

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

IN THE MATTER OF THE PROMULGATION AND
ESTABLISHMENT OF FIELD RULES TO GOVERN
OPERATIONS FOR THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

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 711.78-acre horizontal wellbore spacing units designated for portions of Sections 32, 33, and 34, Township 5 North, Range 64 West, and Sections 3, 4, and 5, Township 4 North, Range 64 West 6th P.M., established for the Bath-Schmier 10N well (API No. 05-123-45083) and the Bath-Schmier 11N well (API No. 05-123-45082) for development of and production from the Niobrara Formation.

If you have any questions regarding this application, you may contact Katherine ("Kibby") Wilson, Landman for PDC at (303) 860-5800.

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:

Township 5 North, Range 64 West, 6th P.M.

Section 32: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 33: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 34: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Township 4 North, Range 64 West, 6th P.M.

Section 3: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 4: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 5: N $\frac{1}{2}$ N $\frac{1}{2}$

Wellbore Spacing Unit ("WSU") Nos. 1 and 2

Bath-Schmier 10N well (Niobrara Formation)

Bath-Schmier 11N well (Niobrara Formation)

These lands are collectively referred to as the "Application Lands."

3. On April 27, 1998, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule. 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 Formation 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 each of the following horizontal wellbore spacing units and notified the appropriate parties under Rule 318A:

A. WSU No. 1 - A 711.78-acre horizontal wellbore spacing unit established for the Bath-Schmier 10N well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

B. WSU No. 2 - A 711.78-acre horizontal wellbore spacing unit established for the Bath-Schmier 11N well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

These wells are collectively referred to as the "Subject Wells."

6. 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 Formation.

7. 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.

8. Applicant requests that the pooling order 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.

9. 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 Formation, including any non-consenting interests therein.

10. 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 and § 34-60-116(7) as applicable and effective at the time this Application is filed.

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 each wellbore spacing unit comprising the Application Lands for the development and operation of the Niobrara Formation, with such order 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.

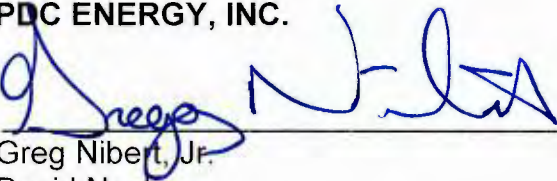
C. For any other findings and orders as the Commission may deem proper or advisable in this matter.

Dated May 31, 2018.

Respectfully submitted:

PDC ENERGY, INC.

By:

A handwritten signature in blue ink, appearing to read "Greg Nibert, Jr.", is written over a horizontal line.

Greg Nibert, Jr.

David Neslin

Davis Graham & Stubbs LLP

1550 Seventeenth Street, Suite 500

Denver, Colorado 80202

(303) 892-9400

Applicant's Address:

PDC Energy, Inc.

ATTN: Katherine Wilson

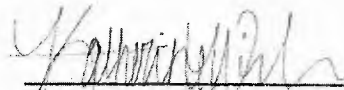
1775 Sherman Street, Suite 3000

Denver, CO 80203

VERIFICATION

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

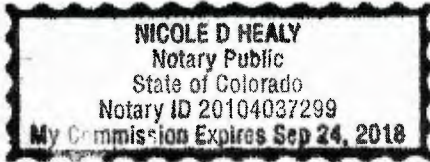
Katherine Wilson, of lawful age, being first duly sworn upon oath, deposes and says that she is a Regional Landman for PDC Energy, Inc., that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.



Katherine Wilson, Regional Landman
PDC Energy, Inc.

Subscribed and sworn to before me this 30th day of May, 2018.

Witness my hand and official seal.



Notary Public