

**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
480-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR PORTIONS
OF SECTIONS 29 AND 30, TOWNSHIP 4
NORTH, RANGE 66 WEST, 6TH P.M., FOR THE
NIOBRARA 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 480-acre Wellbore Spacing Unit, as defined below, for the drilling of the Wiedeman 28F-304 Well (API No. 05-123-40549) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 4 North, Range 66 West, 6th P.M.

Section 29: N $\frac{1}{2}$

Section 30: NE $\frac{1}{4}$

480 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. Applicant designated the 480-acre Wellbore Spacing Unit 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.

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 non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 480-acre Wellbore Spacing Unit:

Township 4 North, Range 66 West, 6th P.M.

Section 29: N½

Section 30: NE¼

(throughout as "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) are first incurred for the drilling of the Well to the 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 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.

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 Niobrara 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 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 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 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 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 16, 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)
) ss.
CITY AND COUNTY OF DENVER)

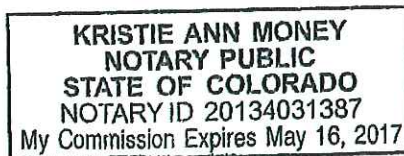
Josh Wagner, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior Regional Landman for PDC Energy, Inc., and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Josh Wagner
Senior Regional Landman
PDC Energy, Inc.

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

Witness my hand and official seal.

[SEAL]



My commission expires: 5/10/17

Notary Public

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NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

TYPE: POOLING

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

Exhibit A
FP – Wiedeman 28F-304

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

The Heirs and/or Devisees
of Joe Swanson, Deceased
No last known address or record

Petro-Canada Resources (USA) Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

The Heirs and/or Devisees
of Lillian Swanson, Deceased
No last known address or record

Centennial Petroleum, Inc.
518 17th Street, Suite 520
Denver, CO 80202

Verna A. Davis Campbell
Box 114
Lingle, WY 82223

Charles L. Walters and
Susan E. Walters, Trustees of
the Walters Family Living Trust
dated June 26, 2007
7833 Timberland Ave.
Orange, CA 92869

Joe Davis Walters
4579 San Anselmo Rd.
Atascadero, CA 93422

John W. Davis
12205 N. Perry
Broomfield, CO 80020

Pamela Marmon
No last known address or record

Sarah H. Hedgecock
Box 153
Lingle, WY 82223

The Heirs and/or Devisees
of Arvid Swanson, Deceased
2007 26th Street Rd.
Greeley, CO 80631

The Heirs and/or Devisees
of James E. Davis, Deceased
413 23rd Ave. NE
Great Falls, MT 59404

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OF SECTIONS 29 AND 30, TOWNSHIP 4
NORTH, RANGE 66 WEST, 6TH P.M., FOR
THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO. 407

DOCKET NO. 150900533

TYPE: POOLING

SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO

)

) ss.

COUNTY OF DENVER

)

Zachary P. Sears of lawful age, and being first duly sworn upon his oath,
states and declares:

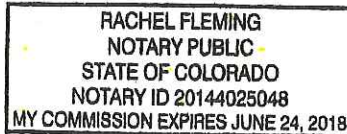
That he is the attorney for PDC Energy, Inc., that on or before the 4th
day of August, 2015, he caused a copy of the attached Application to be
deposited in the United States Mail, postage prepaid, addressed to the parties
attached hereto.

Zachary P. Sears
Zachary P. Sears

Subscribed and sworn to before me this 3^d day of August, 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: June 24, 2018

Rachel Fleming
Notary Public

Supplemental Interested Parties
FP – Wiedeman 28F-304

Alyce J. Pitts
P.O. Box 21
Gilcrest, CO 80623

George Goodell
P.O. Box 427
Eaton, CO 80615

Anita M. Wheeler Trust
dated June 25, 1985,
as amended June 3, 1988,
August 14, 1992, and
January 27, 2004
1595 Mount Pleasant Road
Port Angeles, WA 98362

Helen L. Keller
1009 13th Ave., No. 110
Greeley, CO 80631

Jacqueline J. Fox Clarke
2719 Beacon Street
Colorado Springs, CO 80907

Boney McGillivray, LLC
1633 S. County Road 21
Loveland, CO 80537

Joan C. Baab
P.O. Box 21
Gilcrest, CO 80623

Bonnie Jean Hebbert
15481 Cty. Rd. 52E
Bellvue, CO 80512

Joe Davis Walters
1601 Ave I
Scottsbluff, NE 69361

Brent W. Gaybril and
Fawn L. Gaybril, Joint Tenants
No last known address of record

Joyce Swanson Catt
21036 142nd S.E.
Kent, WA 98042

David R. Mathias
C/O LSI
2550 Redhill Ave.
Santa Ana, CA 92705

K & B Company
P.O. Box 201
Lake Oswego, OR 97035

Donald R. Meining
19440 County Rd. 25.5
Platteville, CO 80651

Kurt C. Heinrich
9577 Peach Street
Girard, PA 16417

Esther May McLeod,
Trustee of the Esther May McLeod
Revocable Trust Agreement
dated October 17, 2002
575 Northstar Loop
Cheyenne, WY 82009

Lawrence P. Swanson, Sr. and
Joanne K. Swanson Family Trust,
dated September 2, 1999
37204 Santa Rosa Glen Drive
Murrieta, CA 92562

Frederick L. Oster
2525 Lewis Court
Lakewood, CO 80215

Loretta McGuire
Box 62
Wheatland, WY 82201

Maurice Wayne Boney Trust,
as amended and restated on
August 29, 2011
25377 Cty. Rd. 17
Johnstown, CO 80534

McLeod Scientific, LLC
2107 Highland Court
Bozeman, MT 59715

Michael D. Cline and
Diane M. Cline, as joint tenants
18864 CR 42
Platteville, CO 80651

Norman E. Flack
P.O. Box 5315
Greeley, CO 80631

Robert E. Swanson
441 Redwood Ave.
Eaton, CO 80615

Roy H. Miller
17541 Cty Rd. 76
Eaton, CO 80615

Smith Family Mineral Trust
P.O. Box 537
Belle Fourche, SD 57717

States Royalty Limited Partnership
P.O. Box 911
Breckenridge, TX 76424

Strear Farms Company
6825 E. Tennessee, #235
Denver, CO 80224

Teresa M. Robson
1600 19th Ave.
Longmont, CO 80501

Terry Lee Wiedeman
13434 Cty Rd. 42
Platteville, CO 80651

The Farmers' Independent
Ditch Company
P.O. Box 1371
Greeley, CO 80632

The Heirs and/or Devisees of
Clarence Cope, Deceased
5350 E. Cty. Rd. 66
Wellington, CO 80549

The Heirs and/or Devisees of
Evelyn Swanson Turner, Deceased
1534 11th Ave., Apt. #305
Greeley, CO 80631

Wendy E. Sesselman
1 Jackson Creek Road
Montana City, MT 59634

The Heirs and/or Devisees of
Mamie Swanson Miller, Deceased
2205 W. Mountview
Longmont, CO 80501

Tracy L. Cope
14884 Cty Rd. 52-E
Bellvue, CO 80512

Walter Eugene Swanson
2775 S.W. Fairmount Dr.
Corvallis, OR 97333

Wheatley Oil Company
12468 W. 2nd Drive
Lakewood, CO 80228

Wilma M. Brooks,
a/k/a Wilma Mae Brooks,
a/k/a Wilma Brooks
2442 NW Market St., #311
Seattle, WA 98107

Pamela Marmon
205 Ben Nevis Lane
Belton, TX 76513