

**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
400-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT LOCATED IN
SECTIONS 15, 16, 21, AND 22, TOWNSHIP 3
NORTH, RANGE 65 WEST, 6TH P.M., FOR THE
DEVELOPMENT/OPERATION OF THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. – Operator No. 100322 (“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 an approximate 400-acre designated horizontal Wellbore Spacing Unit, as defined below, for the drilling of the Moser State H22-785 Well (API No. Pending) (“Well”), for the development of the Niobrara Formation on the following described lands:

Township 3 North, Range 65 West, 6th P.M.

Section 15: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 16: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 21: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 22: W $\frac{1}{2}$ W $\frac{1}{2}$

400 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 April 4, 2011, the Commission entered Order No. 407-393, which among other things, approves the request for an order to establish an approximate 640-acre exploratory wellbore spacing unit for Section 15, Township 3 North, Range 65 West, 6th P.M., and approve two horizontal wells within the unit, for the production of gas and associated hydrocarbons from the Niobrara Formation. There are producing wells within Section 15, Township 3 North, Range 65 West, 6th P.M., however, Order No. 407-393 does not affect the designated Wellbore Spacing Unit set forth in the underlying Application.

6. On April 16, 2012, the Commission entered Order No. 407-610, which among other things, approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 22, Township 3 North, Range 65 West, 6th P.M., to accommodate the Frank PC H22-20D Well (API No. 05-123-32579), for the development and operation of the Codell and Niobrara Formations. Order No. 407-610 does not affect this Application.

7. On May 6, 2013, the Commission entered Order No. 407-794, which among other things, approves the request for an order to affirm Order No. 407-610, pooling all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 22, Township 3 North, Range 65 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations. Order No. 407-794 does not affect this Application.

8. Applicant designated the approximate 400-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.

9. 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 the Wellbore Spacing Unit, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 400-acre Wellbore Spacing Unit:

Township 3 North, Range 65 West, 6th P.M.

Section 15: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 16: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 21 : E $\frac{1}{2}$ E $\frac{1}{2}$

Section 22 : W $\frac{1}{2}$ W $\frac{1}{2}$

(throughout as "Wellbore Spacing Unit").

10. 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 Moser State H22-785 Well (API No. Pending) to the Niobrara Formation on the Application Lands.

11. 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.

12. That in order to prevent waste and to protect correlative rights, all interests in each of the Wellbore Spacing Unit should be pooled for the orderly development of the Niobrara 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 an approximate 400-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 Moser State H22-785 Well (API No. Pending) 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.

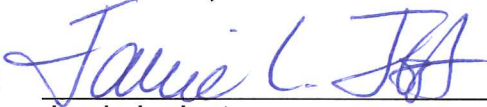
D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in December 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.

Dated: October 16th, 2014.

Respectfully submitted:

NOBLE ENERGY, INC.

By: 

Jamie L. Jost

Joseph M. Evers

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer Street, Suite 420

Denver, Colorado 80202

(720) 379-1812

Applicant's Address:

Noble Energy, Inc.

ATTN: Tyler Estep

1625 Broadway, Suite 2200

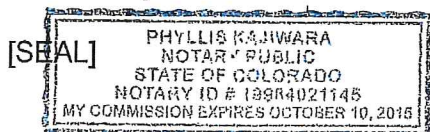
Denver, CO 80202

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

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

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Witness my hand and official seal.



My commission expires: 10-10-2015

Phyllis Kajiwara

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DOCKET NO.

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

Jamie L. Jost

My commission expires: 9/18/17

DANIELLE E CARROLL
Notary Public
State of Colorado
Notary ID 20134059312
My Commission Expires Sep 18, 2017

Exhibit A
Interested Party List
FP-Moser State H22-785

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

State of Colorado
1313 Sherman Street
Denver, CO 80203

William K. Frank and
Marjorie A. Frank, Joint Tenants
14782 WCR 43
Hudson, CO 80642

William K. Frank
14782 WCR 43
Hudson, CO 80642

Marjorie A. Frank
14782 WCR 43
Hudson, CO 80642

Chester A. Norgren
14588 WCR 43
Hudson, CO 80642

Dianne Lynn Norgren
14588 WCR 43
Hudson, CO 80642

Dale Eugene Realph
501 Diamond Vista Dr
Port Angeles, WA 98363

Don William Realph
10473 Carlile St
Northglenn, CO 80233

John Robert Realph
6595 Highway AU
Houston, MO 65483

Farmers Reservoir and Irrigation
Company
80 S. 27th Avenue
Brighton, CO 80601

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

Tenison Oil Trust,
Robert B. Tenison, Trustee
1925 Hospital Place
Abilene, TX 79606

Christopher Edwards
P.O. Box 21270
Oklahoma, City OK73156

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Denver, CO 80210

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Smyrna, GA 30082

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Cornelia E. Raisley, JT
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Phoenix, AZ 85018

Gertrude Novitch
4932 E Calle Del Norte
Phoenix, AZ 85018

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Chippewa Falls, WI 54729

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Ann B. Nice
1930 Bilings Street
Aurora, CO 80011

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Lisa Rose Radke
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Ronald Sterkel
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Longmont, CO 80501

John R. Nice
8482 S. Sunflower Street
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