

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

IN THE MATTER OF THE AMENDED APPLICATION OF  
PDC ENERGY, INC. FOR AN ORDER POOLING ALL  
INTERESTS IN THE CODELL AND/OR NIOBRARA  
FORMATIONS IN DESIGNATED DRILLING AND  
SPACING UNIT IN WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 1208-UP-230

**AMENDED APPLICATION**

COMES NOW PDC Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and amends their application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the development of the Codell and/or Niobrara Formations in the following described 160-acre Wellbore Spacing Unit for the Guttersen 24S Well ("Well") – API Number 05-123-31639:

Township 3 North, Range 64 West, 6th P.M.

**Section 24:** S½NE¼, N½SE¼

Weld County, Colorado

(hereinafter "Application Lands")

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 leasehold interests in a substantial portion of the Application Lands.
3. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell and Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.
4. 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 Formation from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. The Application Lands are subject to Rule 318A for the Codell and/or Niobrara Formations.
5. Applicant designated a 160-acre Wellbore Spacing Unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell and/or Niobrara Formations pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and pursuant to the provisions of C.R.S. §34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands in the Codell and/or Niobrara Formations underlying the following designated 160-acre wellbore spacing unit:

Township 3 North, Range 64 West, 6th P.M.

**Section 24:** S½NE¼, N½SE¼

(referred to herein as the "Wellbore Spacing Unit").

7. Applicant requests that the Commission's pooling order be made effective as of the 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 Well to the Codell and/or Niobrara Formations on the Application Lands, whichever is earlier.

8. 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 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be, or has already been, 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 interested parties list shall be filed with the Commission no later than seven (7) days after the filing of this application.

9. That 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 Codell and/or Niobrara Formations, including any nonconsenting 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 Wellbore Spacing Unit for the development of the Codell and/or Niobrara Formations.

B. Providing that the Commission's pooling order is made effective as of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Well, whichever is earlier.

C. Providing that the 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 Well 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 all wells drilled to develop the Codell and/or Niobrara Formation in the Wellbore Spacing Unit comprised of the Application Lands.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in August, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: July 16<sup>th</sup>, 2012

Respectfully submitted:

**PDC Energy, Inc.**

By:



Jamie L. Jost  
Kenneth A. Wonstolen  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202


Applicant's Address:

PDC Energy, Inc.  
ATTN: Marie McCord  
1775 Sherman Street, Suite 3000  
Denver, CO 80203-4341

VERIFICATION

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

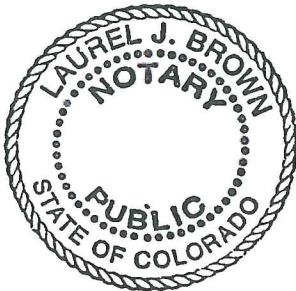
John Krattenmaker, of lawful age, being first duly sworn upon oath, deposes and says that he is the Landman for PDC Energy, Inc., and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

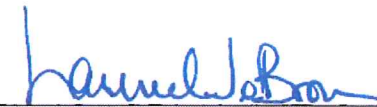
  
\_\_\_\_\_  
John Krattenmaker

Subscribed and sworn to before me this 16th day of July, 2012.

Witness my hand and official seal.

My commission expires: July 24, 2013



  
\_\_\_\_\_  
Notary Public

## EXHIBIT A

PDC Energy, Inc.  
1775 Sherman Street, Suite 3000  
Denver, CO 80203-4341

Anadarko E & P Company LLP  
1099 18th Street  
Denver, CO 80202

Gracies Family Partnership LTD  
6203 Bermuda Dunes Drive  
Houston, TX 77069

Vance B. Riley  
6203 Bermuda Dunes Drive  
Houston, TX 77069

John W. Thorn  
14102 Juniper Hills Drive  
Houston, TX 77069

1280 Horizons LLC  
Attn: Frank B. Adams  
P.O. Box 100728  
Denver, CO 80250

Anthony Energy, Ltd  
7900 Monticello Drive  
Granbury, TX 76049

Roger Borgers  
6200 Greenway Road  
Ft Worth, TX 75702

Eltife Properties Ltd  
417 S. College  
Tyler, TX 75702

Farr Farm Company  
C/O W.D. Farr  
P.O. Box 878  
Greeley, CO 80632

Farrington Children's Trust  
Walter L. Farrington, Jr.  
3415 Fry Ave  
Tyler, TX 75701

Walter L. Farrington Jr.  
3415 Fry Ave  
Tyler, TX 75701

GC Wattenberg Partners LP  
500 Commerce Street, Suite 700  
Fort Worth, TX 76102

GR Coddington  
Ventures Ltd., LLP  
3310 Castlewood Blvd.  
Highlands Village, TX 75077

Frank P. Ganucheau  
5105 Montclair Drive  
Collyville, TX 76034

Elisabeth M. Ganucheau  
5105 Montclair Drive  
Collyville, TX 76034

Guttersen & Company  
P.O. Box 2176  
Greeley, CO 80632

Carolyn N. Koerner  
1207 Raymond Court  
Boonville, MO 65233

Life Royalties, Ltd.  
3207 West 4th Street  
Fort Worth, TX 76107

O.P. Leonard, Jr.  
Investment Company Ltd.  
P.O. Box 1718  
Fort Worth, TX 76101

Orange River Royalties  
P. O. Box 5004  
Austin, TX 78763

Patricia H. Farrington Trust  
Patricia H. Harrington, Trustee  
3415 Fry Ave  
Tyler, TX 75701

Red Harlan Royalties  
P.O. Box 670766  
Dallas, TX 75367

Nancy A. Van Ravenswaay  
Theo Van Ravenswaay  
125 Solano Street  
Tiburon, CA 94920

Westco Family LP  
P.O. Box 1888  
Gilmer, TX 75644

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AFFIDAVIT OF MAILING

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

Jamie L. Jost, of lawful age, and being first duly sworn upon his oath, states and declares:

That she is the attorney for PDC Energy and that on or before July 10, 2012 she 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.

he Application.  
  
 Jamie L. Jost

Subscribed and sworn to before me July 16, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13



Yeresa L. Petersen  
Notary Public