

**BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF AN APPLICATION BY NOBLE ENERGY, INC. FOR AN ORDER POOLING ALL INTERESTS IN AN APPROXIMATE 722-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT AND AN APPROXIMATE 360-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT ESTABLISHED FOR CERTAIN PORTIONS OF SECTIONS 1, 2, AND 3, TOWNSHIP 3 NORTH, RANGE 65 WEST, 6TH P.M. AND SECTIONS 34, 35, AND 36, TOWNSHIP 4 NORTH, RANGE 65 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE NIOBRARA AND CODELL FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

Noble Energy, Inc., Operator No. 100322 ("Noble" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in an approximate 722-acre horizontal wellbore spacing unit and an approximate 360-acre horizontal wellbore spacing unit established for certain portions of Sections 1, 2, and 3, Township 3 North, Range 65 West, 6th P.M. and Sections 34, 35, and 36, Township 4 North, Range 65 West, 6th P.M., for the development and operation of the Niobrara and Codell Formations. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a company duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant owns a leasehold interest in the below-listed lands:

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

Section 1: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 2: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 3: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 4 North, Range 65 West, 6th P.M.

Section 34: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 35: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 36: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

722 acres, more or less, Weld County, Colorado

Township 4 North, Range 65 West, 6th P.M.

Section 34: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 35: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 36: SW $\frac{1}{4}$ SW $\frac{1}{4}$

WSU No. 2

360 acres, more or less, Weld County, Colorado.

These lands are hereinafter collectively referred to as 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. The Application Lands are subject to Rule 318A.

4. Upon information and belief, Applicant designated in an approximate 722-acre horizontal wellbore spacing unit and an approximate 360-acre horizontal wellbore spacing unit established for certain portions of the Application Lands, for the below-described wells, for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations. Applicant notified all owners in the proposed wellbore spacing units pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing units within the 30-day response period:

- a. Centennial State G34-612 (API No. 05-123-44609) – Codell Formation – WSU #1;
- b. Centennial State G34-618 (API No. 05-123-44610) – Niobrara Formation – WSU #2.

These wells are hereinafter referred to as the "Subject Wells."

5. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in WSU Nos. 1-2 established for the Application Lands, for the development and operation of the Niobrara and Codell Formations.

6. 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 §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells within WSU Nos. 1-2.

7. Further, Applicant requests 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 Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells.

8. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §§34-60-101, et seq., C.R.S., and the Commission rules.

9. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

10. 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, that notice be given as required by law and that upon such hearing, the Commission enter its order:

A. Pooling all interests in WSU Nos. 1-2 established for the Application Lands, for the development and operation of the Niobrara and Codell Formations, effective as of the earlier of the date of this Application, or the date that the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells within WSU Nos. 1-2.

B. 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 Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Wells.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 11th day of October, 2017.

Respectfully submitted,

NOBLE ENERGY, INC.

By:


James Parrot

Jillian Fulcher

Jobediah J. Rittenhouse

Beatty & Wozniak, P.C.

Attorneys for Applicant

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Denver, Colorado 80202

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Applicant's Address:

Noble Energy, Inc.

Brian Bolton, Landman

1625 Broadway, Suite 2200

Denver, Colorado 80202

VERIFICATION

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

Ryan D. Antonio, Attorney-In-Fact for Noble Energy, Inc., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information, and belief.


NOBLE ENERGY, INC.


Ryan D. Antonio

Subscribed and sworn to before me this 10th day of October, 2017, by Ryan D. Antonio, Attorney-In-Fact for Noble Energy, Inc.

Witness my hand and official seal.

My commission expires: 4.17.18


Notary Public

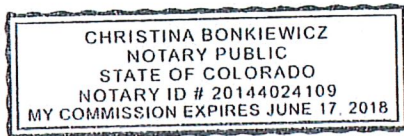


Exhibit A

Reference Map for Pooling Application

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

Section 1: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 2: N $\frac{1}{2}$ N $\frac{1}{2}$

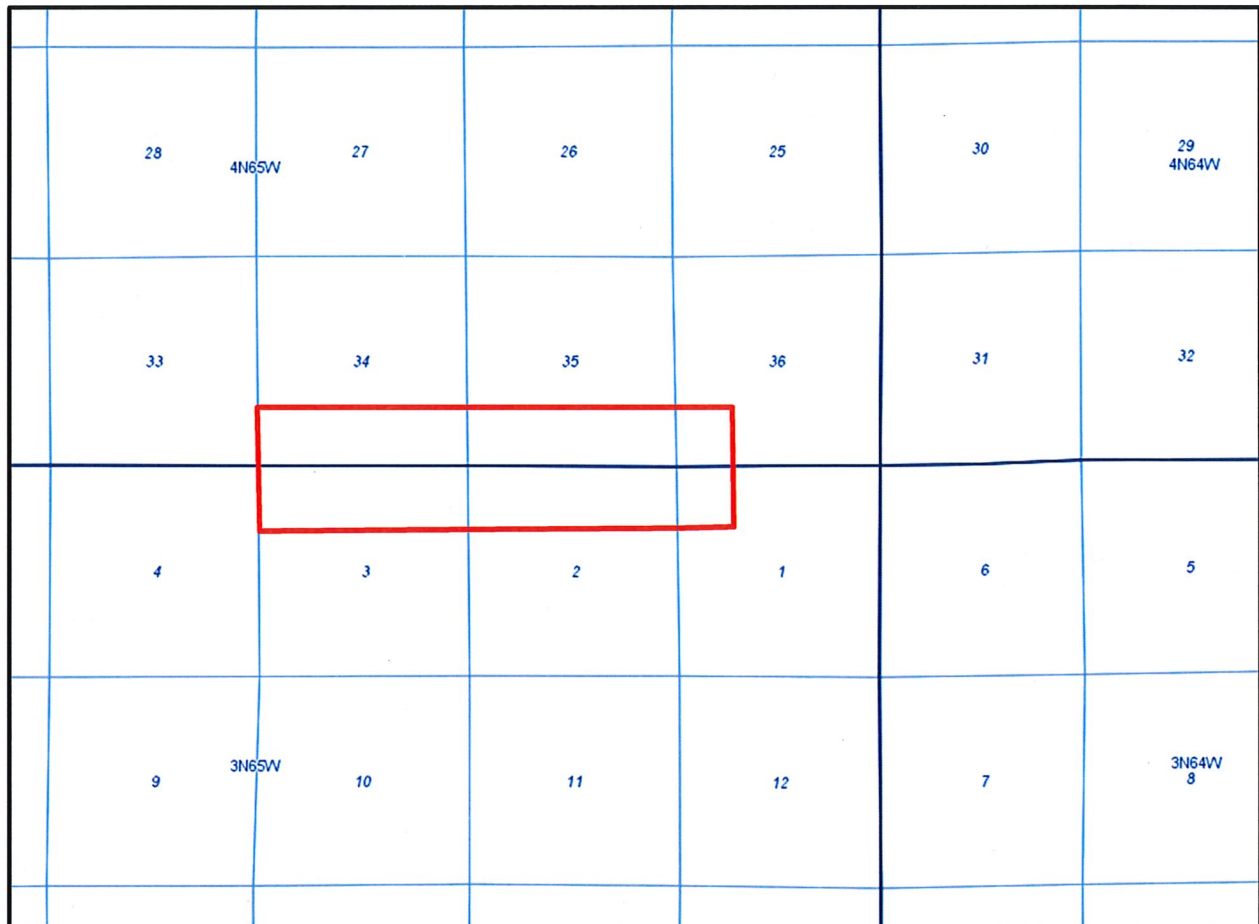
Section 3: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 4 North, Range 65 West, 6th P.M.

Section 34: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 35: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 36: SW $\frac{1}{4}$ SW $\frac{1}{4}$



= Application Lands

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TYPE: POOLING

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Noble Energy, Inc., and on or before October 19th, 2017, 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 attached hereto.

Subscribed and sworn to before me this 13 day of October, 2017.

Notary Public

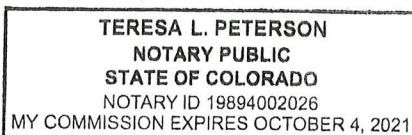


EXHIBIT A

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit A.

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

Beebe Draw Gun Club
P.O. Box 336173
Greeley, CO 80633

State of Colorado
1127 Sherman Street, Suite 300
Denver, CO 80203

The Ruth Barfoot Trust
7956 W. Willow Avenue
Peoria, AZ 85381

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

Crestone Peak Resources Holdings LLC
1801 California, Suite 2500
Denver, CO 80202

James H. Turner, Trustee
5905 Sparrow Ave
Firestone, CO 80504

Tundra Resources, LLC
730 17th Street, #340
Denver, CO 80202

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

Aristocrat Angus Ranch, LLP
7900 WCR 34
Platteville, CO 80651

Carl A. Jepsen II and
John C. Jepsen, Joint Tenants
20121 WCR 42
LaSalle, CO 80645

Laradon Hall Society for Exceptional
Children and Adults
5100 Lincoln Street
Denver, CO 80216

Shelton Land and Cattle, Ltd.
10570 WCR 75 1/2
Roggen, CO 80652

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

PDC Energy, Inc.
1775 Sherman Street, Suite 3000
Denver, CO 80203

Robert S. Pirtle
P. O. Box 1310
Tyler, TX 75710

Stuart W. Kahn and Ellen K. Dorfman,
successor Co-Trustees of the
Isadore J. Kahn Management Trust
created under Trust Agreement
dated August 6, 1999
740 Via Mirada Lane
El Paso, TX 79922

Purple Kangaroos LLC
5800 Kanan Road, #280
Agoura Hills, CA 91301