

**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 AN APPROXIMATE
720-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT LOCATED IN
SECTIONS 17 AND 18, TOWNSHIP 5 NORTH,
RANGE 63 WEST, 6TH P.M. AND SECTION 13,
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 an approximate 720-acre designated horizontal wellbore spacing unit for the drilling of the 70 Ranch State BB18-647 Well (API No. 05-123-41535) ("Well"), for the development of the Niobrara Formation on the following described lands:

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

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

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

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

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

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. On October 31, 2011, the Commission entered Order No. 407-511, which among other things, approved the request for an order establishing a 320-acre wellbore spacing unit within Section 18, Township 5 North, Range 63 West, 6th P.M., Weld County, and authorizing one horizontal well for development and production of oil, gas and related hydrocarbons from the Niobrara Formation. Order No. 407-511 does not affect this Application.

6. On October 31, 2011, the Commission entered Order No. 407-512, which among other things, approved the request for an order establishing a 320-acre wellbore spacing unit within Section 18, Township 5 North, Range 63 West, 6th P.M., Weld County, and authorizing one horizontal well for development and production of oil, gas and related hydrocarbons from the Niobrara Formation. Order No. 407-512 does not affect this Application.

7. Applicant designated the approximate 720-acre horizontal wellbore spacing unit 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.

8. 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 a designated horizontal wellbore spacing unit, 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 unit:

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

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

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

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

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

9. 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 Well to the Niobrara Formation on the Application Lands.

10. 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.

11. That in order to prevent waste and to protect correlative rights, all interests in the wellbore spacing unit 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 an approximate 720-acre designated horizontal wellbore spacing unit 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 BB18-647 Well (API No. 05-123-41535) 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 Well 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 Well drilled to develop the Niobrara Formation in the wellbore spacing unit 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 14, 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
Land Manager
Noble Energy, Inc.

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

Witness my hand and official seal.

[SEAL]

DOLORES SPRESSER
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20104017053
MY COMMISSION EXPIRES MAY 26, 2018

My commission expires: May 26, 2018

Notary Public

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

TYPE: POOLING

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) ss.

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Fanni L. Test

RACHEL FLEMING
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2018

Notary Public

Exhibit A
FP – 70 Ranch State BB18-647

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

Carol Worth
2379 E. Nichols Place
Littleton, CO 80122

Chuck Nelson
300 E. Trosser, No. 92
Cheyenne, WY 82007

Cindy Cluster
15730 E. Powers Drive
Aurora, CO 80015

E.O.G. Oil Company
P.O. Box 668
Niwot, CO 80544

Edward E. Nelson or
Cheryl Rose Nelson,
Trustees of the E & C Nelson Trust
dated 1/16/2014
6884 S. Tamarron Way
Chandler, AZ 85249

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

Everett O. Cummings Family Trust
759 36 3/10 Road
Palisade, CO 81526

Gene Nelson
58910 WCR 382
Grover, CO 80729

Gwen Leffler
35945 WCR 35
Eaton, CO 80615

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

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

Martin J. Harrington, Jr.
2236 S. Jackson Street
Denver, CO 80210

Noble Energy WyCo, LLC
1625 Broadway, Suite 2200
Denver, CO 80202

Pat Erickson
213 Ashford Drive
Spring Creek, NV 89815

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

Raymond W. Lohr
32549 WCR 51
Greeley, CO 80631

Recovery Energy, Inc.
1515 Wynkoop Street, Suite 200
Denver, CO 80202

Rick Lohr
180561 CR 18
Gerin, NE 69341

State of Colorado,
acting by and through the
State Board of Land Commissioners
1127 Sherman Street, Suite 300
Denver, CO 80203

Steve Stencil
2191 E. 18th Street
Loveland, CO 80538

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

Terry Stencil
1508 41st Avenue
Greeley, CO 80634

Thelma M. Cogburn
2200 37th Street, No. 5
Evans, CO 80620

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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P.M., FOR THE DEVELOPMENT/OPERATION
OF THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO. 407

DOCKET NO. 150900516

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.

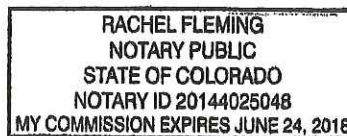


Joseph M. Evers

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 BB18-647**

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