

**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
SUBJECT ADDITIONAL PARTIES TO ORDER
NO. 407-1194, WHICH POOLS ALL
INTERESTS IN AN APPROXIMATE 404.19-
ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR PORTIONS
OF SECTIONS 15 AND 22, TOWNSHIP 3
NORTH, RANGE 65 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

COMES NOW Noble Energy, Inc. (Operator No. 100322) ("Noble" or "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 subject additional parties to Order No. 407-1194, which pools all interests within an approximate 404.19-acre designated horizontal Wellbore Spacing Unit, as defined below, for the drilling of the Moser H22-745 Well (API No. 05-123-40882) ("Well"), for the development of the Niobrara Formation on the following described lands:

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

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

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

404.19 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 recompleat 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.

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 Codell-Niobrara Formations, the Codell Formation, and 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. Order No. 407-393 does not affect this 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. On December 15, 2014, the Commission entered Order No. 407-1177, which among other things, approves the request for an order to pool all interests in an approximate 404.19-acre designated horizontal wellbore spacing unit established for the Application Lands, for the development and operation of the Niobrara Formation. Order No. 407-1177 does not affect this Application.

9. On December 15, 2014, the Commission entered Order No. 407-1178, which among other things, approves the request for an order to pool all interests in an approximate 404.19-acre designated horizontal wellbore spacing unit established for the Application Lands, for the development and operation of the Niobrara Formation. Order No. 407-1178 does not affect this Application.

10. On December 15, 2014, the Commission entered Order No. 407-1191, which among other things, approves the request for an order to pool all interests in an approximate 403.87-acre designated horizontal wellbore spacing unit established for portions of the Application Lands, for the development and operation of the Niobrara Formation. Order No. 407-1191 does not affect this Application.

11. On January 26, 2015, the Commission entered Order No. 407-1193, which among other things, approves the request for an order to pool all interests in an approximate 567.25-acre designated horizontal wellbore spacing unit established for portions of the Application Lands, for the development and operation of the Niobrara Formation. Order No. 407-1193 does not affect this Application.

12. On January 26, 2015, the Commission entered Order No. 407-1194, which among other things, approves the request for an order to pool all interests in an approximate 404.19-acre designated horizontal wellbore spacing unit established for the Application Lands, for the development and operation of the Niobrara Formation. Applicant requests that Order No. 407-1194 be applied to additional parties.

13. On January 26, 2015, the Commission entered Order No. 407-1195, which among other things, approves the request for an order to pool all interests in an approximate 485.40-acre designated horizontal wellbore spacing unit established for portions of the Application Lands, for the development and operation of the Niobrara Formation. Order No. 407-1195 does not affect this Application.

14. Applicant designated the 404.19-acre 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.

15. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests that additional parties be subjected to Order No. 407-1194, which pools all interests, including any non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 404.19-acre Wellbore Spacing Unit, for the drilling of the Moser H22-745 Well (API No. 05-123-40882):

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

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

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

(throughout as "Wellbore Spacing Unit").

16. Applicant requests that the Commission's order subjecting additional parties to Order No. 407-1194, including the application of the cost recovery provisions of C.R.S. §34-60-116(7), 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.

17. 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 503.e., 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.

18. That in order to prevent waste and to protect correlative rights, additional parties should be subjected to Order No. 407-1194, which pools all interests in the Wellbore Spacing Unit 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. Subjecting additional parties to Order No. 407-1194, including the cost recovery provisions of C.R.S. § 34-60-116(7) authorized thereby, as applicable.

B. Providing that the Commission's order subjecting additional parties to Order No. 407-1194 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 Well in the Wellbore Spacing Unit to the Niobrara Formation on the Application Lands.

C. 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 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: October 8, 2015.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Zachary P. Sears
Burleson LLP
Attorneys for Applicant
1700 Lincoln St., Suite 1300
Denver, Colorado 80203
(303) 801-3200

Applicant's Address:
Noble Energy, Inc.
ATTN: Eddy Roberts
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.

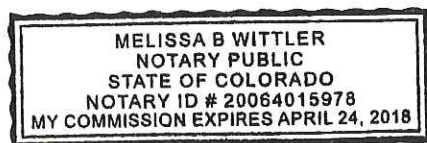
Mary A. Sims-

Charles A. Snure
Land Manager
Noble Energy, Inc.

Subscribed and sworn to before me this 8th day of October 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: 04/24/2018

Melissa B. Witten
Notary Public

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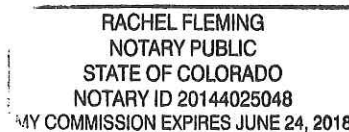
TYPE: POOLING

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


Jamie L. Jost

Subscribed and sworn to before me this 8th day of October 2015.

[SEAL]



My commission expires: June 24, 2018


Notary Public

Exhibit A
RP – Moser H22-745

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

Susan J. Sarchet,
n/k/a Susan J. Ditson
12508 County Road 43
Hudson, CO 80642

Donald D. Sarchet
3600 Rialto Avenue
Evans, CO 80620

Rodney C. Sarchet
15789 County Road 94
Pierce, CO 80650

James M. Sarchet
70729 N Highland Rd
Minatare, NE 69356

Lavada Mae Sarchet
21581 County Rd 30
Hudson, CO 80642

Benson Mineral Group, Inc.
1560 Broadway, Suite 1900
Denver, CO 80202

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

JPFP Family, LLC
P.O. Box 20051
Broomfield, CO 80038

James D. Brownlie
475 17th Street, Suite 980
Denver, CO 80202

Kenneth A. Breitenbach
410 17th Street, Suite 1151
Denver, CO 80202

Jim's Water Service, Inc.
P.O. Box 2290
Gillette, WY 82717

Ann B. Nice
1930 Bilings Street
Aurora, CO 80011

Rockies Mineral Acquisitions, LLC
P.O. Box 181443
Denver, CO 80218

McArthur Resources, LLC
P.O. Box 100493
Fort Worth, TX 76185

Anne M. Dolan
1804 Foothills Dr. South
Golden, CO 80401

Daniel M. Haskell
3231 S. Race St.
Englewood, CO 80113

Marcy M. Haskell
3231 S. Race St.
Englewood, CO 80110

James D. Barker
3565 W Pimlico Ave
Englewood, CO 80110

Carol Barker
3565 W Pimlico Ave
Englewood, CO 80110

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

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