

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 TWO APPROXIMATE 480-ACRE)	
ESTABLISHED HORIZONTAL WELLBORE SPACING)	DOCKET NO. <i>To be assigned</i>
UNITS LOCATED IN SECTIONS 26, 27, 34 & 35)	
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 two approximate 480-acre horizontal wellbore spacing units established for portions of Sections 26, 27, 34, and 35 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:	S½S½
Section 27:	S½SE¼
Section 34:	N½NE¼
Section 35:	N½N½

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 E27-62-1HN well (API No. 05-123-38156), 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. Pursuant to Rule 318A., Applicant also designated an approximate 480-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Healy E34-69HN well (API No. 05-123-38160), 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.

6. The Steadfast E27-62-1HN well and Healy E34-69HN well are hereinafter referred to as the "Subject Wells."

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

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

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

10. 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.

11. 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.

12. 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 two approximate 480-acre horizontal wellbore spacing units 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 Subject


Wells, 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
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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.

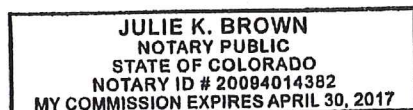
NOBLE ENERGY, INC.



Julie T. Jenkins

Subscribed and sworn to before me this 14th day of April, 2014, by Julie T. Jenkins, Land Manager 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	22	T6N, R65W 23	24	19
28	27	26	25	30
33	34	35	36	31
4	3	2	1	6
T5N, R65W				

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

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

Alan Swanson
1971 Blue Mountain Rd.
Longmont, CO 80504

Chrisann Reese
2149 WCR 64
Greeley, CO 80631

Ardis Kerns
1811 Montview Blvd.
Greeley, CO 80631

Clyde Nelson
7455 Centennial Glen Drive
Colorado Springs, CO 80919

Bettie K. Miller
14200 Upper Fredericktown Rd.
Fredericktown, OH 43019

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

Bruce G. Duell
1575 Monroe Street
Denver, CO 80206

Cozzens Living Trust
3170 Soaring Bird Circle
Colorado Springs, CO 80920

Carol Ann Fowler
3808 168th Place Southeast
Bothwell, WA 98012

Cynthia M. Spurlock
23519 62nd Avenue South, Unit A101
Kent, WA 98032

Centennial Mineral Holdings, LLC
5950 Cedar Springs Rd., Suite 200
Dallas, TX 75235

Delores Lindstrom
2632 13th Avenue
Greeley, CO 80631

Denise A. Hoshiko
970 Hawkridge Court
Eaton, CO 80615

Gladys V. Pearson Living Trust
c/o Gladys V. Pearson
2200 37th St., No. 77
Evans, CO 80620

Dennis J. Hoshiko
1811 38th Avenue
Greeley, CO 80634

Grayrock Minerals, LLC
5950 Cedar Springs Rd., Suite 200
Dallas, TX 75235

Diana L. Tomoi
28607 Weld County Road 50
Kersey, CO 80644

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

Heirs or Assigns of Alvin U. Rothlisberger, Deceased
Address Unknown

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

Elsie R. Terry Survivor's Trust
c/o Elsie R. Trustee
1120 Rosedale Ave.
Rocky Mount, NC 27804

Gladys V. Pearson
2200 37th St., No. 77
Evans, CO 80620

Hoshiko Farms, Inc.
P.O. Box 119
Kersey, CO 80644

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

John R. and Lucille D. Duell Living Trust
26542 WCR #51
Greeley, CO 80631

Joyce Kropewnicki
2630 Simms Street
Lakewood, CO 80215-7046

Judy Brannberg
600 West County Line Road, Apt. 6-204
Highlands Ranch, CO 80129

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

Noffsinger Manufacturing Co., Inc.
500 Sixth Avenue
Greeley, CO 80631

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

Helen Crews
6600 West 20th Street, #35
Greeley, CO 80634

Herbert H. Duell
1601 Rosewood Dr.
Brentwood, TN 37029

Larry Dwayne Duell
1910 Homestead Rd.
Greeley, CO 80634

LHB Ventures, LLC
P.O. Box 46063
Denver, CO 80201-6063

Lyster Family Farms
22727 WCR 64
Greeley, CO 80631

Martha H. Salser
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Maryhelen Strand
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Lakeside, AZ 85929

Morning Fresh Farms, Inc.
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Platteville, CO 80651

Nancy Ann Kihlthau
22081 County Road D
Scottsbluff, NE 69361-5401

Steven T. Milaskey
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Solana Beach, CA 92075

Synergy Resources Corporation
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Platteville, CO 80651

The Board of Governors of the
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Fort Collins, CO 80524

Prima Exploration, Inc.
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Denver, CO 80206

Robert E. Tipton
702 Campbell Avenue
Mukilteo, WA 98275

Royce Milaskey
Pecsvarad, Hungary, Kalvin Utca
11 7620

Timothy D. Tipton
1340 Ash St
Denver, CO 80220

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

Walter R. Terry and Elsie R. Terry,
as Trustees of the Terry Trust
Address Unknown

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WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

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

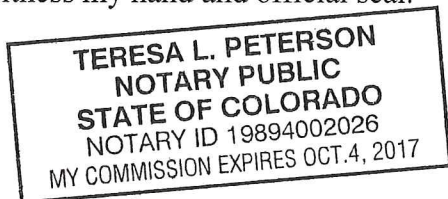
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

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