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 10 DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR PORTIONS OF SECTIONS 13, 24, 25 AND 36, TOWNSHIP 3 NORTH, RANGE 65 WEST, 6TH P.M., PORTIONS OF SECTIONS 17, 18, 19, 20, 29, 30, 31, 32, TOWNSHIP 3 NORTH, RANGE 64 WEST, 6TH P.M., FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE CODELL AND NIOBRARA FORMATIONS. WATTENBERG FIELD. WELD COUNTY. COLORADO

CAUSE NO. 407

DOCKET NO. 181000

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 ten (10) designated horizontal Wellbore Spacing Units, as defined below, for the production and operation of the following wells (collectively, the "Wells"): Emmy State H25-718 (API No. 05-123-46967) in WSU #1, the Emmy State H25-724 (API No. 05-123-46969) in WSU #2, the Emmy State H25-731 (API No. 05-123-46971) in WSU #3, the Emmy State H25-738 (API No. 05-123-46972) in WSU #4, the Emmy State H25-744 (API No. 05-123-46970) in WSU #5, the Emmy State H25-751 (API No. 05-123-46977) in WSU #6, the Emmy State H25-757 (API No. 05-123-46977) in WSU #7, the Independence D30-711 (API No. Pending) in WSU #8, the Independence D30-718 (API No. Pending) in WSU # 10 for the development and operation of the Codell and Niobrara Formations on the following lands (hereinafter collectively, the "Application Lands" and the "Wellbore Spacing Units"):

WSU #1:

Emmy State H25-718 (API No. 05-123-46967) (Niobrara)

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

Section 13: SE1/4SE1/4
Section 24: E1/2E1/2
Section 25: E1/2E1/2
Section 36: NE1/4NE1/4

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

WSU #2-3:

Emmy State H25-724 (API No. 05-123-46969) (Niobrara) Emmy State H25-731 (API No. 05-123-46971) (Niobrara)

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

Section 13: S½SE¼

Section 24: E½

Section 25: E½

Section 36: N½NE¼

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

WSU #4:

Emmy State H25-738 (API No. 05-123-46972) (Niobrara)

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

Section 13: SW1/4SE1/4

Section 24: W½E½

Section 25: W½E½

Section 36: NW1/4NE1/4

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

WSU #5 - 6

Emmy State H25-744 (API No. 05-123-46970) (Niobrara) Emmy State H25-751 (API No. 05-123-46977) (Niobrara)

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

Section 13: SE1/4SW1/4, SW1/4SE1/4

Section 24: E½W½, W½E½

Section 25: E½W½, W½E½

Section 36: NE1/4NW1/4, NW1/4NE1/4

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

WSU #7:

Emmy State H25-757 (API No. 05-123-46977) (Niobrara)

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

Section 13: SE1/4SW1/4, SW1/4SE1/4

Section 24: E½W½, W½E½

Section 25: E½W½, W½E½

Section 36: NE¹/₄NW¹/₄

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

WSU #8:

Independence D30-711 (API No. Pending) (Codell)

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

Section 17: SW1/4SW1/4
Section 18: SE1/4SE1/4
Section 19: E1/2E1/2
Section 20: W1/2W1/2
Section 29: W1/2W1/2
Section 30: E1/2E1/2
Section 31: NE1/4NE1/4
Section 32: NW1/4NW1/4

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

WSU #9:

Independence D30-718 (API No. Pending) (Niobrara)

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

Section 17: SW1/4SW1/4
Section 18: SE1/4SE1/4
Section 19: E1/2E1/2
Section 20: W1/2NW1/4
Section 30: E1/2E1/2
Section 31: NE1/4NE1/4

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

WSU #10:

Independence State D30-784 (API No. Pending) (Niobrara)

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

Section 18: SW1/4SW1/4
Section 19: W1/2W1/2
Section 30: W1/2W1/2
Section 31: NW1/4NW1/4

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

Section 13: SE1/4SE1/4
Section 24: E1/2E1/2
Section 25: E1/2E1/2
Section 36: NE1/4NE1/4

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

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, as defined by the Oil and Gas Conservation Act, and 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 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 Codell and Niobrara Formations.
- 4. On February 19, 1992 (amended August 20, 1993), the Commission entered Order No. 407-87 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. The Application Lands are subject to this Order for the Niobrara Formation.
- 5. Prior to the date of this Application, the Commission entered various Orders pooling wellbore spacing units within portions of the subject Application Lands. These Orders are wellbore specific and do not affect this Application.
- 6. Applicant designated the ten (10) horizontal Wellbore Spacing Units defined in this Application for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara 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 Codell and Niobrara Formations underlying the following ten (10) designated horizontal Wellbore Spacing Units for the drilling of the following ten (10) wells:

WSU #1

Emmy State H25-718 (API No. 05-123-46967) (Niobrara)

Township 3 North, Range 65 West, 6th P.M. Section 13: SE½SE½

Section 24: E½E½
Section 25: E½E½
Section 36: NE¼NE¼

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

WSU #2-3:

Emmy State H25-724 (API No. 05-123-46969) (Niobrara) Emmy State H25-731 (API No. 05-123-46971) (Niobrara)

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

Section 13: S1/2SE1/4

Section 24: E½

Section 25: E½

Section 36: N½NE¼

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

WSU #4:

Emmy State H25-738 (API No. 05-123-46972) (Niobrara)

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

Section 13: SW1/4SE1/4

Section 24: W½E½

Section 25: W½E½

Section 36: NW1/4NE1/4

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

WSU #5 - 6

Emmy State H25-744 (API No. 05-123-46970) (Niobrara) Emmy State H25-751 (API No. 05-123-46977) (Niobrara)

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

Section 13: SE1/4SW1/4, SW1/4SE1/4

Section 24: E½W½, W½E½

Section 25: E½W½, W½E½

Section 36: NE¹/₄NW¹/₄, NW¹/₄NE¹/₄

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

WSU #7:

Emmy State H25-757 (API No. 05-123-46977) (Niobrara)

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

Section 13: SE1/4SW1/4, SW1/4SE1/4

Section 24: E½W½, W½E½ Section 25: E½W½, W½E½

Section 36: NE¹/₄NW¹/₄

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

WSU #8:

Independence D30-711 (API No. Pending) (Codell)

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

Section 17: SW1/4SW1/4 Section 18: SE1/4SE1/4 Section 19: E1/2E1/2 Section 20: W½W½ Section 29: W1/2W1/2 Section 30: E1/2E1/2 Section 31: NE1/4NE1/4 Section 32: NW1/4NW1/4

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

WSU #9:

Independence D30-718 (API No. Pending) (Niobrara)

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

Section 17: SW1/4SW1/4
Section 18: SE1/4SE1/4
Section 19: E1/2E1/2
Section 20: W1/2NW1/4
Section 30: E1/2E1/2
Section 31: NE1/4NE1/4

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

WSU #10:

Independence State D30-784 (API No. Pending) (Niobrara)

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

Section 18: SW1/4SW1/4
Section 19: W1/2W1/2
Section 30: W1/4W1/2
NW1/4NW1/4

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

Section 13: SE½SE½ Section 24: E½E½ Section 25: E½E½
Section 36: NE¼NE¼

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

- 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 any of the Wells to the Codell or Niobrara Formations in WSU #1 through WSU #10 on the Application Lands.
- 9. Applicant certifies that copies of this Application will be served on all persons owning a recorded and known interest in the mineral estate of the tracts to be pooled within seven days of the date hereof, as required by Rule 503.e., and that at least 60 days prior to the hearing on this matter, each such recorded and known interest owner not already leased or voluntarily pooled will be offered the opportunity to lease and/or participate and will be provided with the information required by Rule 530 as applicable.
- 10. In order to prevent waste and to protect correlative rights, all interests in WSU #1 through WSU #10 should be pooled for the orderly development and operation of the Codell and Niobrara Formations, including any non-consenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing on October 29-30, 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 ten (10) designated horizontal Wellbore Spacing Units 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 C.R.S. § 34-60-116(7)(b) are first incurred for the drilling of each Well in WSU #1 through WSU #10 for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara 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 Codell and Niobrara Formations in the ten (10) 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 August 30, 2018.

Respectfully submitted:

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

Applicant's Address:

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

VERIFICATION

STATE OF COLORADO)		
CITY AND COUNTY OF DENVER) ss.)		
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.			
	7/ AA		
	Ryan D. Antonio	700	
	Attorney-In-Fact Noble Energy, Inc.	iMito	
Subscribed and sworn to before me this 29 th day of August, 2018.			
Witness my hand and official seal.			
[SEAL]	JULIE K BROWN Notary Public State of Colorado Notary ID # 20094014382 My Commission Expires 04-30-2021		
My commission expires:	2021		
Notary Public			

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 10 DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR PORTIONS OF SECTIONS 13, 24, 25 AND 36, TOWNSHIP 3 NORTH, RANGE 65 WEST, 6TH P.M., PORTIONS OF SECTIONS 17, 18, 19, 20, 29, 30, 31, 32, TOWNSHIP 3 NORTH, RANGE 64 WEST, 6TH P.M., FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY. COLORADO

CAUSE NO. 407

DOCKET NO. 181000

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 5th day of September, 2018 I caused a copy of the Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on <u>Exhibit A</u> to this Affidavit.

Jamie L. Jost Kelsey H. Wasylenky

Subscribed and sworn to before me this 30th day of August, 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 Noble – FP Emmy State Independence

Acoma Energy, LLC 4100 East Mississippi Ave., Suite 400 Denver, CO 80246

Adams-McWilliams Farms, L.L.L.P. 13650 Weld County RD 49 Hudson, CO 80642

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

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

Angela Higgins and Matthew Paul Rosell 6030 Greenwood Plaza Blvd., Suite 100 Greenwood Village, CO 80111

Animal Critical Care and Emergency Services, Inc. 1597 Wadsworth Blvd. Lakewood, CO 80214

AW et al, c/o Alan Woodbury 4641 Wild Indigo, #441 Houston, TX 77027

Christopher Edwards P.O. Box 21270 Oklahoma City, OK 73156

Corsair Resources, LLC P.O. Box 1027 Littleton, CO 80169 County of Weld, a body corporate and politic of the State of Colorado 1150 O Street
Greeley, CO 80631

David P. McReynolds and Candice McReynolds, Joint Tenants 265 Dillon Ridge Road Suite C/402 Dillon, CO 80435

Deck Cameron Reichert 23056 County Road 34.5 La Salle, CO 80645

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

Druscilla Housand 105 Garrison Street Lakewood, CO 80226

Edmund and Barbara Smith Revocable Living Trust, dated December 7, 2016, Edmund Charles Smith and Barbara Jean Smith, Trustees 1623 Teesdale Court Yuba City, CA 95991

Flower South Beach, LLC 909 Third Avenue New York, NY 10022

FlyWill Royalty, LLC 100 N. Broadway, Suite 2460 Oklahoma City, OK 73102 Four-A Investment Company 3151 Air-Way Ave Costa Mesa, CA 92626

Gloria Meloni 54 Steeplebush Road Levittown, PA 19056

Guttersen & Company 32010 County Road 63 Gill, CO 80624

Harold Mitchell and Suzanne Mitchell, as joint tenants 11820 CR 49 Hudson, CO 80642

Harvey Katz and Mireille Katz, as joint tenants 5161 San Felipe, Suite 2325 Houston, TX 77056

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

HP-Farms Royalty, LLC 6850 TPC Drive, Suite 202 McKinney, TX 75070

Jaclynn Leslie Bohlender 22 Milliman Way Carson City , NV 89706

Jaclynn Leslie Bohlender 22 Milliman Way Carson City , NV 89706

James L. Bohlender Trust, dated September 15, 1989, as amended c/o James L. Bohlender, Trustee, 39550 County Road 20 Holyoke, CO 80734 Janet M. Krause and Michael R. Krause, Joint Tenants 2892 44th Avenue Greeley, CO 80634

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

Jasmine Moran Children's Museum Foundation, Inc. P.O. Box 1828 Seminole, OK 74818-1828

Kleimor Energy, LLC 8451 East Oregon Place Denver, CO 80231

Loan Bridge Operating Company, LLC 407 N Wilcox St. Castle Rock, CO 80104

MadAnt Energy, LLC P.O. Box 103310 Denver, CO 80250

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

Maxica Group, LLC 6788 Harvest Road Boulder, CO 80301

Michael A. Meloni, Jr. 2902 SE Henry Place Stuart, FL 34997

Noble Energy, Inc. Attn: Julie Brown, 1625 Broadway, Suite 2200 Denver , CO 80202 Pauline M. DeWinter P.O. Box 890388 Temecula, CA 92589

Peter A. Fauci, Jr. 9 Greens Way New Rochelle, NY 10805

Peyton Energy, L.P. 6850 TPC Drive, Suite 202 McKinney, TX 75070

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

Phyllis Jean Morman, f/k/a Phyllis Barker 12415 West 2nd Place, Apt. 15-108 Lakewood, CO 80228

R.L. Zinn et al #2, Ltd. 3400 Bissonnet, Suite 250 Houston, TX 77005

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

Robert A. Lopez 40315 County Rd. 50 Bennett, CO 80102

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

Ruth A. Pierce and Vance J. Pierce, as joint tenants 322 Grape Street Hudson, CO 80642 Salvatore A. Orsini 224 Heron Point Chestertown, MD 21620

Sarah S. Pfannebecker 24331 County Road 32 LaSalle, CO 80645

Scott Dechant 24485 CR 18 Keenesburg, CO 80643

Sealark Investments, LLC 4900 Woodway Drive, Suite 800 Houston, TX 77056

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

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

Sidney Moran 18 Hudson Circle Houston, TX 77024

State of Colorado, State Board of Land Commissioners 1127 Sherman Street, Suite 300 Denver, CO 80203

State of Colorado, State Board of Land Commissioners 1127 Sherman Street, Suite 300 Denver, CO 80203 Steven T. Gilbert and Shannon M. Poppe, as joint tenants 24948 WCR 24.75 Hudson, CO 80642

The Bohlender Family Revocable Trust, dated December 21, 2015 c/o Leo Jay Bohlender and Mary Bohlender, Trustees, 12160 N. Highway 191 Elfrida, AZ 85610

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

The Lila J. Stewart Trust under Agreement dated December 15, 2014, a/k/a Lila J. Stewart Trust, Guaranty Bank and Trust Company, Successor Trustee Attn: Trust Department, Jane M. Cox, Sr. Vice President & Senior Trust Manager, P.O. Box 1159
Longmont, CO 80502

The Motta Revocable Inter Vivos Trust dated October 9, 2000, Thomas Lester Motta and Andrea Louise Motta, Trustees 3253 Canyon Oaks Drive Chico, CA 95928

The Motta Revocable Inter Vivos Trust dated October 9, 2000, Thomas Lester Motta and Andrea Louise Motta, Trustees 3253 Canyon Oaks Drive Chico, CA 95928

The University of Northern Colorado Foundation, Inc. Judy Farr Center, Campus Box 20 Greeley, CO 80639 The Valentine Group, a joint venture c/o Leaseco, a California general partnership 1370 Brea Boulevard Fullerton, CA 92635

Thomas E. Winden, Jr. 24758 County Road 24.75 Hudson, CO 80642

Tod Moore 17930 WCR 12 Ft. Lupton, CO 80621

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

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

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

Wattenberg III, LP 150 Filbert Avenue #4 Sausalito, CA 94965

Wayne D. Huppert and Ann C. Huppert, as joint tenants
215 Ash Avenue
Brighton, CO 80601

William B. Preston Living Trust U/A 8/26/97, William B. Preston and Linda L. Preston, Trustees 11904 Arbor Street, STE. 200 Omaha, NE 68115