

**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
320-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR PORTIONS
OF SECTIONS 5 AND 6, TOWNSHIP 3
NORTH, RANGE 64 WEST, 6TH P.M., FOR THE
CODELL FORMATION, WATTENBERG FIELD,
WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

COMES NOW PDC Energy, Inc. (Operator No. 69175) ("PDC" or "Applicant"), by its attorneys, Burleson LLP, 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 320-acre Wellbore Spacing Unit, as defined below, for the drilling of the Becker Ranch 5E-403 Well (API No. 05-123-39075) ("Well"), for the development of the Codell Formation on the following described lands:

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

Section 5: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 6: E $\frac{1}{2}$ E $\frac{1}{2}$

320 acres, more or less, 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 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.

4. 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, gas and associated hydrocarbons from the Codell-Niobrara Formations, the Codell Formation, and 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.

5. On June 27, 2011, the Commission entered Order No. 407-448, which among other things, approves the request for an order to pool all interests in a designated 160-acre wellbore spacing unit consisting of portions of the Application Lands, for the development and operation of the Codell and Niobrara Formations. Order No. 407-448 does not affect this Application.

6. Applicant designated the 320-acre Wellbore Spacing Unit for the production of oil, gas, and associated hydrocarbons from the Codell Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

7. 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 non-consenting interests, in the Application Lands in the Codell Formation underlying the following approximate 320-acre Wellbore Spacing Unit:

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

Section 5: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 6: E $\frac{1}{2}$ E $\frac{1}{2}$

(throughout as "Wellbore Spacing Unit").

8. 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 Formation on the Application Lands.

9. 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 503.e., and that at least thirty-five (35) 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.

10. 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 Formation, including any non-consenting 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 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 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 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 September 2015, 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 14, 2015.

Respectfully submitted:

PDC ENERGY, INC.

By:

Jamie L. Jost
Zachary P. Sears
Burleson LLP
Attorneys for Applicant
1700 Lincoln St., Suite 1300
Denver, Colorado 80203
(303) 801-3200

Applicant's Address:

PDC Energy, Inc.
ATTN: Josh Wagner
1775 Sherman Street, Suite 3000
Denver, CO 80203

VERIFICATION

STATE OF COLORADO

CITY AND COUNTY OF DENVER

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) ss.
)

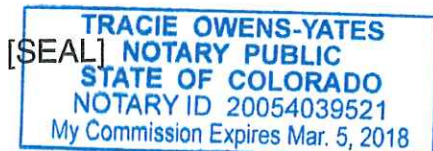
Josh Wagner, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior Regional Landman for PDC Energy, Inc., and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

[Signature]

Josh Wagner
Senior Regional Landman
PDC Energy, Inc.

Subscribed and sworn to before me this 15th day of July 2015.

Witness my hand and official seal.



My commission expires: 3/5/2018

Traci Dwyer
Notary Public

Notary Public

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WELD COUNTY, COLORADO

TYPE: POOLING

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Notary Public

RACHEL FLEMING
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2018

Exhibit A
FP – Becker Ranch 5E-403

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

Double Eagle Energy Rockies LLC
1401 Ballinger Street, Suite 203
Fort Worth, TX 76102

Colorado Energy Minerals, Inc.
P.O. Box 899
Denver, CO 80201

Russell Roundtree
15503 Canterbury Forest Drive
Tomball, TX 77377

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201

McCulliss Oil & Gas, Inc.
P.O. Box 221515
Denver, CO 80222

McCulliss Resources Co., Inc.
P.O. Box 3248
Littleton, CO 80161

J. M. Golden, Nominee under
Agreement dated 10/31/1993
2211 Tinkham Rd
Akron, OH 44313

Jonathan M. Golden
2211 Tinkham Rd
Akron, OH 44313

Susan Golden
2211 Tinkham Rd
Akron, OH 44313

Alyson Warnick
2723 D Street
Sacramento, CA 95816

Ann Shannon Oil & Gas, LLC
c/o Calais Energy Acct LLC
555 17th Street, Suite 1400
Denver, CO 80202

Becker Ranch, LLC
25517 WCR 36
LaSalle, CO 80645

Centennial Mineral Holdings, LLC
5950 Cedar Springs Rd, Suite 200
Dallas, TX 75235

David L. Ludwig
18010 WCR 38
Platteville, CO 80651

David P. McReynolds
and Candice McReynolds
PMB 464
1151 Eagle Drive
Loveland, CO 80537

B2 Energy, LLC
P.O. Box 630825
Highlands Ranch, CO 80163

Bronco Mineral Partners, LLC
P.O. Box 4631
Englewood, CO 80155

The Douglas E. Schwed Trust
12722 NE 28th Street
Bellevue, WA 98005

Farmers Reservoir and Irrigation
80 South 27th Avenue
Brighton, CO 80601

The Kern Family Trust B
Sonya G. Johnson &
Sheila G. Patterson
Successor Trustees
2420 Busmarck Avenue
Loveland, CO 80538

Centennial Mineral Holdings, LLC
4718 Sandpiper Lane
Hoover, AL 35244

JSWH, LLC
c/o Calais Energy Acct LLC
555 17th Street, Suite 1400
Denver, CO 80202

The Linda A. Olmstead Trust
9351 Goyette Place
Santee, CA 92071

Margaret Alice Smith
1243 Aikins Way
Boulder, CO 80303

Mary Kathryn Warnick
P.O. Box 14
Grand Lake, CO 80447

McKenney/Knaub Oil & Gas LLC
8409 Firethorn Dr W
Loveland, CO 80538

Meadow Oil & Gas, LLC
c/o Calais Energy Acct LLC
555 17th Street, Suite 1400
Denver, CO 80202

MKL Gas & Oil, LLC
c/o Calais Energy Acct LLC
555 17th Street, Suite 1400
Denver, CO 80202

The Trust f/b/o Kathleen Doney
P.O. Box 547
Ross, CA 94957

The Trust f/b/o Neil Dan Schwed II
P.O. Box 3480
Omaha, NE 68103-0480

Our Plum, LLC
c/o Margaret S. Lundock
P.O. Box 218
Lowell, FL 32663

Phillip Warnick
7017 Viridian Lane
Austin, TX 78739-2091

Richard J. Adamson Estate
c/o Leah Sullivan,
Personal Representative
P.O. Box 880846
Steamboat Springs, CO 80488

Robert N. and Dorothy J. Kern, JT
20246 Road 29
Platteville, CO 80651

SAE Oil & Gas Company, LLC
c/o Calais Energy Acct LLC
555 17th Street, Suite 1400
Denver, CO 80202

SEK Oil & Gas Company, LLC
5994 South Holly Street
PMB 269
Greenwood Village, CO 80111

Shannon Warnick
27550 Robinson Road
Conroe, TX 77385-7516

Starla K. Sapienza
c/o Mick Madsen
4630 Sunridge Terrace Dr
Castle Rock, CO 80109

Steven G. Ludwig
17978 WCR 39
Platteville, CO 80651

Susan Mackay Smith
3130 Endicott Dr
Boulder, CO 80303