

**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 THREE  
APPROXIMATE 320-ACRE WELLBORE  
SPACING UNITS ESTABLISHED FOR  
PORTIONS OF SECTION 25, TOWNSHIP 6  
NORTH, RANGE 65 WEST, 6TH P.M., FOR  
THE NIOBRARA OR CODELL FORMATION,  
WATTENBERG FIELD, WELD COUNTY,  
COLORADO

CAUSE NO.

DOCKET NO.

**APPLICATION**

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Jost & Shelton Energy Group, P.C., 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 three (3) approximate 320-acre designated wellbore spacing units ("DWSU") for the drilling of the Resolute E25-63-1HN well, (05-123-38155) in DWSU No. 1, the Resolute E25-63HN well, (05-123-38158) in DWSU No. 2, and the Resolute E25-63HC (API No. 05-123-38165) in DWSU No. 3 ("Wells") for the development of the Niobrara or Codell Formation on the following described lands:

<u>Township 6 North, Range 65 West, 6<sup>th</sup> P.M.</u> Section 25: S½	DWSU No. 1 (Niobrara)
<u>Township 6 North, Range 65 West, 6<sup>th</sup> P.M.</u> Section 25: S½	DWSU No. 2 (Niobrara)
<u>Township 6 North, Range 65 West, 6<sup>th</sup> P.M.</u> Section 25: S½	DWSU No. 3 (Codell)

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 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 and/or gas from the Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1 and allowed downhole commingling of production from the Codell and Niobrara Formations.

4. 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 drilling of horizontal wells.

5. Applicant designated the three (3) 320-acre wellbore spacing units, as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara or Codell 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 DWSU No. 1, including but not limited to, any nonconsenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre wellbore spacing unit:

Township 6 North, Range 65 West, 6<sup>th</sup> P.M.  
Section 25: S½

(hereafter "Designated Wellbore Spacing Unit # 1").

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 DWSU No. 2, including but not limited to, any nonconsenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acres wellbore spacing unit:

Township 6 North, Range 65 West, 6<sup>th</sup> P.M.  
Section 25: S½

(hereafter "Designated Wellbore Spacing Unit # 2").

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 DWSU No. 3, including but not limited to, any nonconsenting interests, in the Application Lands in

the Codell Formation underlying the following approximate 320-acres wellbore spacing unit:

Township 6 North, Range 65 West, 6<sup>th</sup> P.M.  
Section 25: S½

(hereafter "Designated Wellbore Spacing Unit # 3").

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 Resolute E25-63-1HN well, (API No. 05-123-38155) in DWSU No. 1, the Resolute E25-63HN well, (API No. 05-123-38158) in DWSU No. 2, and the Resolute E25-63HC (API No. 05-123-38165) in DWSU No. 3, to the Niobrara or Codell 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 within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) 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 Designated Wellbore Spacing Units should be pooled for the orderly development of the Niobrara or Codell Formation, including any nonconsenting 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 three approximate 320-acre designated wellbore spacing units established on Application Lands for the development of the Niobrara or Codell 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 Resolute E25-63-1HN well, (API No. 05-123-38155) in DWSU No. 1, the Resolute E25-63HN well, (API No. 05-123-38158) in DWSU No. 2, and the Resolute E25-63HC (API No. 05-123-38165) in DWSU No. 3, to the Niobrara or Codell 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 or Codell Formation in the Designated 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 March 2014, 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.

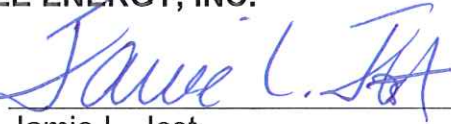
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Dated: January 21, 2014.

Respectfully submitted:

**NOBLE ENERGY, INC.**

By:



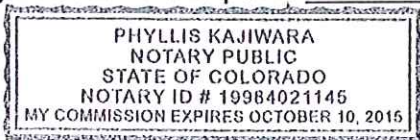
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Joseph M. Evers  
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Denver, Colorado 80202  
(720) 379-1812

Applicant's Address:  
Noble Energy, Inc.  
ATTN: Kelli Piatkowski  
1625 Broadway, Suite 2200  
Denver, CO 80202

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

Joseph H. Lorenzo  
Attorney-In-Fact  
Noble Energy, Inc.

My commission expires: \_\_\_\_\_



Phyllis Kajiura

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DOCKET NO.

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

Fauel. H

Subscribed and sworn to before me on this 29 day of January, 2014.

My commission expires: 9/18/17

Notary Public



## EXHIBIT A

Falcon Interest, Inc.  
1616 S Voss, Suite 875  
Houston, TX 77057

Andrau/CMI Venture No. 1  
1616 S Voss, Suite 875  
Houston, TX 77057

Joseph Goodwin  
300 Weir Creek Rd  
Willis, TX 77378

Falcon-Andrau Energy, Inc. 1984  
Drilling Program  
1415 Louisiana Ave, Suite 4200  
Houston, TX 77002

CMI Venture  
17300 Dallas Pkwy, Suite 3170  
Dallas, TX 75248

First Gulfcorporation Limited  
1415 Louisiana Ave, Suite 4200  
Houston, TX 77002

W.E. Andrau  
1415 Louisiana Ave, Suite 4200  
Houston, TX 77002

Mrs. Olive Kathleen Jackson  
Redwood House, Hatton Hill  
Windlesham  
Surrey GU20, 6AD England

Devane Clark  
17300 Dallas Pkwy, Suite 3170  
Dallas, TX 75248

Corporation of the Presiding Bishop of  
the Church of Jesus Christ of  
Latter-Day Saints  
50 East North Temple Street  
Salt Lake City, UT 84150

Herman E. Libsack and  
Vicki L. Libsack, as Joint Tenants  
23985 County Road 64  
Greeley, CO 80631

Larry L. Libsack  
23985 WCR 64  
Greeley, CO 80631

Marge T. Ruland  
P.O Box 260423  
Plano, TX 75026

Mary E. Goheen  
23663 WCR 64  
Greeley, CO 80631

Richard P. Goheen  
23663 WCR 64  
Greeley, CO 80631

Sandra Gail Reeve  
23655 Weld County Road 64  
Greeley, CO 80631

Steven E. Kelly  
23101 WCR 64  
Greeley, CO 80631

Anadarko E&P Company LP  
1099 18th St. #1800  
Denver, CO 80202

Courtesy Copy to:  
Dinosaur Production, Inc.  
3424 Harbor Lane  
Evans, CO 80620

Courtesy Copy to:  
Fountainhead Resources, Inc.  
P.O. Box 641  
Littleton, CO 80160