

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 Exchange Act of 1934
For the period ended September 30, 2003

or

☐ Transition Report Pursuant to Section 13 or 15(d) of
the Securities 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 ☐

Indicate by check mark whether the registrant is an accelerated filer (as definition in Rule 12b-2 of the Exchange Act.) Yes ☐ No ☒

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PDC 1997-D LIMITED PARTNERSHIP
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Balance Sheets

September 30, 2003 and December 31, 2002

<u>Assets</u>	<u>2003</u> (Unaudited)	<u>2002</u>
Current assets:		
Cash	\$ 419	4,074
Accounts receivable - oil and gas revenues	<u>261,331</u>	<u>197,481</u>
Total current assets	261,750	201,555
Oil and gas properties, successful efforts method	7,057,624	7,034,497
Less accumulated depreciation, depletion and amortization	<u>3,561,502</u> <u>3,496,122</u>	<u>3,353,581</u> <u>3,680,916</u>
	<u>\$3,757,872</u>	<u>3,882,471</u>
 <u>Current Liabilities and Partners' Equity</u>		
Current liabilities:		
Accrued expenses	\$ <u>23,599</u>	<u>78,835</u>
Total current liabilities	23,599	78,835
Asset retirement obligation	31,413	-
Partners' Equity	<u>3,702,860</u>	<u>3,803,636</u>
	<u>\$3,757,872</u>	<u>3,882,471</u>

See accompanying notes to financial statements.

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

Statements of Operations

Three Months and Nine Months ended September 30, 2003 and 2002
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	<u>2003</u>	<u>2002</u>	<u>2003</u>	<u>2002</u>
Revenues:				
Sales of oil and gas	\$417,192	276,534	1,222,665	802,111
Interest income	<u>137</u>	<u>403</u>	<u>493</u>	<u>848</u>
	417,329	276,937	1,223,158	802,959
Expenses:				
Lifting cost	160,341	174,969	529,780	553,476
Direct administration cost	24	127	585	186
Depreciation, depletion, and amortization	<u>63,550</u>	<u>97,517</u>	<u>196,896</u>	<u>302,197</u>
	<u>223,915</u>	<u>272,613</u>	<u>727,261</u>	<u>855,859</u>
Income (loss) before cumulative effect of accounting change	193,414	4,324	495,897	(52,900)
Cumulative effect of accounting change	<u>-</u>	<u>-</u>	<u>(18,847)</u>	<u>-</u>
Net income (loss) after cumulative effect of accounting change	<u>\$193,414</u>	<u>4,324</u>	<u>477,050</u>	<u>(52,900)</u>
Net income (loss) per limited and additional general partner unit	<u>\$ 167</u>	<u>3</u>	<u>412</u>	<u>(46)</u>

See accompanying notes to financial statements.

PDC 1997-D LIMITED PARTNERSHIP
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Statement of Partners' Equity

Nine Months ended September 30, 2003
(Unaudited)

	Limited and Additional General Partners	Managing General Partner	Accumulated Other Comprehensive Income	<u>Total</u>
Balance, December 31, 2002	\$2,733,035	1,110,722	(40,121)	3,803,636
Distributions to partners	(489,872)	(122,466)	-	(612,338)
Comprehensive income:				
Net income	381,640	95,410	-	477,050
Change in fair value of outstanding hedging positions			26,107	
Less reclassification adjustments for settled contracts included in net income			<u>8,405</u>	
Other comprehensive income			34,512	<u>34,512</u>
Comprehensive income	<u> </u>	<u> </u>	<u> </u>	<u>511,562</u>
Balance, September 30, 2003	<u>\$ 2,624,803</u>	<u>1,083,666</u>	<u>(5,609)</u>	<u>3,702,860</u>

See accompanying notes to financial statements.

PDC 1997-D LIMITED PARTNERSHIP
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Statements of Cash Flows

Nine Months ended September 30, 2003 and 2002
(Unaudited)

	<u>2003</u>	<u>2002</u>
Cash flows from operating activities:		
Net income (loss)	\$477,050	(52,900)
Adjustments to reconcile net income (loss) to net cash provided from operating activities:		
Depreciation, depletion and amortization	196,896	302,197
Cumulative effect of change in accounting principle	18,847	-
Accretion of asset retirement obligation	464	-
Changes in operating assets and liabilities:		
Increase in accounts receivable - oil and gas revenues	(61,825)	(6,034)
Decrease in accounts payable	<u>(22,749)</u>	<u>(11,230)</u>
Net cash provided from operating activities	<u>608,683</u>	<u>232,033</u>
Cash flows from financing activities:		
Distributions to partners	<u>(612,338)</u>	<u>(231,371)</u>
Net cash used by financing activities	(612,338)	(231,371)
Net (decrease) increase in cash	(3,655)	662
Cash at beginning of period	<u>4,074</u>	<u>3,264</u>
Cash at end of period	<u>\$ 419</u>	<u>3,926</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 2002, 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.

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, 2003 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. Revenue Recognition

Sales of natural gas are recognized when the rights and responsibilities of ownership passes to the purchasers and are net of royalties.

5. 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.

6. Change in Accounting Principle

In June 2001, the Financial Accounting Standard Board issued SFAS No. 143, "Accounting for Asset Retirement Obligations" that requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred and a corresponding increase in the carrying amount of the related long-lived asset. This statement is effective for fiscal years beginning after June 15, 2002. The Partnership adopted SFAS No. 143 on January 1, 2003 and recorded a net asset of \$12,102 and a related liability of \$30,949 (using a 6% discount rate) and a cumulative effect on change in accounting principle on prior years of \$18,847.

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 on December 31, 1997 with initial Limited and Additional General Partner contributions of \$18,519,579 and the Managing General Partner's cash contribution of \$4,028,009 in accordance with the Agreement. After payment of syndication costs of \$1,944,556 and a one-time management fee to the managing general partner of \$462,989, the Partnership had available cash of \$20,140,043 for the 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-four have been completed as producing wells.

The Partnership had net working capital at September 30, 2003 of \$238,151.

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, 2003 Compared with September 30, 2002

Oil and gas sales for the three months ended September 30, 2003 were \$ 417,192 compared to \$276,534 for the three months ended September 30, 2002, an increase of \$140,658 or 50.86%. The volume of natural gas sold for the three months ended September 30, 2003, was 77,971 Mcf at an average sales price of \$5.35 per Mcf compared to 94,699 Mcf at an average price of \$2.92 per Mcf for the three months ended September 30, 2002. The Lifting cost for the three months ended September 30, 2003 was \$2.06 per Mcfe compared to \$1.85 per Mcfe for the three months ended September 30, 2002. While the Partnership experienced a net income of \$193,414 depreciation, depletion, and amortization is a non-cash expense and therefore the Partnership distributed \$248,572 to the partners for the three months ending September 30, 2003.

Nine months ended September 30, 2003 Compared with September 30, 2002

Oil and gas sales for the nine months ended September 30, 2003 were \$1,222,665 compared to \$802,111 for the nine months ended September 30, 2002, an increase of \$420,554 or 52.43%. The volume of natural gas sold for the nine months ended September 30, 2003, was 241,458 Mcf at an average sales price of \$5.06 per Mcf compared to 295,033 Mcf at an average price of \$2.72 per Mcf for the nine months ended September 30, 2002. The Lifting cost for the nine months ended September 30, 2003 was \$2.19 per Mcfe compared to \$1.88 per Mcfe for the nine months ended September 30, 2002. While the Partnership experienced a net income of \$477,050 depreciation, depletion, and amortization is a non-cash expense and therefore the Partnership distributed \$612,338 to the partners for the nine months ending September 30, 2003.

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:

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Notes to Financial Statements
(Unaudited)

Revenue Recognition. Sales of natural gas are recognized when the rights and responsibilities of ownership passes to the purchasers and are net of royalties.

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.

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.

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 few years, and the Partnership anticipates continued volatility in the future. Currently, the NYMEX futures reflect a market expectation of gas prices at Henry Hub close to or above record prices per million Btu's (Mmbtu). These prices look strong for the remainder of the year although natural gas storage levels are near normal levels following a period when storage levels had been at a five-year low. The Managing General Partner believes this situation creates the possibility of both periods of low prices and continued high prices.

Because of the uncertainty surrounding gas prices the Managing General Partner used hedging agreements to manage some of the impact of fluctuations in prices for the Managing General Partner and its various limited partnership's share of production. Through March of 2004 the Partnership has in place a series of costless collars and option contracts. 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. For the period through October 2003, the Partnership has floors in place in a range from \$3.40 to \$4.50 on 30,756 Mmbtu of monthly production and ceilings in place in a range from \$3.80 to \$5.30 on 15,736 Mmbtu of monthly production. For the period November, 2003 through March, 2004, the Partnership has floors in place in a range from \$4.20 to \$4.45 on 10,014 Mmbtu of monthly production and ceilings in place in a range from \$5.00 to \$5.40 on 5,007 Mmbtu of monthly production.

As of September 30, 2003 the Partnership had option contracts for the sale of 25,034 Mmbtu of natural gas with an average ceiling price of \$5.23 and for the sale of 50,069 Mmbtu of natural gas with an average floor price of \$4.34. The fair value of all floors and ceilings as of September 30, 2003 is \$(5,609).

Disclosure of Limitations

As the information above incorporates only those exposures that exist at September 30, 2003, 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.

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Notes to Financial Statements
(Unaudited)

Item 4. Controls and Procedures

Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Exchange Act Rule 13a-14(c)) as of the end of this fiscal quarter, and, based on their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective in all material respects, including those to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the Commission's rules and forms, and is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely disclosure. There have been no significant changes in our internal control over financial reporting or in other factors that have materially affected or are reasonably likely to materially affect these controls that occurred during the Company's last fiscal quarter.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit Name	Exhibit Number
Rule 13a-14(a)/15d-14(a) Certifications by Chief Executive Officer	31
Rule 13a-14(a)/15d-14(a) Certification by Chief Financial Officer	31
Section 1350 Certifications by Chief Executive Officer	32
Section 1350 Certifications by Chief Financial Officer	32

(b) No reports on Form 8-K have been filed during the quarter ended September 30, 2003.

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: November 12, 2003

/s/ James N. Ryan
James N. Ryan
Chief Executive Officer

Date: November 12, 2003

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

Date: November 12, 2003

/s/ Darwin L. Stump
Darwin L. Stump
Chief Financial Officer