

**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. 407-656 AS TO
PREVIOUSLY UNNOTICED PARTIES LOCATED
IN SECTION 10, TOWNSHIP 4 NORTH, RANGE
67 WEST, 6TH P.M. FOR THE 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 to affirm Order No. 407-656 as to all previously unnoticed interests in the following 160-acre designated wellbore spacing unit. Order No. 407-656 pooled all interests in the 160-acre wellbore spacing unit for the drilling of the Binder 10-OU Well (API No. 05-123-31021) ("Well") for the development of the Niobrara Formation underlying:

Township 4 North, Range 67 West, 6th P.M.

Section 10: SE $\frac{1}{4}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$

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. 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 Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.
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. 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 Niobrara Formation.
4. On March 30, 2012 (Amended April 4, 2012), Applicant filed an Application seeking an order to pool all interests in Application Lands and the Well for the development of the Niobrara Formation.

5. Applicant provided notice and offers to participate or lease to nonconsenting parties owning an interest in the Application Lands then known to Applicant, in accordance with Commission rules.

6. On May, 29, 2012, the Commission entered Order No. 407-656 which among other things established an approximate 160-acre designated wellbore spacing unit for the Application Lands and pooled all interests in said unit for the Well for the development and operation of the Niobrara Formation.

7. Since the entry of Order No. 407-339 on April 16, 2012, Applicant has learned of additional interested parties within the Application Lands to whom notice of the March 30, 2012 application, as well as AFE's, election letters, or offers to lease have not been provided.

8. The grounds upon which Applicant originally sought the pooling order, and upon which Order No. 407-610 was entered, still apply to this Application. Specifically:

- a) Applicant owns substantial leasehold interests in the Application Lands.
- b) Applicant designated an approximate 160-acre wellbore spacing unit as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.
- c) Applicant drilled the Well to produce oil and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

9. 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 affirm Order No. 407-656 as to all previously unnoticed interests in the Application Lands for the development of the Niobrara Formation underlying the following approximate 160-acre designated wellbore spacing unit:

Township 4 North, Range 67 West, 6th P.M.
Section 10: SE $\frac{1}{4}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$

(hereafter, "the Wellbore Spacing Unit").

10. Applicant certifies that copies of this Application will be served on all previously unnoticed mineral interest owners in 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.

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. Affirming Order No. 407-656 as to all previously unnoticed interests in the Application Lands and the Wellbore Spacing Unit for the development of the Niobrara Formation

so that it applies to all interest in the Application Lands, including said previously unnoticed interest owners.

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

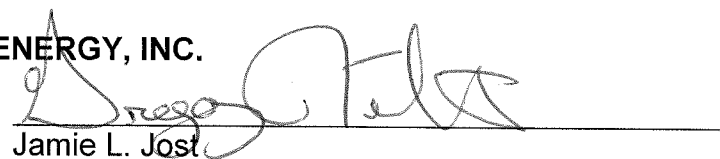
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in September, 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: July ____, 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

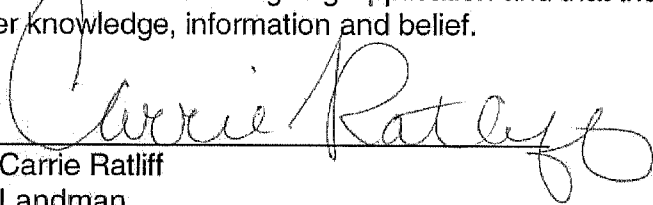
Applicant's Address:

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)

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



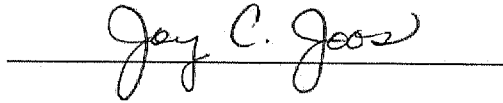
Carrie Ratliff
Landman
PDC Energy, Inc.

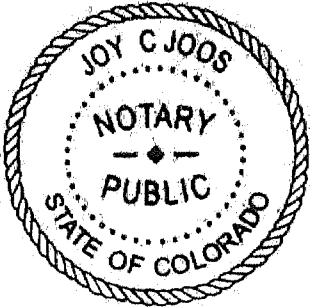
Subscribed and sworn to before this 18th day of July, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 2-23-2015





My Commission Expires 02/23/2015

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COUNTY, COLORADO


CAUSE NO.
DOCKET NO.

AFFIDAVIT OF MAILING

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

Gregory J. Nibert, Jr. of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for PDC Energy, Inc., that on or before July 25, 2013, he 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.

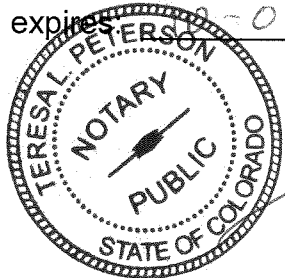


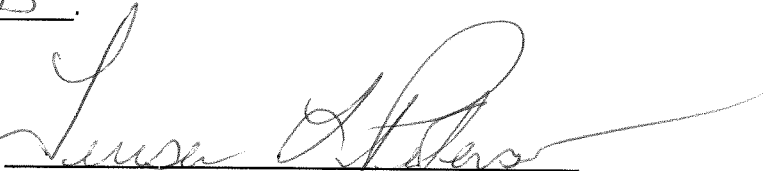
Gregory J. Nibert, Jr.

Subscribed and sworn to before me on July 18, 2013.

Witness my hand and official seal.

My commission expires 04-13.





Notary Public

Exhibit A

Allen G. Saoud
10 Brighton Circle
Clarksburg, WV 26301

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

Darwin Walls and Malinda
M. Walls, Trustees of the
Darwin Walls & Malinda
M. Walls Trust , UA dated
September 22, 1993
533 S. Bay Shore Blvd.
Gilbert, AZ 85233

Faye Vandervender
Star RT 2, Box 45AA
St. Leonard, MD 20685

Grahm B. Blanton
1804 Pugh
Fayetteville, NC 28305

Harvey Liss
P.O.Box 181
Voorhees, NJ 08043

Hugh Heath, Jr.
107 E. Bright
Kinston, NC 28501

James Cook
P.O. Box 531
Elkins, WV 26241

Jerrold L. Busche
3171 Misty Creek Lane
Jacksonville, FL 32216

John E. Sample
P.O. Box 1102
Kerrville, TX 78029

Karen B. Bisby
5623 Mercedes
Dallas, TX 75206

Kelly D. Byrne
304 Harmony Lane
Georgetown, TX 78628

Kermit Butcher
Route 33
Elkins, WV

L. Gordon Pfefferkon, Jr.
715 Coliseum Drive
Winston-Salem, NC 27106

Oscar L. Wright, DDS
& any Sussessor Trustee
of the Oscar L. Wright
Trust Dated October 5,
2007
1201 Flushing Road
Flint, MI 48504

Robin C. Busche
3171 Misty Creek Lane
Jacksonville, FL 32216

Steven D. Goldstein
45 E. 89th Street, Apt. 8-D
New York, NY 10128

Susan Liss
P.O. Box 181
Vorhees, NJ 08043

William Gerald Armentrout
1654 Taylor Avenue
Elkins, WV 26241

William Vandervender
Star RT 2, Box 45AA
St. Leonard, MD 20685

Purvis Properties LLC
C/O Pat Soden
P.O. Box440919
Aurora, CO 80044

Bennett L. Spaur, Jr.
18675 WCR 13Johnston,
CO 80534

Spaur LLC
22605 WCR 15
Johnston, CO 80534

Gilbert L. Spaur
8660 WCR 48 1/2
Johnston, CO 80534