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PROPOSED COUNSEL TO THE DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
§
COLORADO 2002B LIMITED § Case No. 16-33743-BJH-11
PARTNERSHIP, §
§
Debtor. §

In re: § Chapter 11
§
COLORADO 2002C LIMITED § Case No. 16-33744-SGJ-11
PARTNERSHIP, §
§ (Request for Joint Administration Pending in
Debtor. § Case Number 16-33743-BJH-11)

**DEBTORS' EMERGENCY MOTION FOR ORDER PURSUANT TO BANKRUPTCY
RULES 1007(c) AND 9006(b), AND LOCAL BANKRUPTCY RULE 1007-1(b),
EXTENDING TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES AND
STATEMENTS OF FINANCIAL AFFAIRS**

Colorado 2002B Limited Partnership and Colorado 2002C Limited Partnership, the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for their Motion (the "Motion") for Order Pursuant to Rules 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and N.D. Tex. L.B.R. 1007-1(b) (the "Local

Rules”) Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs (collectively, the “Schedules and Statements”), respectfully represent:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

INTRODUCTION

3. On September 24, 2016 (the “Petition Date”), each of the Debtors filed with this Court petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. No official committee of unsecured creditors, trustee or examiner has been appointed.

BACKGROUND

5. The Debtors are West Virginia limited partnerships that own undivided working interests in oil and natural gas wells. PDC Energy, Inc. (f/k/a Petroleum Development Corp.) (“PDC”), a Nevada corporation, is the managing general partner of each of the Debtors and owns approximately 28-29% of the Debtors’ equity interests. In the aggregate, the Debtors have over 800 limited partnership unit holders (collectively with PDC, the “Partners”).

6. The primary business of the Debtors is the operation and development of properties producing oil, gas, and natural gas liquids and the appropriate allocation of cash proceeds, costs, and tax benefits among the Partners.

7. Additional background information may be found in the Declaration of Karen Nicolaou in Support of Chapter 11 Petitions (the “Nicolaou Declaration”), filed contemporaneously herewith.

RELIEF REQUESTED

8. By this Motion, the Debtors respectfully request, pursuant to Bankruptcy Rules 1007(c) and 9006(b), and Local Rule 1007-1(b), an extension of the time within which to file their Schedules and Statements. The current deadline for filing the Schedules and Statements is October 11, 2016. The Debtors request a nine (9) day extension, through and including October 20, 2016.

ARGUMENT AND AUTHORITY

9. As stated above, the Debtors have over 800 limited partnership unit holders, as well as multiple interests in oil and gas wells. Although the Debtors and Karen Nicolaou, the Debtors’ Responsible Party, have been working diligently to complete the Schedules and Statements on time, the Debtors will be unable to file full, complete and accurate Schedules and Statements by the current deadline of October 11, 2016. Given the importance of Schedules and Statements in any chapter 11 case, the Debtors believe it is in the best interest of their estates, and the chapter 11 process in general, if the Court grants a short extension of time to complete the Schedules and Statements.

10. The first meeting of creditors has been set for October 27, 2016 at 10:00 a.m., which is seven (7) days after the deadline requested herein. Thus, no party in interest, or the Office of the United States Trustee, will be prejudiced. Indeed, as set forth in the Certificate of Conference at the end of this Motion, the Office of the United States Trustee does not oppose the relief requested herein.

11. Bankruptcy Rule 1007(c) allows an extension of the deadline to file Schedules and Statements “for cause,” and Bankruptcy Rule 9006(b) generally allows the Court to enlarge the time to take action required under the Bankruptcy Rules “for cause shown” in “[the Court’s] discretion” upon motion made prior to the expiration of the period prescribed by the Bankruptcy Rules. Similarly, Local Rule 1007-1 contemplates extensions of time to file Schedules and Statements.

12. Given the number of unit holders, and the fact that the Debtors are only requesting an additional nine (9) days, the Debtors respectfully submit that the requirements for an extension of time have been met.

NOTICE

13. Notice of this Motion has been provided to: (i) the U.S. Trustee and (ii) the parties appearing on the attached limited service list. The Debtors respectfully submit that such notice is appropriate and that no other or further notice need be provided.

WHEREFORE the Debtors respectfully request that the Court enter an Order (i) extending the Debtors’ time to file their Schedules and Statements for nine (9) days, through and including October 20, 2016, and (ii) granting such other and further relief as may be just and proper.

Respectfully submitted this 6th day of October, 2016.

GRAY REED & McGRAW, P.C.

By: /s/ Jason S. Brookner
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PROPOSED COUNSEL TO THE DEBTORS

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 6th day of October, 2016, he caused a true and correct copy of the foregoing document to be served on the parties appearing on the attached Service List via first class United States mail, postage prepaid and, where possible, via electronic mail.

/s/ Jason S. Brookner
Jason S. Brookner

CERTIFICATE OF CONFERENCE

The undersigned hereby certifies that on the 5th day of October, 2016, she conferred with Nancy Resnick of the Office of the United States Trustee regarding the relief requested herein. Ms. Resnick stated that she did not oppose the relief being sought.

/s/ Lydia R. Webb
Lydia R. Webb

Limited Service List

Atropos, Inc.
Attn: Karen Nicolaou
569 Trianon
Houston, TX 77024

Securities and Exchange Commission
Attn: Sonia Chae
175 W. Jackson Blvd.
Suite 900
Chicago, IL 60604

PDC Energy, Inc.
Attn: Daniel W. Amidon, GC
1775 Sherman St.
Suite 3000
Denver, CO 80203

Gray Reed & McGraw, P.C.
Attn: Jason S. Brookner
1601 Elm Street, Suite 4600
Dallas, TX 75201

Andrews Kurth LLP
Attn: Robin Russell
600 Travis, Suite 4200
Houston, TX 77002

Office of the United States Trustee,
Northern District of Texas
Attn: Nancy Resnick
1100 Commerce St., Room 976
Dallas, TX 75242

Internal Revenue Service
Special Procedures-Insolvency
P.O. Box 7346
Philadelphia, PA 19101-7346

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
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COLORADO 2002B LIMITED	§	Case No. 16-33743-BJH-11
PARTNERSHIP,	§	
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Debtor.	§	
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In re:	§	Chapter 11
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COLORADO 2002C LIMITED	§	Case No. 16-33744-SGJ-11
PARTNERSHIP,	§	
	§	(Request for Joint Administration Pending in
Debtor.	§	Case Number 16-33743-BJH-11)

**ORDER GRANTING DEBTORS' EMERGENCY MOTION FOR ORDER PURSUANT TO
BANKRUPTCY RULES 1007(c) AND 9006(b), AND LOCAL BANKRUPTCY RULE 1007-
1(b), EXTENDING TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES AND
STATEMENTS OF FINANCIAL AFFAIRS**

Upon the Emergency Motion (the "Motion") of Colorado 2002B Limited Partnership and Colorado 2002C Limited Partnership, the above-captioned debtors and debtors in possession (collectively, the "Debtors") for Order Pursuant to Rules 1007(c) and 9006(b) of the Federal

Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and N.D. Tex. L.B.R. 1007-1(b) (the “Local Rules”) Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs (collectively, the “Schedules and Statements”); and the Court having jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157(a) and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and the Court being satisfied that the relief requested in the Motion is appropriate and is in the best interests of the Debtors and their respective estates; and it appearing that sufficient notice of the Motion has been given, and that no other or further notice is required; and after due deliberation and good cause appearing therefor, it is

ORDERED that the Motion is granted as set forth herein; and it is further

ORDERED that the deadline by which the Schedules and Statements must be filed is hereby extended through and including October 20, 2016.

END OF ORDER