

**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 AN APPROXIMATE 640-ACRE
DESIGNATED HORIZONTAL WELLBORE SPACING
UNIT FOR PORTIONS OF SECTIONS 13, 14, 23,
AND 24, 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 640-acre horizontal wellbore spacing unit established for portions of Sections 13, 14, 23, and 24, 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 13: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 14: E $\frac{1}{2}$ E $\frac{1}{2}$

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

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

Wellbore Spacing Unit ("WSU") No. 1

640 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 wellbore spacing units to be established. On August 8, 2011, Rule 318A. was again 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 an approximate 640-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 D23-711 Well (API No. 05-123-48845) - Niobrara Formation - WSU No. 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 Rules and Rule 503.

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 23rd day of January, 2019.

Respectfully submitted,

NOBLE ENERGY, INC.

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James Parrot
Jillian Fulcher
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Applicant's Address:

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Ryan D. Antonio, Attorney-in-Fact
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Denver, Colorado 80202

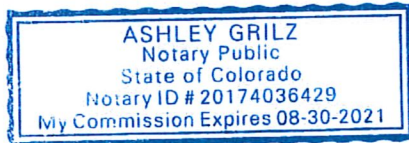
STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

NOBLE ENERGY, INC.


Ryan D. Antonio

Witness my hand and official seal.

My commission expires: 8/30/2021



Ashley S.

Notary Public

Exhibit A

Reference Map for Pooling Application

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

Section 13: $W\frac{1}{2}W\frac{1}{2}$

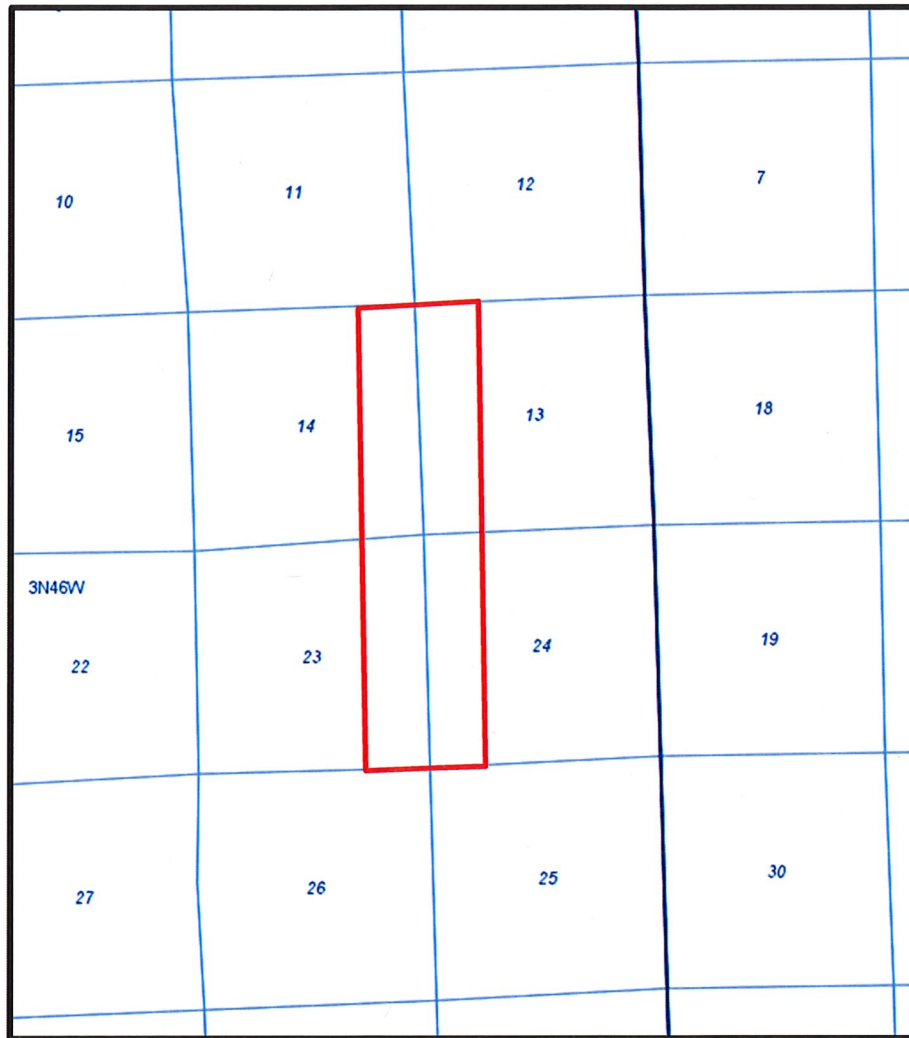
Section 14: $E\frac{1}{2}E\frac{1}{2}$

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

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

Wellbore Spacing Unit ("WSU") No. 1

640 acres, more or less, Weld County, Colorado



= Application Lands

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

IN THE MATTER OF THE PROMULGATION)	CAUSE NO. 407
AND ESTABLISHMENT OF FIELD RULES TO)	
GOVERN OPERATIONS FOR THE NIOBRARA)	DOCKET NO. 190400263
FORMATION, WATTENBERG FIELD, WELD)	
COUNTY, COLORADO)	TYPE: POOLING

CERTIFICATE OF SERVICE

I hereby certify that on February 20, 2019, a true and correct copy of the Application and Notice of Hearing in the above-referenced docket were deposited in the U.S. Mail, postage pre-paid, addressed to the parties in the list attached hereto.

DATED this 25th day of February, 2019



Grace Go-Hoveland

LIST OF INTERESTED PARTIES

Guttersen & Company
32010 County Road 63
Gill, CO 80624-9314

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

Anadarko Land Corporation
1099 18th Street, Suite 1800
Denver, CO 80202

Westco Family Limited Partnership
P.O. Box 1888
Gilmer, TX 75644

Centennial Royalty, JV
317 Ranch Road 320 S., Ste. 205
Austin, TX 78734

Robert Borgers
6220 Greenway Rd.
Fort Worth, TX 76116

Walter F. Farrington, Jr. a/k/a Farrington Energy,
Ltd.
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Tyler, TX 75701

Orange River Royalties, LLP, a Texas limited
partnership
P.O. Box 5004
Austin, TX 78763

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5105 Montclair Dr.
Colleyville, TX 76034

G.R. Coddington Ventures, Ltd., LLP, a Texas
limited partnership
3310 Castlewood Blvd.
Highland Village, TX 75077

O.P. Leonard, III
P. O. Box 1718
Fort Worth, TX 76101

Peyton Energy, LP
6850 TPC Dr., Suite 202
McKinney, TX 75070

Birmingham Corporation
1800 Canyon Park Circle, #201
Edmond, OK 73013

Patricia H. Farrington Trust; Patricia H. Farrington,
Trustee
3415 Fry Avenue
Tyler, TX 75644

The William B. Preston Living Trust u/a dated
8/26/97; William B. Preston and Linda L. Preston,
Trustees
11904 Ann Arbor Street, Suite 200
Omaha, NE 68114

Cayman Resources, Inc.
5773 Woodway Drive PMB 412
Houston, TX 77057

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

Farr Farms Company
710 11th Ave., Suite #111
Greeley, CO 80631

GC Wattenberg Partners LP
500 Commerce St., Suite 700
Fort Worth, TX 76102-5478

Red Harlan Royalties, Ltd.
P.O. Box 670766
Dallas, TX 75367

Vine Royalty, L.P.
309 W. 7th Street, Suite 300
Fort Worth, TX 76102

Elife Properties, Ltd., a Texas limited partnership
417 S. College Avenue
Tyler, TX 75702

Life Royalties, Ltd.
3207 W. 4th St.
Fort Worth, TX 76107

Anthony Energy, Ltd.
7900 Monticello Drive
Granbury, TX 76049

Dios del Mar Royalty Holding Company LLC
PO Box 621128
Littleton, CO 80162

Frank P. Ganucheau, III
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Fort Worth, TX 76101

Laura E. Leonard Insurance Trust 1 a/k/a Laura E.
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Fort Worth, TX 76101

Danny Looney, Inc.
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Plano, TX 75093

E.G. Energy, L.L.C.
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Leawood, KS 66206

Farrington Children's Trust; Walter L. Farrington,
Trustee
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Tyler, TX 75644

Sierra Echo Resources
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Austin, TX 78734

NBL Energy Royalties, Inc.
1001 Noble Energy Way
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