

**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 IN
SECTION 10, TOWNSHIP 4 NORTH, RANGE 67
WEST, 6TH P.M., FOR THE CODELL-
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW PDC Energy, Inc. ("Applicant"), by its attorneys, Jost & Shelton Energy Group, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 160-acre wellbore spacing unit for the drilling of the Binder 10KDU Well, (API No. 05-123-31015) ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 4 North, Range 67 West, 6th P.M.
Section 10: S½NW¼, N½SW¼

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 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 and/or gas from the Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1 and allowed downhole commingling of production from the Codell and Niobrara Formations.
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.

5. On May 29, 2012, the Commission entered Order No. 407 – 656, which among other things, approves the request for an order to pool all interests in five separate approximate 80-acre designated wellbore spacing and five separate approximate 160-acre designated wellbore spacing units consisting of certain lands in Section 10, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

6. On January 7, 2013, the Commission entered Order No. 407 – 745, which among other things, approves the request for an order to vacate four approximate 80-acre standup designated drilling and spacing units pooled by Order No. 407-656, and repool all interests in four approximate 80-acre laydown designated drilling and spacing units established for certain lands in Section 10, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

7. On July 29, 2013, the Commission entered Order No. 407 – 818, which among other things, approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 10 and 11, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation. Order No. 407-818 does not affect the Application Lands.

8. On September 16, 2013, the Commission entered Order No. 407 – 865, which among other things, approves the request for an order to pool all interests, including previously unnoticed interests, in an approximate 160-acre designated wellbore spacing unit established for certain lands in Section 10, Township 4 North, range 67 west, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

9. On December 16, 2013, the Commission entered Order No. 407 – 912, which among other things, approves the request for an order to affirm that all interests, including interests owned by previously unnoticed parties, were pooled, in an approximate 160-acre designated wellbore spacing unit established for certain lands in Section 10 & 11, Township 4 North, Range 67 West, 6th P.M., pursuant to §34-60-116(6), C.R.S. by Order No. 407-818, for the development and operation of the Codell-Niobrara Formation. Order No. 407-912 does not affect the Application Lands.

10. Applicant designated the 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.

11. 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 in the Codell-Niobrara Formation underlying the following approximate 160-acre designated wellbore spacing unit:

Township 4 North, Range 67 West, 6th P.M.
Section 10: S½NW¼, N½SW¼

(hereafter "Wellbore Spacing Unit").

12. 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) are first incurred for the drilling of the Well to the Codell-Niobrara Formation on the Application Lands.

13. 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.

14. 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) are first incurred for the drilling of the Well in the wellbore spacing unit 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 June 2014, 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: April 17, 2014.

Respectfully submitted:

PDC Energy, Inc.

By: _____

Jamie L. Jost

Joseph M. Evers

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer St., Suite 1400

Denver, Colorado 80202

(720) 379-1812

Applicant's Address:


PDC Energy, Inc.

ATTN: Marie McCord

1775 Sherman Street, Suite 3000

Denver, CO 80203

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


Joshua B. Wagner
Regional Landman
PDC Energy, Inc.

Traci Owens-Yates
Notary Public

IN THE MATTER OF THE APPLICATION OF
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FIELD, WELD COUNTY, COLORADO

DOCKET NO.

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


Jamie L. Jost

My commission expires: 9/18/17

Janella Carroll
Notary Public



EXHIBIT A

PDC Energy Corporation
No Address Given

Glyn-Eyre Holdings, LLC
No Address Given

Graham Blanton
1804 Pugh
Fayetteville, NC 28305

Allen G. Saoud
10 Brighton Circle
Clarksburg, WV 26301

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

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

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

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 Harmoney Lane
Georgetown, TX 78628

Kermit Butcher
Route 33
Elkins, WV 26241

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

Oscar L. Wright, DDS,
Trustee and any Successor
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

Sanco Services, Inc.-
Defunct Company
Steven D. Goldstein
45 E. 89th Street, Apt. 8-D
New York, NY 10128

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

William Gerald Armentrout
1654 Taylor Avenue
Elkins, WV 26241

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

Binder Family Farms LLC
9783 County Road 46 1/2
Milliken, CO 80543

Bennett L Spaur Jr
1613 Carriage Drive
Eaton, CO 80615

Spaur LLC
22605 Weld County Road 15
Johnstown, CO 80534

Gilbert L Spaur
8660 WCR 48-1/2
Johnstown, CO 80534-0000

Glenn H Spaur
1149 Brook Drive
Estes Park, CO 80517-0000