

PDC ENERGY, INC.
INSIDER TRADING POLICY
and Guidelines with Respect to
Certain Transactions in Company Securities
(As Amended and Restated on December 5, 2014)

This Amended and Restated Insider Trading Policy (the “**Policy**”) provides standards and rules for the employees, officers and directors of PDC Energy, Inc. (the “**Company**”) with respect to transactions in the Company’s securities and the handling of confidential information about the Company and the companies with which the Company does business. The Company’s Board of Directors (the “**Board**”) has adopted this Policy to promote compliance with federal and state securities laws that prohibit certain persons who are aware of Material Nonpublic Information (as defined below) about a company from: (i) trading in securities of that company; or (ii) providing Material Nonpublic Information to other persons who may trade on the basis of that information.

Each director, officer, and employee will be required to confirm, on commencement of employment or association and annually thereafter, that he or she has read and understood this Policy and both has complied with and will comply with this Policy. Please read this Policy carefully and retain it for your future reference.

APPLICABILITY OF POLICY

This Policy applies to all transactions in the Company’s securities, including common stock, options for common stock and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company’s stock, whether or not issued by the Company, such as exchange-traded options. It applies to all officers of the Company, all members of the Board, and all employees of, and consultants and contractors to, the Company and its subsidiaries. This group of people, members of their immediate families, members of their households, and Controlled Entities (as defined below) of each of the foregoing, are sometimes referred to in this Policy as “**Insiders.**” For purposes of this Policy, “immediate family members” consist of your spouse, any minor children, older children living at your home, and older children primarily reliant on you for financial support, and “household members” means any other relatives (by marriage or otherwise) living in your household. This Policy also applies to any entities that you influence or control, including any corporations, partnerships or trusts (collectively referred to as “**Controlled Entities**”), and transactions by these Controlled Entities should be treated for the purposes of this Policy and applicable securities laws as if they were for your own account.

You are responsible for the compliance with this Policy by your family and household members and must report their personal securities transactions as if such transactions were for your own account.

STATEMENT OF POLICY

General Policy

It is the policy of the Company to oppose the unauthorized disclosure of any nonpublic information acquired in the workplace and the misuse of Material Nonpublic Information in securities trading.

Administration of the Policy

Unless otherwise designated by the Board or the Chief Executive Officer, the General Counsel shall serve as the “**Insider Trading Compliance Officer**” for the purposes of this Policy, and in his or her absence, the Chief Financial Officer or another employee designated by the Insider Trading Compliance Officer shall be responsible for administration of this Policy. All determinations and interpretations by the Insider Trading Compliance Officer shall be final and not subject to further review.

Specific Policies

1. Trading on Material Nonpublic Information. No Insider shall engage in any transaction involving a purchase or sale of the Company’s securities, including any offer to purchase or offer to sell, during any period commencing on the date that he or she possesses Material Nonpublic Information concerning the Company and ending at the close of business on the third day after the date of public disclosure of that information, or at such time as such nonpublic information is no longer material. **Restricted trading includes transfers in any employee 401(k) or profit sharing account, both out of Company stock or from other investments into Company stock, and other restricted transactions set forth herein.** As used herein, the term “**Trading Day**” means a day on which national stock exchanges and NASDAQ are open for trading.

2. Tipping. No Insider shall disclose (“**tip**”) Material Nonpublic Information to any other person (including immediate family members) except to Company personnel who have a work-related need to know such information, nor shall such Insider make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company’s securities. Even if you are not in possession of Material Nonpublic Information, do not recommend to any other person that they buy or sell securities of the Company. (Remember that “tipping” Material Nonpublic Information is always prohibited, and that your recommendation could be imputed to the Company and may be misleading if you do not have all relevant information). If an Insider receives inquiries about the Company from securities analysts, reporters, or others, decline comment and direct them to the Insider Trading Compliance Officer. Do not discuss Material Nonpublic Information where it may be overheard, such as in restaurants, elevators, restrooms, and other public places. Remember that cellular phone conversations are often overheard and that voice mail and email messages may be retrieved by persons other than their intended recipients.

3. Confidentiality of Nonpublic Information. Nonpublic information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden. Keep all memoranda, correspondence and other documents that reflect nonpublic information in a secure place so that they cannot be seen by third persons.

4. Blackout Periods. Pursuant to rules of the Securities Exchange Commission (the “SEC”) effective January 26, 2003, directors and executive officers (i.e., those persons listed on Exhibit A, as revised from time to time) are prohibited from trading in Company equity securities during any period of three or more consecutive days during which at least 50% of the participants or beneficiaries in an individual account, retirement plan of the Company or its subsidiaries are unable to purchase, sell, or otherwise acquire or transfer an interest in the equity of the Company held in such plan due to a temporary suspension by the Company or a fiduciary (a “**Blackout Period**”). Individual account plans include, without limitation, defined contribution plans such as broad-based tax-qualified 401(k) plans and profit sharing plans, stock bonus plans, and certain nonqualified deferred compensation arrangements. There are limited exceptions to this rule, and directors and executive officers should consult with the Company’s Insider Trading Compliance Officer prior to attempting a stock transaction during the above-described Blackout Period.

5. 10b5-1 Programs. Pursuant to SEC Rule 10b5-1, Insiders may establish written programs which permit (i) automatic trading of the Company’s stock through a third-party broker or (ii) trading of the Company’s stock by an independent person (e.g., an investment banker) who is not aware of Material Nonpublic Information at the time of a trade. All programs shall be subject to the restrictions and limitations set forth in Exhibit B, attached hereto, which shall be updated from time to time by the Company to conform with any changes to SEC Rule 10b5-1 or the practices thereunder. Once a program is implemented in accordance with this section 5 and such Exhibit B, trades pursuant to such program may occur even at a time outside of the Company’s trading window or when the person on whose behalf such trade is made is aware of Material Nonpublic Information. Each program (or the form of program established by an investment bank or other third party) must be reviewed and approved by the Company’s Insider Trading Compliance Officer prior to entry into a Rule 10b5-1 program, to confirm compliance with this Policy and applicable securities laws.

POTENTIAL CRIMINAL AND CIVIL LIABILITY AND/OR DISCIPLINARY ACTION

1. Liability for Insider Trading. Federal securities laws prohibit the trading of securities while in possession of Material Nonpublic Information. Insiders may be subject to penalties of up to \$5,000,000 and up to 20 years in jail for engaging in transactions in the Company’s securities at a time when they have knowledge of Material Nonpublic Information regarding the Company. Insider trading violations are pursued vigorously by the SEC, U.S. Attorneys and state enforcement authorities.

2. Liability for Tipping. Insiders may also be liable for improper transactions by any person (commonly referred to as a “**tippee**”) to whom they have disclosed Material Nonpublic Information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company’s securities. The SEC has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges and the Financial Industry Regulatory Authority use sophisticated electronic surveillance techniques to uncover insider trading.

3. Possible Disciplinary Actions. Insiders who violate this Policy shall also be subject to disciplinary action by the Company, which may include termination of employment or the business relationship or as a director. In addition, all violations of criminal law applicable to our business may be reported to appropriate authorities for prosecution.

TRADING RULES AND POLICY

1. Recommended Trading Window. To ensure compliance with this Policy and applicable U.S. federal and state securities laws, the Company strongly recommends that all Insiders refrain from conducting transactions involving the purchase or sale of the Company's securities other than during the following period (the "**Trading Window**"). As described in "Pre-Clearance of Trades" below, certain Insiders are prohibited from trading in the Company's securities except in a Trading Window.

Trading Window: The period in any fiscal quarter commencing on the third business day after the date of public disclosure of the financial results for the prior fiscal quarter or year and ending thirty days later provided that no sale will be permitted after March 10 in any first quarter. The safest period for trading in the Company's securities, assuming the absence of Material Nonpublic Information, is generally the first ten days of the Trading Window. Periods other than the Trading Window are more highly sensitive for transactions in the Company's stock from the perspective of compliance with applicable securities laws. This is due to the fact that Insiders are, as any quarter progresses, increasingly likely to possess Material Nonpublic Information about the expected financial results for the quarter. The purpose behind the recommended Trading Window is to help establish a diligent effort to avoid any improper transaction. An Insider (other than an Insider subject to the pre-clearance requirement described below) may choose not to follow this suggestion, but he or she should be particularly careful with respect to trading outside the Trading Window, because the Insider may, at such time, have access to (or later be deemed to have had access to) Material Nonpublic Information regarding, among other things, the Company's anticipated financial performance for the quarter. **It should be noted that even during the Trading Window any person possessing Material Nonpublic Information concerning the Company shall not engage in any transactions in the Company's securities until the third business day after such information has been known publicly.** Although the Company may from time to time recommend during a Trading Window that Insiders suspend trading because of developments known to the Company and not yet disclosed to the public, each person is individually responsible at all times for compliance with the prohibitions against insider trading. Trading in the Company's securities during the Trading Window should *not* be considered a "safe harbor," and all directors, officers and other persons should use good judgment at all times.

2. Preclearance of Trades. The Company has determined that all executive officers and directors of the Company, and certain persons whose names are set forth on Exhibit A attached hereto, shall refrain from trading in the Company's securities, or related securities such as options, except during the Trading Window. Furthermore, even during a Trading Window such persons must first comply with the Company's written "pre-clearance" process. Each officer and director shall contact the Company's Insider Trading Compliance Officer prior to commencing any trade in the Company's securities and receive pre-clearance. To obtain pre-clearance, the

individual seeking to trade must deliver to the Insider Trading Compliance Officer a written request for approval in substantially the form attached hereto as Form A prior to initiating the transaction in question. Requests may be delivered by hand, fax or email. The Insider Trading Compliance Officer will inform the applicant as promptly as possible if an authorization is refused under the pre-clearance procedure. The Insider Trading Compliance Officer will complete a pre-clearance checklist in the form attached as Form B hereto and if the trade is approved, will give written permission for the trade in the form attached as Form C hereto. The written permission will expire at the end of the fifth (5th) Trading Day following the date of written permission (but may be revoked by the Insider Trading Compliance Officer at any time). Accordingly, individuals should not request permission to trade unless there is an intention to execute the trade immediately.

Pre-clearance will not be required for acquisitions made with new contributions in a 401(k) plan provided that the investment election was precleared and made during a Trading Window; preclearance continues to be required in the 401(k) or profit sharing accounts for any discretionary transfers out of Company stock or from other investments into Company stock.

Exhibit A may be revised at any time, as appropriate, by the Insider Trading Compliance Officer.

The Company may also find it necessary, from time to time, to require compliance with the pre-clearance process from certain employees, consultants and contractors other than and in addition to officers and directors.

3. Individual Responsibility. Every officer, director and employee has the individual responsibility to comply with this Policy, regardless of whether the Company has recommended a trading window to that Insider or any other Insiders of the Company. Notwithstanding the obligations imposed by this Policy, each insider must exercise appropriate judgment in connection with any trade in the Company's securities. An Insider may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the Material Nonpublic Information and even though the Insider believes he or she may suffer an economic loss or forego an anticipated profit by waiting.

APPLICABILITY OF POLICY TO INSIDE INFORMATION REGARDING OTHER COMPANIES

This Policy and the guidelines described herein also apply to Material Nonpublic Information relating to other companies, including the Company's customers, vendors or suppliers ("**business partners**"), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties, and termination of employment, may result from trading on inside information regarding the Company's business partners. All employees shall treat Material Nonpublic Information about the Company's business partners with the same care required with respect to information related directly to the Company.

DEFINITION OF MATERIAL NONPUBLIC INFORMATION

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of the Company's securities. While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material.

Examples of such information include:

- Financial results;
- Projections of future cash flow, earnings, or production guidance;
- Changes to such previously announced adjusted earnings guidance or projections, or the decision to suspend such guidance;
- News of a pending or proposed merger, acquisition or tender offer;
- News of the disposition of a material subsidiary;
- Impending bankruptcy or financial liquidity problems;
- Significant oil and gas discovery;
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- New announcements of a significant nature;
 - • New equity or debt offerings;
- A pending or proposed acquisition or disposition of a significant asset;
- A pending or proposed significant joint venture;
- Significant litigation exposure due to actual or threatened litigation;
- Changes in senior management;
- A change in auditors or notification that the auditor's report may no longer be relied upon;
- A Company restructuring;
- Bank borrowings or other financing transactions out of the ordinary course;
- Events regarding the Company's securities (e.g., decision by the Company to buy back its own securities, default on a payment related to Company securities, call of securities for redemption, stock split, dividend decision, change in the terms of a security, significant increase or decrease in the amount of outstanding securities, a public or private sale of additional securities, or the imposition of a ban on trading in Company securities).

Either positive or negative information may be material. Nonpublic information is information that has not been previously disclosed to the general public and is otherwise not available to the general public.

CERTAIN EXCEPTIONS

This Policy does not apply in the case of the following transactions, except as specifically noted:

Stock Option Exercises. For purposes of this Policy, the Company considers that the exercise of stock options for cash under the Company’s stock option plans, the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements or the purchase of shares under any Company employee stock purchase plan (but *not* the sale of any such shares) is exempt from this Policy, because the other party to the transaction is the Company itself and the price does not vary with the market but is fixed by the terms of the option agreement or the plan. This Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option or any sale of stock to satisfy tax withholding obligations, in each case by you or on your behalf.

Restricted Stock Awards. This Policy does not apply to the vesting of restricted stock, or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock. The Policy does apply, however, to any market sale of restricted stock by you or on your behalf.

401(k) Plan. This Policy does not apply to purchases of Company securities in the Company’s 401(k) plan resulting from your periodic contribution of money to the plan pursuant to your payroll deduction election. This Policy does apply, however, to certain elections you may make under the 401(k) plan, including: (a) an election to increase or decrease the percentage of your periodic contributions that will be allocated to Company stock; and (b) an election to make an intra-plan transfer of an existing account balance into or out of the Company stock.

SPECIAL AND PROHIBITED TRANSACTIONS

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. It therefore is the Company’s policy that any persons covered by this Policy may not engage in any of the following transactions, or should otherwise consider the Company’s preferences as described below:

Short-Term Trading. Short-term trading of Company securities may be distracting to the person and may unduly focus the person on the Company’s short-term stock market performance instead of the Company’s long-term business objectives. For these reasons, any director, officer or other employee of the Company who purchases Company securities in the open market may not sell any Company securities of the same class during the six months following the purchase (or vice versa).

Short Sales. Short sales of Company securities (*i.e.*, the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company’s prospects. In addition, short sales may reduce a seller’s incentive to seek to improve the Company’s performance. For these reasons, short sales of Company securities are prohibited. In addition, Section 16(c) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) prohibits officers and directors from engaging in short sales. (Short sales

arising from certain types of hedging transactions are governed by the paragraph below captioned “Hedging Transactions.”)

Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a director, officer or employee to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company’s other shareholders. Therefore, Insiders are prohibited from engaging in any such transactions.

Margin Accounts and Pledged Securities. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer’s consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of Material Nonpublic Information or otherwise is not permitted to trade in Company securities, Insiders are prohibited from holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan. (Pledges of Company securities arising from certain types of hedging transactions are governed by the paragraph above captioned “Hedging Transactions.”)

Standing and Limit Orders. Standing and limit orders (except standing and limit orders under approved Rule 10b5-1 Programs, as described above) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result the broker could execute a transaction when an Insider is in possession of Material Nonpublic Information. The Company therefore discourages placing standing or limit orders on Company securities. If an Insider determines that he or she must use a standing order or limit order, the order should be limited to short duration and should otherwise comply with any applicable restrictions and procedures outlined above under the heading “Preliminary Clearance of Trades.”

EVENT-SPECIFIC TRADING RESTRICTION PERIODS

From time to time, an event may occur that is material to the Company and is known by only a few directors, officers and/or employees. So long as the event remains material and nonpublic, the persons designated by the Insider Trading Compliance Officer may not trade Company securities. In that situation, the Insider Trading Compliance Officer may notify these persons that they should not trade in the Company’s securities, without disclosing the reason for the restriction. The existence of an event-specific trading restriction period will not generally be announced to the Company as a whole unless the Insider Trading Compliance Officer determines that all Insiders should be subject to the restriction, and should not be communicated to any other person. Even if the Insider Trading Compliance Officer has not designated you as a person who should not trade due to an event-specific restriction, you should not trade while aware of Material Nonpublic Information.

ADDITIONAL INFORMATION - DIRECTORS AND OFFICERS

Directors and officers of the Company must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Exchange Act. The practical effect of these provisions is that officers and directors who purchase and sell the Company's securities within a six-month period must disgorge all profits to the Company whether or not they had knowledge of any Material Nonpublic Information. Under these provisions, and so long as certain other criteria are met, neither the receipt of an option or restricted stock under the Company's equity compensation plans, nor the exercise of such options, is deemed a purchase under Section 16; however, the sale of any such shares is a sale under Section 16. Moreover, as set forth above, no officer or director shall ever make a short sale of the Company's stock. In order to assure compliance with Section 16 and its related rules, directors and officers of the Company are required to pre-clear any planned stock transaction with the Company's Insider Trading Compliance Officer. Purchases and sales of securities must also comply with all other applicable laws, which may include Section 5 of the Securities Act of 1933, as amended, and Rule 144 thereunder, and SEC Regulation M.

POST-TERMINATION TRANSACTIONS

This Policy continues to apply to transactions in Company securities even after termination of service to the Company. If an individual is in possession of Material Nonpublic Information when his or her service or relationship with the Company terminates, that individual may not trade in Company securities until that information has become public or is no longer material.

INQUIRIES

Please direct your questions as to any of the matters discussed in this Policy to the Company's Insider Trading Compliance Officer.

EXHIBIT A
OFFICERS, DIRECTORS AND OTHER EMPLOYEES
SUBJECT TO PRE-CLEARANCE PROCEDURES

All Directors and Officers, plus additional individuals noted on Exhibit A, kept by the Insider Trading compliance Officer and periodically updated.

EXHIBIT B

Trading programs (each, a “**Program**”) established pursuant to Paragraph 5 of the *Specific Policies* section of the Company’s Insider Trading Policy (the “**Policy**”) must satisfy the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (“**Rule 10b5-1**”). In particular, to satisfy Rule 10b5-1, the person trading securities under the Program (the “**Trading Person**”) must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade after the Plan is established. The Program must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party. A Program must be established at a time when the Trading Person is not aware of any Material Nonpublic Information (as defined in the Policy).

In addition to the requirements of Rule 10b5-1, each Programs shall be subject to the following restrictions: (a) the Trading Person cannot engage in any separate transaction (e.g., a hedging transaction) which directly or indirectly alters or offsets an authorized transaction made under the Program, (b) the Program must allow for the cancellation of a transaction and/or suspension of the Program upon notice and request by the Company to the extent the Program or any proposed trade (i) fails to comply with applicable law (e.g., by exceeding the number of shares which the Trading Person may sell under Rule 144 in a rolling three month period), or (ii) would create material adverse consequences for the Company (e.g., due to the imposition of lock-up agreements on the Company officers), (c) once a Program is adopted, it cannot be changed or deviated from (as opposed to terminated), except (i) with notice to the Company's Insider Trading Compliance Officer and (ii) at a time when the Trading Person is permitted to trade in the Company’s stock under this Policy (i.e., during the trading window when the Trading Person is not otherwise blocked from trading and when the Trading Person is not aware of Material Nonpublic Information), (d) the Program must be entered into in good faith and not as part of a plan or scheme to evade the prohibitions of the securities laws (including, without limitation, Rule 10b5-1), and (e) no transactions can occur under a Program until at least 30 days have passed since the Program’s adoption (following approval of the Program by the Insider Trading Compliance Officer).

The Company may immediately terminate any Program that it determines was put in place either (i) not in good faith or (ii) as part of a plan or scheme to evade the prohibitions of the securities laws. The key terms of the Company policy, set forth herein and in Section 5 of the Policy, and Programs established pursuant to it (and trades made pursuant thereto) may be disclosed to the public through a press release, by placement on the Company’s website or through other means to be determined by the Company in its discretion. **The Company shall not have any liability to any Trading Person as a result of the establishment of a Program, any Company disclosure with respect thereto, or any cancellation or transactions and/or suspension of a Program as discussed above.**

FORM A

**Request for Approval to Engage
in Trades in Securities of PDC Energy, Inc.**

To: _____

From: _____
Print Name

Signature

Date: _____

Time: _____

Pursuant to the PDC Energy, Inc. Insider Trading Policy, I would like clearance for the following proposed transactions in the Company securities:

Type of Transaction (circle one):

PURCHASE

SALE

OTHER

Securities Involved in Transaction:

Number of shares: _____

Number of registered shares represented by
option: _____

Other (please explain): _____

Beneficial Ownership (if not applicable, please write "N/A"):

Name of beneficial owner if other than yourself: _____

Relationship of beneficial owner to yourself: _____

FORM B

INSIDER TRADING COMPLIANCE PROGRAM – PRE-CLEARANCE CHECKLIST

Trading Window. Confirm that the trade will be made during a “Trading Window.”

Section 16 Compliance. Confirm, if the individual is an officer or director subject to Section 16, that the proposed trade will not give rise to any potential liability under Section 16 as a result of matched past (or intended future) transactions. Also, ensure that a Form 4 has been or will be completed and will be filed within two (2) business days of the trade.

Prohibited Trades. Confirm that the proposed transaction is not a short sale, put, call or other prohibited transaction.

Rule 144 Compliance. To the extent applicable confirm that:

- Current public information requirement has been met.
- Shares are not restricted or, if restricted, the holding period has been met.
- Volume limitations are not exceeded (confirm the individual is not part of an aggregated group).
- The manner of sale requirements have been met.

Rule 10b-5 Concerns. Confirm that:

- The individual has been reminded that trading is prohibited when in possession of any material information regarding the Company that has not been adequately disclosed to the public.
- The Insider Trading Compliance Officer has discussed with the insider any information known to the individual or the Insider Trading Compliance Officer which might be considered material, so that the individual has made an informed judgment as to the presence of inside information.

FORM C

PERMISSION TO TRADE

_____ is hereby permitted to buy/sell
[circle one] _____ shares of the common stock of PDC Energy, Inc.

The permission to trade will expire on the close of trading on _____,
20____, unless the addressee is notified that an earlier expiration will apply.

Very truly yours,

Signature of Insider Trading Compliance Officer

Date:

Clarification: There is sometimes employee confusion about what the above Company approval to trade means, legally. It does not relieve you of any risk/liability. Remember, the issue of whether the employee possesses material non-public information at the time of the trade is a legal question of fact, to be determined by the SEC or a jury; **your insider trading risk/liability per se is not limited because the Company has authorized the trade above.** Although the above approval may affect the prosecutor/plaintiff's decision to bring action against you, it is not determinative and does not limit your liability if you are found by the trier of fact to possess non-public insider information at the time of the trade. See PDC's policy at <http://www.pdce.com/images/stories/pdc-documents/corporate-governance/insidertradingpolicy12-9-2011.pdf>