

**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 720-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT FOR CERTAIN PORTIONS OF SECTIONS 16, 17, 20, 21, 28, AND 29, TOWNSHIP 2 NORTH, RANGE 64 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE NIOBRARA FORMATION, 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 720-acre horizontal wellbore spacing unit established for certain portions of Sections 16, 17, 20, 21, 28, and 29, Township 2 North, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation. 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 2 North, Range 64 West, 6th P.M.

Section 16: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 17: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 20: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 21: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 28: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 29: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

720 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 an approximate 720-acre horizontal wellbore spacing unit comprised of certain portions of the Application Lands, for the below-described well, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period:

a. Hullabaloo State Y21-787 (API No. 05-123-45238) – Niobrara Formation – WSU #1.

This well is hereinafter referred to as the “Subject Well.”

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 No. 1 established for the Application Lands, for the development and operation of the Niobrara Formation.

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 Well within WSU No. 1.

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 Well, 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 Well.

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 No. 1 established for the Application Lands, for the development and operation of the Niobrara Formation, 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 Well within WSU No. 1.

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 Well, 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 Well.

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

DATED this 12th day of October, 2017.

Respectfully submitted,
NOBLE ENERGY, INC.

By: Jobediah J. Rittenhouse
James Parrot
Jillian Fulcher
Jobediah J. Rittenhouse
Beatty & Wozniak, P.C.
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Denver, Colorado 80202
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Applicant's Address:

Noble Energy, Inc.
Ryan D. Antonio, Attorney-in-Fact
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.

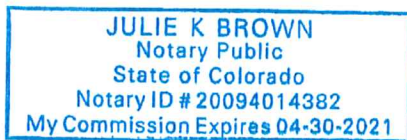
NOBLE ENERGY, INC.


Ryan D. Antonio

Subscribed and sworn to before me this 12th day of October, 2017, by Ryan D. Antonio, as Attorney-In-Fact for Noble Energy, Inc.

Witness my hand and official seal.

My commission expires: 04/30/2021



Notary Public

Exhibit A

Reference Map for Pooling Application

Township 2 North, Range 64 West, 6th P.M.

Section 16: $W\frac{1}{2}W\frac{1}{2}$

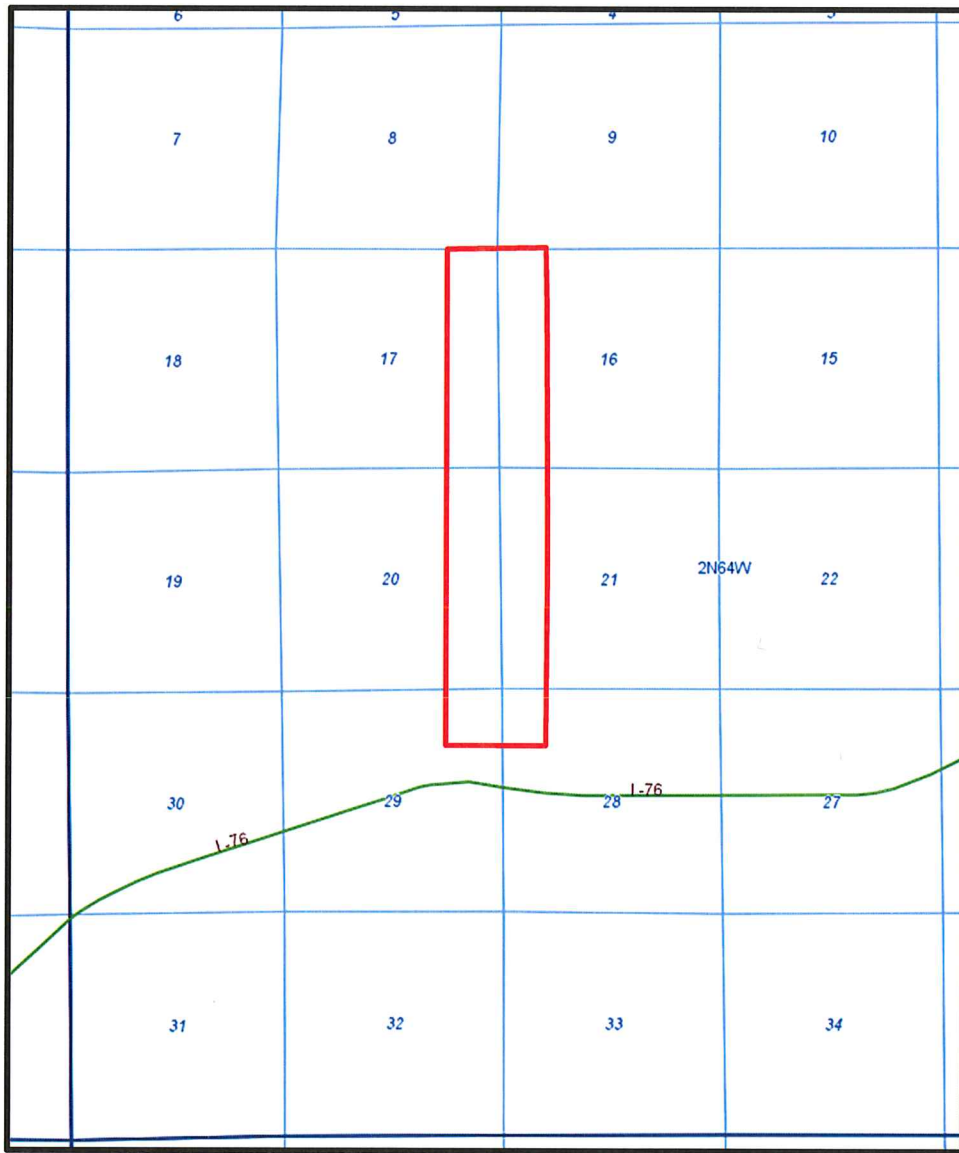
Section 17: $E\frac{1}{2}E\frac{1}{2}$

Section 20: $E\frac{1}{2}E\frac{1}{2}$

Section 21: $W\frac{1}{2}W\frac{1}{2}$

Section 28: $NW\frac{1}{4}NW\frac{1}{4}$

Section 29: $NE\frac{1}{4}NE\frac{1}{4}$



= Application Lands

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WATTENBERG FIELD, WELD COUNTY,
COLORADO

TYPE: POOLING

TERESA L. PETERSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894002026
MY COMMISSION EXPIRES OCTOBER 4, 2021

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 Street, Suite 1800
Denver, CO 80202

Shirley Ann Nuss, Ph.D
14704 Highway 34
Fort Morgan, CO 80701

Anadarko Land Corp.
1099 18th Street, Suite 1800
Denver, CO 80202

Raymond R. Ruppert
P.O. Box 16276
Denver, CO 80216

Kristine Hefner
8615 North Sundown Trail
Parker, CO 80134

Nancy S. Keeth
1001 Evans Street
Franklin, TN 37064

Jeanette Frasco
1125 Huckleberry Lane
Eaton, CO 80615

Ellis Knoll
63246 Road 78
New Raymer, CO 80203

Robert William Biggs
3528 N. Stone Ave., #113
Tucson, AZ 85705

Margaret Ann Batterton
545 E. Newport Drive
Tucson, AZ 85705

Noble Energy
Attn: Ms. Megan Lowe
1625 Broadway
Denver, CO 80202

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

Keller Family Limited Partnership, LLLP
14802 West 44th Avenue
Golden, CO 80403

Edward L. Zorn
626 E. Platte Avenue
Fort Morgan, CO 80701

James H. Ries and
Helen J. Ries, Joint Tenants
26030 WCR 18
Keenesburg, CO 80643

John M. Hefner
8614 North Sundown Trail
Parker, CO 80134

The Sandra K. Conner Trust
dated January 26, 1984,
Sandra K. Conner and
David C. Conner, Trustees
8452 Larue Road
Rogers, AR 72756

Kurt Conner
40 Blue Heron Drive
Thornton, CO 80241

Richard Moore,
a/k/a Richard Leroy Moore
642 Holley Street
Shelley, ID 83274

Richard Bruce Biggs
11275 N. Via Rancho Narajo
Tucson, AZ 85737

John Royal Biggs
P. O. Box 1561
Overton, NV 89040

State of Colorado,
State Board of Land Commissioners,
Attn: Mr. Timothy Kelly
1127 Sherman Street, Suite 300
Denver, CO 80203

Wildcat Energy, Inc.
Attn: Mr. Avi Dan
245 E. 54th St., Suite 5M
New York, NY 10022

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