

**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. 407-1174, WHICH POOLS ALL
INTERESTS IN AN APPROXIMATE 400-ACRE
DESIGNATED HORIZONTAL WELLBORE
SPACING UNIT FOR PORTIONS OF
SECTIONS 15, 16, 21 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. 407-1174, which pools 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. 05-123-40734) ("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 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. 407-1174, which among other things, approves the request for an order to pool all interests in an approximate 400-acre designated horizontal wellbore spacing unit established for the Application Lands, for the development of the Niobrara Formation. Applicant requests that Order No. 407-1174 be applied to additional parties.

9. 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.

10. On January 26, 2015, the Commission entered Order No. 407-1225, which among other things, approves the request for an order to pool all interests in two approximate 480-acre designated horizontal wellbore spacing units established for portions of the Application Lands, for the development and operation of the Codell and Niobrara Formations. Order No. 407-1225 does not affect this Application.

11. On January 26, 2015, the Commission entered Order No. 407-1227, which among other things, approves the request for an order to pool all interests in nine approximate 240-acre to 480-acre designated horizontal wellbore spacing units established for portions of the Application Lands, for the development and operation of the Codell and Niobrara Formations. Order No. 407-1227 does not affect this Application.

12. On January 26, 2015, the Commission entered Order No. 407-1228, which among other things, approves the request for an order to pool all interests in four approximate 240-acre to 480-acre designated horizontal wellbore spacing units established for portions of the Application Lands, for the development and operation of the Codell and Niobrara Formations. Order No. 407-1228 does not affect this Application.

13. Applicant designated the 400-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.

14. 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. 407-1174, which pools all interests, including any non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 400-acre Wellbore Spacing Unit, for the drilling of the Moser State H22-785 Well (API No. 05-123-40734):

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").

15. Applicant requests that the Commission's order subjecting additional parties to Order No. 407-1174, 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.

16. 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.

17. That in order to prevent waste and to protect correlative rights, additional parties should be subjected to Order No. 407-1174, 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. 407-1174, 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. 407-1174 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.

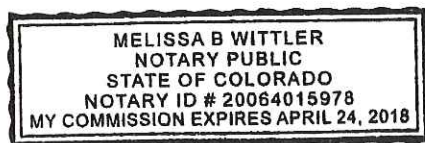
Mary A. Sims-

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

Notary Public

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

Jamie L. Jost
Jamie L. Jost

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


Notary Public

Exhibit A
RP – 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, OK 73156

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New York, NY 10022

Robert C Newman Oil, LLC
950 Woodland Pass SE
Smyrna, GA 30082

Foster Dennis
600 Haverkamp Drive
Glendale, CA 91206

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Cornelia E. Raisley, JT
605 40th Ave
Greeley, CO 80631

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