

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

IN THE MATTER OF THE APPLICATION OF PDC ENERGY, INC., FOR AN ORDER TO AFFIRM ORDER NO. 407-562	CAUSE NO. 407 DOCKET NO.
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APPLICATION TO AFFIRM ORDER NO. 407-562

COMES NOW, PDC Energy, Inc., (“Applicant”), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado (“COGCC”), to affirm Order No. 407-562 so that it may be applied to interests that were not provided notice of the initial hearing on said order. Order No. 407-562, in part, pooled all interests for the development of the Codell and Niobrara Formations underlying the following eight (8) wellbore spacing units:

Township 5 North, Range 67 West, 6th P.M.

1. Section 10: SW/4 (Highpointe 10B – API No. 05-123-28033)
2. Section 10: NE/4 (Highpointe 10C – API No. 05-123-26975)
3. Section 10: S/2NW/4, N/2SW/4 (Highpointe 10KD – API No. 05-123-28029)
4. Section 10: S/2SW/4 (Highpointe 10LD – API No. 05-123-28024)
Section 15: N/2NW/4
5. Section 10: W/2NE/4, E/2NW/4 (Highpointe 10ND – API No. 05-123-26976)
6. Section 10: SE/4NW/4, SW/4NE/4, NE/4SW/4, NW/4SE/4
(Highpointe 10OD – API No. 05-123-28125)
7. Section 10: E/2SW/4, W/2SE/4 (Highpointe 10PD – API No. 05-123-28025)
8. Section 10: S/2NE/4, N/2SE/4 (Highpointe 10SD – API No. 05-123-26977)

Weld County, Colorado (hereinafter “Application Lands” or “Wellbore Spacing Units”)

In support of its application, Applicant states and avers as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. On January 31, 2012, Applicant filed an Application for an order to pool all interests in ten (10) wellbore spacing units for the development of the Codell and Niobrara Formations on the certain lands, including the Application Lands (“Pooling Application”). The Pooling Application request pooling for all interests in ten (10) wellbore spacing units, however, only the eight (8) Wellbore Spacing Units listed above are subject to this Application.

3. Applicant provided notice and offers to participate or lease to those persons owning an interest in the mineral estate of the Application Lands as listed on Exhibit A attached to the original Pooling Application, in accordance with Commission rules.

4. On March 5, 2012, the Commission entered Order No. 407-562 pooling all interests in the Application Lands, and subjecting any nonconsenting interests to the cost recovery provisions of C.R.S. § 34-60-116(7).

5. Subsequent to the March 5, 2012 hearing, Applicant learned of additional mineral interest owners within the Application Lands to whom notice of the Pooling Application, as well as an AFE and the offer to lease and/or participate, had not been provided. Specifically, the following list details the additional interest owners that should be pooled for the respective Wellbore Spacing Unit(s) as set forth below:

<u>Interest Owner:</u>	<u>Applicable Wellbore Spacing Unit(s):</u>
Ampetro, Inc.	Highpointe 10B Highpointe 10C Highpointe 10KD Highpointe 10ND Highpointe 10OD Highpointe 10PD Highpointe 10SD
Roman E. Steiber & Alice M. Steiber aka Roman E. Stieber and Alice M. Stieber	Highpointe 10B Highpointe 10KD Highpointe 10OD
OMX Corporation	Highpointe 10LD

6. The grounds upon which Applicant sought the pooling order, and upon which Order No. 407-562 was entered, still pertain. Specifically:

(a) Applicant owns substantial leasehold interests in the Application Lands.

(b) The Application Lands were established as eight (8) approximate 160 acre Wellbore Spacing Units for the Codell and Niobrara Formation under Order No. 407-562, effective March 5, 2012.

(c) The eight (8) above referenced Wellbore Spacing Units contain the eight (8) respective Highpointe wells that have been drilled and are producing oil, gas, and associated hydrocarbons from the Codell and/or Niobrara Formation underlying the Application Lands.

7. In compliance with Rule 530, Applicant has sent an appropriate offer to lease or participate, including an AFE containing the information required under Rule 530.a., to the interested parties listed on Exhibit A.

8. The names and addresses of the previously unnoticed interest owners in the unit are set forth in Exhibit A attached hereto.

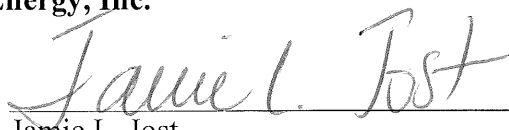
WHEREFORE, Applicant requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order affirming Order No. 407-562 so that it applies to all interests in the Application Lands, including said previously unnoticed interest owners, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

Dated: June 21, 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.

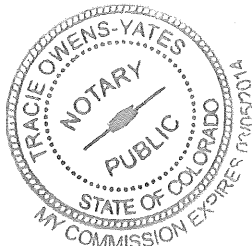


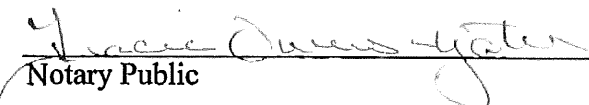
John Krattenmaker

Subscribed and sworn to before me this 26th day of June, 2012.

Witness my hand and official seal.

My commission expires: 3/5/14





Notary Public

EXHIBIT A

Ampetro, Inc.
352 Banuelo
Henderson, NV 89104

Roman E. Steiber & Alice M. Steiber
aka Roman E. Stieber & Alice M. Stieber
4005 Nazareth Road
Kalamazoo, MI 49004

OMX Corporation
1419 41st Avenue
Greeley, CO 80634

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Carolyn P. Boucette
Notary Public