

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

IN THE MATTER OF THE **AMENDED** APPLICATION OF
MALLARD EXPLORATION, LLC **AND NOBLE
ENERGY, INC.** FOR AN ORDER AMENDING ORDER
NO. 535-3 TO ESTABLISH AN APPROXIMATE 640-
ACRE DRILLING AND SPACING UNIT FOR SECTION 3,
TOWNSHIP 8 NORTH, RANGE 60 WEST, 6TH P.M., AND
AUTHORIZE INCREASED WELL DENSITY, FOR
PRODUCTION FROM THE CODELL, FORT HAYS,
CARLILE AND NIOBRARA FORMATIONS, UNNAMED
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 535

DOCKET NO. **180700513**

TYPE: ADDITIONAL WELLS

AMENDED APPLICATION

COMES NOW Mallard Exploration, LLC (Operator No. 10670) ("Mallard" ~~or~~ "Applicant") and **Noble Energy, Inc. (Operator No. 100322) ("Noble")**, by and through its undersigned attorneys, and respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("COGCC" or "Commission") for an order amending Order No. 535-3 to establish an approximate 640-acre drilling and spacing unit for Section 3, Township 8 North, Range 60 West, 6th P.M., and authorize the drilling of an additional 15 horizontal wells within said unit, for a total of 16 horizontal wells, for production of oil, gas and associated hydrocarbons from the Codell, Fort Hays, Carlile, and Niobrara Formation. **Mallard and Noble shall herein be referred to as "Co-Applicants"**. In support of this verified application ("Application"), Applicant states and alleges as follows:

1. **Mallard Applicant** is a limited liability company duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission. **Noble 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. **Mallard and Noble is/are either an Owner and/or Operator** as defined by the Colorado Oil and Gas Conservation Act, § 34-60-103(7) and the Commission 100 Series Rules, and owns leasehold interests and/or has the right to drill and produce on the following lands (hereafter "Application Lands"):

Township 8 North, Range 60 West, 6th P.M.
Section 3: All

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

A reference map of the Application Lands is attached hereto.

3. Rule 318.a. of the Commission Rules provides a well to be drilled 2,500 feet or greater shall be located not less than 600 feet from any lease line, and shall be located not less than 1,200 feet from any other producible oil or gas well when drilling to the same common source of supply, unless authorized by the Commission upon hearing. The Application Lands are subject to this Order for the Fort Hays, Carlile and Codell Formations.

4. On October 28, 2013, the Commission entered Order No. 535-3 which, among other things, established an approximate 640-acre drilling and spacing unit for the Application Lands, and approved one horizontal well within said unit, for the production of oil, gas and associated hydrocarbons

from the Niobrara Formation. The Application Lands are subject to this Order for the Niobrara Formation.

5. The Commission records reflect that there is one horizontal well, the Badger Federal #LF 03-64 HN (API No. 05-123-34384) currently producing from the Niobrara Formation on the Application Lands.

6. To promote efficient drainage within the Codell, Fort Hays, Carlile, and Niobrara Formations underlying the Application Lands and to protect correlative rights while preventing waste, the Commission should approve 15 additional horizontal wells, for a total of 16 wells, in the unit for the efficient and economic development and operation of said formations.

7. Amending Order No. 535-3 for the Application Lands to include the Codell, Fort Hays, Carlile, and Niobrara Formations and additional wells will allow efficient drainage of said formations; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of oil, gas and associated hydrocarbons from the reservoirs. The unit of the size and shape requested for the Application Lands is not smaller than the maximum area that can be economically and efficiently drained the proposed increase in well density.

8. **Co-Applicants Applicant** ~~Applicant~~ maintains that there will be no more than two new well pads in the unit, or on lands adjacent thereto with surface owner consent, unless an exception is granted by the Director.

9. **Co-Applicants Applicant** ~~Applicant~~ further states that the productive interval of each proposed horizontal well shall be no closer than 600 feet from the boundaries of the 640-acre unit (regardless of lease lines within the unit), unless an exception is granted by the Director, and all horizontal wells shall be no closer than 150 feet from the productive interval of another well producing from the same supply within the unit, unless a waiver or consent is obtained from the operator of such well.

10. **Co-Applicants Applicant** ~~Applicant~~ **is are** requesting to drill and complete up to 16 horizontal wells in the approximate 640-acre drilling and spacing unit for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell, Fort Hays, Carlile, and Niobrara Formations underlying the Application Lands.

11. 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.

12. The granting of this **Amended 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.

13. **Co-Applicants Applicant** ~~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.

WHEREFORE, Mallard **and Noble** respectfully requests that this matter be set for hearing in July 30, 2018, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Amending Order No. 535-3 to establish an approximate 640-acre drilling and spacing unit for the Application Lands, and authorize the drilling of an additional 15 horizontal wells within said

unit, for a total of 16 horizontal wells, for production of oil, gas and associated hydrocarbons from the Codell, Fort Hays, Carlile, and Niobrara Formation, with the productive interval of any permitted horizontal well located no closer than 600 feet from the boundaries of the proposed unit (regardless of lease lines within the unit), and no closer than 150 feet from the productive interval of any other wellbore within the unit, unless an exception is granted by the Director.

B. Limiting the drilling of any permitted wells under this Application to no more than two new well pads in the unit, or on lands adjacent thereto with surface owner consent, unless an exception is granted by the Director.

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

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DATED ~~May 21,~~ May 4, 2018.

Respectfully submitted:

MALLARD EXPLORATION, LLC

By:



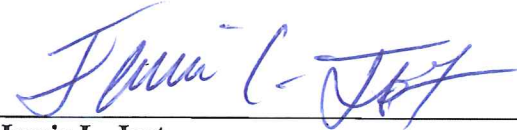
Robert A. Willis
Poulson, Odell & Peterson, LLC
1775 Sherman Street, Suite 1400
Denver, Colorado 80203
Phone: (303) 861-4400
rwillis@popllc.com

Co-Applicant's Address:

Mallard Exploration, LLC
ATTN: Jordan Mattson
1821 Blake Street, Suite 2B
Denver, CO 80202

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Kelsey Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
Denver, Colorado 80202
(720) 446-5620

Co-Applicant's Address:

Noble Energy, Inc.
ATTN: Matt Otness
1625 Broadway, Suite 2200
Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY AND COUNTY OF DENVER

)

Jamison McIlvain, of lawful age, being first duly sworn upon oath, deposes and says that he is the Executive Vice President of Business Development for Mallard Exploration, LLC 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.


Jamison McIlvain

Jamison Mellvain

Executive Vice President of Business Development
Mallard Exploration

Subscribed and sworn to before me this 21st day of May, 2018.

Witness my hand and official seal.

[SEAL]

**MADISON MAMAGHANI
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20174036078
COMMISSION EXPIRES AUG. 29, 2021**

My commission expires: 8/29/21

Notary Public

Notary Public

VERIFICATION

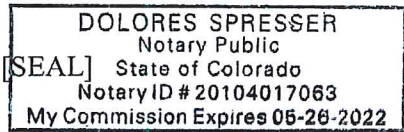
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Sue Ann Jack, of lawful age, being first duly sworn upon oath, deposes and says that she is a Land Manager for Noble Energy, Inc., and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

Sue Ann Jack
Land Manager
Noble Energy, Inc.

Subscribed and sworn to before me this 21st day of May, 2018.

Witness my hand and official seal.

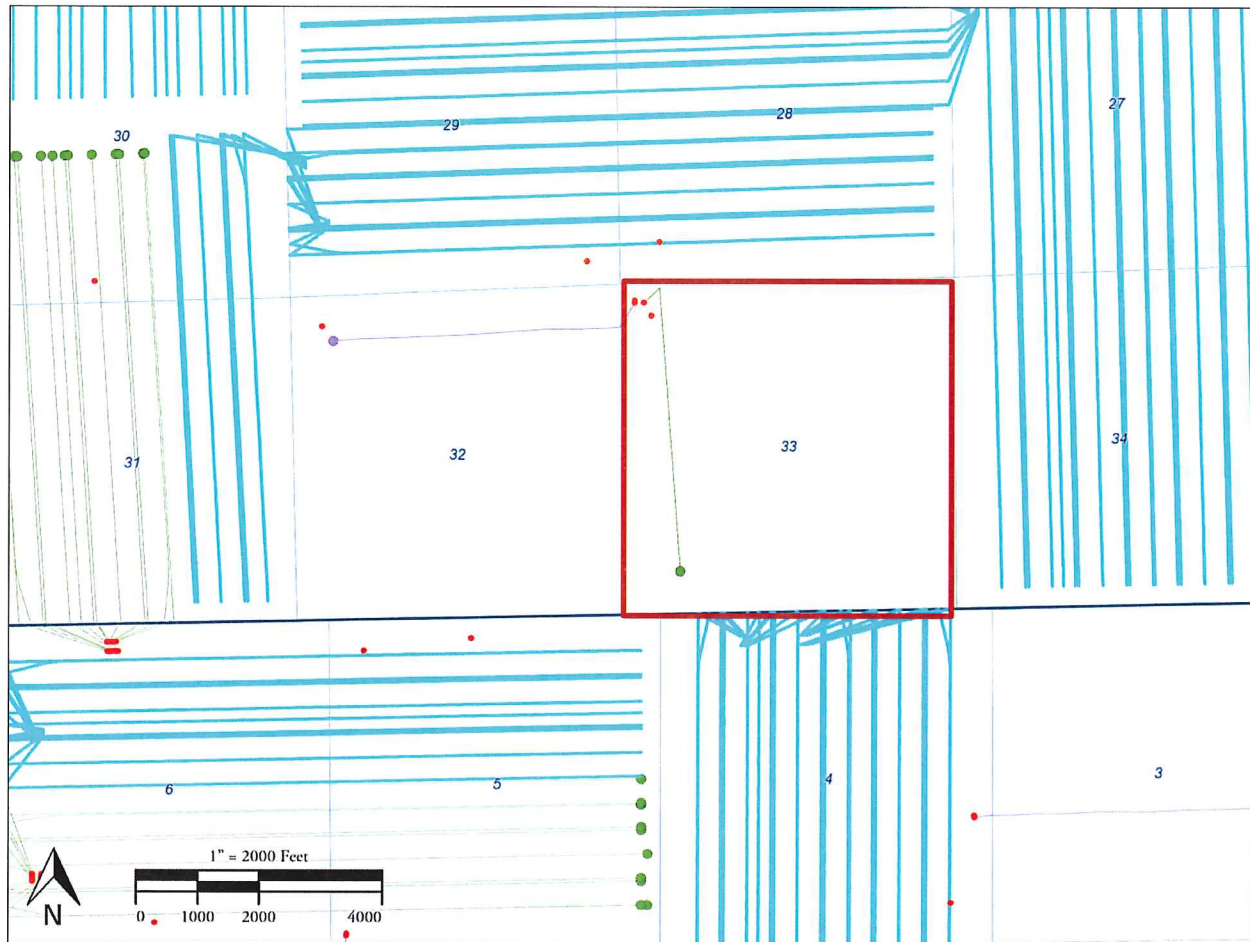


My commission expires: May 26, 2022

Notary Public

Reference Map
Mallard Exploration and Noble Energy, Inc.

Section 33, Township 9 North, Range 60 West, 6th P.M.



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AND AUTHORIZE INCREASED WELL DENSITY,
FOR PRODUCTION FROM THE CODELL, FORT
HAYS, CARLILE AND NIOBRARA
FORMATIONS, UNNAMED FIELD, WELD
COUNTY, COLORADO

TYPE: ADDITIONAL WELLS

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

Jamil R


Notary Public

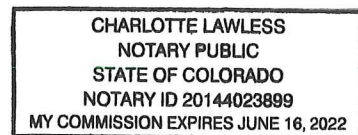


Exhibit A
ID – 8N-60W-Sec 3

Robert Willis, Esq.
Poulson, Odell & Peterson LLC
1775 Sherman St., Suite 1400
Denver, CO 80203

Colo. Parks & Wildlife
Attn: Brandon Marette
6060 Broadway
Denver, CO 80216

Troy Swain
Weld County O&G LGD
1555 North 17th Ave.
Greeley, CO 80631

Bison Oil & Gas II, LLC
518 17th St., Ste 1800
Denver, CO 80202

BLM
2850 Youngfield St.
Lakewood, CO 80215

Kent Kuster
CDPHE
4300 Cherry Creek Dr. South
Denver, CO 80246-1530

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

Noble Energy WyCo, LLC
1625 Broadway, Ste 2200
Denver, CO 80202

Mallard Exploration
1821 Blake St., Ste. 2B
Denver, CO 80202

JAL Interests, LLC
3301 Cornell Ave.
Dallas, TX 75205

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OF THE STATE OF COLORADO**

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MALLARD EXPLORATION, LLC FOR AN ORDER
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UNNAMED FIELD, WELD COUNTY, COLORADO

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CERTIFICATE OF MAILING

I, Bridget Wittrock, hereby certify that on the 11th day of May, 2018, I caused a copy of the Application in the above-referenced Docket Number to be deposited in the U.S. Mail, postage prepaid, addressed to the parties listed on Exhibit B attached hereto.

DATED this 31st day of May, 2018.



Bridget Wittrock
Poulson, Odell & Peterson, LLC
1775 Sherman Street, Suite 1400
Denver, Colorado 80203

EXHIBIT B

INTERESTED PARTIES

Troy Swain
Weld County O&G LGD
1555 North 17th Ave.
Greeley, CO 80631
180700513

BLM
2850 Youngfield St.
Lakewood, CO 80215

180700513

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

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Mallard Exploration
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Denver, CO 80202

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Colo. Parks & Wildlife
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180700513

Bison Oil & Gas II, LLC
518 17th St., Ste 1800
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