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

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| IN THE MATTER OF AN APPLICATION BY NOBLE ENERGY, INC. FOR AN ORDER POOLING ALL INTERESTS IN TWO APPROXIMATE 720-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS AND ONE APPROXIMATE 360-ACRE DESIGNATED WELLBORE SPACING UNIT 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 FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO | CAUSE NO. 407<br><br>DOCKET NO.<br><br>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 two (2) approximate 720-acre horizontal wellbore spacing units and one (1) approximate 360-acre horizontal wellbore spacing unit 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 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 10: SW¼
Section 15: W½
Section 22: NW¼, N½SW¼

***Wellbore Spacing Unit ("WSU") Nos. 1-2***
720 acres, more or less, Weld County, Colorado

Township 2 North, Range 64 West, 6th P.M.
Section 10: W½SW¼
Section 15: W½W½
Section 22: W½NW¼, NW¼SW¼

***WSU No. 3***
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 two (2) approximate 720-acre horizontal wellbore spacing units and one (1) approximate 360-acre horizontal wellbore spacing unit 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 Formation. 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 Y22-764 (API No. 05-123-45376) – Niobrara Formation – WSU #1;

b. Bison Ridge Y22-771 (API No. 05-123-45372) – Niobrara Formation – WSU #2;

c. Bison Ridge Y22-779 (API No. 05-123-45378) – Niobrara Formation – WSU #3.

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. 1-3 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 Wells within WSU Nos. 1-3.

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. 1-3 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 Wells within WSU Nos. 1-3.

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 12th day of October, 2017.

Respectfully submitted,

**NOBLE ENERGY, INC.**

By: Jobediah Rittenhouse

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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jrittenhouse@bwenergylaw.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 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

JULIE K BROWN
Notary Public
State of Colorado
Notary ID # 20094014382
My Commission Expires 04-30-2021

Notary Public

# Exhibit A

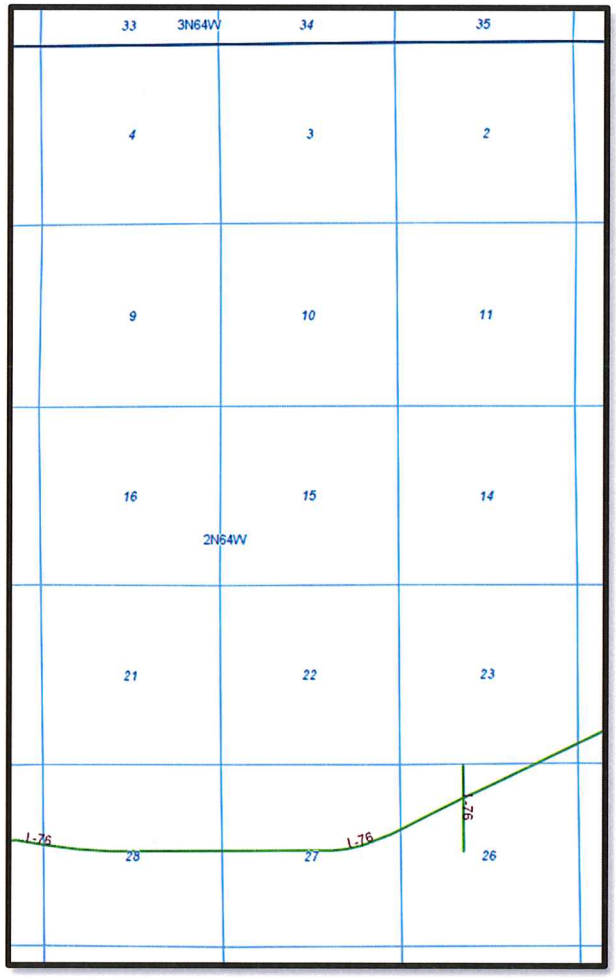
## Reference Map for Pooling Application

Township 2 North, Range 64 West, 6th P.M.
Section 10: SW¼
Section 15: W½
Section 22: NW¼, N½SW¼

***Wellbore Spacing Unit ("WSU") Nos. 1-2***
720 acres, more or less, Weld County, Colorado

Township 2 North, Range 64 West, 6th P.M.
Section 10: W½SW¼
Section 15: W½W½
Section 22: W½NW¼, NW¼SW¼

***WSU No. 3***
360 acres, more or less, Weld County, Colorado



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

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| IN THE MATTER OF AN APPLICATION BY NOBLE ENERGY, INC. FOR AN ORDER POOLING ALL INTERESTS IN THREE 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 FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO | CAUSE NO. 407<br><br>DOCKET NO. 171200873<br><br>TYPE: POOLING |

AFFIDAVIT OF MAILING

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

Grace Go-Hoveland, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Noble Energy, Inc., and on or before October 13th, 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.

Grace Go-Hoveland

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

Witness my hand and official seal.

Notary Public

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.

Noble Energy, Inc.,
Attn. Julie Brown
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

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

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

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

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

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

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

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

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

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

Tommy R. Price and
Michelle L. Price, as joint tenants
8280 Country Road 55
Keenesburg, CO 80643