - Bottom Hole Location (BHL)

Nearest Cultural Items:
Building: 308' SW
Building Unit: 626' NW
Above Ground Utility: 406' NW
Public Road: 673' W

Property Line: 278' S
Railroad: +5280'
High Occupancy Building Unit: +5280'
Designated Outside Activity Area: +5280'

Notes:

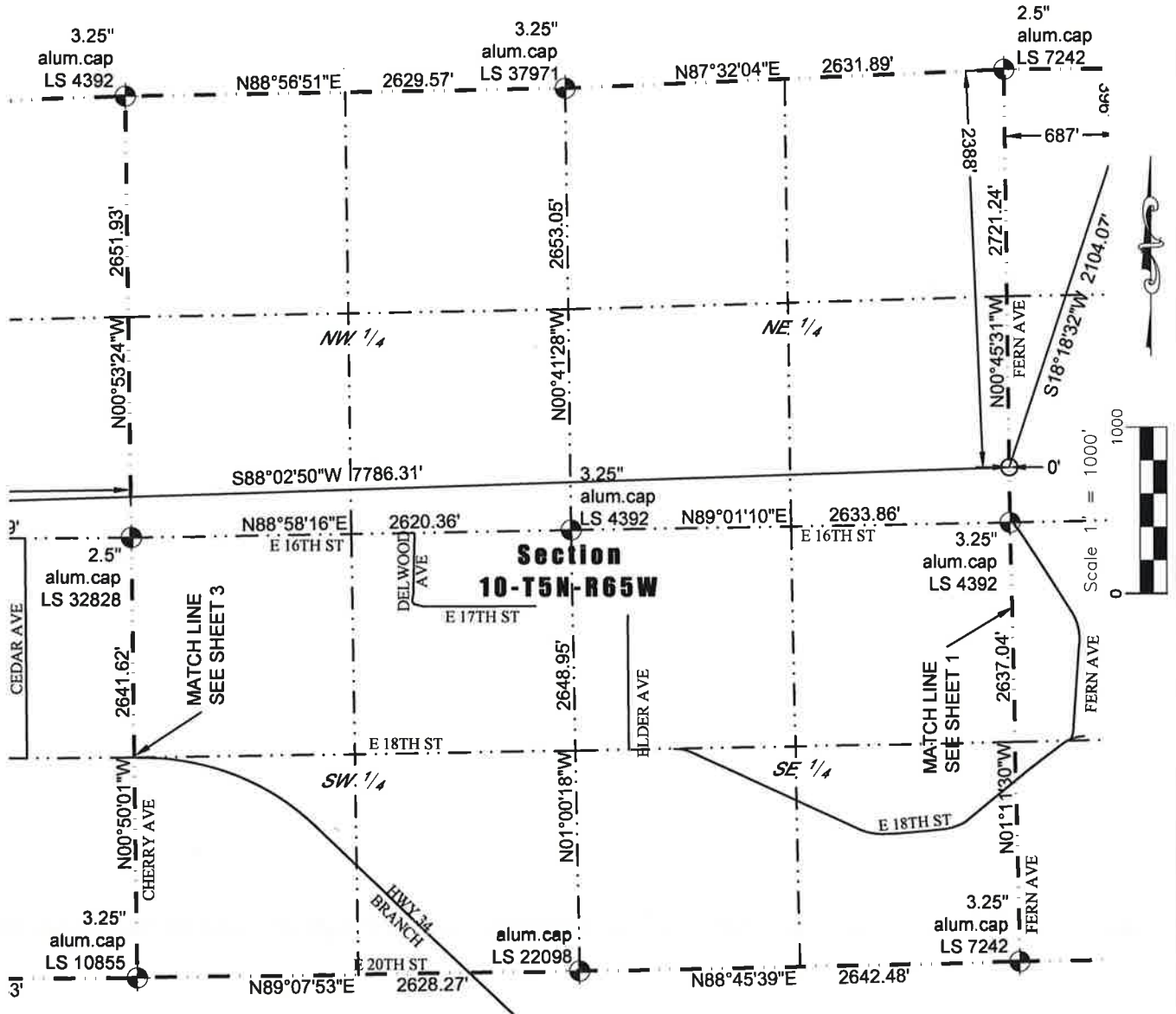
- 1) Bearings and distances based on NAD 83 Colorado North State Plane Coordinate, using RTK GPS observations taken 8/10/16 by operator Jason Dahلمان.
- 2) Conversion factor to ground (1.0002579525).
- 3) Elevations based on NAVD 88 GPS heights and Geoid 2009 corrections.
- 4) See Location Drawing for visible improvements within 500 feet of Pad Site.
- 5) The surface use is a incultivated field.

NOTICE: According to Colorado law you must commence any legal action based upon any defect in this W.L.C. within three years after you first discover such defect. In no event may any action based upon any defect in this W.L.C. be commenced more than ten years from this said date of the certification shown hereon.

I hereby certify that this Well Location Certificate was prepared by me or under my direct supervision on 8/28/2017 for and on behalf of PDC Energy, Inc. that it is not a Land Survey Plat or an Improvement Survey Plat and that it is not to be relied upon for establishment of fences, buildings, or other future improvement lines.

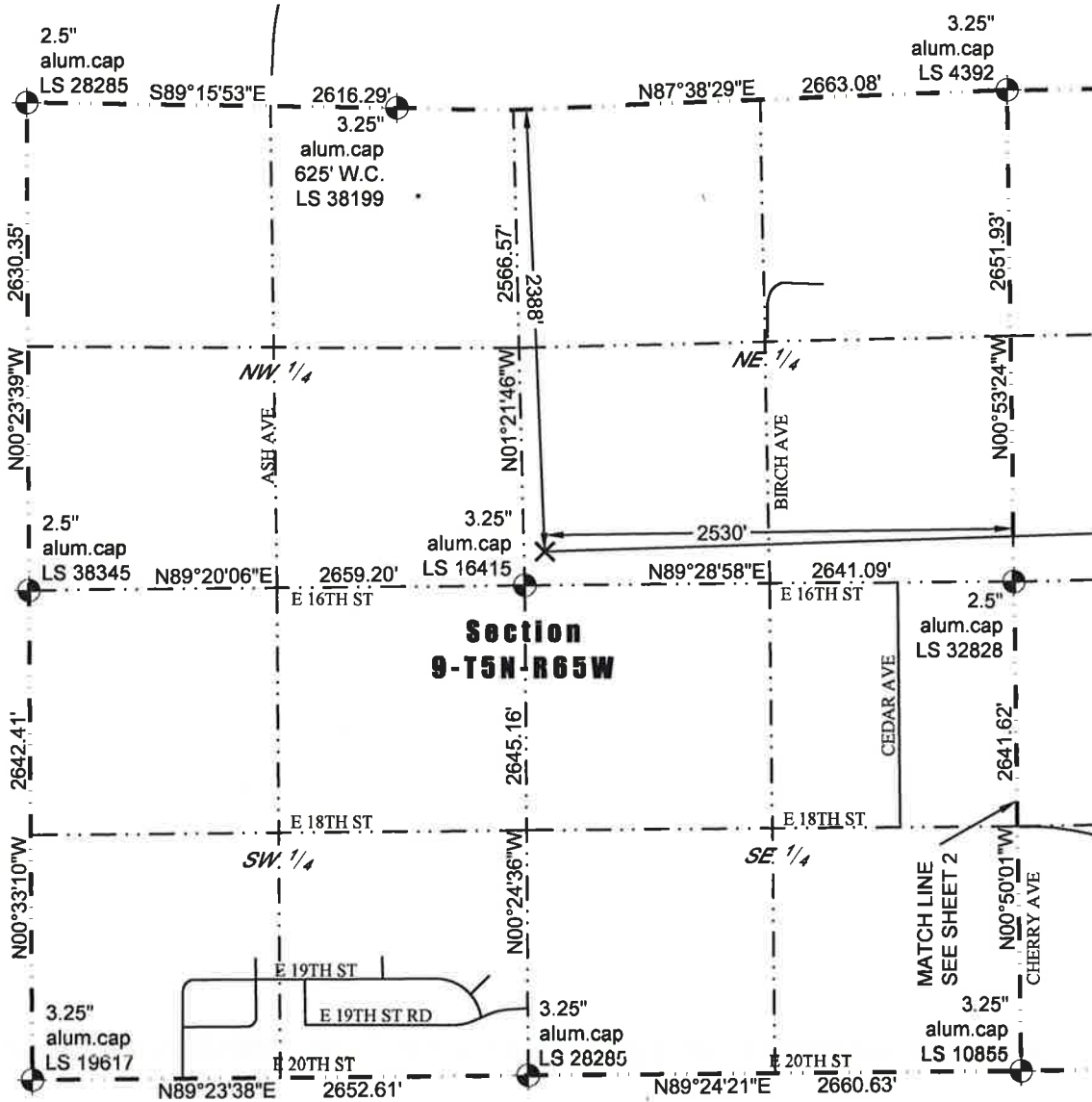
John Robert McGehee LS#38219
Well: FERN 11W-214 WLC





LEGEND

- ⊕ - Found Survey Monument
- - Calculated Position
- ⊙ - Surface Hole Location (SHL)
- - Entry Point Location (EPL)
- × - Bottom Hole Location (BHL)



- LEGEND**
- ⊕ - Found Survey Monument
 - - Calculated Position
 - ⊙ - Surface Hole Location (SHL)
 - - Entry Point Location (EPL)
 - × - Bottom Hole Location (BHL)

