

**ROCKIES REGION 2006 LIMITED PARTNERSHIP
ROCKIES REGION 2007 LIMITED PARTNERSHIP
PDC ENERGY, INC.
THE LP PLAINTIFFS**

Re: *In re Rockies Region 2006 Limited Partnership, et al.*, Case No. 18-33513-SGJ-11, pending in the U.S. Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Case”)

***Recommendation that Equity Interest Holders
Vote to ACCEPT the Plan***

August 27, 2019

Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership, the debtors and debtors in possession in the above-captioned Case (together, the “Debtors”), PDC Energy, Inc. (“PDC”) and the LP Plaintiffs¹ recommend that all holders of limited partnership units in the Debtors vote to accept the *Debtors’ Amended Joint Chapter 11 Plan* dated August 27, 2019 (the “Plan”).² The Plan is being proposed jointly by the Debtors, with input from PDC and the LP Plaintiffs.

Enclosed with this letter are, among other things, a copy of the Plan, the Disclosure Statement that accompanies the Plan, and a Ballot on which to cast your vote to accept or reject the Plan. The Disclosure Statement describes the Plan, distributions to equity holders, and a variety of other matters including a global settlement among the Debtors, PDC and the LP Plaintiffs (the “Global Settlement”). You should read the Disclosure Statement before casting your vote.

The cornerstone of the Plan is the Global Settlement, whereby PDC will pay the Debtors (i) an aggregate “Settlement Payment” of \$11,130,000 and (ii) \$762,000 to purchase the Debtors’ assets. These amounts will flow through to the limited partners, subject to the conditions described below. PDC will also assume all plugging and abandonment costs for the Debtors’ vertical wells, estimated to be a \$3,535,000 liability.

¹ The LP Plaintiffs are Robert R. Dufresne, as Trustee of the Dufresne Family Trust; Michael A. Gaffey, as Trustee of the Michael A. Gaffey and JoAnne M. Gaffey Living Trust dated March 2000; Ronald Glickman, as Trustee of the Glickman Family Trust established August 29, 1994; Jeffrey R. Schulein, as Trustee of the Schulein Family Trust established March 29, 1989; and William J. McDonald, as Trustee of the William J. McDonald and Judith A. McDonald Living Trust dated April 16, 1991. The LP Plaintiffs are plaintiffs in a certain action in the United States District Court in Denver, filed on December 20, 2017 and styled *Dufresne, et al. v. PDC Energy, Inc., et al.*, Case No. 1:17-cv-03079 (D. Colo.) (the “Colorado Action”). The Colorado Action is being dismissed as part of the Global Settlement.

² Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan. The endorsement of the Plan by the Debtors, PDC and the LP Plaintiffs does not affect any individual equity security holder’s right to vote or be heard with respect to the Plan in any manner.

In exchange for the Settlement Payment, PDC will receive a general release of any causes of action by the limited partners; *provided, however*, any limited partner may refuse to give PDC a release and thereby forego its share of the \$11,130,000 Settlement Payment by checking the “opt-out” box on the enclosed Ballot. The Debtors anticipate that equity interest holders who **do not** opt-out of the release will receive approximately \$1,075 per unit invested in Rockies Region 2006 L.P. and approximately \$1,270 per unit invested in Rockies Region 2007 L.P. As a result, the Debtors, PDC and the LP Plaintiffs believe that it is the best interests of each limited partner to **not** opt out of the releases.

In addition, on the Effective Date of the Plan, PDC will place \$3,000,000 in an Administrative Reserve to pay Allowed Administrative Expense Claims, which means that *the costs of administering the chapter 11 cases will not be borne by the limited partners*. Any remaining funds in the Administrative Reserve after the costs of administering these chapter 11 cases have been paid shall be used to pay the LP Plaintiffs’ Fee Award, and once the funds in the Administrative Reserve have been exhausted, the balance of the LP Plaintiffs’ Fee Award shall be paid from the \$11,130,000 general release payment. A distribution of all remaining cash on hand will be made to the holders of Allowed Claims and Allowed Equity Interests.³

The Global Settlement summarized above, and described more fully in the Plan and Disclosure Statement, is the result of extensive investigation, litigation and negotiation. **The Debtors, PDC and the LP Plaintiffs all believe the Global Settlement maximizes recoveries to interest holders, and urge you to vote in favor of the Plan and not opt out of the releases.** Please refer to the enclosed Ballot for voting instructions.

You should carefully review the Plan and Disclosure Statement before voting. If you have any questions, please contact the Tabulation Agent, BMC Group, Inc., at (800) 909-0100 or via email at rockiesregion@bmcgroup.com.

Very truly yours,

Region 2006 Limited Partnership and Rockies Region
2007 Limited Partnership

-and-

PDC Energy, Inc.

-and-

The LP Plaintiffs

³ The above is just a summary of the principal terms of the Global Settlement. You should read both the Plan and the Disclosure Statement for a full description of all aspects of the Global Settlement.