

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

IN THE MATTER OF AN APPLICATION BY NOBLE ENERGY, INC. FOR AN ORDER POOLING ALL INTERESTS IN ONE APPROXIMATE 798.339-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT FOR CERTAIN PORTIONS OF SECTIONS 17, 18, 19, 20, 29 AND 30, TOWNSHIP 3 NORTH, RANGE 64 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

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 an approximate 798.339-acre horizontal wellbore spacing unit established for certain portions of Sections 17, 18, 19, 20, 29 and 30, Township 3 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 is an owner in the below-listed lands:

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

Section 17: W $\frac{1}{2}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 18: E $\frac{1}{2}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ NE $\frac{1}{4}$

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

Section 20: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 29: NW $\frac{1}{4}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ NW $\frac{1}{4}$

Section 30: NE $\frac{1}{4}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ NE $\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

798.339 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

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 one approximate 798.339-acre horizontal wellbore spacing unit comprised of the Application Lands, for the below-described well, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit 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. Guttersen D29 - 786 Well (API No. 05-123-48042) – Niobrara Formation – WSU #1;

This well is hereinafter referred to as the "Subject Well."

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 No. 1 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 Well within WSU No. 1.

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 Well, 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 Well.

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 No. 1 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 Well within WSU No. 1.

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 Well, 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 Well.

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

DATED this 19th day of November, 2018

Respectfully submitted,

NOBLE ENERGY, INC.

By: 

James Parrot
Jillian Fulcher
Evan Bekkedahl
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jparrot@bwenergylaw.com
jfulcher@bwenergylaw.com
ebekkedahl@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 Motion and that the statements contained therein are true to the best of his knowledge, information, and belief.

NOBLE ENERGY, INC.

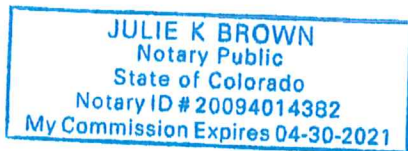


Ryan D. Antonio

Subscribed and sworn to before me this 12th day of November, 2018,
by Ryan D. Antonio, Attorney-In-Fact for Noble Energy, Inc.

Witness my hand and official seal.

My commission expires: 04/30/2021





Notary Public

Exhibit A

Reference Map for Pooling Application

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

Section 17: $W\frac{1}{2}SW\frac{1}{4}$, $SW\frac{1}{4}NW\frac{1}{4}$

Section 18: $E\frac{1}{2}SE\frac{1}{4}$, $SE\frac{1}{4}NE\frac{1}{4}$

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

Section 20: $W\frac{1}{2}W\frac{1}{2}$

Section 29: $NW\frac{1}{4}SW\frac{1}{4}$, $W\frac{1}{2}NW\frac{1}{4}$

Section 30: $NE\frac{1}{4}SE\frac{1}{4}$, $E\frac{1}{2}NE\frac{1}{4}$

Wellbore Spacing Unit ("WSU") No. 1

798.339 acres, more or less, Weld County, Colorado

	7	8	9	
	18	17	16	
	19	20	3N64W 21	
	30	29	28	
	31	32	33	

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WELD COUNTY, COLORADO

TYPE: POOLING

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

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Noble Energy, Inc., and on or before the 6th day of December, 2018, 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.

Subscribed and sworn to before me this 29th day of November, 2018.

Notary Public

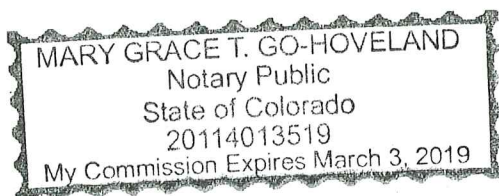


EXHIBIT A

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**.

Crestone Peak Resources Holdings LLC
1801 California Street, Suite 2500
Denver, CO 80202

Guttersen & Co., a Colorado Limited
Partnership
PO Box 528
Kersey, CO 80644

James L. Bohlender Trust
39550 Co. Rd. 20
Holyoke, CO 80734

The Seldin Mineral Trust
3300 S. Parker Road, Suite 300
Aurora, CO 80014

Adams-McWilliams Farms, LLP
13650 Weld County Road
Hudson, CO 80642

Sharon L. Anderson Heir/Devisee of
Dorothy J. Tegtmann
521 S. Grant Street
Laramie, WY 82070

Gloria Meloni
54 Steeplebush Road
Levittown, PA 19056

Anadarko E&P Company, LP
PO Box 173779
Denver, CO 80217

Jaclynn Leslie Bohlender
22 Milliman Way
Carson City, NV 89706

The Bohlender Family Revocable Trust
12160 North Highway 191
Elfrida, AZ 85610

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

University of Northern Colorado
Foundation, Inc.
1620 Reservoir Road
Greeley, CO 80639

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

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

Salvatore A. Orsini
224 Heron Point
Chestertown, MA 21620

David P. McReynolds and Candice
McReynolds, Joint Tenants
6009 Snowy Ridge Lane
Berthoud, CO 80513