

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

IN THE MATTER OF AN **AMENDED** APPLICATION
BY NOBLE ENERGY, INC. FOR AN ORDER
POOLING ALL INTERESTS IN TWO APPROXIMATE
720-ACRE DESIGNATED HORIZONTAL WELLBORE
SPACING UNITS FOR CERTAIN PORTIONS OF
SECTIONS 10, 15, AND 22, TOWNSHIP 2 NORTH,
RANGE 64 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. 171200872

TYPE: POOLING

AMENDED APPLICATION

Noble Energy, Inc., Operator No. 100322 ("Noble" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this **Amended** Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in two (2) approximate 720-acre horizontal wellbore spacing units established for certain portions of Sections 10, 15, and 22, Township 2 North, Range 64 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 2 North, Range 64 West, 6th P.M.

Section 10: E $\frac{1}{2}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ SE $\frac{1}{4}$

Section 15: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

Section 22: E $\frac{1}{2}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") Nos. 1-2

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 two (2) approximate 720-acre horizontal wellbore spacing units comprised of 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. Bison Ridge Y22-749 (API No. 05-123-4536945379) – Niobrara Formations – WSU #1;
- b. Bison Ridge Y22-756 (API No. 05-123-4537545370) – Codell 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 Amended 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 Amended 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 Amended 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 Amended 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 9th day of October November, 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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216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jparrot@bwenerylaw.com
jfulcher@bwenerylaw.com
jrittenhouse@bwenerylaw.com

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 and that the statements contained therein are true to the best of his knowledge, information, and belief.

NOBLE ENERGY, INC.

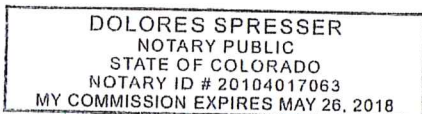


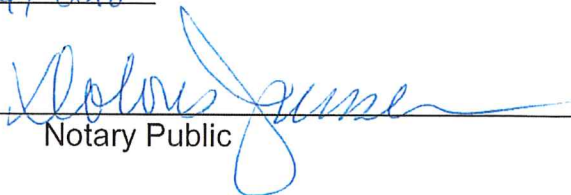
Ryan D. Antonio

Subscribed and sworn to before me this 9th day of November, 2017, ^{BD}_{WPS}
by Ryan D. Antonio, Attorney-In-Fact for Noble Energy, Inc.

Witness my hand and official seal.

My commission expires: May 26, 2018





Notary Public

Exhibit A

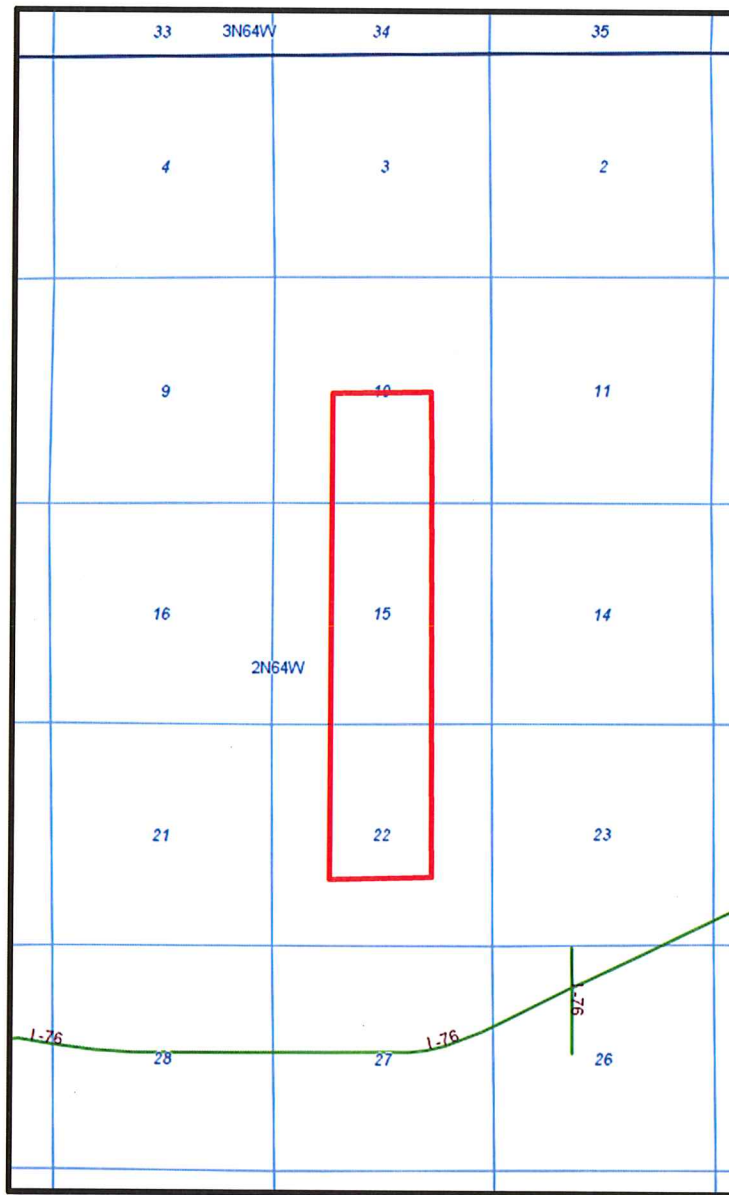
Reference Map for Pooling Application

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

Section 10: E $\frac{1}{2}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ SE $\frac{1}{4}$

Section 15: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

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= 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 November 10, 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 9th day of November, 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.

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

Gert, LLC, c/o Malvern Farm,
Attn: Mr. Michael J. Weber,
249 Malvern Farm Drive,
Charlottesville, VA 22903

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

Fredric F. Minne Living Trust
dated July 6, 2016
8505 County Road 57
Keenesburg, CO 80643

Guttersen & Company
P.O. Box 2176
Greeley, CO 80632

Stanley F. Gingerich
P.O. Box 316
Keenesburg, CO 80643

Arthur W. Berglund
5709 77th Street
Lubbock, TX 79424

Janet B. Warda
920 Keswick Place
Glendora, CA 91741

T.E. McClintock T/W fbo Mary M. Swift,
U.S. Bank, N.A., Trustee
P.O. Box 3499
Tulsa, OK 74101

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

John M. Ouzts
3570 E. Entrada del Sol
Tucson, AZ 85718

Free Ride, LLC
P.O. Box 429
Roswell, NM 88202

Sharon L. Minne Living Trust
dated July 6, 2016
8505 County Road 57
Keenesburg, CO 80643

Gary Douglas Myers
30113 Troutdale Scenic Dr.
Evergreen, CO 80439

Robert Kent Berglund,
Trustee of the Revocable
Trust of Robert Kent Berglund
U/A dated October 29, 2015
2 Rivervista Drive
Chattanooga, TN 37405

Arnita M. Tudor
5512 Inwood Road
Knoxville, TN 37921

McClintock & Nikoloric LLC BOFK, N.A.,
d/b/a Colorado State Bank and Trust, Agent
P.O. Box 3499
Tulsa, OK 74101