

Jason S. Brookner
Texas Bar No. 24033684
Lydia R. Webb
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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
	§	
ROCKIES REGION 2006 LIMITED PARTNERSHIP,	§	Case No. 18-33513-sgj-11
	§	
Debtor.	§	
<hr/>		
In re:	§	Chapter 11
	§	
ROCKIES REGION 2007 LIMITED PARTNERSHIP,	§	Case No. 18-33514-sgj-11
	§	
Debtor.	§	(Request for Joint Administration Pending)
	§	

**APPLICATION FOR ORDER AUTHORIZING
THE EMPLOYMENT OF GRAY REED & McGRAW LLP AS COUNSEL
TO THE DEBTORS PURSUANT TO SECTIONS 327(a) AND 329 OF THE
BANKRUPTCY CODE AND RULES 2014 AND 2016 OF THE FEDERAL RULES
OF BANKRUPTCY PROCEDURE, EFFECTIVE AS OF THE PETITION DATE**

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE ST., RM. 1254, DALLAS, TX 75242-1496 BEFORE CLOSE OF BUSINESS ON NOVEMBER 23, 2018, WHICH IS AT LEAST 24 DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED A HEARING MAY BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.

IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for their Application (the “Application”) for Order Authorizing Employment of Gray Reed & McGraw LLP (“Gray Reed”) as Counsel to the Debtors Pursuant to Sections 327(a) and 329 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure, Effective as of the Petition Date, respectfully represent:

JURISDICTION

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding under 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 October 30, 2018 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are continuing to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
4. No trustee, examiner, or official committee has been appointed.

BACKGROUND

5. As set forth more fully in the *Declaration of Karen Nicolaou in Support of Chapter 11 Petitions and First Day Motions*, filed contemporaneously herewith, 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 Delaware corporation, is the managing general partner of each of the Debtors and owns approximately 39% of the Debtors’ equity interests. In the aggregate, the Debtors have over 3,700 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.

RELIEF REQUESTED

7. By this Application, the Debtors respectfully request entry of an order authorizing the retention of Gray Reed as counsel, effective as of the Petition Date. Gray Reed’s compliance with the requirements of sections 327, 329, and 504 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”) is set forth in greater detail in the *Statement of Gray Reed & McGraw LLP and Declaration of Jason S. Brookner Pursuant to Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure and Sections 327(a), 329, and 504 of the Bankruptcy Code* attached hereto as **Exhibit A** (the “Brookner Declaration”).

GRAY REED’S QUALIFICATIONS

8. The Debtors seek to retain Gray Reed because of Gray Reed’s expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code. The Debtors believe that the

employment and retention of Gray Reed as counsel is necessary and in the best interests of the Debtors' estates.

9. In preparing for its representation of the Debtors in these chapter 11 cases, Gray Reed has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that Gray Reed is both well qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

SERVICES TO BE PROVIDED

10. The services to be rendered to the Debtors by Gray Reed will encompass all aspects of representing a chapter 11 debtor in possession including, but not limited to, the following:

- (a) advising the Debtors concerning their powers and duties as debtors in possession in the continued operations of their businesses and management of their properties;
- (b) acting to help protect, preserve, and maximize the value of the Debtors' estates;
- (c) preparing all necessary motions, applications, reports, and pleadings in connection with the Debtors' chapter 11 cases, including preparation and solicitation of a chapter 11 plan and disclosure statement and related documents; and
- (d) performing such other legal services for the Debtors in connection with their chapter 11 cases that the Debtors determine are necessary and appropriate.

GRAY REED'S DISINTERESTEDNESS

11. To the best of the Debtors' knowledge and as disclosed herein and in the Brookner Declaration, (a) Gray Reed is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates; and (b) Gray Reed has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Brookner Declaration.

12. Gray Reed will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Gray Reed will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

PROFESSIONAL COMPENSATION

13. As set forth in the Brookner Declaration, Gray Reed intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court.

14. Gray Reed's current customary hourly rates presently range from \$275.00 to \$875.00 per hour for attorneys and \$175.00 to \$285.00 for paraprofessionals. Hourly rates are periodically adjusted in the normal course of Gray Reed's business, often due to the increased experience of a particular professional. The attorneys primarily responsible for this engagement and their respective hourly rates are as follows: Jason S. Brookner, shareholder: \$685.00 per hour; Lydia R. Webb, associate: \$485.00 per hour; and Amber M. Carson, associate: \$395.00 per hour. These attorneys will be assisted by other professionals and paraprofessionals at Gray Reed as necessary. The Debtors understand that the hourly rates charged by Gray Reed may be adjusted from time to time on an annual basis.

15. Gray Reed's hourly rates are set at a level designed to compensate Gray Reed fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned, and are subject to periodic

adjustments to reflect economic and other conditions. These hourly rates are consistent with the rates that Gray Reed charges other non-bankruptcy and chapter 11 clients, regardless of the location of the chapter 11 cases. Moreover, the rate structure is appropriate and not significantly different from (a) the rates Gray Reed charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Gray Reed will perform in these cases.

16. It is Gray Reed's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Gray Reed's policy to charge its clients only the amount actually incurred by Gray Reed in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

17. Pursuant to Bankruptcy Rule 2016(b), Gray Reed has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and counsel associated with Gray Reed or (b) any compensation another person or party has received or may receive, other than as permitted pursuant to section 504 of the Bankruptcy Code. Gray Reed's proposed engagement is not prohibited by Bankruptcy Rule 5002.

COMPENSATION RECEIVED BY GRAY REED FROM THE DEBTORS

18. In advance of filing, Gray Reed received a retainer of \$140,000.00 (the "Retainer") from the Debtors for services to be rendered and expenses, including filing fees, incurred on their behalf. The Retainer was deemed fully earned and non-refundable upon receipt, and was placed into Gray Reed's general operating account. Gray Reed drew against the Retainer for fees and

expenses incurred prior to the Petition Date, with the remainder to be held as a retainer for postpetition services and expense reimbursement as approved by this Court.

19. As of the Petition Date, Gray Reed has been paid \$112,999.28 for all services rendered and expenses incurred, leaving balance of \$27,000.72 to be held as a Retainer for postpetition services. Gray Reed will not draw on the remaining Retainer balance without application to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and Orders of this Court.

ARGUMENT & AUTHORITY

20. The Debtors seek to retain Gray Reed as their general bankruptcy counsel pursuant to section 327(a) of the Bankruptcy Code, which provides that the Debtors, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

21. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

22. The Debtors submit that for all the reasons stated above and in the Brookner Declaration, the retention and employment of Gray Reed as counsel to the Debtors is warranted.

Further, as stated in the Brookner Declaration, Gray Reed is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Brookner Declaration.

NOTICE

23. Notice of this Motion has been provided to: (i) the office of the United States Trustee for the Northern District of Texas and (ii) certain other parties appearing on the attached certificate of service. The Debtors respectfully submit that no other or further notice need be provided.

WHEREFORE, the Debtors respectfully request that this Court enter an Order (i) approving the retention and employment of Gray Reed as counsel to the Debtors on the terms set forth herein, effective as of the Petition Date, and (ii) granting such other and further relief as may be just and proper.

Respectfully submitted this 30th day of October, 2018.

GRAY REED & MCGRAW LLP

By: /s/ Jason S. Brookner

Jason S. Brookner
Texas Bar No. 24033684
Lydia R. Webb
Texas Bar No. 24083758
Amber M. Carson
Texas Bar No. 24075610
1601 Elm Street, Suite 4600
Dallas, Texas 75201
Telephone: (214) 954-4135
Facsimile: (214) 953-1332
Email: jbrookner@grayreed.com
lwebb@grayreed.com
acarson@grayreed.com

PROPOSED COUNSEL TO THE DEBTORS

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 30th day of October, 2018, she caused a true and correct copy of the foregoing document to be served on the parties appearing below via first class United States mail, postage prepaid and, where possible, via electronic mail.

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

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

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

Office of the U.S. Trustee,
Northern District of Texas
1100 Commerce St., Rm 976
Dallas, TX 75242

Foley Bezek Behle & Curtis, LLP
Attn: Thomas G. Foley, Kevin D.
Gamarnik, and Aaron L. Arndt
15 West Carrillo Street
Santa Barbara, CA 93101

By: /s/ Jason S. Brookner

Jason S. Brookner

Exhibit A

Brookner Declaration

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

In re: § Chapter 11
§
ROCKIES REGION 2006 LIMITED § Case No. 18-33513-sgj-11
PARTNERSHIP, §
§
Debtor. §

In re: § Chapter 11
§
ROCKIES REGION 2007 LIMITED § Case No. 18-33514-sgj-11
PARTNERSHIP, §
§ (Request for Joint Administration Pending)
Debtor. §

**STATEMENT OF GRAY REED & McGRAW LLP AND DECLARATION
OF JASON S. BROOKNER PURSUANT TO BANKRUPTCY RULES 2014
AND 2016(b) AND SECTIONS 327, 329, AND 504 OF THE BANKRUPTCY CODE**

Jason S. Brookner declares under penalty of perjury, pursuant to 28 U.S.C. §1746, as follows:

1. I am a Partner of the law firm of Gray Reed & McGraw LLP (“Gray Reed” or the “Firm”). Gray Reed maintains offices in Houston and Dallas, Texas. With more than 130 attorneys, the Firm provides a full range of legal services to clients throughout Texas and the United States.

2. I am the lead attorney from Gray Reed working on the above-captioned chapter 11 cases. I am a member in good standing of the State Bar of Texas and I have been admitted to practice in the United States Bankruptcy Court for the Northern District of Texas. There are no disciplinary proceedings pending against me.

3. I submit this Declaration (i) in support of the *Debtors’ Application for Order Authorizing the Employment of Gray Reed & McGraw LLP as Counsel to the Debtors Pursuant to Sections 327(A) and 329 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules*

of Bankruptcy Procedure, Effective as of the Petition Date (the “Application”) to employ Gray Reed as their counsel and (ii) to provide disclosures required under Fed. R. Bankr. P. 2014(a) and sections 329 and 504 of the Bankruptcy Code.¹

4. I have personal knowledge of the facts set forth herein unless otherwise indicated. To the extent any information disclosed herein requires amendment or modification, I will submit a supplemental declaration.

5. Neither I, Gray Reed, nor any lawyer at the Firm represents any party in interest (or its attorneys or accountants) other than the Debtors in connection with the above-captioned chapter 11 cases.

6. As set forth below, Gray Reed has in the past, may currently, and may in the future represent entities that are creditors or interest holders of the Debtors in matters unrelated to these chapter 11 cases. Gray Reed will not represent any of these parties in connection with the Debtors’ chapter 11 cases. Gray Reed will only represent the Debtors in connection with these cases.

GRAY REED’S QUALIFICATIONS

7. The Debtors seek to retain Gray Reed because of Gray Reed’s expertise, experience, and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code. The Debtors believe that the employment and retention of Gray Reed as counsel is necessary and in the best interests of the Debtors’ estates.

8. In preparing for its representation of the Debtors in these chapter 11 cases, Gray Reed has become familiar with the Debtors’ businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that Gray Reed is both

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

well qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

GRAY REED'S DISCLOSURE PROCEDURES

9. In preparing this Declaration, either I, or someone under my supervision and direction, searched Gray Reed's client database to determine whether Gray Reed had any relationships with the following parties in interest:

- (a) The Debtors and all aliases;
- (b) The debtors in the *Eastern 1996D* case (Case No. 13-34773-HDH-11) and the *Colorado 2002B* case (Case No. 16-33743-BJH-11);
- (c) The Debtors' managing general partner and its counsel;
- (d) The directors and officers of the Debtors' managing general partner;
- (e) The Debtors' Responsible Party; and
- (f) The individuals employed in the office of the U.S. Trustee for Region 6 in Dallas and Fort Worth.

10. A list of each of the entities searched is attached hereto as Schedule 1. Other than as set forth on Schedule 2, Gray Reed has no relationship with, or connection to, any of such entities. Under my supervision, Gray Reed will continue to monitor the relationships of the parties in these chapter 11 cases and as additional information becomes available or additional connections are discovered, Gray Reed will promptly file supplemental disclosures.

PROFESSIONAL COMPENSATION

11. Gray Reed intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court.

12. Gray Reed's current customary hourly rates presently range from \$275.00 to \$875.00 per hour for attorneys and \$175.00 to \$285.00 for paraprofessionals. Hourly rates are periodically adjusted in the normal course of the Firm's business, often due to the increased experience of a particular professional. The attorneys primarily responsible for this engagement and their respective hourly rates are as follows: Jason S. Brookner, shareholder: \$685.00 per hour; Lydia R. Webb, associate: \$485.00 per hour; and Amber M. Carson, associate: \$395.00 per hour. These attorneys will be assisted by other professionals and paraprofessionals at Gray Reed as necessary. The Debtors understand that the hourly rates charged by Gray Reed may be adjusted from time to time on an annual basis.

13. Gray Reed's hourly rates are set at a level designed to compensate Gray Reed fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned, and are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are consistent with the rates that Gray Reed charges other nonbankruptcy and chapter 11 clients, regardless of the location of the chapter 11 cases. Moreover, the rate structure is appropriate and not significantly different from (a) the rates Gray Reed charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Gray Reed will perform in these cases.

14. It is Gray Reed's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Gray Reed's policy to charge its clients only the amount actually incurred by Gray Reed in connection with such items.

Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

15. Pursuant to Bankruptcy Rule 2016(b), Gray Reed has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and counsel associated with Gray Reed or (b) any compensation another person or party has received or may receive, other than as permitted pursuant to section 504 of the Bankruptcy Code. The proposed engagement is not prohibited by Bankruptcy Rule 5002.

16. The Debtors' Application requests approval of Gray Reed's retention on the terms and conditions Gray Reed charges its non-bankruptcy clients, namely, prompt payment of its hourly rates as adjusted from time to time and reimbursement of actual out-of-pocket expenses at the actual cost incurred by Gray Reed, or based upon formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, Gray Reed intends to apply for compensation for professional services rendered in these Chapter 11 cases and for reimbursement of actual and necessary expenses incurred in connection therewith, in accordance with the provisions of the Bankruptcy Code and Orders of this Court.

COMPENSATION RECEIVED BY GRAY REED FROM THE DEBTORS

17. In advance of filing, Gray Reed received a retainer of \$140,000.00 (the "Retainer") for fees and expenses, including filing fees, incurred on behalf of the Debtors. The Retainer was deemed fully earned and non-refundable upon receipt, and was placed into Gray Reed's general operating account. Gray Reed drew against the Retainer for fees and expenses incurred prior to the Petition Date, with the remainder to be held as a retainer for post-petition services and expense reimbursement as approved by this Court.

18. Pursuant to section 329 of the Bankruptcy Code, Gray Reed discloses that from the time Gray Reed was retained in connection with the potential filing of these chapter 11 cases through the Petition Date, it has been paid \$112,999.28 by the Debtors for pre-petition services rendered to, and expenses incurred on behalf of, the Debtors in connection with restructuring, reorganization, and bankruptcy matters. Gray Reed will not draw on the remaining retainer balance of \$27,000.72 unless and until authorized to do so by this Court.²

19. The attorneys at Gray Reed who will be working on this engagement are familiar with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures, and the Local Bankruptcy Rules for this District, and shall comply therewith.

20. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed at Dallas, Texas on this 30th day of October, 2018.

/s/ Jason S. Brookner
Jason S. Brookner

² After the retainer was funded, it came to my attention that the retainer for RR 2006 in the amount of \$70,000.00 was funded through a loan from PDC to RR 2006. It is my understanding that PDC has agreed to waive repayment of such amount.

Schedule 1

List of Entities Searched

The Debtors

Rockies Region 2006 Limited Partnership
Rockies Region 2007 Limited Partnership

Prior "related" engagements

Eastern 1996D Limited Partnership f/k/a
PDC 1996-D LP
Eastern 1997D Limited Partnership f/k/a
PDC 1997-D LP
Eastern 1998D Limited Partnership f/k/a
PDC 1998-D LP
CO & PA 1999D Limited Partnership f/k/a
PDC 1999-D LP
Colorado 2000B Limited Partnership f/k/a
PDC 2000-B LP
Colorado 2000C Limited Partnership f/k/a
PDC 2000-C LP
Colorado 2000D Limited Partnership f/k/a
PDC 2000-D LP
Colorado 2001A Limited Partnership f/k/a
PDC 2001-A LP
Colorado 2001B Limited Partnership f/k/a
PDC 2001-B LP
Colorado 2001C Limited Partnership f/k/a
PDC 2001-C LP
Colorado 2001D Limited Partnership f/k/a
PDC 2001-D LP
Colorado 2002A Limited Partnership f/k/a
PDC 2002-A LP
Colorado 2002B Limited Partnership f/k/a/
PDC 2002-B LP
Colorado 2002C Limited Partnership f/k/a/
PDC 2002-C LP

Debtors' Managing General Partner &
Counsel

PDC Energy, Inc. f/k/a Petroleum
Development Corporation
Hunton Andrews Kurth LLP

Debtors' Responsible Party

Harney Management Partners, LLC
Karen Nicolaou

Directors & Officers of Debtors' Managing
General Partner

Barton R. Brookman, Jr.
Lance Lauck
Daniel W. Amidon
Scott J. Reasoner
Darwin L. Stump
R. Scott Meyers
David C. Parke
Jeffrey C. Swoveland
Christina M. Ibrahim
Randy S. Nickerson
Anthony J. Crisafio
Larry F. Mazza
Mark E. Ellis

Office of the U.S. Trustee for the Northern
District of Texas

William Neary
Lisa L. Lambert
Meredyth Kippes
Stephen McKitt
Nancy S. Resnick
Erin Schmidt
Elizabeth Ziegler
Kara Croop
Ruby Curry
Christi C. Flanagan
C. Marie Goodier
Marina J. Lopez
LaSharion F. McClellan
Sandra F. Nixon
Felicia P. Palos
Bradley D. Perdue
Kendra M. Rust
Joseph W. Speranza
Julie Vega
Cheryl H. Wilcoxson
Cindy Worthington
Susan G. Young

Schedule 2

List of Entities Searched With Whom Gray Reed Has a Connection

List of Connections

1. Jason S. Brookner was a partner in the Dallas office of Andrews Kurth LLP from January 2003 until March 20, 2013. While at Andrews Kurth, Mr. Brookner had no involvement or contact with the Debtors' managing general partner, PDC Energy, Inc. ("PDC"), in any way, he did not know that PDC was a client of the firm, and he did not have access to, or receive any information about PDC, whether confidential or otherwise.

2. Gray Reed previously served as Debtors' counsel for each of the entities in Case No. 13-34773 and Case No. 16-33747, as reflected in Schedule 1 under "Prior 'related' engagements."

3. Jason Brookner and Gray Reed have in the past worked on other cases where Karen Nicolaou was a client or otherwise involved in the case. The most recent is the chapter 11 cases of the *Colorado 2002B* debtors before Judge Houser.

4. Jason Brookner has been a member of the American Bankruptcy Institute ("ABI") for over twenty (20) years and has served in various leadership roles over the years. Currently, he is a member of the Board of Directors and is a co-chair of the Texas and Southwest Region of the ABI Endowment Committee. In that capacity, and through general ABI membership, Mr. Brookner has developed numerous professional relationships with any number of bankruptcy judges and practitioners. It is possible that other ABI members from different law firms and professional firms may appear in these chapter 11 cases. None of these professional relationships will in any way impact Gray Reed's representation of the Debtors in these chapter 11 cases.

Exhibit B

Proposed Order

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

In re:	§	Chapter 11
	§	
ROCKIES REGION 2006 LIMITED	§	
PARTNERSHIP and ROCKIES REGION	§	Case No. 18-33513-sgj-11
2007 LIMITED PARTNERSHIP,	§	
	§	
Debtors.	§	Jointly Administered

**ORDER AUTHORIZING EMPLOYMENT OF GRAY REED & McGRAW LLP AS
COUNSEL TO THE DEBTORS PURSUANT TO SECTION 327(a) OF THE
BANKRUPTCY CODE AND RULES 2014 AND 2016 OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE, EFFECTIVE AS OF THE PETITION DATE**

Upon the Application (the “Application”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for Order Authorizing Employment of Gray Reed & McGraw LLP (“Gray Reed”) as Counsel to the Debtors Pursuant to Section 327(a) of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure, Effective as of the Petition Date;¹ and upon the Statement of Gray Reed & McGraw LLP and Declaration of Jason S. Brookner Pursuant to Rules 2014 and 2016 of the Federal Rules of

¹ Capitalized terms used but not defined herein have the meanings set forth in the Application.

Bankruptcy Procedure and Sections 327(a), 329 and 504 of the Bankruptcy Code (the “Brookner Declaration”); and the Court having jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and upon the representations made by the Debtors and Gray Reed in the Application and the Brookner Declaration that Gray Reed represents no interest adverse to the Debtors and their respective estates with respect to the matters upon which Gray Reed is to be engaged and that Gray Reed is “disinterested” as that term is defined in section 101(14) of the Bankruptcy Code; and it appearing that the employment of Gray Reed is appropriate and in the best interests of the Debtors and their respective estates and parties in interest; and it appearing that sufficient notice of the Application has been given, and that no other or further notice is required; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is **GRANTED** as set forth herein; it is further

ORDERED that pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Debtors are authorized to employ Gray Reed as their counsel, effective as of the Petition Date, to provide the services described in the Application; it is further

ORDERED that Gray Reed shall be compensated and reimbursed in accordance with the customary hourly rates as set forth in the Application; it is further

ORDERED that Gray Reed shall apply to the Court for allowance of compensation and reimbursement of expenses in accordance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and Orders of this Court; it is further

ORDERED that to the extent that there is any inconsistency between this Order, the Brookner Declaration, and/or the Application, the terms of this Order shall govern; it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or

related to the implementation of this Order, and will have exclusive jurisdiction over Harney's retention during the pendency of the chapter 11 cases; it is further

ORDERED that the terms and conditions of this Order will be immediately effective and enforceable upon its entry, and the relief granted herein will be binding upon any chapter 11 trustee appointed in these chapter 11 cases, or upon any chapter 7 trustee appointed in the event of a subsequent conversion of these chapter 11 cases to cases under chapter 7; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

###END OF ORDER###

Submitted by:

GRAY REED & McGRAW LLP

Jason S. Brookner

Texas Bar No. 24033684

Lydia R. Webb

Texas Bar No. 24083758

Amber M. Carson

Texas Bar No. 24075610

1601 Elm Street, Suite 4600

Dallas, Texas 75201

Telephone: (214) 954-4135

Facsimile: (214) 953-1332

Email: jbrookner@grayreed.com

lwebb@grayreed.com

acarson@grayreed.com

PROPOSED COUNSEL TO THE DEBTORS