

**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 640-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNITS
LOCATED IN SECTIONS 7, 8, 17 AND 18,
TOWNSHIP 5 NORTH, RANGE 63 WEST, 6TH
P.M., FOR THE DEVELOPMENT/OPERATION
OF THE CODELL OR 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 640-acre designated horizontal wellbore spacing units ("WSU") for the drilling of the 70 Ranch State BB18-681 Well (API No. 05-123-41529) in WSU No. 1, and the 70 Ranch State BB18-689 Well (API No. 05-123-41530) in WSU No. 2 (collectively "Wells"), for the development of the Codell or Niobrara Formation on the following described lands:

<u>Township 5 North, Range 63 West, 6th P.M.</u>	WSU No. 1
Section 7: S½S½	(Codell)
Section 8: S½S½	
Section 17: N½N½	
Section 18: N½N½	

<u>Township 5 North, Range 63 West, 6th P.M.</u>	WSU No. 2
Section 7: S½S½	(Niobrara)
Section 8: S½S½	
Section 17: N½N½	
Section 18: N½N½	

640-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. 707-511 does not affect this Application.

6. Applicant designated the two (2) approximate 640-acre horizontal wellbore spacing units for the production of oil, gas, and associated hydrocarbons from the Codell or Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

7. 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 WSU No. 1, including but not limited to, any non-consenting interests and leased mineral interests, in the Application Lands in the Codell Formation underlying the following approximate 640-acre wellbore spacing unit:

<u>Township 5 North, Range 63 West, 6th P.M.</u>	WSU No. 1
Section 7: S½S½	(Codell)
Section 8: S½S½	
Section 17: N½N½	
Section 18: N½N½	

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 WSU No. 2, 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 640-acre wellbore spacing unit:

Township 5 North, Range 63 West, 6 th P.M.	WSU No. 2
Section 7: S½S½	(Niobrara)
Section 8: S½S½	
Section 17: N½N½	
Section 18: N½N½	

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 70 Ranch State BB18-681 Well (API No. 05-123-41529) in WSU No. 1, and the 70 Ranch State BB18-689 Well (API No. 05-123-41530) in WSU No. 2 to the Codell or 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 units should be pooled for the orderly development of the Codell or 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 640-acre designated horizontal wellbore spacing units established on Application Lands for the development of the Codell or 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 BB18-681 Well (API No. 05-123-41529) in WSU No. 1, and the 70 Ranch State BB18-689 Well (API No. 05-123-41530) in WSU No. 2 to the Codell or 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 Codell or 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 14, 2015.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



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]



My commission expires: May 26, 2018


Notary Public

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 640-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNITS
LOCATED IN SECTIONS 7, 8, 17 AND 18,
TOWNSHIP 5 NORTH, RANGE 63 WEST, 6TH
P.M., FOR THE DEVELOPMENT/OPERATION
OF THE CODELL OR 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
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2018

Rachel Fleming
Notary Public

Exhibit A
FP – 70 Ranch State BB18-681 & 70 Ranch State BB18-689

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

Jay R. Levy Marital Trust No. 2
8933 East Union Avenue, Suite 216
Greenwood Village, CO 80111-1357

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

Kenn Leitmayr
Address unknown

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

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

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

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

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

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

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

Jim's Water Service, Inc.
P.O. Box 718
Brighton, CO 80601

George M. Straughan, Jr.
Address unknown

**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 640-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNITS
LOCATED IN SECTIONS 7, 8, 17 AND 18,
TOWNSHIP 5 NORTH, RANGE 63 WEST, 6TH
P.M., FOR THE DEVELOPMENT/OPERATION
OF THE CODELL OR NIOBRARA
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 150900518

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:

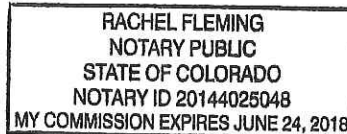
That he is the attorney for Noble Energy, Inc., that on or before the 3rd
day of August, 2015, he caused a copy of the attached Application to be
deposited in the United States Mail, postage prepaid, addressed to the parties
attached hereto.


Joseph M. Evers

Subscribed and sworn to before me this 3rd 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 BB18-681 & 70 Ranch State BB18-689

Lilis Energy, Inc.
1900 Grant Street, Suite 720
Denver, CO 80203