

**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 PORTIONS 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
CODELL AND NIOBRARA FORMATIONS,
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 ("WSU") for the drilling of the 70 Ranch State BB18-627 Well (API No. 05-123-41536) in WSU No. 1, and the 70 Ranch State BB18-634 Well (API No. 05-123-41533) in WSU No. 2 (collectively "Wells"), for the development of the Codell and Niobrara Formations on the following described lands:

<u>Township 5 North, Range 63 West, 6th P.M.</u>	WSU No. 1
Section 17: S $\frac{1}{2}$	(Codell)
Section 18: S $\frac{1}{2}$	

<u>Township 5 North, Range 64 West, 6th P.M.</u>
Section 13: E $\frac{1}{2}$ SE $\frac{1}{4}$

<u>Township 5 North, Range 63 West, 6th P.M.</u>	WSU No. 2
Section 17: S $\frac{1}{2}$	(Niobrara)
Section 18: S $\frac{1}{2}$	

<u>Township 5 North, Range 64 West, 6th P.M.</u>
Section 13: E $\frac{1}{2}$ 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. 407-512, 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.

6. Applicant designated the two (2) approximate 720-acre horizontal wellbore spacing units for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations 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 720-acre wellbore spacing unit:

<u>Township 5 North, Range 63 West, 6th P.M.</u>	WSU No. 1
Section 17: S½	(Codell)
Section 18: S½	

<u>Township 5 North, Range 64 West, 6th P.M.</u>
Section 13: E½SE¼

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 720-acre wellbore spacing unit:

<u>Township 5 North, Range 63 West, 6th P.M.</u>	WSU No. 2
Section 17: S½	(Niobrara)
Section 18: S½	

<u>Township 5 North, Range 64 West, 6th P.M.</u>
Section 13: E½SE¼

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 BB18-627 Well (API No. 05-123-41536) in WSU No. 1, and the 70 Ranch State BB18-634 Well (API No. 05-123-41533) in WSU No. 2 to the Codell and Niobrara Formations 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 and Niobrara Formations, 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 Codell and Niobrara Formations.

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 BB18-627 Well (API No. 05-123-41536) in WSU No. 1, and the 70 Ranch State BB18-634 Well

(API No. 05-123-41533) in WSU No. 2 to the Codell and Niobrara Formations 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 and Niobrara Formations 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 October 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: August 27, 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.

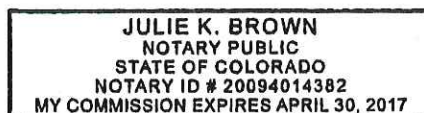
Mary & Em -

Charles A. Snure
Land Manager
Noble Energy, Inc.

Subscribed and sworn to before me this 27th day of August 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: 04/30/2017

Notary Public

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 PORTIONS 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 CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

TYPE: POOLING

)) ss.)

James L. Roth

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

Notary Public

Exhibit A
FP – 70 Ranch State BB18-634 & 70 Ranch State BB18-627

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

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

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

Bonnie Rose Bunch Living Trust
u/a/d July 26, 2011
308 East 28th Street
Sioux Falls, SD 57105

Carol W. Worth
2379 E. Nichols Place
Littleton, CO 90122

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

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

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

Ira M. Deemar as Trustee of the
Ira M. Deemar Trust,
u/t/a dated April 14, 2004
1812 Admiral Court
Glenview, IL 60026

James Lee Odle and Ruth Ann Odle,
as Joint Tenants
58910 WCR 382
Grover, CO 80729

James S. Witwer
35945 WCR 35
Eaton, CO 80615

Joan Christensen
410 Russell Street
Wrens, GA 30833

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

Kathryn Ann Witwer
431 Lit Way
Ashland, OR 97520

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

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

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

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

Robert L. Ammon
2305 Meadow Green Circle
Frantown, 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
Address unknown

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

Stow L. Witwer, Jr. and
Margaret R. Witwer, as joint tenants

27397 County Road 58 ½
Greeley, CO 80631

The Estate of Edith Frances Norris,
deceased
Probable Heir: Elmer J. Norris,
a/k/a Elmer Joy Norris
425 N. University Drive #223
Waukesha, WI 53188

Wellstar Corporation
1616 Glenarm, Suite 1900
Denver, CO 80202

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