

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION OF
NOBLE ENERGY, INC., FOR AN ORDER TO
POOL ALL INTERESTS IN TWO (2)
APPROXIMATE 720-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNITS
LOCATED IN SECTIONS 17,18, 19 AND 20,
TOWNSHIP 5 NORTH, RANGE 63 WEST, 6TH
P.M. AND SECTIONS 13 AND 24, TOWNSHIP 5
NORTH, RANGE 64 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

COMES NOW Noble Energy, Inc. (Operator No. 100322) ("Applicant"), by its attorneys, Burleson LLP, and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within two (2) approximate 720-acre designated horizontal wellbore spacing units for the drilling of the 70 Ranch State BB18-611 Well (API No. 05-123-41538) and the 70 Ranch State BB18-615 Well (API No. 05-123-41537) (collectively "Wells"), for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 63 West, 6th P.M.

Section 17: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 18: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 19: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 20: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 5 North, Range 64 West, 6th P.M.

Section 13: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 24: NE $\frac{1}{4}$ NE $\frac{1}{4}$

720-acres, more or less, Weld County, Colorado
(Hereinafter "Application Lands").

In support thereof, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.

2. Applicant owns certain leasehold interests in the Application Lands.

3. On April 27, 1998, the Commission adopted Rule 318A, which among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A was again amended to, among other things, address the drilling of horizontal wells.

4. On February 19, 1992, the Commission entered Order No. 407-87 (amended August 20, 1993) which, among other things, established 80-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

5. Applicant designated the two (2) approximate 720-acre horizontal wellbore spacing units for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests within two (2) designated horizontal wellbore spacing units, including but not limited to, any non-consenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 720-acre wellbore spacing units:

Township 5 North, Range 63 West, 6th P.M.

Section 17: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 18: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 19: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 20: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 5 North, Range 64 West, 6th P.M.

Section 13: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 24: NE $\frac{1}{4}$ NE $\frac{1}{4}$

7. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the 70 Ranch State BB18-611 Well (API No. 05-123-41538) and/or the 70 Ranch State BB18-615 Well (API No. 05-123-41537) to the Niobrara Formation on the Application Lands.

8. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled, including leased mineral interest owners, within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty-five (35) days prior to the hearing on this matter,

each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Well, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

9. That in order to prevent waste and to protect correlative rights, all interests in the wellbore spacing units should be pooled for the orderly development of the Niobrara Formation, including any non-consenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in two (2) approximate 720-acre designated horizontal wellbore spacing units established on Application Lands for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the 70 Ranch State BB18-611 Well (API No. 05-123-41538) and/or the 70 Ranch State BB18-615 Well (API No. 05-123-41537) to the Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to the Wells drilled to develop the Niobrara Formation in the wellbore spacing units comprising the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in September 2015, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: July 16, 2015.

Respectfully submitted:

NOBLE ENERGY, INC.

By:

Jamie L. Jost

Jamie L. Jost

Joseph M. Evers

Burleson LLP

Attorneys for Applicant

1700 Lincoln St., Suite 1300

Denver, Colorado 80203

(303) 801-3200

Applicant's Address:

Noble Energy, Inc.

ATTN: Matt Campbell

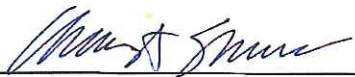
1625 Broadway, Suite 2200

Denver, CO 80202

VERIFICATION

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Charles A. Snure, of lawful age, being first duly sworn upon oath, deposes and says that he is a Land Manager for Noble Energy, Inc., and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.



Charles A. Snure NL
Land Manager et-
Noble Energy, Inc.

Subscribed and sworn to before me this 15th day of July 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: May 26, 2018



Notary Public

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P.M. AND SECTIONS 13 AND 24, TOWNSHIP 5
NORTH, RANGE 64 WEST, 6TH P.M., FOR THE
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NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

AFFIDAVIT OF MAILING

STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

I, Jamie Jost of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for Noble Energy Inc., and that on or before the 22nd day of July 2015, I caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

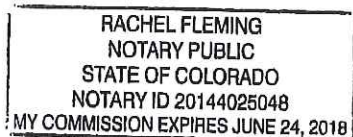
Jamie L. Jost

Jamie L. Jost

Subscribed and sworn to before me on this 16th day of July 2015.

Witness my hand and official seal.

My commission expires: June 24, 2018.



Rachel Fleming
Notary Public

Exhibit A
FP – 70 Ranch State BB18-611 & 70 Ranch State BB18-615

Allen J. Kincaid
P.O. Box 116
Brush, CO 80723

Anadarko E&P Onshore, LLC
1099 18th Street, Suite 1800
Denver, CO 80202

Bonnie Rose Bunch Living Trust
U/A/D July 26, 2011
308 E. 28th Street
Sioux Falls, SD 57105

Carol W. Worth
2379 E. Nichols Place
Littleton, CO 80122

Cockroft Dairy Farm, LLLP
27906 County Road 388
Kersey, CO 80644

EnCana Oil & Gas (USA) Inc.
370 17th Street, Suite 1700
Denver, CO 80202

Ira M. Deemar, as Trustee of the
Ira M. Deemar Trust dated 4/14/2004
562 B Ave.
South Haven, MI 49090

James Lee Odle and
Ruth Ann Odle, as Joint Tenants
P.O. Box 38
Brush, CO 80723

James S. Witwer
1149 S. Vine St.
Denver, CO 80210

Joan Christensen
410 Russell Street
Wrens, GA 30833

Joy Thomson Farm, LLC
9105 Fortuna Drive,
Apartment 8206
Mercer Island, WA 98040

Kathryn Ann Witwer
431 Lit Way
Ashland, OR 97520

Kerr-McGee Oil & Gas Onshore, LP
1099 18th Street, Suite 1800
Denver, CO 80202

Maridel L. Barnhart
RR2, Box 114A
Danvers, IL 61732

Nancy M. Roth
71771 County Road 16
Fairfax, MN 55332

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Paul W. Gaiser and
Billie Lou Gaiser, as Joint Tenants
1620 37th Ave.
Greeley, CO 80634

PDC Energy, Inc.
1775 Sherman Street, Suite 3000
Denver, CO 80203

Robert L. Ammon
2305 Meadow Green Circle
Franktown, CO 80116

Rosita Trujillo
P.O. Box 1252
Cheyenne, WY 82003

Sharon Deemar Szachowicz,
as Trustee of the
Sharon Deemar Szachowicz Trust
u/t/a dated March 24, 2004
1812 Admiral Court
Glenview, IL 60026

State of Colorado
600 Grant Street, Suite 640
Denver, CO 80203

Stow L. Witwer, Jr. and
Margaret R. Witwer, as Joint Tenants
27397 County Road 58½
Greeley, CO 80631

Swan Exploration, LLC
8100 E. Maplewood Ave., Suite 200
Greenwood Village, CO 80111

The Estate of Edith Frances Norris,
deceased
Probable Heir: Elmer J. Norris,
a/k/a Elmer Joy Norris
1200 19th Street
Alamogordo, NM 88310

The Estate of Loren R. Cockroft,
a/k/a Loren Cockroft, deceased
Probable Heir: The Loren R. Cockroft
Trust created by that Trust Agreement
dated April 30, 1999
Address unknown

The Estate of Wallace H. Rothe,
deceased
Potential Successors in Interest:
Terry L. Rothe and
Marilyn Rothe, as Joint Tenants
Address unknown

Wellstar Corporation
11990 Grant Street, Suite 550
Northglenn, CO 80233

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CAUSE NO. 407

DOCKET NO. 150900514

TYPE: POOLING

SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO

)

)ss.

COUNTY OF DENVER

)

Joseph M. Evers of lawful age, and being first duly sworn upon his oath,
states and declares:

That he is the attorney for Noble Energy, Inc., that on or before the 3rd
day of August, 2015, he caused a copy of the attached Application to be
deposited in the United States Mail, postage prepaid, addressed to the parties
attached hereto.

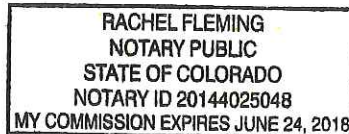


Joseph M. Evers

Subscribed and sworn to before me this 31st day of July, 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: June 24, 2018



Notary Public

Supplemental Interested Parties
FP – 70 Ranch State BB18-611 & 70 Ranch State BB18-615

Joy Thomson Farm, LLC
Attn: Susan Thompson
P.O. Box 8107
Spokane, WA 99203