

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)	CAUSE NO. 407
INTERESTS IN AN APPROXIMATE 480-ACRE)	
ESTABLISHED HORIZONTAL WELLBORE SPACING)	DOCKET NO. <i>To be assigned</i>
UNIT LOCATED IN SECTIONS 26 & 27, TOWNSHIP 6)	
NORTH, RANGE 65 WEST, 6 TH P.M., FOR THE)	
DEVELOPMENT/OPERATION OF THE NIOBRARA)	
FORMATION, WATTENBERG FIELD, WELD COUNTY,)	
COLORADO)	

APPLICATION

Noble Energy, Inc. ("Noble Energy" 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 (the "Commission") for an order pooling all interests in an approximate 480-acre horizontal wellbore spacing unit established for portions of Sections 26 and 27, Township 6 North, Range 65 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 corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant owns substantial leasehold interests in the below-listed lands:

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

Section 26: S½

Section 27: SE¼

Weld County, Colorado

These lands are hereinafter referred to as the "Application Lands" and depicted in Exhibit A attached hereto.

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. Pursuant to Rule 318A., Applicant designated an approximate 480-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Steadfast E27-63-1HN well (API No. 05-123-38159) ("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.(6). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

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 the approximate 480-acre horizontal wellbore spacing unit established for the Application Lands, for the development and operation of the Niobrara Formation.

6. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application.

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 Well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

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. That 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 Exhibit B attached hereto. The Applicant shall submit a certificate of service for the Application within the seven days 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, this Commission enter its order:

A. Pooling all interests in the approximate 480-acre horizontal wellbore spacing unit established for the Application Lands, for the development and operation of the Niobrara Formation, with the pooling order made effective as of the date of this Application.

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 Well, are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof.

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

DATED this 16th day of April, 2014.

Respectfully submitted,

NOBLE ENERGY, INC.

By:

Robert A. Willis (Colorado Bar No. 26038)

Jillian Fulcher (Colorado Bar No. 45010)

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

(303) 407-4499

rwillis@bwenergylaw.com

jfulcher@bwenergyllaw.com

Address of Applicant

Noble Energy, Inc.

Kelli Piatkowski, Staff Landman

1625 Broadway, Suite 2200

Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY & COUNTY OF DENVER

)

Julie T. Jenkins, Land Manager for Noble Energy, Inc., upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

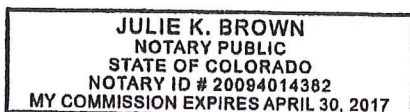
NOBLE ENERGY, INC.

Julie T. Jenkins

Subscribed and sworn to before me this 14th day of April, 2014, by Julie T. Jenkins,
Land Manger for Noble Energy, Inc.

Witness my hand and official seal.

My commission expires: 04/30/2017



Notary Public

T6N, R65W
Weld County

Exhibit A
Application Map

Application lands - 

21	T6N, R65W 22	23	24	19
28	27	26	25	30
33	34	35	36	31
4	T5N, R65W 3	2	1	6

EXHIBIT B

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 B.

Noble Energy, Inc.
Kelli Piatkowski, Staff Landman
1625 Broadway, Suite 2200
Denver, Colorado 80202

Alan Swanson
403 Outrigger Court
Roseville, CA 95661

Anadarko E&P Company LP
P.O. Box 173779
Denver, CO 80217-3779

Chrisann Reese
21491 WCR 64
Greeley, CO

Corporation of the Presiding Bishop of
the Church of Jesus Christ of Latter-day
Saints
50 E. North Temple St.
Salt Lake City, UT 84150

Delores Lindstrom
2632 13th Avenue
Greeley, CO 80631

Donald S. Tipton
3818 East 63rd Street
Tulsa, OK 74136

Greeley-Weld County Airport Authority
P.O Box 727
Greeley, CO 80632

Nancy T. Tipton
5589 E. Peakview Avenue
Centennial, CO 80121-3576

Beatty & Wozniak, P.C.
216 16th Street, Suite 1100
Denver, Colorado 80202

Jack L. Schreiber
2155 Glenfair Dr.
Greeley, CO 80631

James F. Bloesch
6525 Quitman Street
Arvada, CO 80003

John J. Tipton
12542 E. Harvard Circle
Aurora, CO 80014

Joyce Kropewnicki
2630 Simms Street
Lakewood, CO 80215

Lyster Family Farms
22727 County Road 64
Greeley, CO 80631

Maryhelen Strand
1692 Lyerly Ave
Lakeside, AZ 85929

Morning Fresh Farms, Inc.
15121 CR 32
Platteville, CO 80651

Prima Exploration, Inc.
100 Fillmore Street, Suite 450
Denver, CO 80206

Steven T. Milaskey
PO Box 1192
Solana Beach, CA 92075

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80561

Timothy D. Tipton
1340 Ash St
Denver, CO 80220

Vivian Becker
P.O. Box 14
Severance, CO 80546

Robert E. Tipton
702 Campbell Avenue
Mukilteo, WA 98275

Royce Milaskey
Pecsvarad, Hungary, Kalvin Utca
11 7620

Noffsinger Manufacturing Co., Inc.
P.O. Box 1105
Greeley, CO 80631

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

Nancy Ann Kihlthau
220861 County Road D
Scottsbluff, NE 69361

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)ss.
CITY AND COUNTY OF DENVER)

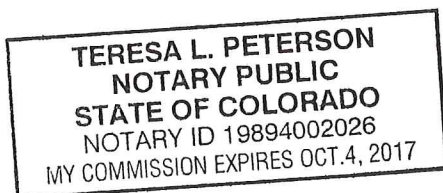
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Noble Energy, Inc., and on or before April 23rd, 2014, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.

Jennifer Pittenger
Jennifer Pittenger

Subscribed and sworn to before me this 16th day of April, 2014.

Witness my hand and official seal.



Teresa L. Peterson
Notary Public