

**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
POOL ALL INTERESTS IN TWO DESIGNATED
HORIZONTAL WELLBORE SPACING UNITS
ESTABLISHED FOR PORTIONS OF
SECTIONS 13, 14, 23, 24, 25, 26 AND 36,
TOWNSHIP 3 NORTH, RANGE 65 WEST, 6TH
P.M., AND PORTIONS OF SECTIONS 18, 19
AND 30, TOWNSHIP 3 NORTH, RANGE 64
WEST, 6TH P.M., FOR THE PRODUCTION OF
OIL, GAS AND ASSOCIATED
HYDROCARBONS FROM THE NIOBRARA
AND CODELL FORMATIONS, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 180700 ____

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 pool all interests within two designated horizontal Wellbore Spacing Units, as defined below, for the drilling of the following wells: the Emmy State H25-785 (API No. 05-123-46980) in WSU #1 and the Emmy H25-711 (API No. 05-123-46968) in WSU #2 (collectively, the "Wells") for the development and operation of the Niobrara and Codell Formations on the following lands (hereinafter, the "Application Lands"):

WSU #1 (Niobrara Formation):

Township 3 North, Range 65 West, 6th P.M.

Section 13: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 14: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 23: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 24: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 25: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 26: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 36: NW $\frac{1}{4}$ NW $\frac{1}{4}$

760-acres, more or less, Weld County, Colorado.

WSU # 2 (Niobrara and Codell Formations):

Township 3 North, Range 65 West, 6th P.M.

Section 13: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 24: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 25: E $\frac{1}{2}$ E $\frac{1}{2}$

Township 3 North, Range 64 West, 6th P.M.

Section 18: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 19: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 30: W $\frac{1}{2}$ W $\frac{1}{2}$

677-acres, more or less, Weld County, Colorado.

In support thereof, Applicant states and alleges as follows:

1. 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.

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 February 19, 1992, the Commission entered Order No. 407-87 (amended August 20, 1993) which, among other things, established 80-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, with permitted well locations in accordance with the provisions of Order No. 407-1. Portions of the Application Lands are subject to this Order for the Niobrara and Codell Formations.

4. 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 amended to, among other things, address drilling of horizontal wells but did not prohibit the establishment of drilling and spacing units within the Greater Wattenberg Area. The lands encompassing the Application Lands are subject to Rule 318A for wells drilled and producing in the Niobrara and Codell Formations and are also subject to 460' subsurface setbacks.

5. On various dates prior to the date of this Application, the Commission entered the following Orders pooling established wellbore spacing units on portions of the

Application Lands. The following Orders are wellbore-specific and will not affect this Application:

a. On May 16, 2011, the Commission entered Order No. 407-398 which, among other things, established an approximate 320-acre wellbore spacing unit for certain lands located in Section 13, Township 3 North, Range 65 West, 6th P.M., and approved one horizontal well within the unit (to accommodate the planned Sarchet H #13-75HN Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

b. On August 8, 2011, the Commission entered Order No. 407-453 which, among other things, established an approximate 400-acre wellbore spacing unit for the S $\frac{1}{2}$ SW $\frac{1}{4}$ and SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 18 and the N $\frac{1}{2}$ NW $\frac{1}{4}$ and NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 19, Township 3 North, Range 64 West, 6th P.M., and the S $\frac{1}{2}$ SE $\frac{1}{4}$ of Section 13 and the N $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 24, Township 3 North, Range 65 West, 6th P.M., and approved one horizontal well within the unit (to accommodate the planned Butterball H #24-69HN Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

c. On August 8, 2011, the Commission entered Order No. 407-455 which, among other things, established an approximate 400-acre wellbore spacing unit for the SE $\frac{1}{4}$ SW $\frac{1}{4}$ and SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 7 and the E $\frac{1}{2}$ W $\frac{1}{2}$ and W $\frac{1}{2}$ E $\frac{1}{2}$ of Section 18, Township 3 North, Range 64 West, 6th P.M., and approved one horizontal well within the unit (to accommodate the planned Butterball D #18-75HN Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

d. On August 8, 2011, the Commission entered Order No. 407-464 which, among other things, established an approximate 400-acre wellbore spacing unit for the E $\frac{1}{2}$ W $\frac{1}{2}$ and W $\frac{1}{2}$ E $\frac{1}{2}$ of Section 19 and the NE $\frac{1}{4}$ NW $\frac{1}{4}$ and NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 30, Township 3 North, Range 64 West, 6th P.M., and approved one horizontal well within the unit (to accommodate the planned Butterball D #19-75HN Well), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

e. On October 31, 2011, the Commission entered Order No. 407-494 which, among other things, established one 320-acre wellbore spacing unit within Section 24, Township 3 North, Range 65 West, 6th P.M., Weld County, and authorized one horizontal well within the unit to accommodate the drilled Gurtler H24-99HZ Well (API No. 05-123-32647) for the development and production of oil, gas and related hydrocarbons from the Niobrara Formation.

f. On October 1, 2012, the Commission entered Order No. 407-712 which, among other things, pooled all interests in an approximate 320-acre designated wellbore spacing unit established for the S $\frac{1}{2}$ of Section 25, Township 3 North, Range 65 West, 6th P.M., to accommodate the Dechant H25-64-1HN Well, for the development and operation of the Niobrara Formation.

g. On November 15, 2012, the Commission entered Order No. 407-727 which, among other things, pooled all interests in two approximate 160-acre designated wellbore spacing units in Sections 19 and 30, Township 3 North, Range 64 West, 6th P.M. and Sections 24 and 25, Township 3 North, Range 65 West, 6th P.M., to accommodate the Adams D30-29 and Adams D30-30 Wells, for the development and operation of the Codell-Niobrara Formation.

h. On December 15, 2014, the Commission entered Order No. 407-1173 which, among other things, pooled all interests within an approximate 649.21-acre designated horizontal wellbore spacing unit established for portions of Sections 14, 15, 22 and 23, Township 3 North, Range 65 West, 6th P.M., and subjected any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S. for the Moser H22-715 Well, for the development and operation of the Niobrara Formation.

i. On December 15, 2014, the Commission entered Order No. 407-1175 which, among other things, pooled all interests within an approximate 640.32-acre designated horizontal wellbore spacing unit established for portions of Sections 26, 27, 34, and 35, Township 3 North, Range 65 West, 6th P.M. for the Moser H34-717 Well, for the development and operation of the Niobrara Formation.

j. On December 15, 2014, the Commission entered Order No. 407-1176 which, among other things, pooled all interests within and approximate 730.58-acre designated horizontal wellbore spacing unit established for portions of Sections 10, 11, 14, 15 and 23, Township 3 North, Range 65 West, 6th P.M., and subjected any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S. for the Moser H22-711 Well, for the development and operation of the Niobrara Formation.

6. Applicant designated the two horizontal Wellbore Spacing Units defined in this Application for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

7. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any non-consenting interests and any party failing to fulfill its election, in the Application Lands in the Niobrara Formation underlying the following approximate 760-acre designated horizontal wellbore spacing unit for the drilling of the Emmy State H25-785 (API No. 05-123-46980):

Township 3 North, Range 65 West, 6th P.M.

Section 13: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 14: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 23: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 24: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 25: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 26: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 36: NW $\frac{1}{4}$ NW $\frac{1}{4}$

760-acres, more or less, Weld County, Colorado.

(throughout as "WSU #1").

8. 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 C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the Emmy State H25-785 (API No. 05-123-46980) to the Niobrara Formation in WSU #1 on the Application Lands.

9. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any non-consenting interests and any party failing to fulfill its election, in the Application Lands in the Niobrara and Codell Formations underlying the following approximate 677-acre designated horizontal wellbore spacing unit for the drilling of the Emmy H25-711 (API No. 05-123-46968):

Township 3 North, Range 65 West, 6th P.M.

Section 13: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 24: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 25: E $\frac{1}{2}$ E $\frac{1}{2}$

Township 3 North, Range 64 West, 6th P.M.

Section 18: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 19: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 30: W $\frac{1}{2}$ W $\frac{1}{2}$

677-acres, more or less, Weld County, Colorado.

(throughout as "WSU #2").

10. 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 C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the Emmy H25-711 (API No. 05-123-46968) to the Niobrara and/or Codell Formations in WSU #2 on the Application Lands.

11. Applicant will confirm the target interval for the Emmy H25-711 (API No. 05-123-46968) in WSU #2 for the Codell and/or Niobrara Formations in the Rule 511 testimony filed in support of this Application.

12. Applicant certifies that copies of this Application will be served on all 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 the

respective Wells, and will be provided with the information required by Rule 530 as applicable.

13. In order to prevent waste and to protect correlative rights, all interests in WSU #1 and WSU #2 should be pooled for the orderly development and operation of the Niobrara and Codell Formations, including any non-consenting interests therein.

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

A. Pooling all interests, including but not limited to any non-consenting interests and any party failing to fulfill its election, in two designated horizontal Wellbore Spacing Units established for the Emmy State H25-785 (API No. 05-123-46980) in WSU #1 and the Emmy H25-711 (API No. 05-123-46968) in WSU #2 (collectively, the "Wells") for the development and operation of the in the Niobrara and Codell 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 C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of the Wells in WSU #1 and WSU #2 for the production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations 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 the Wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to the Wells drilled to develop the Niobrara and Codell Formations in the Wellbore Spacing Units comprising the Application Lands.

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

DATED June 4, 2018.

Respectfully submitted:

NOBLE ENERGY, INC.

By: _____

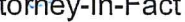
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Jamie L. Jost
Kelsey Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
Denver, Colorado 80202
(720) 446-5620

Applicant's Address:

Noble Energy, Inc.
ATTN: Brant S. Douglass
1625 Broadway, Suite 2200
Denver, CO 80202

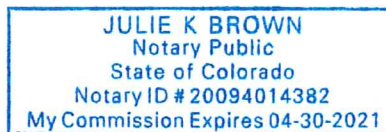
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)


Sue Ann Jack
Attorney-In-Fact
Noble Energy, Inc.

Subscribed and sworn to before me this 4th day of June, 2018.

Witness my hand and official seal.

[SEAL]



My commission expires: 04/30/2021


Notary Public

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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WATTENBERG FIELD, WELD COUNTY,
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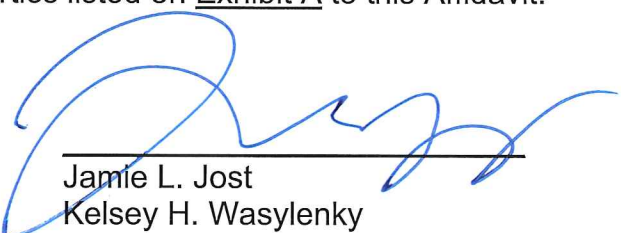
DOCKET NO. 180700623

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 11th day of June, 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 11th day of June, 2018.

Witness my hand and official seal.

[SEAL]



Notary Public

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

Exhibit A
FP - Noble Emmy H25 WSU

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

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

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

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

The Lila J. Stewart Trust under
agreement dated December 15, 2014,
Guaranty Bank and Trust Company,
Successor Trustee, Attn. Trust
Department
P.O. Box 1159
Longmont , CO 80502

Druscilla Housand
c/o Russell Gurtler, Jr.
7528 Weld County Road 49
Hudson, CO 80642

Phyllis Jean Morman, f/k/a Phyllis
Barker
c/o Russell Gurtler, Jr.
7528 Weld County Road 49
Hudson, CO 80642

Ward Petroleum Corporation
Box 1187, 502 S. Fillmore
Enid , OK 73702

Russell L. Gurtler, Jr., Family Trust,
Dorthy K. Gurtler, Trustee
7538 CR 49
Hudson, CO 80642

Dorthy K. Gurtler Trust, Dorthy K.
Gurtler, Trustee
7538 CR 49
Hudson, CO 80642

The Farmers Reservoir and Irrigation
Company
80 S. 27th Avenue
Brighton, CO 80601

Incline Niobrara Partners, LP
5019 N. Central Expressway, Suite B
Dallas , TX 75205

Alexander B. Platt
22670 County Road 30
Hudson, CO 80642

Randall Scott Lamp
P.O. Box 214
Crawford, CO 81415

Gregory Rippy
10061 Park View Lane
Penn Valley, CA 95946

Jean Jelinek
5100 Marian Drive NE
Olympia, WA 98516

JoAnn Novak-Little
860 W. 132nd Avenue #337
Westminster, CO 80234

Jennifer Novak-Aragon
2380 Deer Trail Creek Drive
Brighton, CO 80601

Jodie Sue Novak-Parker
4395 E. 118th Place
Thornton, CO 80233

Jolene Novak
11291 Riverdale Road
Northglenn, CO 80233

State of Colorado
2850 Youngfield St.
Lakewood, CO 80215

Southwest Mineral Group
P.O. Box 3659
Lufkin , TX 75915

W.C.L. Partnership
5011 S. Morrill Lane
Spokane, WA 99223

Richard C. Nolan, II
13750 Highway 392
Greeley, CO 80631

Druscilla Housand
c/o Russell Gurtler, Jr.
7528 Weld County Road 49
Hudson, CO 80642

Phyllis Jean Morman, f/k/a Phyllis
Barker
c/o Russell Gurtler, Jr.
7528 Weld County Road 49
Hudson, CO 80642

Ward Petroleum Corporation
Box 1187, 502 S. Fillmore
Enid , OK 73702

Russell L. Gurtler, Jr., Family Trust,
Dorthy K. Gurtler, Trustee
7538 CR 49
Hudson, CO 80642

Dorthy K. Gurtler Trust, Dorthy K.
Gurtler, Trustee
7538 CR 49
Hudson, CO 80642

Guttersen & Company, LLLP
P.O. Box 2176
Greeley, CO 80615

Pauline M. DeWinter
P.O. Box 890388
Temecula, CA 92589

Alvin J. Herman
1411 E. 24th Street
Greeley, CO 80631

Howard S. Franklin and Susan A.
Franklin, Joint Tenants
1241 Johnson Avenue
San Luis Obispo, CA 93401

Philip J. Pfannebecker
24331 County Road 32
LaSalle, CO 80645

Sarah S. Pfannebecker
24331 CR 32
LaSalle, CO 80645

Janet M. Krause and Michael R. Krause,
Joint Tenants
2892 44 Ave
Greeley, CO 80634

Janis L. Burger, f/k/a Janis L. Fry
217 Penstemon Lane
Sedona, AZ 86336

Marcia R. Burger
361 Chapel Creek Drive
Bayboro , NC 28515

Turkey Hatchery, LLC
3033 East First Avenue, Suite 502
Denver, CO 80206

Seldin Mineral Trust, Jeanne Davis and
David S. Frieder, Co-Trustees, c/o
Gregory A. Truiit, CPA
3300 S. Parker Road, Suite 300
Aurora, CO 80014

The University of Northern Colorado
Foundation, Inc.
Judy Farr Center, Campus Box 20
Greeley, CO 80639

Adams-McWilliams Farms, LLLP
13650 Weld County Rd 49
Hudson, CO 80642

Scott Dechant
8029 WCR 39
Fort Lupton, CO 80621

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DOCKET NO. 180700623

TYPE: POOLING

SUPPLEMENTAL 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 21st day of June, 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 21st day of June, 2018.

Witness my hand and official seal.

[SEAL]



Notary Public

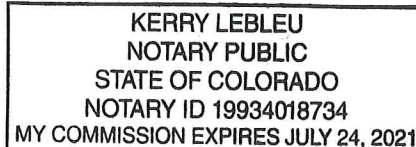


Exhibit A
FP - Noble Emmy H25 WSU

Druscilla Housand
105 Garrison Street
Lakewood, CO 80226

Phyllis Jean Morman
12415 West 2nd Place
Apt. 15-108
Lakewood, CO 80228