

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K

Annual report pursuant to section 13 and 15(d)

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FILER

**PDC 1996-D LIMITED PARTNERSHIP**

CIK: 1031999 | IRS No.: 550751154 | State of Incorp.: WV | Fiscal Year End: 1231  
Type: 10-K | Act: 34 | File No.: 033-63635-04 | Film No.: 99574030  
SIC: 1381 Drilling oil & gas wells

Mailing Address	Business Address
PETROLEUM DEVELOPMENT CORP 103 E MAIN STREET BRIDGEPORT WV 26330	PETROLEUM DEVELOPMENT CORP 103 E MAIN STREET BRIDGEPORT WV 26330 3048423597

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

- ANNUAL REPORT PURSUANT TO SECTION 13 or 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 1998

Commission File Number 033-63635-04

- Transition Report Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934 for the transaction period from to

PDC 1996-D LIMITED PARTNERSHIP  
(Exact name of registrant as specified in its charter)

West Virginia  
(State or other jurisdiction of  
incorporation or organization)

55-0751154  
(I.R.S. Employer  
Identification No.)

103 East Main Street, Bridgeport, West Virginia 26330  
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code (304) 842-3597

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

General and Limited Partnership Interests  
(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act  
of 1934 during the preceding 12 months and (2) has been subject to such  
filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item  
405 of Regulation S-K is not contained herein, and will be contained, to the  
best of registrant's knowledge, in definitive proxy or information  
statements incorporated by reference in Part III of this Form 10-K or any  
amendment to this Form 10-K. [ ]

PART I

ITEM 1. BUSINESS.

General

PDC 1996-D Limited Partnership ("the Partnership") is a limited partnership formed on December 31, 1996 pursuant to the West Virginia Uniform Limited Partnership Act. Petroleum Development Corporation ("PDC") serves as Managing General Partner of the Partnership.

Since the commencement of operations on December 31, 1996, the Partnership has been engaged in onshore, domestic gas exploration exclusively in the Northern Appalachian and Michigan Basins. A total of 9 limited partners contributed initial capital of \$324,250; a total of 921 additional general partners contributed initial capital of \$14,977,476; and PDC (Managing General Partner) contributed \$3,328,126 in capital as a participant in accordance with contribution provisions of the Limited Partnership Agreement (the Agreement).

Under the terms of the Agreement, the allocation of revenues is as follows:

	Allocation of Revenues
Additional General and Limited Partners	80%
Managing General Partner	20%

Operating and direct costs are allocated and charged to the additional general and limited partners and the Managing General Partner in the same percentages as revenues are allocated. Leasehold, drilling and completion costs, and equipment costs are borne 80% by the additional general and limited partners and 20% by the Managing General Partner.

Employees

The Partnership has no employees, however, PDC has approximately 81 employees which include a staff of geologists, petroleum engineers, landmen and accounting personnel who administer all of the partnership's operations.

Plan of Operations

The Partnership participated in the drilling of 85 gross wells and will continue to operate and produce its 80 gross productive wells. The Partnership does not have unexpended initial capital and no additional drilling activity is planned.

See Item 2 herein for information concerning the Partnership's gas wells.

Markets for Oil and Gas

The availability of a market for any oil and gas produced from the operations of the Partnership will depend upon a number of factors beyond the control of the Partnership which cannot be accurately predicted. These factors include the proximity of the Partnership wells to and the capacity of natural gas pipelines, the availability and price of competitive fuels,

fluctuations in seasonal supply and demand, and government regulation of supply and demand created by its pricing and allocation restrictions. Oversupplies of gas can be expected to occur from time to time and may result in the Partnership's wells being shut-in or curtailed. Increased imports of oil and natural gas have occurred and are expected to continue. The effects of such imports could adversely impact the market for domestic oil and natural gas.

## Competition

The Partnership competes in marketing its gas with numerous companies and individuals, many of which have financial resources, staffs and facilities substantially greater than those of the Partnership or Petroleum Development Corporation.

## State Regulations

State regulatory authorities have established rules and regulations requiring permits for well operations, reclamation bonds and reports concerning operations. States also have statutes and regulations concerning the spacing of wells, environmental matters and conservation, and have established regulations concerning the unitization and pooling of oil and gas properties and maximum rates of production from oil and gas wells. The Partnership believes it has complied in all material respects with applicable state regulations.

## Federal Regulations

Regulation of Liquid Hydrocarbons. Liquid hydrocarbons (including crude oil and natural gas liquids) were subject to federal price and allocation controls until January 1981 when controls were effectively eliminated by executive order of the President. As a result, to the extent the Partnership sells oil produced from its properties, those sales are at unregulated market prices.

Although it appears unlikely under present circumstances that controls will be reimposed upon liquid hydrocarbons, it is possible Congress may enact such legislation at a future date. The impact of such legislation on the Partnership would be minimal since the partnership expects to sell only small quantities of liquid hydrocarbons, if any.

Natural Gas Regulation. Sale of natural gas by the Partnership is subject to regulation of production, transportation and pricing by governmental regulatory agencies. Generally, the regulatory agency in the state where a producing well is located regulates production activities and, in addition, the transportation of gas sold intrastate. The Federal Energy Regulatory Commission (FERC) regulates the operation and cost of interstate pipeline operators who transport gas. Currently the price of gas to be sold

by the Partnership is not regulated by any state or federal agency.

The FERC has adopted major changes in certain of its regulations and continues to make additional changes that will significantly affect future transportation and marketing of natural gas.

The Partnership is uncertain how the recent or proposed regulations will affect the marketing of its gas because it is unable to predict how all interstate pipelines that receive its gas will respond to such rulemakings.

Proposed Regulation. Numerous proposals concerning energy are being considered by the United States Congress, various state legislatures and regulatory agencies. The possible outcome and effect of these proposals cannot be accurately predicted.

Environmental and Safety Regulation. The Partnership believes that it complies, in all material respects, with all legislation and regulations affecting its operations in the drilling and production of oil and gas wells and the discharge of wastes. To date, compliance with such provisions and regulations has not had a material effect upon the Partnership's expenditures for capital equipment, its operations or its competitive position. The cost of such compliance is not anticipated to be material in the future.

ITEM 2. PROPERTIES.

Drilling Activity

The following table sets forth the results of drilling activity from December 31, 1996 (date of inception) to March 15, 1999, of the Partnership which was conducted in the Continental United States.

<TABLE>

<C>	<C>					
	Development Wells					
	Gross			Net		
Period Ended	Productive	Dry	Total	Productive	Dry	Total
March 15, 1999. . .	80	5	85	62.474	4.912	67.386

</TABLE>

The Partnership has not participated in any exploratory wells. No additional drilling activity is planned.

Summary of Productive Wells

The table below shows the number of the Partnership's gross and net wells by state as of March 15, 1999.

Natural Gas Wells

Location	Gross	Net
Michigan	21	8.466
Pennsylvania	47	42.098
West Virginia	12	11.910
Total	80	62.474

A "productive well" is a well producing, or capable of producing, oil and gas in commercial quantities. For purposes of the above table, a "gross well" is one in which the Partnership has a working interest and a "net well" is a gross well multiplied by the Partnership's working interest to which it is entitled under its drilling agreement.

#### Title to Properties

The Partnership's interests in producing acreage are in the form of assigned direct interests in leases. Such properties are subject to customary royalty interests generally contracted for in connection with the acquisition of properties and could be subject to liens incident to operating agreements, liens for current taxes and other burdens. The Partnership believes that none of these burdens materially interfere with the use of such properties in the operation of the Partnership's business.

As is customary in the oil and gas industry, little or no investigation of title is made at the time of acquisition of undeveloped properties (other than a preliminary review of local mineral records). Investigations are generally made, including in most cases receiving a title opinion of legal counsel, before commencement of drilling operations. A thorough examination of title has been made with respect to all of the Partnership's producing properties and the Partnership believes that it has generally satisfactory title to such properties.

#### ITEM 3. LEGAL PROCEEDINGS.

The Managing General partner as driller/operator is not party to any legal action what would materially affect the Managing General Partner's or Partnership's operations or financial statements.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

### PART II

#### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND SECURITY HOLDER MATTERS.

At December 31, 1996, PDC 1996-D Limited Partnership had one Managing General Partner, 9 Limited Partners who fully paid for 16.2125 units at

\$20,000 per unit of limited partnership interests and a total of 921 Additional General Partners who fully paid for 748.8738 units at \$20,000 per unit of additional general partnership interests. No established public trading market exists for the interests.

Limited and additional general partnership interests are transferable, however no assignee of an interest in the Partnership can become a substituted partner without the written consent of the transferor and the Managing General Partner.

ITEM 6. SELECTED FINANCIAL DATA.

The selected financial data presented below has been derived from audited financial statements of the Partnership appearing elsewhere herein.

<TABLE>

<C>	<C>	<C>	<C>
	Years Ended December 31, 1998	December 31, 1997	December 31, 1996 (date of inception)
Oil and Gas Sales . . . . .	\$1,575,520	1,456,234	-
Costs and Expenses . . . . .	9,822,499	1,292,116	399,709
Net Income (loss) . . . . .	(8,239,198)	165,594	(399,709)
Allocation of Net Income (loss):			
Managing General Partner . . . . .	(1,802,037)	33,119	(3,433)
Limited and Additional General Partners . . . . .	(6,437,161)	132,475	(396,276)
Per Limited and Additional General Partner Unit . . . . .	(8,414)	173	(518)
Total Assets . . . . .	6,539,219	16,101,223	16,640,628
Distributions:			
Managing General Partner . . . . .	111,388	145,957	-
Limited and Additional General Partners . . . . .	1,216,538	583,827	-

</TABLE>

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Liquidity and Capital Resources

The Partnership was funded with initial Limited and Additional General Partner contributions of \$15,301,726 and the Managing General Partner contributed \$3,328,126 in accordance with the Agreement. Syndication and management fee costs of \$1,989,224 were incurred leaving available capital of \$16,640,628 for Partnership activities.

The Partnership began exploration and development activities subsequent to the funding of the Partnership and completed these activities by December 31, 1997. Eighty-five wells have been drilled, eighty of which have been completed as producers. No additional wells will be drilled.

The Partnership had net working capital at December 31, 1998 of \$184,772.

Operations are expected to be conducted with available funds and revenues generated from oil and gas activities. No bank borrowings are anticipated.

## Results of Operations

### 1998 Compared to 1997

Oil and gas sales increased 8.2% in 1998 compared to 1997 due to increased sales volumes (1997 was not a full production year, see 1997 compared to 1996 below) offset in part by lower average sales prices of natural gas. The net loss of \$8,239,198 in 1998 was primarily due to the impairment charge for oil and gas properties. This impairment resulted from net capitalized costs exceeding estimated undiscounted future net cash flow. The impairment was based on estimated fair value which considered future discounted cash flows. This charge did not affect cash distributions to the partners which increased from \$729,784 in 1997 to \$1,327,926 in 1998.

### 1997 Compared to 1996

The Partnership's wells were drilled and completed during the first quarter of 1997 with production starting in the second quarter. Total natural gas sales for this partial production year were \$1,456,234 with cash distributions to the partners of \$729,784. During 1996 in accordance with the partnership agreement, a one time management fee of \$382,543 was paid to the managing general partner.

The Partnership's revenues from natural gas sales will be affected by changes in prices. Natural gas prices are subject to general market conditions which drive the pricing changes.

The principal effects of inflation upon the Partnership relate to the costs required to drill, complete and operate oil and gas wells. The Partnership expects these costs to remain somewhat stable over the next year.

### Year 2000 Issue

#### State of Readiness

The Year 2000 Issue is the risk that computer programs using two-digit data fields will fail to properly recognize the year 2000, with the result being business interruption due to computer system failures by PDC's software or hardware or that of government entities, service providers and vendors. PDC, who administers all aspects of the Partnership, has assessed the extent of the Year 2000 Issues affecting PDC and the Partnership. PDC believes that the new computer system including operating software installed during 1998 along with modifications made by PDC's computer technicians have addressed the dating system flaw inherent in most operating systems. PDC has completed a remediation plan and believes it is currently fully Year 2000 compliant.



PDC has initiated formal communications with its significant suppliers and service providers to determine the extent to which PDC may be vulnerable to their failure to correct their own Year 2000 issues. It is expected that full identification will be completed by April 30, 1999. To the extent that responses to Year 2000 readiness are unsatisfactory, PDC intends to take appropriate action, including identifying alternative suppliers and service providers who have demonstrated Year 2000 readiness.

#### Cost of Readiness

PDC does not currently expect to charge the Partnership for any portion of PDC's cost to become Year 2000 Compliant.

#### Risks of Year 2000 Issues

PDC presently believes the Year 2000 Issue will not present a materially adverse risk to PDC's or the Partnership's future results of operations, liquidity, and capital resources. However, if the level of the timely compliance by key suppliers or service providers is not sufficient, the Year 2000 Issue could have a material impact on PDC's or the Partnership's operations including, but not limited to, increased operating costs, loss of customers or suppliers, loss of accounting functions, including well revenue distributions, or other significant disruptions to PDC's or the Partnership's business.

#### Contingency Plan

PDC has a contingency plan, and will implement it on any system that remains non-compliant at December 31, 1999, if any.

#### New Accounting Standards

Statement of Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS No. 133), was issued by the Financial Accounting Standards Board in June, 1998. Statement 133 standardizes the accounting for derivative instruments, including certain derivative instruments embedded in other contracts. The Partnership must adopt SFAS No. 133 by January 1, 2000; however, early adoption is permitted. On adoption, the provisions of SFAS No. 133 must be applied prospectively. At the present time, the Partnership cannot determine the impact that SFAS No. 133 will have on its financial statements upon adoption, as such impact will be based on the extent of derivative instruments, such as natural gas futures and options contracts, outstanding at the date of adoption.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA:

The response to this Item is set forth herein in a separate section of this Report, beginning on Page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

NONE.

Part III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY.

The Partnership has no directors or executive officers. The Partnership is managed by Petroleum Development Corporation (the Managing General Partner). Petroleum Development Corporation's common stock is traded in the NASDAQ National Market and Form 10-K for 1998 has been filed with the Securities and Exchange Commission.

ITEM 11. MANAGEMENT REMUNERATIONS AND TRANSACTIONS.

NON-APPLICABLE.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

NON-APPLICABLE.

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ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Pursuant to the authorization contained in the Limited Partnership Agreement, PDC receives fees for services rendered and reimbursement of certain expenses from the Partnership. The following table presents compensation or reimbursements by the Partnership to PDC or other related parties during the periods listed below:

	Periods Ended December 31,		
	1998	1997	1996
Footage Drilling Contracts, Services, Chemicals, Supplies, and Equipment	\$ -	-	16,620,628
Syndication costs and management fee	-	-	1,989,224
Lifting costs	450,400	276,380	-
Tax return preparation	10,260	12,598	6,480
Direct administrative cost	2,526	1,729	3,000

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

(a) (1) Financial Statements

See Index to Financial Statements on F-2

(2) Financial Statement Schedules

See Index to Financial Statements on page F-2. All financial statement schedules are omitted because they are not required, inapplicable, or the information is included in the Financial Statements or Notes thereto.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PDC 1996-D Limited Partnership  
By its Managing General  
Partner Petroleum  
Development Corporation

By /s/ James N. Ryan  
James N. Ryan, Chairman

March 24, 1999

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ James N. Ryan James N. Ryan	Chairman, Chief Executive Officer and Director	March 24, 1999
/s/ Steven R. Williams Steven R. Williams	President and Director	March 24, 1999
/s/ Dale G. Rettinger Dale G. Rettinger	Executive Vice President, Treasurer and Director (principal financial and accounting officer)	March 24, 1999
/s/ Roger J. Morgan Roger J. Morgan	Secretary and Director	March 24, 1999

PDC 1996-D LIMITED PARTNERSHIP  
(A West Virginia Limited Partnership)

Financial Statements for Annual Report  
on Form 10-K to Securities and Exchange  
Commission

Years Ended December 31, 1998, 1997  
and December 31, 1996 (Date of Inception)

(With Independent Auditors' Report Thereon)

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PDC 1996-D LIMITED PARTNERSHIP  
(A West Virginia Limited Partnership)

Index to Financial Statements

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Statements of Cash Flows - Years Ended December 31, 1998, 1997 and December 31, 1996 (Date of Inception)	F-7
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All financial statement schedules have been omitted because they are not applicable or not required or for the reason that the required information is shown in the financial statements or notes thereto.

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## Independent Auditors' Report

To the Partners  
PDC 1996-D Limited Partnership:

We have audited the financial statements of PDC 1996-D Limited Partnership (a West Virginia limited partnership) as listed in the accompanying index. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PDC 1996-D Limited Partnership as of December 31, 1998 and 1997, and the results of its operations and its cash flows for the years ended December 31, 1998, 1997 and December 31, 1996 (date of inception), in conformity with generally accepted accounting principles.

KPMG LLP

Pittsburgh, Pennsylvania  
 March 23, 1999

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PDC 1996-D LIMITED PARTNERSHIP  
 (A West Virginia Limited Partnership)

Balance Sheets

December 31, 1998 and 1997

<TABLE>

<C>	<C>	<C>
Assets	1998	1997
Current assets:		
Cash	\$ 6,712	2,756
Accounts receivable - oil and gas revenues	225,131	450,068
Total current assets	231,843	452,824
Oil and gas properties, successful efforts method (Notes 3 and 5):	8,810,568	16,620,628
Less accumulated depreciation, depletion, and amortization	2,503,192	972,229
	6,307,376	15,648,399



	\$ 6,539,219	16,101,223
Current Liabilities and Partners' Equity		
Current liabilities:		
Accrued expenses	\$ 47,071	41,951
Total current liabilities	47,071	41,951
Partners' equity	6,492,148	16,059,272
	\$ 6,539,219	16,101,223

</TABLE>

See accompanying notes to financial statements.

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PDC 1996-D LIMITED PARTNERSHIP  
(A West Virginia Limited Partnership)

Statements of Operations

Years Ended December 31, 1998, 1997 and December 31, 1996 (Date of Inception)

<TABLE>

<C>	<C> 1998	<C> 1997	<C> 1996
Revenues:			
Sales of oil and gas	\$ 1,575,520	1,456,234	-
Interest income	7,781	1,476	-
	1,583,301	1,457,710	-
Expenses (note 3):			
Lifting cost	450,400	276,380	-

Management fee	-	-	382,543
Independent audit fee	7,320	8,745	7,311
Franchise taxes	5,938	6,435	375
Tax return preparation	10,260	12,598	6,480
Direct administrative cost	2,526	1,729	3,000
Independent engineering cost	5,032	14,000	-
Loss on impairment of oil and gas properties	7,810,060	-	-
Depreciation, depletion and amortization	1,530,963	972,229	-
	9,822,499	1,292,116	399,709
Net income (loss)	\$ (8,239,198)	165,594	(399,709)
Net income (loss) per limited and additional general partner unit	\$ (8,414)	173	(518)

</TABLE>

See accompanying notes to financial statements.

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PDC 1996-D LIMITED PARTNERSHIP  
(A West Virginia Limited Partnership)

Statements of Partners' Equity

Years Ended December 31, 1998, 1997 and December 31, 1996 (Date of Inception)

<TABLE>

<C> <C> <C> <C>

	Limited and additional general partners	Managing general partner	Total
Partners' initial capital contributions	\$15,301,726	3,328,126	18,629,852
Syndication costs	(1,606,681)	-	(1,606,681)
Net loss	(396,276)	(3,433)	(399,709)
Balance, December 31, 1996	13,298,769	3,324,693	16,623,462
Net income	132,475	33,119	165,594
Distributions to partners	(583,827)	(145,957)	(729,784)
Balance, December 31, 1997	12,847,417	3,211,855	16,059,272
Net loss	(6,437,161)	(1,802,037)	(8,239,198)
Distributions to partners	(1,216,538)	(111,388)	(1,327,926)
Balance, December 31, 1998	\$ 5,193,718	1,298,430	6,492,148

</TABLE>

See accompanying notes to financial statements.

PDC 1996-D LIMITED PARTNERSHIP  
(A West Virginia Limited Partnership)

Statements of Cash Flows

Years Ended December 31, 1998, 1997 and  
December 31, 1996 (Date of Inception)

<TABLE>

<C>	<C> 1998	<C> 1997	<C> 1996
Cash flows from operating activities:			
Net income (loss)	\$(8,239,198)	165,594	(399,709)
Adjustments to reconcile net income (loss) to net cash provided from (used by) operating activities:			
Depreciation, depletion and amortization	1,530,963	972,229	-
Loss on impairment of oil and gas properties	7,810,060	-	-
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable - oil and gas revenues	224,937	(450,068)	-
Increase in accrued expenses	5,120	24,785	17,166
Net cash provided from (used by) operating activities	1,331,882	712,540	(382,543)
Cash flows from investing activities:			
Expenditures for oil and gas properties	-	-	16,620,628
Net cash used by investing activities	-	-	(16,620,628)
Cash flows from financing activities:			
Limited and additional general partner contributions	-	-	15,301,726
Managing General Partner contribution	-	-	3,328,126
Syndication cost paid	-	-	(1,606,681)
Distributions to partners	(1,327,926)	(729,784)	-
Net cash (used by) provided from financing activities	(1,327,926)	(729,784)	17,023,171
Net increase (decrease) in cash	3,956	(17,244)	20,000
Cash at beginning of period	2,756	20,000	-
Cash at end of period	\$ 6,712	2,756	20,000

</TABLE>

PDC 1996-D LIMITED PARTNERSHIP  
(A West Virginia Limited Partnership)

Notes to Financial Statements

Years Ended December 31, 1998, 1997 and December 31, 1996  
(Date of Inception)

(1) Summary of Significant Accounting Policies

Partnership Financial Statement Presentation Basis

The financial statements include only those assets, liabilities and results of operations of the partners which relate to the business of PDC 1996-D Limited Partnership (the Partnership). The statements do not include any assets, liabilities, revenues or expenses attributable to any of the partners' other activities.

Oil and Gas Properties

The Partnership follows the successful efforts method of accounting for the cost of exploring for and developing oil and gas reserves. Under this method, costs of development wells, including equipment and intangible drilling costs related to both producing wells and developmental dry holes, and successful exploratory wells are capitalized and amortized on an annual basis to operations by the units-of-production method using estimated proved developed reserves determined at year end by an independent petroleum engineer, Wright & Company, Inc. If a determination is made that an exploratory well has not discovered economically producible reserves, then its costs are expensed as dry hole costs.

The Partnership assesses impairment of capitalized costs of proved oil and gas properties by comparing net capitalized costs to undiscounted future net cash flows on a field-by-field basis using expected prices. Prices utilized in each years calculation for measurement purposes and expected costs are held constant. If net capitalized costs exceed undiscounted future net cash flow, the measurement of impairment is based on estimated fair value which would consider future discounted cash flows. During 1998 the loss on impairment of oil and gas properties as reflected in the statement of operations amounted to \$7,810,060.

Based on the Managing General Partner's experience, management believes site restoration, dismantlement and abandonment costs, net of salvage to be immaterial in relation to operating costs. These costs are being expensed when incurred.

## Income Taxes

Since the taxable income or loss of the Partnership is reported in the separate tax returns of the partners, no provision has been made for income taxes on the Partnership's books.

Under federal income tax laws, regulations and administrative rulings, certain types of transactions may be accorded varying interpretations. Accordingly, the Partnership's tax return and, consequently, individual tax returns of the partners may be changed to conform to the tax treatment resulting from a review by the Internal Revenue Service.

(Continued)

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PDC 1996-D LIMITED PARTNERSHIP  
(A West Virginia Limited Partnership)

Notes to Financial Statements, Continued

### Use of Estimates

Management of the Partnership has made a number of estimates and assumptions relating to the reporting of assets and liabilities and revenues and expenses and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with generally accepted accounting principles. Actual results could differ from those estimates. Estimates which are particularly significant to the financial statements include estimates of oil and gas reserves and future cash flows from oil and gas properties.

### (2) Organization

The Partnership was organized as a limited partnership on December 31, 1996 in accordance with the laws of the State of West Virginia for the purpose of engaging in the drilling, completion and operation of oil and gas development and exploratory wells in the Northern Appalachian and Michigan Basins.

Purchasers of partnership units subscribed to and fully paid for 16.2125 units of limited partner interests and 748.8738 units of additional general partner interests at \$20,000 per unit (Investor Partners). Petroleum Development Corporation has been designated the Managing General Partner of the Partnership. Although costs, revenues and cash distributions allocable to the limited and additional general partners are shared pro rata based upon the amount of their subscriptions, including the Managing General Partner to the extent of its capital contributions, there are significant differences in the federal income tax effects and liability associated with these different types of

units in the Partnership.

Upon completion of the drilling phase of the Partnership's wells, all additional general partners units are converted into units of limited partner interests and thereafter become limited partners of the Partnership. Limited partners do not have any rights to convert their units into units of additional general partner interests in the Partnership.

In accordance with the terms of the Partnership Agreement (the Agreement), the Managing General Partner manages all activities of the Partnership and acts as the intermediary for substantially all Partnership transactions.

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PDC 1996-D LIMITED PARTNERSHIP  
(A West Virginia Limited Partnership)

Notes to Financial Statements, Continued

(3) Transactions with Managing General Partner and Affiliates

The Partnership's transactions with the Managing General Partner include charges for the following:

<TABLE>

<C>	<C>	<C>	<C>
	Periods	Ended	December 31,
	1998	1997	1996
Drilling, completion and lease costs	\$ -	-	16,620,628
Offering and organization costs (includes reimbursements of commissions and management fee)	-	-	1,989,224
Lifting costs	450,400	276,380	-
Tax return preparation	10,260	12,598	6,480
Direct administrative cost	2,526	1,729	3,000

</TABLE>

(4) Allocation

The following table summarizes the participation of the Managing General Partner and the Investor Partners, taking account of the Managing General Partner's capital contribution equal to a minimum of 20% of the Initial Operating Capital, in the costs and revenues of the Partnership.

<TABLE>

	<C> Investor Partners	<C> Managing General Partner
Partnership Costs		
Broker-dealer Commissions and Expenses(1) . . . . .	100%	0%
Management Fee . . . . .	100%	0%
Undeveloped Lease Costs . . . . .	0%	100%
Drilling and Completion Costs . . . . .	80%	20%
Tangible Equipment . . . . .	0%	100%
Intangible Drilling and Development Costs . . . . .	100%	0%
Operating Costs(2) . . . . .	80%	20%
Direct Costs(3) . . . . .	80%	20%
Administrative Costs . . . . .	0%	100%
Partnership Revenues		
Sale of Oil and Gas Production(4) . . . . .	80%	20%
Sale of Productive Properties(5) . . . . .	80%	20%
Sale of Equipment . . . . .	0%	100%
Sale of Undeveloped Leases . . . . .	80%	20%
Interest Income . . . . .	80%	20%

</TABLE>

[FN]

- (1) Organization and Offering Costs, net of the Dealer Manager commissions, discounts, due diligence expenses, and wholesaling fees of the Partnership were paid by the Managing General Partner and not from Partnership funds. In addition, Organization and Offering Costs in excess of 10-1/2% of Subscriptions were paid by the Managing General Partner, without recourse to the Partnership.

- (2) Represents Operating costs incurred after the completion of productive wells, including monthly per-well charges paid to the Managing General Partner.
- (3) The Managing General Partner receives monthly reimbursement from the Partnership for their direct costs incurred by the Managing General Partner on behalf of the Partnership.



- (4) The revenues and expenses allocated to the partners are subject to a special provision in the partnership agreement, whereby the allocable share of revenues and expenses of the Investor Partners may be increased and the interest of the Managing General Partner may be decreased if certain cash distribution levels are not met. The shifting of the allocable share of revenues and expenses to the Investor Partners in the event that certain prescribed cash distribution levels are not attained may also serve to shift an increased amount of cash distributions to the Investor Partners and a decreased amount of cash distributions to the Managing General Partner.
- (5) In the event of the sale or other disposition of a productive well, a lease upon which such well is situated, or any equipment related to any such lease or well, the proceeds from such sale or disposition shall be allocated and credited to the Partners as oil and gas revenues are allocated. The term "proceeds" above does not include revenues from a royalty, overriding royalty, lease interest reserved, or other promotional consideration received by the Partnership in connection with any sale or disposition, which revenues shall be allocated to the Investor Partners and the Managing General Partner in the same percentages that oil and gas revenues are allocated. No such sales have occurred.

</FN>

(5) Costs Relating to Oil and Gas Activities

The Partnership is engaged solely in oil and gas activities, all of which are located in the continental United States. Information regarding aggregate capitalized costs and results of operations for these activities is located in the basic financial statements. Costs capitalized for these activities are as follows:

<TABLE>

	<C>	<C>	<C>	<C>
		December 31,		
		1998	1997	1996
Lease acquisition costs	\$535,823	535,823		535,823
Intangible development costs	13,632,238	13,632,238		13,632,238
Well equipment	2,452,567	2,452,567		2,452,567
Impairment charge	(7,810,060)	-		-
	\$ 8,810,568	16,620,628		16,620,628

</TABLE>

Notes to Financial Statements, Continued

The following costs were incurred for the Partnership's oil and gas activities:

<TABLE>

<u>&lt;C&gt;</u>	<u>&lt;C&gt;</u>	<u>&lt;C&gt;</u>	<u>&lt;C&gt;</u>
	Years Ended	December 31,	December 31,
	1998	1997	1996 (date of inception)
Costs capitalized:			
Oil and gas properties	\$ -	\$ -	\$16,620,628
	\$ -	\$ -	16,620,628

</TABLE>

(6) Income Taxes

As a result of the differences in the treatment of certain items for income tax purposes as opposed to financial reporting purposes, primarily depreciation, depletion and amortization of oil and gas properties and the recognition of intangible drilling costs as an expense or capital item, the income tax basis of oil and gas properties differs from the basis used for financial reporting purposes. At December 31, 1998 and 1997, the income tax basis of the partnership's oil and gas properties was \$2,224,628 and \$2,869,011, respectively.

(7) Supplemental Reserve Information (Unaudited)

Proved oil and gas reserves of the Partnership have been estimated by an independent petroleum engineer, Wright & Company, Inc. These reserves have been prepared in compliance with the Securities and Exchange Commission rules based on year end prices. A copy of the reserve report has been made available to all partners. All of the partnership's reserves are proved developed. An analysis of the change in estimated quantities of proved developed oil and gas reserves is shown below:

	Natural gas (mcf)
Proved developed reserves as of December 31, 1996 (date of inception)	-
Extensions, discoveries and other additions	13,201,335
Production	(572,245)
Proved developed reserves as of December 31, 1997	12,629,090
Revisions of previous estimates	(3,412,559)
Production	(656,385)
Proved developed reserves as of December 31, 1998	8,560,146



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