

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 AND CODELL FORMATIONS,)	TYPE:
WATTENBERG FIELD, WELD COUNTY,)	POOLING
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 four approximate 400-acre Wellbore Spacing Units, as further defined below, for the drilling of the Barr 11L-221 Well (API No. 05-123-45683), Barr 11L-301 Well (API No. 05-123-45682), Barr 11L-401 Well (API No. 05-123-45688), and the Barr 11L-201 Well (API No. 05-123-45692) ("Wells"), for the development of the Niobrara and Codell Formations on the following described lands:

Township 5 North, Range 65 West, 6th P.M.

Section 12: W $\frac{1}{2}$

Section 13: N $\frac{1}{2}$ NW $\frac{1}{4}$

Weld County, Colorado, containing approximately 400.00 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. 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. Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area wells. On December 5, 2005, Rule 318A was amended, among other things, 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, among other things, to address drilling of horizontal wells. The W $\frac{1}{2}$ of Section 12 and the

N $\frac{1}{2}$ NW $\frac{1}{4}$ of Section 13, Township 5 North, Range 65 West, 6th P.M., are subject to Rule 318A for the Niobrara and Codell Formations.

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 W $\frac{1}{2}$ of Section 12 and the N $\frac{1}{2}$ NW $\frac{1}{4}$ of Section 13, Township 5 North, Range 65 West, 6th P.M., with the permitted well locations in accordance with the provisions of Order 407-1.

5. On July 24, 2017, the Commission entered Order No. 407-2160, which, among other things, pooled all non-consenting interests in three approximate 720-acre wellbore spacing units for the W $\frac{1}{2}$ E $\frac{1}{2}$, E $\frac{1}{2}$ W $\frac{1}{2}$ of Section 12, W $\frac{1}{2}$ E $\frac{1}{2}$, E $\frac{1}{2}$ W $\frac{1}{2}$ of Section 13, and the NW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 24, Township 5 North, Range 65 West, 6th P.M., for the Sandin 24N-241 Well (API No. 05-123-44667), Sandin 24N-301 Well (API No. 05-123-44671), and the Sandin 24N-221 Well (API No. 05-123-44663), from the Niobrara Formation. Order No. 407-2160 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Wells.

6. As of the date of this Application, the COGCC has not published any additional orders affecting spacing of the Application Lands.

7. PDC designated four approximate 400-acre Wellbore Spacing Units for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations as provided by Rule 318A and notified the appropriate parties under Rule 318A.

8. 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 and Codell Formations underlying four approximate 400-acre Wellbore Spacing Units for the Barr 11L-221 Well (API No. 05-123-45683), Barr 11L-301 Well (API No. 05-123-45682), Barr 11L-401 Well (API No. 05-123-45688), and the Barr 11L-201 Well (API No. 05-123-45692):

Wellbore Spacing Units (each approximately 400.00 acres):

Barr 11L-221 Well (API No. 05-123-45683) – Niobrara

Barr 11L-301 Well (API No. 05-123-45682) – Niobrara

Barr 11L-401 Well (API No. 05-123-45688) – Codell

Barr 11L-201 Well (API No. 05-123-45692) – Niobrara

Township 5 North, Range 65 West, 6th P.M.

Section 12: W $\frac{1}{2}$

Section 13: N $\frac{1}{2}$ NW $\frac{1}{4}$

Weld County, Colorado (“Wellbore Spacing Units” in this Application)

9. 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 Barr 11L-221 Well, Barr 11L-301 Well, Barr 11L-401 Well, and the Barr 11L-201 Well to the Niobrara and Codell Formations on the Application Lands.

10. 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 sixty (60) 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 Wells, 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.

11. In order to prevent waste and to protect correlative rights, all interests and tracts in the Wellbore Spacing Units should be pooled for the orderly drilling and development of the Niobrara and Codell Formations.

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 Units for the development of the Niobrara and Codell Formations;
- 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 Barr 11L-221 Well, Barr 11L-301 Well, Barr 11L-401 Well, and the Barr 11L-201 Well in the Wellbore Spacing Units to the Niobrara and Codell Formations 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 Barr 11L-221 Well, Barr 11L-301 Well, Barr 11L-401 Well, and the Barr 11L-201 Well drilled to develop the Niobrara and Codell Formations in the Wellbore Spacing Units 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 29th day of August, 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. Nicholas Lebsock, Regional Landman

1775 Sherman Street - Suite 3000

Denver, CO 80203

VERIFICATION

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

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 Barr 11L-221 Well, Barr 11L-301 Well, Barr 11L-401 Well, and the Barr 11L-201 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.

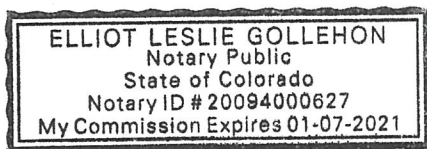


Ronald Nicholas Lebsock

Subscribed and sworn to before me this 29th day of August, 2018.

Witness my hand and official seal.

My commission expires: Jan. 7, 2021



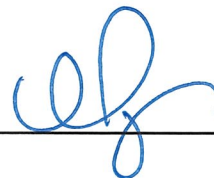


EXHIBIT A

Interested Parties

Barr 11L-221 Well, Barr 11L-301 Well, Barr 11L-401 Well, & Barr 11L-201 Well

“*” denotes the interested parties that may be subject to the statutory cost recovery provisions of C.R.S. § 34-60-116.

PDC Energy, Inc.
Extraction Oil & Gas, Inc.
Incline Niobrara Partners, LP
Alfred O. Riley
Ardith Renee Loustalet
Atomic Capital Minerals, LLC
Calven T. Goza
DPG Farms LLC
Francis M. Loustalet Revocable Trust
Frank Stanley Davis
Gary H. Loustalet
Gerald L. Marble
Hall-Irwin Aggregates, LLC
Harold D. Johnson
Incline Niobrara Partners, LP
Judy Davis Leduc
Kerr-McGee Oil & Gas Onshore LP
Mathews Family Enterprises LLC
Melissa Lee Behm, fka Melissa Lee Davis
Nic and Gigi, LLC
Noble Energy, Inc.
Richard M. Borys
Ron Oestreich
Roy C. Bishop
States Royalty Limited Partnership
Trustees of the Frances A. Loustalet Revocable Trust
Wade Audri Loustalet aka Wade Andre Loustalet
Weld County

EXHIBIT B

Plats

Barr 11L-221 Well, Barr 11L-301 Well, Barr 11L-401 Well, & Barr 11L-201 Well

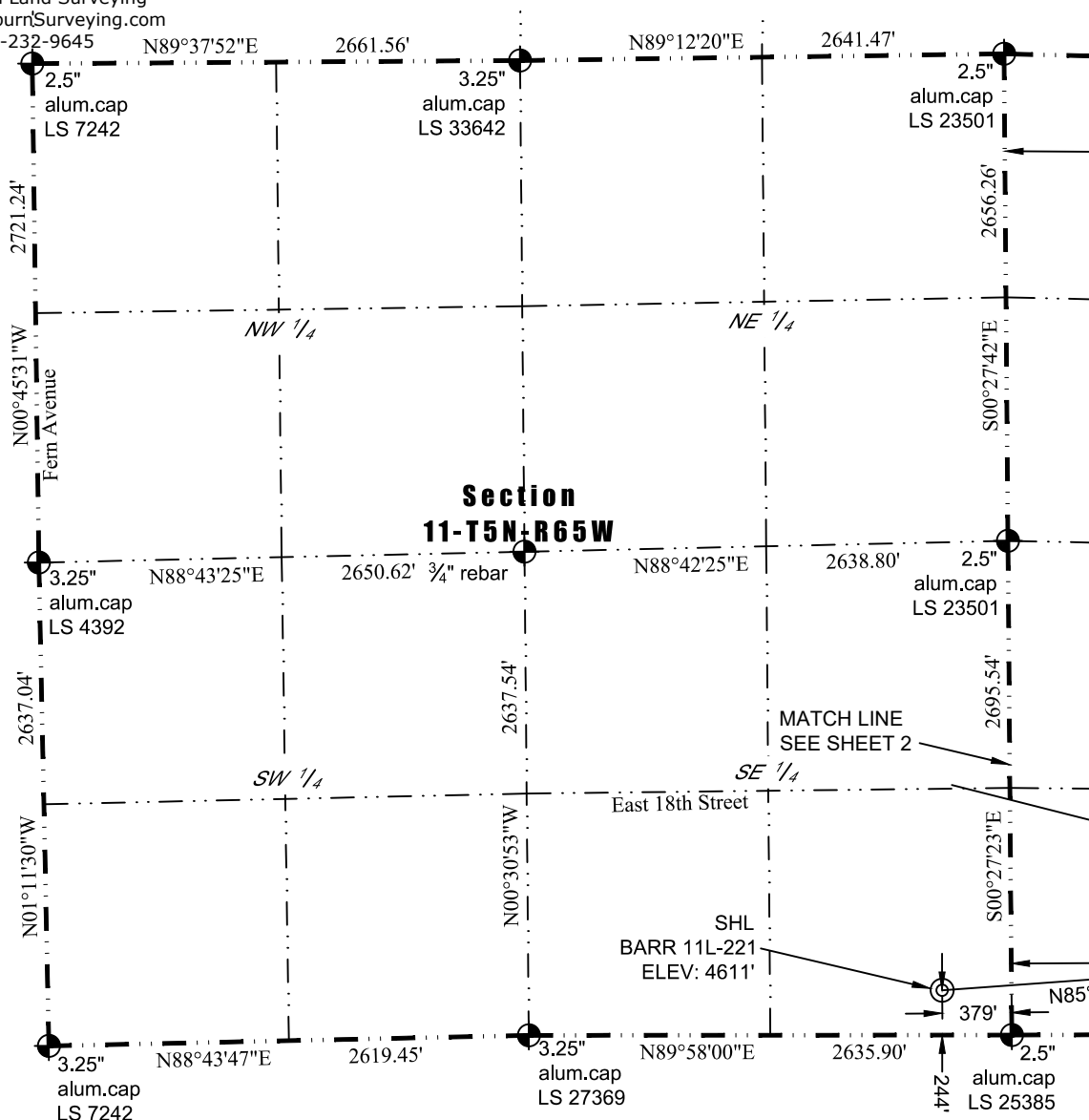
[ATTACHED]



WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645



In accordance with a request from Barney Hammond of PDC Energy, Inc., Washburn Land Surveying, LLC has determined the location of the **BARR 11L-221** well site to be SHL: 244' FSL and 379' FEL, (BHL: 500' FNL and 1714' FWL), as measured at ninety (90) degrees from the section lines of Sections 11 and 12, Township 5 North, Range 65 West of the 6th Principal Meridian, Weld County Colorado.

Proposed Surface Hole Data:

Latitude: N 40.407307°
Longitude: W 104.622451°
PDOP: 1.8

Proposed Entry Point Data:

Latitude: N 40.407669°
Longitude: W 104.614936°

Proposed Bottom Hole Data:

Latitude: N 40.419780°
Longitude: W 104.614904°

LEGEND

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

Nearest Cultural Items:

Building: 688' SE
Building Unit: 877' SE
Above Ground Utility: 543' SE
Public Road: 1093' NE

Property Line: 379' E
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.
- 2) using RTK GPS observations taken 9/8/16 by operator Jason Dahlman.
- 3) Conversion factor to ground (1.0002577355).
- 4) Elevations based on NAVD 88 GPS heights and Geoid 2009 corrections.
- 5) See Location Drawing for visible improvements within 500 feet of Pad Site.
- 6) The surface use is an uncultivated 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 6/22/2017 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.

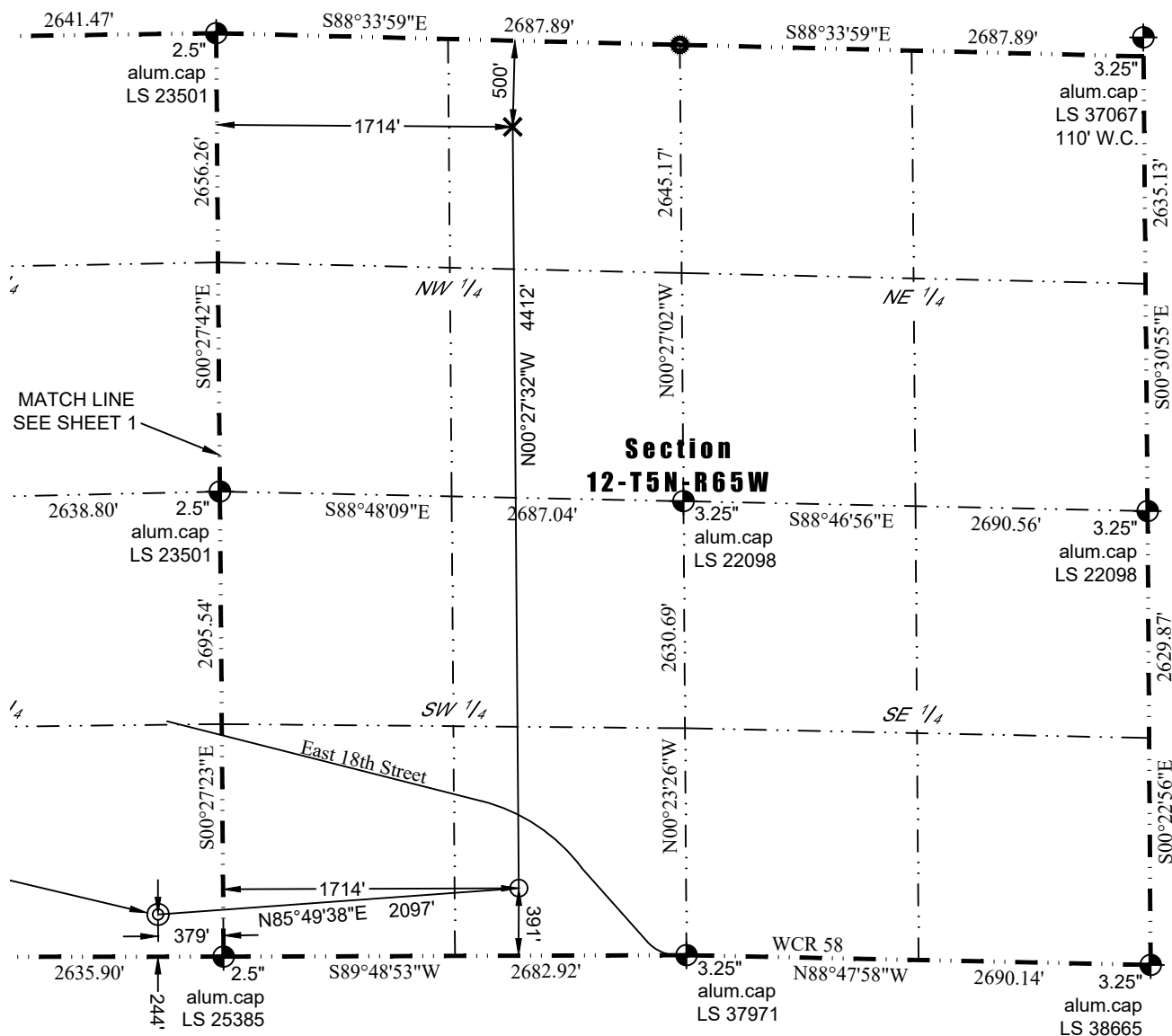
John Robert McGehee LS#38219
Well: BARR 11L-221 W.L.C.



Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645

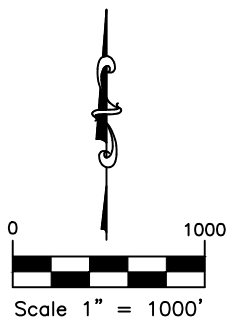
WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY



LEGEND

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

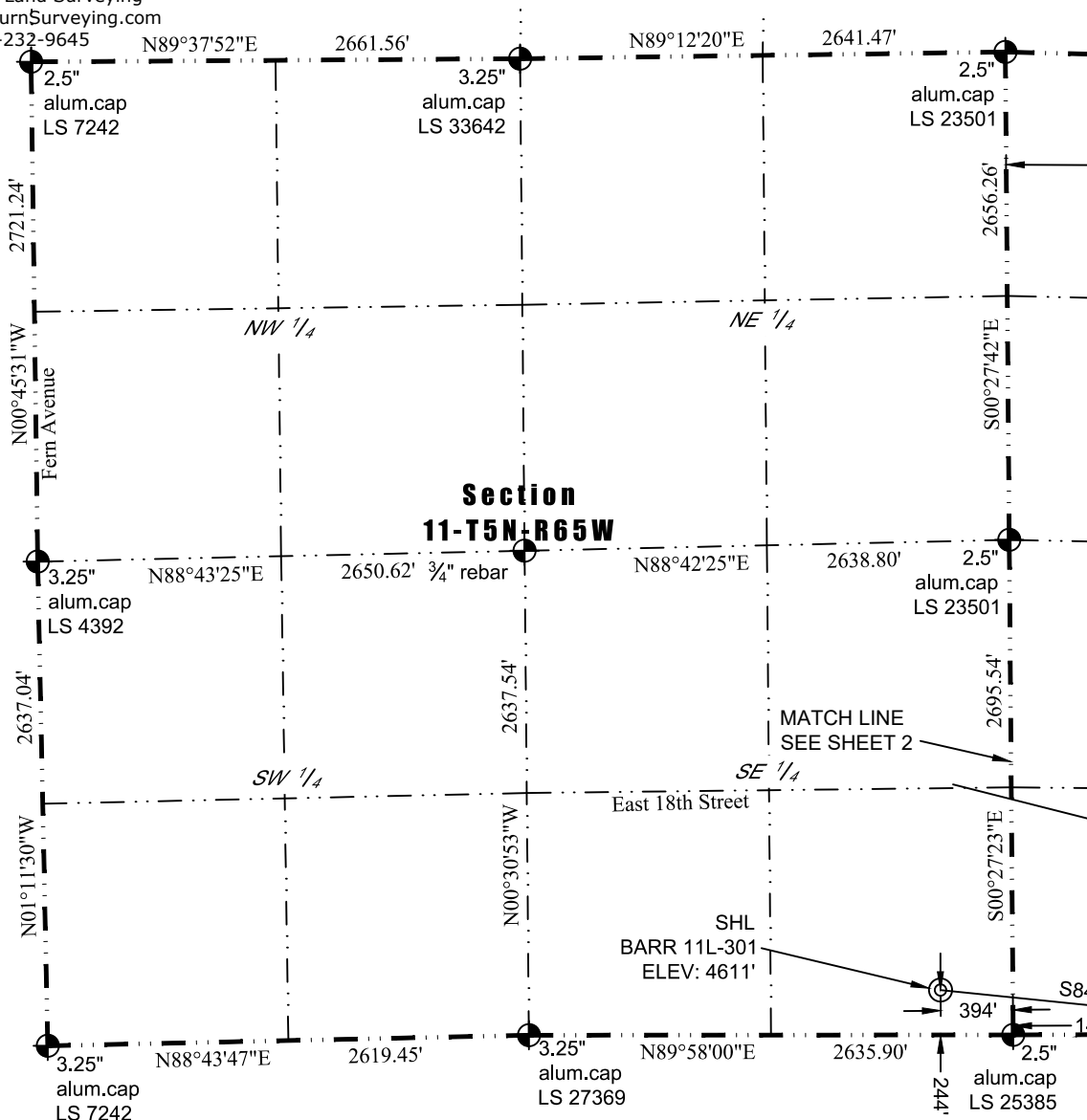




Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY



In accordance with a request from Barney Hammond of PDC Energy, Inc., Washburn Land Surveying, LLC has determined the location of the **BARR 11L-301** well site to be SHL: 244' FSL and 394' FEL, (BHL: 500' FNL and 1465' FWL), as measured at ninety (90) degrees from the section lines of Sections 11 and 12, Township 5 North, Range 65 West of the 6th Principal Meridian, Weld County Colorado.

Proposed Surface Hole Data:

Latitude: N 40.407307°
Longitude: W 104.622504°
PDOP: 1.8

Proposed Entry Point Data:

Latitude: N 40.406737°
Longitude: W 104.615832°

Proposed Bottom Hole Data:

Latitude: N 40.419804°
Longitude: W 104.615799°

LEGEND

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

Nearest Cultural Items:

Building: 701' SE
Building Unit: 883' SE
Above Ground Utility: 555' SE
Public Road: 1096' NE

Property Line: 394' E
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.
- 2) using RTK GPS observations taken 9/8/16 by operator Jason Dahlman.
- 3) Conversion factor to ground (1.0002577355).
- 4) Elevations based on NAVD 88 GPS heights and Geoid 2009 corrections.
- 5) See Location Drawing for visible improvements within 500 feet of Pad Site.
- 6) The surface use is an uncultivated 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 6/22/2017 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.

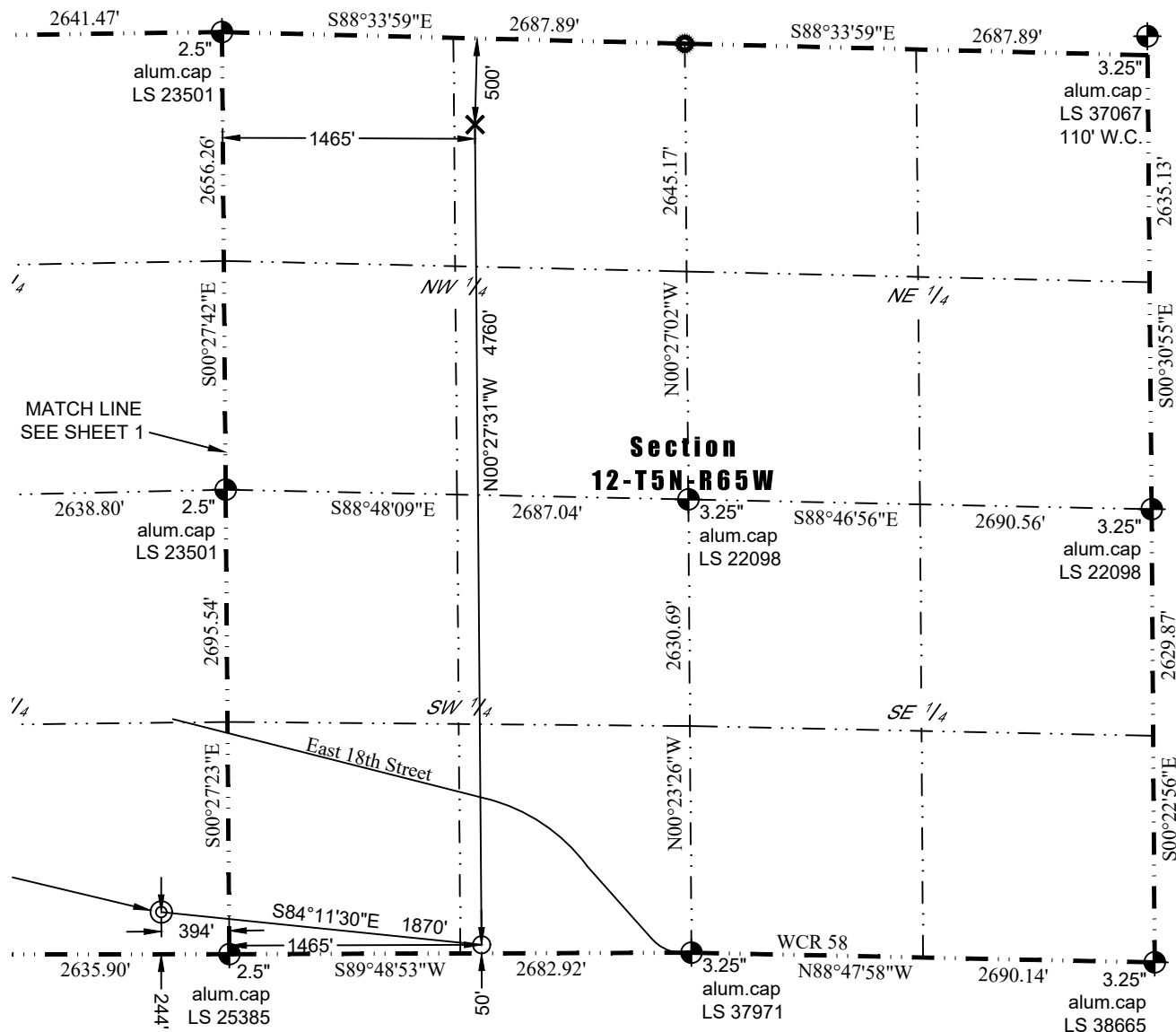
John Robert McGehee LS#38219
Well: BARR 11L-301 W.L.C.



Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645

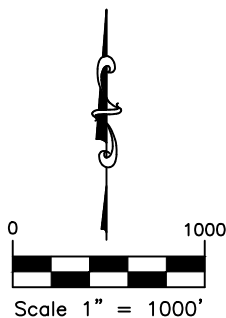
WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY



LEGEND

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



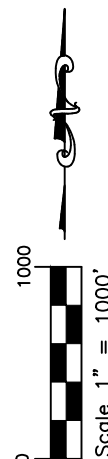
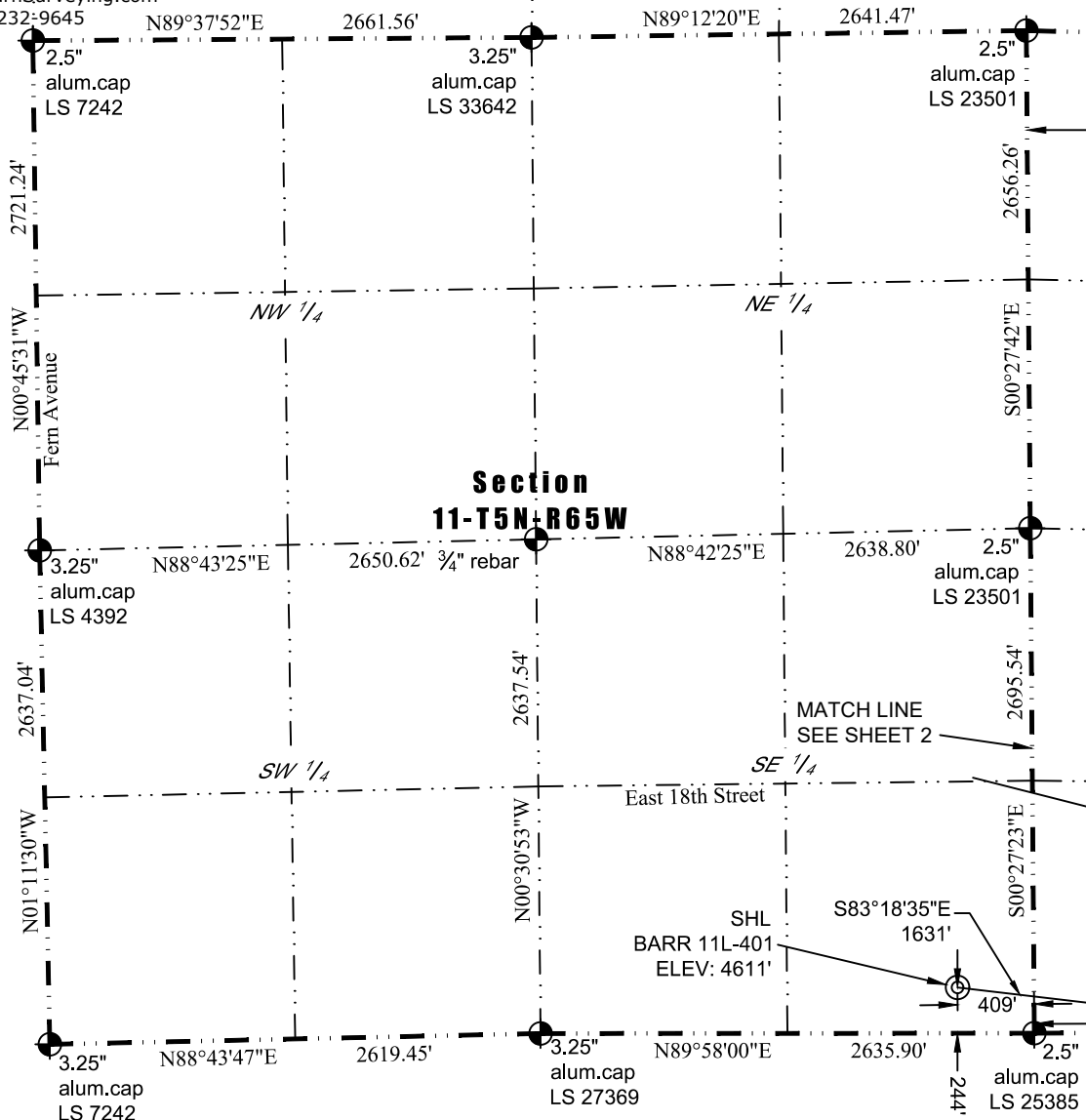


WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

Washburn Land Surveying
www.WashburnSurveying.com

970-232-9645



In accordance with a request from Barney Hammond of PDC Energy, Inc., Washburn Land Surveying, LLC has determined the location of the **BARR 11L-401** well site to be SHL: 244' FSL and 409' FEL, (BHL: 500' FNL and 1210' FWL), as measured at ninety (90) degrees from the section lines of Sections 11 and 12, Township 5 North, Range 65 West of the 6th Principal Meridian, Weld County Colorado.

Proposed Surface Hole Data:

Latitude: N 40.407308°
Longitude: W 104.622558°
PDOP: 1.8

Proposed Entry Point Data:

Latitude: N 40.406742°
Longitude: W 104.616748°

Proposed Bottom Hole Data:

Latitude: N 40.419828°
Longitude: W 104.616714°

LEGEND

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

Nearest Cultural Items:

Building: 714' SE
Building Unit: 890' SE
Above Ground Utility: 567' SE
Public Road: 1099' NE

Property Line: 409' E
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.
- 2) using RTK GPS observations taken 9/8/16 by operator Jason Dahlman.
- 3) Conversion factor to ground (1.0002577355).
- 4) Elevations based on NAVD 88 GPS heights and Geoid 2009 corrections.
- 5) See Location Drawing for visible improvements within 500 feet of Pad Site.
- 6) The surface use is an uncultivated 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 6/22/2017 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.

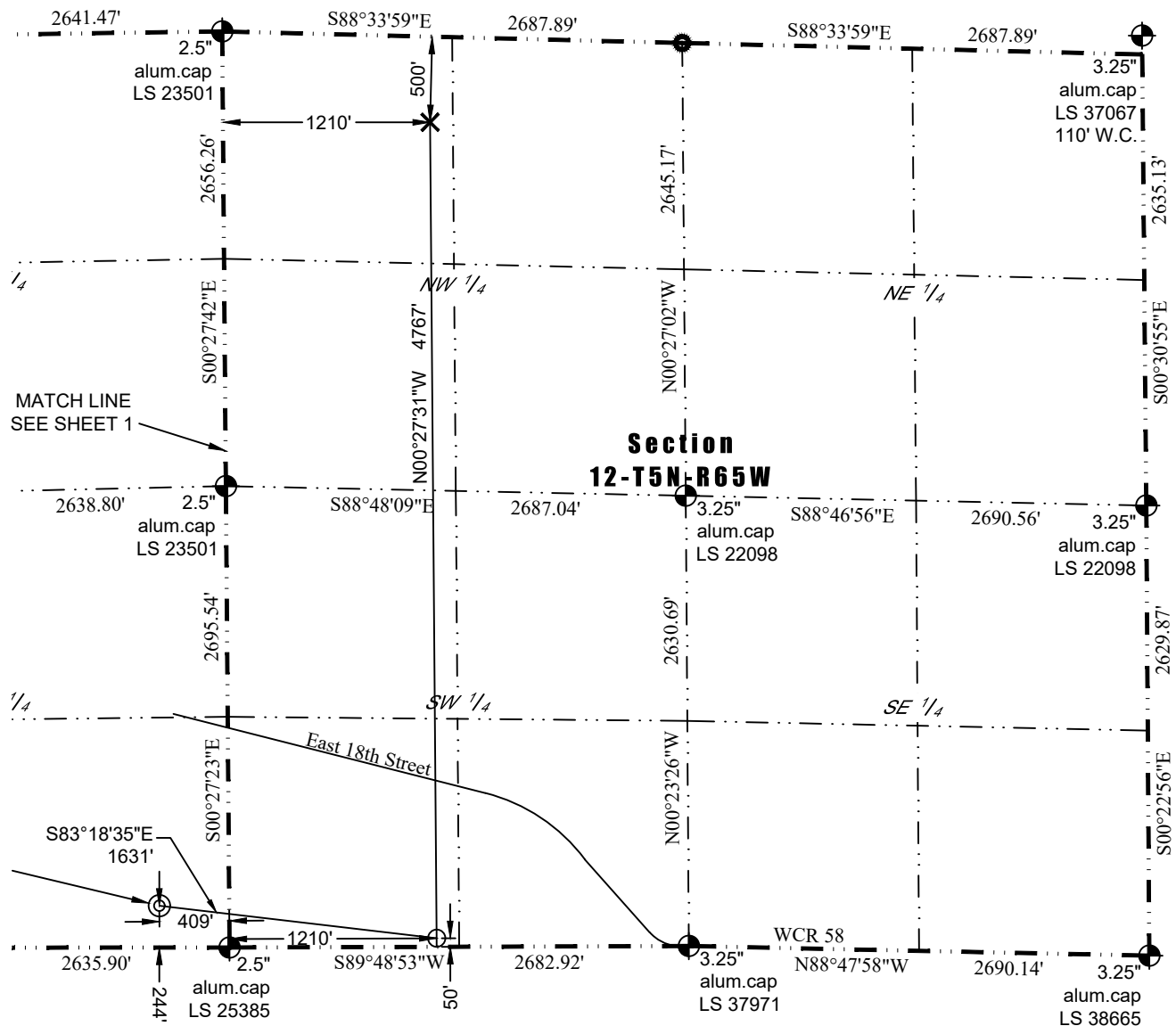
John Robert McGehee LS#38219
Well: BARR 11L-401 W.L.C.



Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645

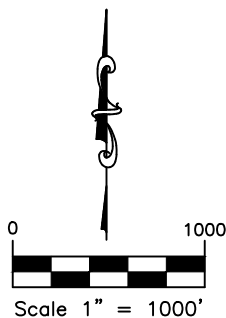
WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY



LEGEND

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

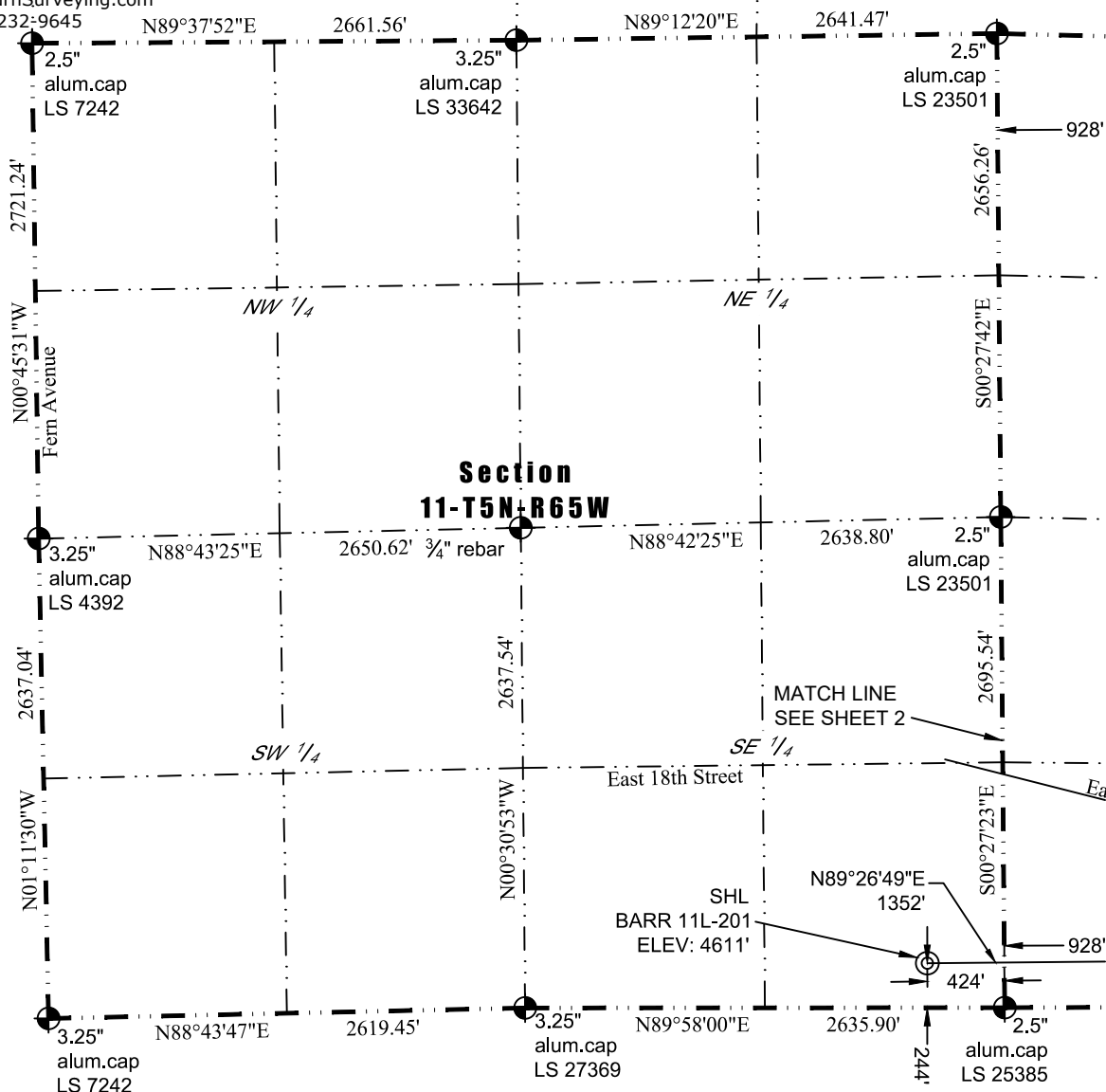




WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645



In accordance with a request from Barney Hammond of PDC Energy, Inc., Washburn Land Surveying, LLC has determined the location of the **BARR 11L-201** well site to be SHL: 244' FSL and 424' FEL, (BHL: 500' FNL and 928' FWL), as measured at ninety (90) degrees from the section lines of Sections 11 and 12, Township 5 North, Range 65 West of the 6th Principal Meridian, Weld County Colorado.

Proposed Surface Hole Data:

Latitude: N 40.407308°
Longitude: W 104.622612°
PDOP: 1.8

Proposed Entry Point Data:

Latitude: N 40.407307°
Longitude: W 104.617759°

Proposed Bottom Hole Data:

Latitude: N 40.419855°
Longitude: W 104.617727°

Nearest Cultural Items:

Building: 727' SE
Building Unit: 898' SE
Above Ground Utility: 579' SE
Public Road: 1103' NE

Property Line: 424' E
Railroad: +5280'
High Occupancy Building Unit: +5280'
Designated Outside Activity Area: +5280'

LEGEND

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

I hereby certify that this Well Location Certificate was prepared by me or under my direct supervision on 6/22/2017 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: BARR 11L-201 W.L.C.

Notes:

- 1) Bearings and distances based on NAD 83 Colorado North State Plane Coordinate.
- 2) using RTK GPS observations taken 9/8/16 by operator Jason Dahlman.
- 3) Conversion factor to ground (1.0002577355).
- 4) Elevations based on NAVD 88 GPS heights and Geoid 2009 corrections.
- 5) See Location Drawing for visible improvements within 500 feet of Pad Site.
- 6) The surface use is an uncultivated field.

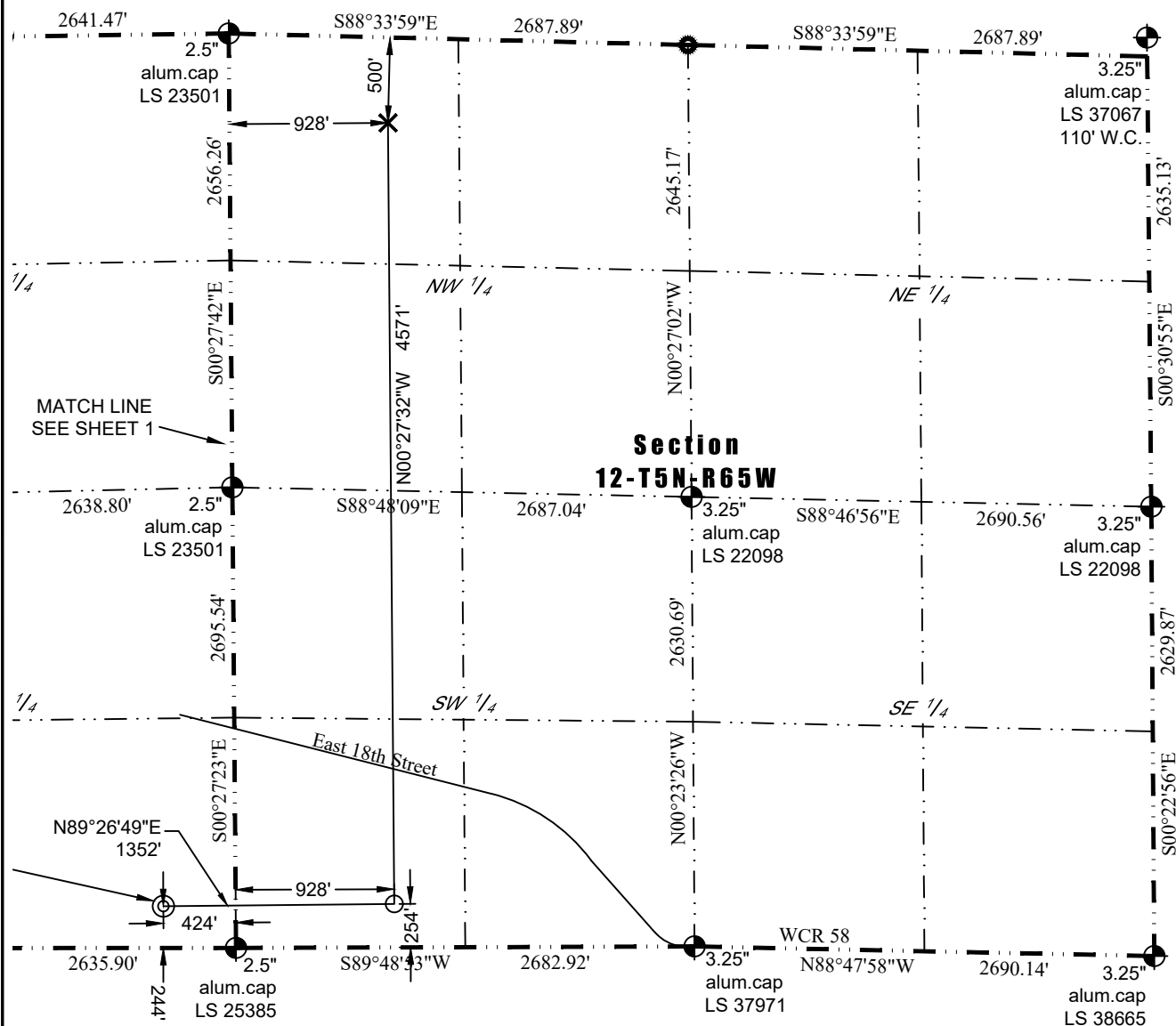
NOTICE: According to Colorado law you must commence any legal action based upon any defect in this W.L.C. within three years after you first discover such defect. In no event may any action based upon any defect in this W.L.C. be commenced more than ten years from this said date of the certification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



Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645

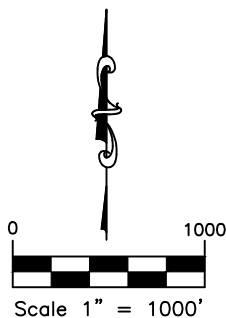
WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY



LEGEND

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



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. 181000769
GOVERN OPERATIONS FOR THE)
NIOBRARA AND CODELL FORMATIONS,) TYPE: POOLING
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

CERTIFICATE OF SERVICE

Courtney M. Shephard, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for PDC Energy, Inc., and that on September 5, 2018, she caused a copy of the Application submitted to COGCC on August 29, 2018, to be deposited in the United States Mail, postage prepaid, addressed to the interested parties with known addresses listed on Exhibit A to the Application.

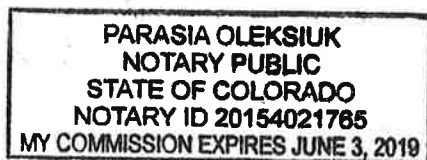
By: Courtney M. Shephard
Courtney M. Shephard, Esq.
License #47668

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

STATE OF COLORADO)
) SS.
COUNTY OF ARAPAHOE)

Subscribed and sworn to before me this 6th day of September, 2018.

My commission expires: 6.3.2019



[Signature]