

**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 MODIFY ORDER NO. 535-478, TO ALLOW FOR 300-FOOT SETBACKS IN SECTIONS 5 AND 6, TOWNSHIP 9 NORTH, RANGE 58 WEST, 6 <sup>TH</sup> P.M., UNNAMED FIELD, WELD COUNTY, COLORADO	CAUSE NO. 535  DOCKET NO.  TYPE: REDUCED SETBACKS
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**APPLICATION**

COMES NOW Noble Energy, Inc. (Operator No. 100322) ("Applicant"), by and through its undersigned attorneys, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to modify Order No. 535-478, to allow for 300-foot setbacks as to the southern boundary of the unit comprising Sections 5 and 6, Township 9 North, Range 58 West, 6<sup>th</sup> P.M., for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations underlying the below-described lands. In support of its Application, 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 leasehold interests or holds the right to operate on the following lands (hereafter "Application Lands"):

Township 9 North, Range 58 West, 6<sup>th</sup> P.M.  
Section 5: All  
Section 6: All

1,286.95 acres, more or less, Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

3. On February 22, 2011, the Commission entered Order No. 535-3, which among other things, approves the request for an order to establish 160 approximate 640-acre drilling and spacing units, including the Application Lands, for the development of the Niobrara Formation. Order No. 535-3 has since been vacated as it applies to the Application Lands.

4. On May 6, 2013, the Commission entered Order No. 535-335, which among other things, approves the request for an order to vacate Order No. 535-3

as it applies to the Application Lands, and to establish an approximate 1280-acre drilling and spacing unit for the development of the Niobrara Formation.

5. On April 28, 2014, the Commission entered Order No. 535-478, which among other things, approves the request for an order to modify Order No. 535-335 to add the Codell Formation, and to approve up to 14 wells within the unit. Applicant requests that Order No. 535-478 be modified to allow for 300-foot setbacks for the southern boundary within the unit.

6. The Commission records reflect that there is one well currently producing from the Niobrara Formation in the Application Lands, which is the Timbro LD 06-64HN (API No. 05-123-37517).

7. To promote efficient drainage of the Codell and Niobrara Formations within the Application Lands, to protect correlative rights and to avoid waste, the Commission should modify Order No. 535-478 and allow 300-foot setbacks as to the southern boundary of the unit comprising Sections 5 and 6, Township 9 North, Range 58 West, 6<sup>th</sup> P.M.

8. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 within seven (7) days of the filing hereof, as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January 2016, 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 November 24<sup>th</sup>, 2015.

Respectfully submitted:

**NOBLE ENERGY, INC.**

By:



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

Applicant's Address:

Noble Energy, Inc.  
ATTN: Zach Shearon  
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 Attorney-In-Fact 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.



\_\_\_\_\_  
Charles A. Snure  
Attorney-In-Fact  
Noble Energy, Inc.

Subscribed and sworn to before me this 24<sup>th</sup> day of November 2015.

Witness my hand and official seal.

[SEAL] 

PHYLLIS KAJIWARA NOTARY PUBLIC STATE OF COLORADO NOTARY ID # 19984021145 MY COMMISSION EXPIRES OCTOBER 10, 2019
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My commission expires: 10-10-2019

Phyllis Kajiwara  
Notary Public

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FOR 300-FOOT SETBACKS IN SECTIONS 5  
AND 6, TOWNSHIP 9 NORTH, RANGE 58  
WEST, 6<sup>TH</sup> P.M., UNNAMED FIELD, WELD  
COUNTY, COLORADO

CAUSE NO. 535

DOCKET NO.

TYPE: REDUCED SETBACKS

AFFIDAVIT OF MAILING

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

I, Jamie L. Jost, of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for Noble Energy, Inc., and that on or before the 30<sup>th</sup> day of November 2015, I caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

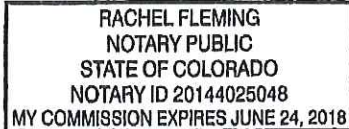
*Jamie L. Jost*

\_\_\_\_\_  
Jamie L. Jost

Subscribed and sworn to before me this 24<sup>th</sup> day of November 2015.

Witness my hand and official seal.

[SEAL]

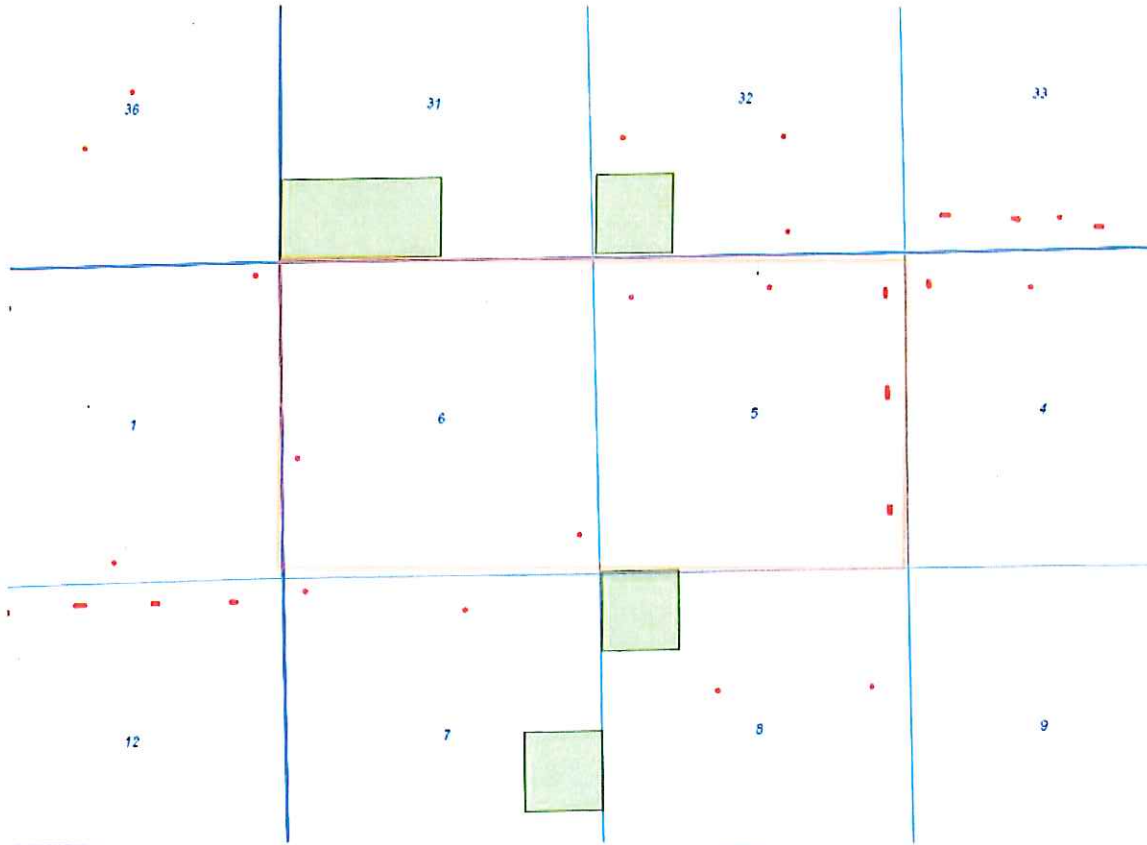


My commission expires: June 24, 2018

*Rachel Fleming*  
\_\_\_\_\_  
Notary Public

Reference Map  
Noble Energy, Inc.

Sections 5 and 6, Township 9 North, Range 58 West, 6<sup>th</sup> P.M.



\* There are no federally owned minerals within the Application Lands

**Exhibit A**  
**RS – DP 202 - T9N-R58W Sec. 5 & 6**

Noble Energy, Inc.  
1625 Broadway, Suite 2200  
Denver, CO 80202

Acme Oil Corporation, LLC  
1051-D West Highway 34  
Loveland, CO 80537

Noble Energy WyCo, LLC  
1625 Broadway, Suite 2200  
Denver, CO 80202

Estate of Emma M. Griggs  
178 Center S  
Brewer, ME 04412

Carrizo (Niobrara) LLC  
500 Dallas Street, Suite 2300  
Houston, TX 77002

McCulliss Resources Co., Inc.  
P.O. Box 3248  
Littleton, CO 80161

Oil India (USA) Inc.  
333 Clay Street, Suite 3300  
Houston, TX 77002

McCulliss Oil and Gas Inc.  
P.O. Box 221515  
Denver, CO 80222

IOCL (USA) Inc.  
333 Clay Street, Suite 3300  
Houston, TX 77002

George G. Vaught, Jr.  
P.O. Box 13557  
Denver, CO 80201

Haimo Oil & Gas, Inc.  
2901 Wilcrest Drive, Suite 285  
Houston, TX 77042

Paul L. McCulliss  
P.O. Box 3248  
Littleton, CO 80161

Kerr McGee Oil & Gas Onshore, LP  
1099 18th Street, Suite 1200  
Denver, CO 80202

Timbro Ranch & Cattle  
Company, LLC  
P.O. Box 367  
Springfield, NE 68059

Clifford Family Intervivos Trust  
u/t/a dated June 13, 1991  
818 W. Riverside Ave., Suite 660  
Spokane, WA 99201

Centennial Mineral Holdings, LLC  
5950 Cedar Springs Road, Suite 200  
Dallas, TX 75235

Nedrud Oil NE Weld County LLC  
6831 E Amber Sun Dr  
Scottsdale, AZ 85266

Grayrock Minerals, LLC  
5950 Cedar Springs Road, Suite 200  
Dallas, TX 75235

Hutton Oil NE Weld CO LLC  
16761 Coral Cay Lane  
Huntington Beach, CA 92649

Athene Annuity & Life  
Assurance Company  
c/o Athene Asset Management, L.P.  
700 Louisiana St, Ste 2710  
Houston, TX 77002

Raisa DJ Basin I LP  
10058 Circleview Drive  
Austin, TX 78733

AK Resources, LLC  
P.O. Box 6975  
Denver, CO 80206

Wayne Shoemaker and  
Ruth Ann Shoemaker  
51400 WCR 115  
Grover, CO 80729

Hat Creek Royalty, Ltd.  
P.O. Box 3240  
Midland, TX 79702

Antelope Energy Company, LLC  
P.O. Box 577  
Kimball, NE 69145

Naviatas Infinitas LLC  
1506 West Oak Street  
Ft. Collins, CO 80521

Carl B. Friss  
P.O. Box 293  
Glen Haven, CO 80532

Prometheus Minerals, LLC  
1538 Wazee Street, #200  
Denver, CO 80202

Rearden Minerals, LLC  
5914 W. Courtyard Dr.,  
Bldg II Suite 200  
Austin, TX 78730

Royals Mineral Holdings, LLC  
4367 Stanford Street  
Carlsbad, CA 92008



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CAUSE NO. 535

DOCKET NO. 160100026

TYPE: REDUCED SETBACKS

SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO )  
 )ss.  
COUNTY OF DENVER )

Zachary P. Sears of lawful age, and being first duly sworn upon his oath,  
states and declares:

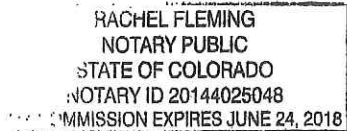
That he is the attorney for Noble Energy, Inc., that on or before the 15  
day of December, 2015, he caused a copy of the attached Application to be  
deposited in the United States Mail, postage prepaid, addressed to the parties  
attached hereto.

Zachary P. Sears  
Zachary P. Sears

Subscribed and sworn to before me this 15<sup>th</sup> day of December, 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: June 24, 2018

Rachel Fleming  
Notary Public

**Supplemental Interested Parties  
RS – DP 202 - T9N-R58W Sec. 5 & 6**

United States of America  
Colorado State Office  
Bureau of Land Management  
2850 Youngfield Street  
Lakewood, CO 80215