

CONFORMED COPY

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ Quarterly Report Pursuant to Section 13 or 15(d) of
the Securities and Exchange Act of 1934
For the period ended September 30, 2002

or

☐ Transition Report Pursuant to Section 13 of 15(d) of
the Securities and Exchange Act of 1934
For the transition period from ____ to

Commission file number 033-63635-08

I.R.S. Employer Identification Number 31-1514713

PDC 1997-D LIMITED PARTNERSHIP

(A West Virginia Limited Partnership)
103 East Main Street
Bridgeport, WV 26330
Telephone: (304) 842-6256

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

PDC 1997-D LIMITED PARTNERSHIP
(A West Virginia Limited Partnership)

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PDC 1997-D LIMITED PARTNERSHIP
(A West Virginia Limited Partnership)

Balance Sheets

September 30, 2002 and December 31, 2001

<u>Assets</u>	<u>2002</u> (Unaudited)	<u>2001</u>
Current assets:		
Cash	\$ 3,926	3,264
Accounts receivable - oil and gas revenues	<u>218,632</u>	<u>179,512</u>
Total current assets	222,558	182,776
Oil and gas properties, successful efforts method	7,034,497	7,034,497
Less accumulated depreciation, depletion and amortization	<u>3,368,202</u>	<u>3,066,005</u>
	<u>3,666,295</u>	<u>3,968,492</u>
	<u>\$3,888,853</u>	<u>4,151,268</u>
 <u>Current Liabilities and Partners' Equity</u>		
Current liabilities:		
Accrued expenses	\$ <u>58,834</u>	<u>24,962</u>
Total current liabilities	58,834	24,962
 Partners' Equity	 <u>3,830,019</u>	 <u>4,126,306</u>
	 <u>\$3,888,853</u>	 <u>4,151,268</u>

See accompanying notes to financial statements.

PDC 1997-D LIMITED PARTNERSHIP
(A West Virginia Limited Partnership)

Statement of Operations

Three Months and Nine Months ended September 30, 2002 and 2001
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	<u>2002</u>	<u>2001</u>	<u>2002</u>	<u>2001</u>
Revenues:				
Sales of oil and gas	\$ 276,534	326,141	802,111	1,266,399
Interest income	<u>403</u>	<u>1,132</u>	<u>848</u>	<u>4,429</u>
	276,937	327,273	802,959	1,270,828
Expenses:				
Lifting cost	174,969	184,157	553,476	560,675
Direct administrative charges	127	42	186	183
Depreciation, depletion, and amortization	<u>97,517</u>	<u>86,821</u>	<u>302,197</u>	<u>270,898</u>
	<u>272,613</u>	<u>271,020</u>	<u>855,859</u>	<u>831,756</u>
Net income (loss)	\$ <u>4,324</u>	<u>56,253</u>	<u>(52,900)</u>	<u>439,072</u>
Net income (loss) per limited and additional general partner unit	\$ <u>3</u>	<u>48</u>	<u>(46)</u>	<u>379</u>

See accompanying notes to financial statements.

PDC 1997-D LIMITED PARTNERSHIP
(A West Virginia Limited Partnership)

Statement of Partners' Equity and Comprehensive Income

Nine months ended September 30, 2002
(Unaudited)

	Limited and Additional General Partners	Managing General Partner	Accumulated Other Comprehensive Income	Total
Balance, December 31, 2001	\$2,998,859	1,127,447	-	4,126,306
Distributions to partners	(185,098)	(46,273)		(231,371)
Comprehensive loss:				
Net loss	(42,320)	(10,580)	-	(52,900)
Change in fair value of outstanding hedging positions			(12,016)	
Less reclassification adjustments for settled contracts included in net income			-	
Other comprehensive loss			(12,016)	(12,016)
Comprehensive loss				(64,916)
Balance, September 30, 2002	<u>\$ 2,771,441</u>	<u>1,070,594</u>	<u>(12,016)</u>	<u>3,830,019</u>

See accompanying notes to financial statements.

PDC 1997-D LIMITED PARTNERSHIP
(A West Virginia Limited Partnership)

Statement of Cash Flows

Nine months ended September 30, 2002 and 2001
(Unaudited)

	<u>2002</u>	<u>2001</u>
Cash flows from operating activities:		
Net (loss) income	\$(52,900)	439,072
Adjustments to reconcile net (loss) income to net cash provided from operating activities:		
Depreciation, depletion and amortization	302,197	270,898
Changes in operating assets and liabilities:		
Increase in accounts receivable	(6,034)	(8,165)
Decrease in accrued expenses	<u>(11,230)</u>	<u>(9,702)</u>
Net cash provided from operating activities	232,033	692,103
Cash flows from financing activities:		
Distributions to partners	<u>(231,371)</u>	<u>(694,657)</u>
Net cash used by financing activities	(231,371)	(694,657)
Net increase (decrease) in cash	662	(2,554)
Cash at beginning of period	<u>3,264</u>	<u>4,958</u>
Cash at end of period	<u>\$ 3,926</u>	<u>2,404</u>

See accompanying notes to financial statements.

PDC 1997-D LIMITED PARTNERSHIP
(A West Virginia Limited Partnership)

Notes to Financial Statements
(Unaudited)

1. Accounting Policies

Reference is hereby made to the Partnership's Annual Report on Form 10-K for 2001, which contains a summary of significant accounting policies followed by the Partnership in the preparation of its financial statements. These policies were also followed in preparing the quarterly report included herein except as noted below.

On January 1, 2002 the Partnership adopted SFAS No. 142, "Goodwill and Other Intangible Assets" and SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." Adoption of these statements did not have a material effect on the Partnership's financial position, results of operations, or cash flows.

2. Basis of Presentation

The Management of the Partnership believes that all adjustments (consisting of only normal recurring accruals) necessary to a fair statement of the results of such periods have been made. The results of operations for the nine months ended September 30, 2002 are not necessarily indicative of the results to be expected for the full year.

3. 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 which will be determined at year end by the Managing General Partner's petroleum engineer. If a determination is made that an exploratory well has not discovered economically producible reserves, then its costs are expensed as dry hole costs.

4. Derivative Instruments and Hedging Activities

The Managing General Partner utilizes commodity based derivative instruments as hedges to manage a portion of the Partnership's exposure to price volatility stemming from natural gas production. These instruments consist of costless collars and option contracts traded on the New York Mercantile Exchange. The costless collars and option contracts hedge committed and anticipated natural gas sales generally forecasted to occur within a 12 month period. The Managing General Partner does not hold or issue derivatives for trading or speculative purposes.

PDC 1997-D LIMITED PARTNERSHIP
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Notes to Financial Statements
(Unaudited)

Item 2. 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 \$18,519,579 and the Managing General Partner contributed \$4,028,009 in accordance with the Agreement. Syndication and management fee costs of \$2,407,545 were incurred leaving available cash of \$20,140,043 for Partnership activities.

The Partnership began exploration and development activities subsequent to the funding of the Partnership and completed well drilling activities by March 31, 1998. One hundred and one wells have been drilled of which ninety-five have been completed as producing wells.

The Partnership had net working capital at September 30, 2002 of \$163,724.

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

Three Months Ended September 30, 2002 Compared with 2001

Sales of oil and gas decreased 15.2% during the third quarter of 2002 compared to 2001 due to lower average sales prices of natural gas and lower sales volumes of natural gas. While the Partnership experienced a modest net income of \$4,324, depreciation, depletion and amortization is a non-cash expense and therefore the partnership distributed \$120,341 to the partners during the third quarter of 2002.

Nine Months ended September 30, 2002 Compared with 2001

Sales of oil and gas decreased 36.7% during the first nine months of 2002 compared to 2001 due to lower average sales prices of natural gas and lower sales volumes of natural gas. While the Partnership experienced a modest net loss of (\$52,900), depreciation, depletion and amortization is a non-cash expense and therefore the partnership distributed \$231,371 to the partners during the first nine months of 2002.

The Partnership's revenues from oil and gas will be affected by changes in prices. As a result of changes in federal regulations, gas prices are highly dependent on the balance between supply and demand. The Partnership's gas sales prices are subject to increase and decrease based on various market sensitive indices.

Critical Accounting Policies

Certain accounting policies are very important to the portrayal of Partnership's financial condition and results of operations and require management's most subjective or complex judgments. The policies are as follows:

Impairment of Long-Lived Assets. The Partnership assesses impairment of capitalized costs of proved oil and gas properties by comparing net capitalized costs to undiscounted future cash flows on a field-by-field basis using expected prices. Prices utilized in each year's calculation for measurement purposes and expected costs are held constant throughout the life of the properties. 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.

PDC 1997-D LIMITED PARTNERSHIP
(A West Virginia Limited Partnership)

Notes to Financial Statements
(Unaudited)

The judgment used in applying the above policies are based on management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from those estimates. See additional discussions in this Management's Discussion and Analysis.

New Accounting Standards

In June 2001, the FASB issued SFAS 143, "Accounting for Asset Retirement Obligations" ("SFAS No. 143"). SFAS No. 143 requires the Partnership to record the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development and/or normal use of the assets. The Partnership also records a corresponding asset which is depreciated over the life of the asset. Subsequent to the initial measurement of the asset retirement obligation, the obligation will be adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The Partnership is required to adopt SFAS No. 143 on January 1, 2003. At this time, the Partnership cannot reasonably estimate the effect of the adoption of this Statement on either its financial position, results of operations, or cash flows.

Item 3. Quantitative and Qualitative Disclosure About Market Rate Risk

Market-Sensitive Instruments and Risk Management

The Partnership's primary market risk exposure is commodity price risk. This exposure is discussed in detail below:

Commodity Price Risk

Natural gas and oil prices have been unusually volatile for the past 24 months, and the Partnership anticipates continued volatility in the future. Currently, the NYMEX futures reflect a market expectation of gas prices close to or above \$4 per million Btu's (mmbtu) for the balance of 2002 and even higher beyond the end of the year. This price level apparently reflects market concern about the adequacy of natural gas deliverability given a normal winter and/or a recovery of the economy. In contrast natural gas storage levels are at historically high levels, a situation that in the past has resulted in low gas prices. The Managing General Partner believes this situation creates the possibility of both periods of low prices and of significantly higher prices.

Because of the uncertainty surrounding gas prices the Managing General Partner used hedging agreements to reduce some of the impact of fluctuations in prices. Through October of 2003 the Partnership has in place a series of costless collars. Under the collar arrangements, if the applicable index rises above the ceiling price, the Partnership pays the counterparty, however if the index drops below the floor the counterparty pays the Partnership. These floor and ceiling prices were set at levels which allowed the Partnership to set floors on two units of production for each unit of production with a ceiling. For the month of October 2002 the Partnership has floors in place in a range from \$2.20 to \$2.85 on 21,868 Mmbtu of monthly production and ceilings in place in a range from \$3.20 to \$3.75 on 10,934 Mmbtu of monthly production. For the period from November 2002 through March 2003, the Partnership has floors in place in a range from \$2.75 to \$3.59 on 21,868 Mmbtu of monthly production and ceilings in place in a range from \$3.87 to \$4.19 on 10,934 Mmbtu of monthly production. For the period April 2003 through October 2003, the Partnership has floors in place in a range from \$2.50 to \$3.41 on 10,934 Mmbtu of monthly production and ceilings in place in a range from \$3.13 to \$3.80 on 5,467 Mmbtu of monthly production. The fair value of these floors and ceilings as of September 30, 2002 is (\$12,016).

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Notes to Financial Statements
(Unaudited)

As of September 30, 2002 the Partnership had option contracts for the sale of 103,872 dt of natural gas with an average ceiling price of \$4.00 and for the sale of 207,744 dt of natural gas with an average floor price of \$3.45.

Disclosure of Limitations

As the information above incorporates only those exposures that exist at September 30, 2002, it does not consider those exposures or positions which could arise after that date. As a result, the Partnership's ultimate realized gain or loss with respect to commodity price fluctuations will depend on the exposures that arise during the period, the Partnership's hedging strategies at the time and commodity prices at the time.

Item 4. Controls and Procedures

Under the supervision and with the participation of the Managing General Partner's management, including the Managing General Partner's Chief Executive Officer and Chief Financial Officer, the Partnership has evaluated the effectiveness of the design and operation of its disclosure controls and procedures within 90 days of the filing date of this quarterly report, and, based on their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 6. Exhibits and Reports on Form 8-K

(a) None.

(b) No reports on Form 8-K have been filed during the quarter ended September 30, 2002.

SIGNATURES

Pursuant to the requirements 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 1997-D Limited Partnership
(Registrant)

By its Managing General Partner
Petroleum Development Corporation

Date: October 31 2002

/s/ Steven R. Williams
Steven R. Williams
President

Date: October 31, 2002

/s/ Dale G. Rettinger
Dale G. Rettinger
Executive Vice President
and Treasurer

FORM 10-Q CERTIFICATION

I, James N. Ryan , certify that:

1. I have reviewed this quarterly report on Form 10-Q of PDC 1997-D Limited Partnership;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - (c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: October 31, 2002

/s/ James N. Ryan

James N. Ryan
Chief Executive Officer
of Petroleum Development Corporation
Managing General Partner

FORM 10-Q CERTIFICATION

I, Dale G. Rettinger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PDC 1997-D Limited Partnership;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - (c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: October 31, 2002

/s/ Dale G. Rettinger
Dale G. Rettinger
Chief Financial Officer
of Petroleum Development Corporation
Managing General Partner