

**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  
POOL ALL INTERESTS IN AN  
APPROXIMATE 160-ACRE WELLBORE  
SPACING UNIT FOR SECTIONS 20, 21, 28  
AND 29, TOWNSHIP 4 NORTH, RANGE 67  
WEST, 6TH P.M. IN THE CODELL-  
NIOBRARA FORMATION, WATTENBERG  
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

**APPLICATION**

COMES NOW PDC Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in an approximate 160 acre wellbore spacing unit for the drilling of the Ryland 20YD Well (API No. 05-123-31999) ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 4 North, Range 67 West, 6<sup>th</sup> P.M.

Section 20: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 21: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 28: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 29: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Weld County, Colorado (hereinafter "Application Lands").

In support thereof, 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 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-Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. Order No. 407-730 also includes portions of the Sections 21 and 28, Township 4 North, Range 67 West, but does not apply to and has no effect on the relief requested in the Application.
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 Formations 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. On August 8, 2011,

Rule 318A was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Codell-Niobrara Formation.

5. Applicant designated an approximate 160 acre wellbore spacing unit as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

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

Township 4 North, Range 67 West, 6<sup>th</sup> P.M.

Section 20: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 21: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 28: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 29: NE $\frac{1}{4}$ NE $\frac{1}{4}$

(hereafter, "the Wellbore Spacing Unit").

7. Applicant requests that the Commission's pooling order be made effective as of the earlier 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-Niobrara Formation on the Application Lands.

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 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 as applicable. The list of such interested parties is attached hereto as Exhibit A.

9. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit should be pooled for the orderly development of the Codell-Niobrara Formation, 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 Application Lands and the Wellbore Spacing Unit for the development of the Codell-Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier 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) are first incurred for the drilling of each of the Well to the Codell-Niobrara Formation on the Application Lands.

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(6) and (7), and made subject to the cost recovery provisions thereof with respect to the Well drilled to develop the Codell-Niobrara Formation in the Wellbore Spacing Unit comprising 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 May, 2013, 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: March 7, 2013.

Respectfully submitted:

**PDC ENERGY, INC.**

By:

  
\_\_\_\_\_  
Jamie L. Jost

Gregory J. Nibert Jr.

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

(303) 407-4499

Applicant's Address:

PDC Energy, Inc.

ATTN: Marie McCord

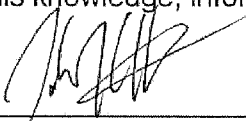
1775 Sherman Street, Suite 3000

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.



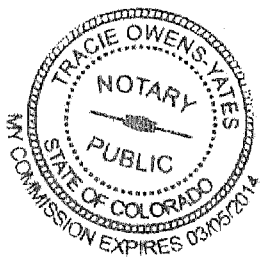
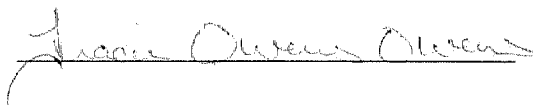
\_\_\_\_\_  
John Krattenmaker  
Landman  
PDC Energy, Inc.

Subscribed and sworn to before this \_\_\_\_ day of March, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 3/5/14



## EXHIBIT A

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

Noble Energy, Inc.  
1625 Broadway, Suite 2200  
Denver, CO 80202

Graham B. Blanton  
1804 Pugh  
Fayetteville, NC 28305

L Gordon Pfefferkorn Jr. Trust  
L. Gordon Pfefferkorn Jr, Trustee  
715 Coliseum Drive  
Winston-Salem, NC 27106

Robert L. Boschert  
70 Huntington Parkway  
St. Charles, MO 63301

Richard M. Haber  
1311 North Church Avenue  
Tampa, FL 33607

Maureen Ardolino  
8871 Sailport Drive  
Huntington Beach, CA 92646

Danielle Zucker  
311 South Medio  
Los Angeles, CA 90047

Janeane Ardolino  
19311 Sunray Lane, #103  
Huntington Beach, CA 92648

Issac Ardolino  
5051 N. Sabino Canyon  
Tucson, CA 85750

Claude Stull  
11807 Admiraltton Drive  
Bridgeton, MO 63044

K.P. Babi V. Varada  
1630 Chadwick Place  
Blue Bell, PA 19422

Richard L. Kies  
259 Deer Creek Lane  
Cape Girardeau, MO 63701

Edward Foerstel &  
Debra Foerstel  
3998 US Highway 61  
Bloomsdale, MO 63627

Cimarron Petroleum Corporation  
P.O. Box 2768  
Amarillo, TX 79105

Richard R. Chotin  
509 Olive Street, Suite 500  
St. Louis, MO 63101

American Investment Bank,  
(David S. Toth, DPM)  
514 Water Street  
Chardon, OH 44024

American Investment Bank,  
Leslie Wint  
79 Esplanade  
Mt. Vernon, NY 10553

Gregory J. Bunton  
11437 St. Charles Rock Rd.  
Bridgeton, MO 63044

Troy B. Fergman &  
Marilyn Fergen J/T  
219 W. North Avenue, #4  
Chicago, IL 60610

Michael R. Freeman, MD  
Rt 2, Box 386E  
Cape Girardeau, MO 63701

William D. Grahm  
1008 Wellington  
St. Louis, MO 63017

H.W. Hardy  
711 Louisiana,  
Suite 1300  
Houston, TX 7702

Meyer Lewshin  
1253 N. Vine Street, #16  
Los Angeles, CA 90038

Peter C. Merrill &  
Joyce T. Merrill  
9825 Waterbury Drive  
Ladue, MO 63124

Robert G. Rager  
7002 South Chapparral Circle East  
Aurora, CO 80016

Gurijala N. Reddy, M.D.  
6 Fieldcrest Avenue  
Wheeling, WV

Jack D. Tatom &  
Janet M. Tatom  
P.O. Box 191  
Cosmopolis, WA 98537

Jack I. Tompkins  
10022 Briar Drive  
Houston, TX 77042

Gary Van Shafter  
2 Timberline Drive  
Wayneon, NJ 07470

R. Dean Burchett &  
Lovena Burchett  
C/O Dean Burchett  
Eric Equities, Inc.  
2021 E. 4th Street  
Suite 218  
Santa Ana, CA 92705

Ethelyn L. Looy  
P.O. Box 1404  
New York, NY 10185

Shoreline Energy Holdings, Inc.  
400-209 8th Ave., S.W.  
Calgary, AB CA T2P 1B8

Alistair Holdings Management, LLC  
205 Birdcreek Drive, #211  
Temple, TX 76502

Anadarko E&P Company LLP  
1099 18th Street, Suite 1800  
Denver, CO 80202

Anthony Energy Ltd.  
7900 Monticello Drive  
Granbury, TX 76049

Argonaut Ventures LLC  
P.O. Box 4210  
Grand Junction, CO 81502

Belton Oak Village 401K  
Katen Barge, Trustee  
3824 Greenbriar  
Dallas, TX 75225

Darwin D. Boscamp  
8450 CR 464  
Brownwood, TX 76801

Linda Boscamp  
8450 CR 464  
Brownwood, TX 76801

Bunning Trust dated  
November 3, 2006  
Juanita F. Bunning, Trustee  
762 North Burritt  
Buffalo, WY 82834

CKT Energy Investments, LLC  
941 Patrician Court  
Fairview, TX 75069

Cimmaron Resources, Inc.  
1776 South Jackson Street  
Suite 1101 Denver, CO 80210

Comanche Enterprises, Inc.  
1800 Shady Grove Rd.  
Weatherford, TX 76088

DKL Investments, LLC  
5531 Winston Court  
Dallas, TX 75220

Equity Trust Co., Custodian  
FBO William Hamilton IRA

611 Oak Park Drive  
Brownwood, TX 76801

Bobby G. & Edna C. Evans  
Family Trust,  
Bobby G. & Edna C. Evans,  
Trustees  
9000 Hwy 251  
Pocahontas, AR 72455  
Duane Thomas Evans  
1322 North Shore Drive  
Catawissa, MO 63015-0000

Norma J. Evans  
1402 South Cherry Street,  
#122  
Tomball, TX 77375

FBO Investments, LLP  
P.O. Box 4210  
Grand Junction, CO 81502

R. Bruce Fickel, II  
P.O. Box S  
Berthoud, CO 80513

Fougasse Ventures, LLC  
2429 Bissonnet, Suite 532  
Houston, TX 77005

GRP Energy, LP  
5656 Sherry Lane  
Suite 1221  
Dallas, TX 75225

Gary & Judy Tedford Trust  
620 Oak Bluff  
Fairview, TX 75069

Shirley L. Goodrum  
P.O. Box 1604-76385  
6571 Bus Highway 287  
Vernon, TX 76384

Griffith Family Trust 11/17/08  
Jerry A. & Judy F. Griffith  
Trustees  
672 Country Road 1175  
Mountain Home, AR 72653

Michael E. Griffith  
441 N 2480 West  
Hurricane, UT 84737

J. Fred Perry  
2501 11th Street  
Brownwood, TX 76801

Jane Frances King Trust  
c/o American National Bank  
3033 East 1st Avenue  
Denver, CO 80206-5617

Kastman Oil Company  
P.O. Box 5930  
Lubbock, TX 79408-5930

Laura E. Leonard Insurance Trust  
Obie P. Leonard, III, Trustee  
P.O. Box 1718  
Ft Worth, TX 76101

Lennan Main, Ltd.  
P. O. Box 171692  
Fort Worth, TX 76101

Daniel M. Leonard  
P.O. Box 471692  
Fort Worth, TX 76147-1401

David P. Leonard  
P. O. Box 1718  
Fort Worth, TX 76101

Madison Capital Energy  
Income Fund II LP  
402 Gammon Place, Suite 200  
Madison, WI 53719

Madison Capital Energy  
Income Fund III LP  
402 Gammon Place, Suite 200  
Madison, WI 53719

Helen Y. McCarty Revocable Trust  
dated December 12, 1994  
Helen Y. Hanna, Trustee  
P.O. Box 596  
Longmont, CO 80501

Michael H. McCarty RT  
11/26/01  
Michael H. McCarty, Trustee  
P.O. Box 1418  
Cody, WY 82414

Timothy D. McCarty Trust  
Charles L. Sisk, Trustee  
P.O. Box 17850  
Boulder, CO 80308-0850

McCarty Weld Farms  
801 Panorama Circle  
Longmont, CO 80501

Patrick W. McCarty  
3000 CR 30  
Parachute, CO 80501

Jon O'Sullivan  
2215 Cedar Springs, Suite 1401  
Dallas, TX 75225

Wendy O'Sullivan  
5845 Lupton  
Dallas, TX 75225

O. Paul Leonard, III  
P.O. Box 1718  
Fort Worth, TX 76101

Ogle Enterprises, LLC  
P.O. Box 4210  
Grand Junction, CO 81502

PSE Investments LLC  
5429 LBJ Freeway,  
Suite 400  
Dallas, TX 75240

Thomas Hill Puff  
1320 Lake Street  
Fort Worth, TX 76102

Cole B. Ramey  
2001 Ross Avenue, Suite 4400  
Dallas, TX 75201

Richard J. Fairservis  
Living Trust  
1721 Goodstein Drive  
Casper, WY 82601

David Richardson  
2301 South Capital of Texas Highway  
Suite J-102  
Austin, TX 78746

Ronald E. Rodgers  
17866 Country Club Drive  
Kemp, TX 75143

Roman Marketing LLC  
7209 East Aurora  
Scottsdale, AZ 85266

Ryland Royalty  
6850 TPC Drive, Suite 202  
McKinney, TX 75070

SSS Holdings LLP  
c/o Jerree Stroh  
P.O. Box 390  
Tabernash, CO 80478

Stream Family LP  
P.O. Box 40  
Lake Charles, LA 70602



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 POOL ALL INTERESTS IN AN  
APPROXIMATE 160-ACRE WELLBORE  
SPACING UNIT LOCATED IN SECTIONS  
20, 21, 28 AND 29, TOWNSHIP 4 NORTH,  
RANGE 67 WEST, 6TH P.M. IN THE  
CODELL-NIOBRARA FORMATION,  
WATTENBERG FIELD, WELD COUNTY,  
COLORADO

CAUSE NO.

DOCKET NO.

# AFFIDAVIT OF MAILING

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

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

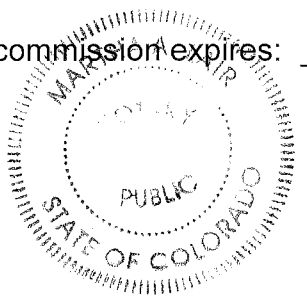
That she is the attorney for PDC Energy, Inc., that on or before March 15, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

Subscribed and sworn to before me on March 7, 2013.

Witness my hand and official seal.

My commission expires: April 16, 2016



Notary Public