

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

IN THE MATTER OF THE PROMULGATION)	CAUSE NO.	407
AND ESTABLISHMENT OF FIELD RULES)		
TO GOVERN OPERATIONS FOR THE)	DOCKET NO.	190300227
NIOBRARA FORMATION, WATTENBERG)		
FIELD, WELD COUNTY, COLORADO)	TYPE:	POOLING

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 720-acre Wellbore Spacing Unit, as further defined below, for the drilling of the Lindsey 9N Well (API No. 05-123-48987) and the Lindsey 10N (API No. 05-123-48988) ("Wells"), for the development of the Niobrara formation on the following described lands:

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

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

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

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

Section 10: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 11: N $\frac{1}{2}$ N $\frac{1}{2}$

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

Weld County, Colorado, containing approximately 720.00 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, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule. The Application Lands are subject to this Rule for the Niobrara Formation.
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 August 12, 2011, the Commission entered Order No. 407-459, which, among other things, established an approximate 400-acre wellbore spacing unit for the E $\frac{1}{2}$ NE $\frac{1}{4}$ and the E $\frac{1}{2}$ SE $\frac{1}{4}$ of Section 11, the W $\frac{1}{2}$ NW $\frac{1}{4}$ and the W $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 12, the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 13, and the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 14, all of Township 4 North, Range 64 West, 6th P.M., for the accommodation of the Toby C #12-79HN Well (API No. 05-123-34676), from the Niobrara formation. Order No. 407-459 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Toby C #12-79HN Well.

6. On August 12, 2011, the Commission entered Order No. 407-461, which, among other things, established an approximate 320-acre wellbore spacing unit for the S $\frac{1}{2}$ S $\frac{1}{2}$ of Section 3, the N $\frac{1}{2}$ N $\frac{1}{2}$ of Section 10, of Township 4 North, Range 64 West, 6th P.M., for the accommodation of the Oredigger C #10-69HN Well (API No. 05-123-34134), from the Niobrara formation. Order No. 407-461 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Oredigger C #10-69HN Well.

7. On August 12, 2011, the Commission entered Order No. 407-486, which, among other things, established an approximate 480-acre wellbore spacing unit for the S $\frac{1}{2}$ S $\frac{1}{2}$ of Section 1, the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 2, the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 11, the N $\frac{1}{2}$ N $\frac{1}{2}$ of Section 12, of Township 4 North, Range 64 West, 6th P.M., the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 6, and the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 7, of Township 4 North, Range 63 West, 6th P.M., for the accommodation of the Bobcat C12-69HN Well (API No. 05-123-34432), from the Niobrara formation. Order No. 407-486 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Bobcat C12-69HN Well.

8. On June 4, 2012, the Commission entered Order No. 407-625, which, among other things, pooled an approximate 466.99-acre wellbore spacing unit for the S $\frac{1}{2}$ S $\frac{1}{2}$ of Section 1, the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 2, the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 11, the N $\frac{1}{2}$ N $\frac{1}{2}$ of Section 12, of Township 4 North, Range 64 West, 6th P.M., the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 6, and the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 7, of Township 4 North, Range 63 West, 6th P.M., for the accommodation of the Bobcat C12-69HN Well (API No. 05-123-34432), for the development and operation of the Codell and Niobrara formations. Order No. 407-625 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Well.

9. On June 4, 2012, the Commission entered Order No. 407-626, which, among other things, established an approximate 160-acre designated wellbore spacing unit for the SE $\frac{1}{4}$ SE $\frac{1}{4}$ and the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 2, the NE $\frac{1}{4}$ NE $\frac{1}{4}$ and the NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 11, of Township 4 North, Range 64 West, 6th P.M., for the accommodation of the Panther C11-27D Well (API No. 05-123-34157), from the Codell and Niobrara formations. Order No. 407-626 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Panther C11-27D Well.

10. On July 11, 2012, the Commission entered Order No. 407-676, which, among other things, pooled an approximate 158.794-acre designated wellbore spacing unit for the $W\frac{1}{2}SE\frac{1}{4}$ and the $E\frac{1}{2}SW\frac{1}{4}$ of Section 1, of Township 4 North, Range 64 West, 6th P.M., for the accommodation of the Marley C01-24D Well (API No. 05-123-31340), from the Codell-Niobrara formation. Order No. 407-676 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Well.

11. On February 26, 2012, the Commission entered Order No. 407-726, which, among other things, pooled an approximate 396.55-acre wellbore spacing unit for the $E\frac{1}{2}NE\frac{1}{4}$ and the $E\frac{1}{2}SE\frac{1}{4}$ of Section 11, the $W\frac{1}{2}NW\frac{1}{4}$ and the $W\frac{1}{2}SW\frac{1}{4}$ of Section 12, the $NW\frac{1}{4}NW\frac{1}{4}$ of Section 13, and the $NE\frac{1}{4}NE\frac{1}{4}$ of Section 14, all of Township 4 North, Range 64 West, 6th P.M., for the accommodation of the Toby C12-79HN Well (API No. 05-123-34676), from the Niobrara formation. Order No. 407-726 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the Well.

12. On October 29, 2018, the Commission approved Order 407-2665, which established among other things, a drilling and spacing unit comprising Section 1: All, Section 2: All, and Section 3: $E\frac{1}{2}E\frac{1}{2}E\frac{1}{2}$ for the Codell and Niobrara formations. As of the date of this Application, the COGCC has not published any additional orders affecting spacing of the Application Lands, and the formally signed Order No. 407-2665 had not yet been published. Order No. 407-252665 is not affected by this Application, and proceeds from any shared lands will be accounted for in the production of the respective Well.

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

14. PDC designated an approximate 720-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.

15. Under the provisions of Rule 530 and C.R.S. § 34-60-116(6)–(7), PDC requests an order pooling all interests, including, but not limited to, any nonconsenting interests, and the ability to drill through all tracts in the Application Lands for the development of the Niobrara formation underlying an approximate 720-acre Wellbore Spacing Unit for the Wells:

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

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

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

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

Section 10: $NE\frac{1}{4}NE\frac{1}{4}$

Section 11: $N\frac{1}{2}N\frac{1}{2}$

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

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

16. 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 Wells to the Niobrara formation on the Application Lands.

17. 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. PDC certifies that this Application complies with C.R.S. § 34-60-116, as amended. The list of Interested Parties is attached as Exhibit A.

18. 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:

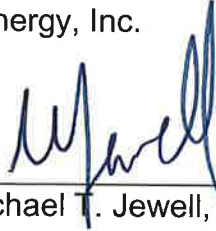
- A. Pooling all interests in the Application Lands and the Wellbore Spacing Unit for the development of the Niobrara formation;
- B. Providing that the Commission's pooling order is made effective as of the earlier date of the Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Lindsey 9N Well and the Lindsey 10N Well in the Wellbore Spacing Unit to the Niobrara formation on the Application Lands; and
- D. Providing for such other findings and order as the Commission may deem proper or advisable in this matter.

[SIGNATURES ON NEXT PAGE]

DATED this 10th day of January, 2019.

Respectfully submitted,

PDC Energy, Inc.



Michael T. Jewell, Esq. #40902

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

PDC Energy, Inc.
Mr. J. Tyler Sims, MBA, CPL
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 Senior 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 Lory 9N Well and Lory 10N 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.



J. Tyler Sims, MBA, CPL

Subscribed and sworn to before me this 10th day of January, 2019.

Witness my hand and official seal.

My commission expires: 8/24/2022

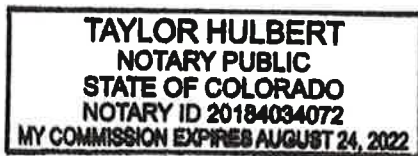




EXHIBIT A

Interested Parties

Lindsey 9N and Lindsey 10N Wells

PDC Energy, Inc.
Noble Energy, Inc.*
Incline Niobrara Partners, LP*
Heirs or Devisees of Dan M. Mitchell DBA*
Brown & Standwood*
Heirs or Devisees of Sam Brown*
William R. Holloway and Doris J Holloway as joint tenants*
Weld County Department of Planning Services
Colorado Department of Public Health & Environment
Colorado Parks and Wildlife
Albert A Ehrlick
Amy Rittenhouse
Barbara J. Hoff
Bluebird Energy Partners, LLC
Calm Fort Worth Ventures LLC
Charles D. Frank Trust established under the Paul J Frank Last Will and Testament dated August 13, 2013
Dan J. Oster Revocable Trust
Daniel B. Goodirch and Barbara H. Goodrich, Trustees of the Goodrich Family Trust, dated October 20, 2010
Delmar L. Stolte and Charlotte Stolte, as joint tenants
Delores E. Jamieson
Denise A. Leafgren, life estate, remainder to Jackson T. Leafgren
Denise A. Leafgren, life estate, remainder to Lindsey A. Leafgren
Dennis D. Klein
Dennis J. Hoshiko, life estate, remainder to Heather A. Hoshiko
Dennis J. Hoshiko, life estate, remainder to Hunter J. Hoshiko
Diana L. Tomoi, life estate, remainder to Emily D. Tomoi
Earlynne D. Long

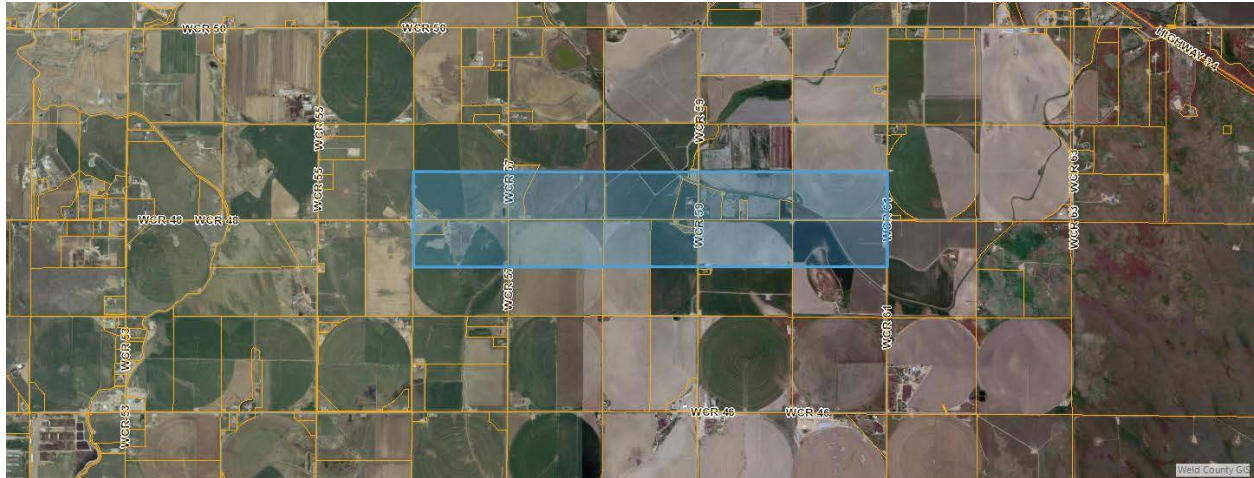
Everett D. Kissler
Heirs or Devisees of Orville J. Hoff
Jason A. Rothe
Jeanne L. Gilley
Jeannette May Sears
Jerold J. Hoffman and Alice L. Hoffman, joint tenants
John J. Standley
Jolene Kay Keck, Trustee of the Jolene Kay Keck Revocable Trust
Lisa Jeanette Foos
Lois Rothe
Magic M & R, LLC
Michael Rothe
Millage Brothers, Inc.
Nancy L. Weeks Trust established under the Paul J Frank Last Will and Testament dated August 13, 2013
Norman W. Frank and Wanda J. Frank, as Co-Trustees of the Norman W. and Wanda J. Frank Trust
Pawnee Butte Royalties, LLC
Peter Roskop "B" Trust
Richard S. Standley
Robert L. Weil Trust FBO Linda M. Dewtweiler B2, BOKF, NA, dba Colorado State Bank and Trust, Trustee
Robert L. Weil Trust FBO Richard F. Weil, Investors Independent Trust Company and Richard F. Weil, Co-Trustees
Robert Vernon Frank, LLC
Rolene M. Barnhart
Rowan & Nancy McQuarrie Revocable Living Trust dated November 21, 2013
Rudy's Holding Company
Sherill A. Guyette
Steven Paul Foos
Sunflower Royalties, LLC
Susan L. Wallen Trust established under the Paul J Frank Last Will and Testament dated August 13, 2013
Susan Standley

Terence L. Klein
Teresa Ley Mercer
The Lila J. Stewart Trust under agreement dated December 15, 2014
The Peter Roskop and Margaret A. Roskop Revocable Trust
The Prospect Company
Troy R. Laurienti, as custodian for Adam Laurienti
Troy R. Laurienti, as custodian for Melissa Laurienti
Willadeen R. Oster
Wyoming Trust Company, Trustee of the Robert L. Weil Trust FBO Ronald L. Weil B2

EXHIBIT B

Plat

Lory 9N and 10N Wells



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

IN THE MATTER OF THE PROMULGATION) CAUSE NO. 407
AND ESTABLISHMENT OF FIELD RULES)
TO GOVERN OPERATIONS FOR THE) DOCKET NO. 190300227
NIOBRARA FORMATION, WATTENBERG)
FIELD, WELD COUNTY, COLORADO) TYPE: POOLING

CERTIFICATE OF SERVICE

Michael T. Jewell, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for PDC Energy, Inc., and that on February 4, 2019, he caused a copy of the Application and the Notice of Hearing in the above-referenced matter before the COGCC, to be deposited in the United States Mail, postage prepaid, addressed to the interested parties listed on Exhibit A to the Application, and attached hereto.

By: _____

Michael T. Jewell, Esq.
License #40902

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 7th day of February, 2019.

My commission expires: 06-03-2019

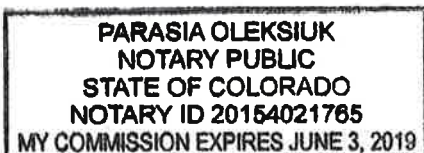


EXHIBIT A

Interested Parties

Lindsey 9N and Lindsey 10N Wells

PDC Energy, Inc.
Noble Energy, Inc.*
Incline Niobrara Partners, LP*
Heirs or Devisees of Dan M. Mitchell DBA*
Brown & Standwood*
Heirs or Devisees of Sam Brown*
William R. Holloway and Doris J Holloway as joint tenants*
Weld County Department of Planning Services
Colorado Department of Public Health & Environment
Colorado Parks and Wildlife
Albert A Ehrlick
Amy Rittenhouse
Barbara J. Hoff
Bluebird Energy Partners, LLC
Calm Fort Worth Ventures LLC
Charles D. Frank Trust established under the Paul J Frank Last Will and Testament dated August 13, 2013
Dan J. Oster Revocable Trust
Daniel B. Goodirch and Barbara H. Goodrich, Trustees of the Goodrich Family Trust, dated October 20, 2010
Delmar L. Stolte and Charlotte Stolte, as joint tenants
Delores E. Jamieson
Denise A. Leafgren, life estate, remainder to Jackson T. Leafgren
Denise A. Leafgren, life estate, remainder to Lindsey A. Leafgren
Dennis D. Klein
Dennis J. Hoshiko, life estate, remainder to Heather A. Hoshiko
Dennis J. Hoshiko, life estate, remainder to Hunter J. Hoshiko
Diana L. Tomoi, life estate, remainder to Emily D. Tomoi
Earlynne D. Long

Everett D. Kissler
Heirs or Devisees of Orville J. Hoff
Jason A. Rothe
Jeanne L. Gilley
Jeannette May Sears
Jerold J. Hoffman and Alice L. Hoffman, joint tenants
John J. Standley
Jolene Kay Keck, Trustee of the Jolene Kay Keck Revocable Trust
Lisa Jeanette Foos
Lois Rothe
Magic M & R, LLC
Michael Rothe
Millage Brothers, Inc.
Nancy L. Weeks Trust established under the Paul J Frank Last Will and Testament dated August 13, 2013
Norman W. Frank and Wanda J. Frank, as Co-Trustees of the Norman W. and Wanda J. Frank Trust
Pawnee Butte Royalties, LLC
Peter Roskop "B" Trust
Richard S. Standley
Robert L. Weil Trust FBO Linda M. Dewtweiler B2, BOKF, NA, dba Colorado State Bank and Trust, Trustee
Robert L. Weil Trust FBO Richard F. Weil, Investors Independent Trust Company and Richard F. Weil, Co-Trustees
Robert Vernon Frank, LLC
Rolene M. Barnhart
Rowan & Nancy McQuarrie Revocable Living Trust dated November 21, 2013
Rudy's Holding Company
Sherill A. Guyette
Steven Paul Foos
Sunflower Royalties, LLC
Susan L. Wallen Trust established under the Paul J Frank Last Will and Testament dated August 13, 2013
Susan Standley

Terence L. Klein
Teresa Ley Mercer
The Lila J. Stewart Trust under agreement dated December 15, 2014
The Peter Roskop and Margaret A. Roskop Revocable Trust
The Prospect Company
Troy R. Laurienti, as custodian for Adam Laurienti
Troy R. Laurienti, as custodian for Melissa Laurienti
Willadeen R. Oster
Wyoming Trust Company, Trustee of the Robert L. Weil Trust FBO Ronald L. Weil B2