

PETROLEUM DEVELOPMENT CORP  
Form 305B2  
October 11, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM T-1**

**STATEMENT OF ELIGIBILITY**

**UNDER THE TRUST INDENTURE ACT OF 1939 OF A**  
**CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE**  
**PURSUANT TO SECTION 305(b)(2)**

**THE BANK OF NEW YORK MELLON**

(Exact name of trustee as specified in its charter)

New York  
(Jurisdiction of incorporation)

13-5160382  
(I.R.S. Employer)

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if not a U.S. national bank)

Identification No.)

One Wall Street

New York, New York  
(Address of principal executive offices)

10286  
(Zip code)

Legal Department

The Bank of New York Mellon

One Wall Street, 15<sup>th</sup> Floor

New York, NY 10286

(212) 635-1270

(Name, address and telephone number of agent for service)

**PETROLEUM DEVELOPMENT CORPORATION**

(Exact name of obligor as specified in its charter)

Nevada  
(State or other jurisdiction

95-2636730  
(I.R.S. Employer

of incorporation or organization)

Identification No.)

1775 Sherman Street, Suite 3000

Denver, CO  
(Address of principal executive offices)

80203  
(Zip code)

Debt Securities

(Title of the indenture securities)

**Item 1. General Information.**

Furnish the following information as to the Trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Superintendent of Banks of the

One State Street, New York, N.Y. 10004-1417

State of New York

and Albany, N.Y. 12223

Federal Reserve Bank of New York

33 Liberty Plaza, New York, N.Y. 10045

Federal Deposit Insurance Corporation

550 17th Street, N.W., Washington, D.C. 20429

New York Clearing House Association

New York, N.Y. 10005

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

**Item 2. Affiliations with Obligor.**

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

**Item 16. List of Exhibits.**

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the Act ) and 17 C.F.R. 229.10(d).

1. - A copy of the Organization Certificate of The Bank of New York Mellon (formerly The Bank of New York (formerly Irving Trust Company)) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed as Exhibit 25.1 to Current Report on Form 8-K of Nevada Power Company, Date of Report (Date of Earliest Event Reported) July 25, 2008 (File No. 000-52378).)
4. - A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 with Registration Statement No. 333-155238.)
6. - The consent of the Trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152856.)
7. - A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

**SIGNATURE**

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 4<sup>th</sup> day of October, 2011.

**THE BANK OF NEW YORK MELLON**

By: /s/ Mary Miselis  
Name: Mary Miselis  
Title: Vice President