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 SUBJECT ANY ADDITIONAL NONCONSENTING INTERESTS TO THE COST RECOVERY PROVISIONS OF § 34-60-116 (6) and (7), C.R.S. FOR AN APPROXIMATE 3,200-ACRE UNCONVENTIONAL RESOURCE UNIT ESTABLISHED FOR SECTION 25, 26, 27, 34 AND 35, TOWNSHIP 9 NORTH, RANGE 59 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, UNNAMED FIELD, WELD COUNTY, COLORADO	CAUSE No. 407 DOCKET No. 180300_____ TYPE: POOLING

APPLICATION

COMES NOW Noble Energy, Inc. (Operator No. 100322) ("Applicant"), by its attorneys, Jost Energy Law, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to subject any additional nonconsenting interests to Order No. 535-635 for an approximate 3,200-acre unconventional resource unit, as defined below, for the development and operation of the Codell and Niobrara Formations on the following described lands:

Township 9 North, Range 59 West, 6th P.M.
Section 25: All
Section 26: All
Section 27: All
Section 34: All
Section 35: All

3,200 acres, more or less, Weld County, Colorado.

Hereinafter "Application Lands"

In support thereof, 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 is an Owner in the Application Lands, owns certain leasehold interests in the Application Lands and/or holds the right to operate certain leasehold interests in the Application Lands.

3. On April 28, 2014, the Commission entered Order No. 535-480 which established an approximate 3,200-acre unconventional resource unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, and approved an appropriate number of vertical, directional or horizontal wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons within the unit. Sections 25, 26, 27, 34, and 35, Township 9 North, Range 59 West, 6th P.M. is subject to this Order for the Codell and Niobrara Formations.

4. On June 17, 2014, the Commission entered Order No. 535-496 which modified the setbacks, to allow for 300-foot setbacks for certain unit boundary lines, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. Sections 25, 26, 27, 34, and 35, Township 9 North, Range 59 West, 6th P.M. is subject to this Order for the Codell and Niobrara Formations.

5. On March 2, 2015, the Commission entered Order No. 535-635 which pooled all interests within an approximate 3200-acre unconventional resource unit established for Sections 25, 26, 27, 34, and 35, Township 9 North, Range 59 West, 6th P.M., and to subject any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S. for the Wells, for any well drilled within two years from the date of this Order, for the development and operation of the Codell and Niobrara Formations.

6. Applicant, pursuant to Commission Rule 530 and/or the provisions of § 34-60-116 (6) and (7), C.R.S. hereby requests an order to subject any additional nonconsenting interests and any party failing to fulfill its election, in the Application Lands in the Codell and Niobrara Formations underlying the approximate 3,200-acre unconventional resource unit established for the Application Lands.

7. 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 any horizontal well to the Codell or Niobrara Formation on the Application Lands.

8. Applicant certifies that copies of this Application will be served on all additional persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 503.e., and that at least thirty-five (35) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of any wells within the 3,200-acre unconventional resource unit, and will be provided with the information required by Rule 530 as applicable.

9. In order to prevent waste and to protect correlative rights, all additional nonconsenting interests in the unconventional resource unit should be subject to the cost recovery provisions of § 34-60-116(7)(b), C.R.S. for the orderly development and operation of the Codell and Niobrara Formations.

WHEREFORE, Applicant requests that this matter be set for hearing in March 19, 2018, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Subject all additional nonconsenting interests and any party failing to fulfill its election, to Order No. 535-635 in the 3,200-acre unconventional resource unit established for the Application Lands for the development and operation of the Codell and Niobrara Formations.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in § 34-60-116(7)(b), C.R.S. are first incurred for the drilling of any horizontal well in the 3,200-acre unconventional resource unit to the Codell or Niobrara Formation on the Application Lands.

C. 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 a horizontal well, or who has failed to pay their proportionate share of the cost and expenses of the Wells are pooled by operation of statute, pursuant to § 34-60-116(6) and (7), C.R.S., and made subject to the cost recovery provisions thereof with respect to any horizontal well drilled to develop the Codell and Niobrara Formations in the unconventional resource unit comprising the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED January 18, 2018

Respectfully submitted:

NOBLE ENERGY, INC.

Jamie L. Jost
Kelsey Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
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(720) 446-5620

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)

Ryan D. Antonio, of lawful age, being first duly sworn upon oath, deposes and says that he is a Land Manager 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.

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

Subscribed and sworn to before me this 18th day of January, 2018.

Witness my hand and official seal.

[SEAL]

CHRISTINA RODINE
Notary Public
State of Colorado
Notary ID # 20144024109
My Commission Expires 06-17-2018

My commission expires: 6.17.18

Notary Public

RECEIVED
JAN 22 2018
COGCC

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 SUBJECT ANY ADDITIONAL NONCONSENTING INTERESTS TO THE COST RECOVERY PROVISIONS OF § 34-60-116 (6) and (7), C.R.S. FOR AN APPROXIMATE 3,200-ACRE UNCONVENTIONAL RESOURCE UNIT ESTABLISHED FOR SECTION 25, 26, 27, 34 AND 35, TOWNSHIP 9 NORTH, RANGE 59 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, UNNAMED FIELD, WELD COUNTY, COLORADO	CAUSE No. 407 DOCKET No. 180300174 TYPE: POOLING

AFFIDAVIT OF MAILING

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

The undersigned, 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 24th day of January, 2018, I caused a copy of the Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to this Affidavit.

Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 22nd day of January, 2018.

Witness my hand and official seal.

[SEAL]

KERRY LEBLEU
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19934018734
MY COMMISSION EXPIRES JULY 24, 2021

Notary Public

EXHIBIT A
T9N-R59W; Sec. 25, 26, 27, 34, 35 RP

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Oil India (USA) Inc.
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Barbara A Zimmer
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