

**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 FOUR
APPROXIMATE 325-ACRE WELLBORE
SPACING UNITS ESTABLISHED FOR
PORTIONS OF SECTION 24, TOWNSHIP 6
NORTH, RANGE 65 WEST, 6TH P.M., FOR
THE NIOBRARA OR CODELL FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Jost & Shelton Energy Group, 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 four (4) approximate 325-acre designated wellbore spacing units ("DWSU") for the drilling of the Storis E24-73HN well (API No. 05-123-38153) in DWSU No. 1, the Storis E24-73HC well (API No. 05-123-38151) in DWSU No. 2, the Storis E24-73-1HNA well (API No. 05-123-38150) in DWSU No. 3, and the Storis E24-73-1HNC well (API No. 05-123-38148) in DWSU No. 4 ("Wells") for the development of the Niobrara or Codell Formation on the following described lands:

<u>Township 6 North, Range 65 West, 6th P.M.</u> Section 24: E½	DWSU No. 1 (Niobrara)
<u>Township 6 North, Range 65 West, 6th P.M.</u> Section 24: E½	DWSU No. 2 (Codell)
<u>Township 6 North, Range 65 West, 6th P.M.</u> Section 24: E½	DWSU No. 3 (Niobrara)
<u>Township 6 North, Range 65 West, 6th P.M.</u> Section 24: E½	DWSU No. 4 (Niobrara)

Weld County, Colorado (hereinafter "Application Lands").

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 owns certain leasehold interests in the Application Lands.

3. On February 19, 1992, the Commission entered Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1 and allowed downhole commingling of production from the Codell and Niobrara Formations.

4. 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.

5. On August 8, 2011, the Commission entered Order No. 407-462, which, among other things, established an approximate 320-acre wellbore spacing unit for the W½ of Section 24, Township 6 North, Range 65 West, 6th P.M., and approve one horizontal well within the unit, for the production of oil and gas, and associated hydrocarbons from the Niobrara Formation. Order No. 407-462 does not affect this Application.

6. Applicant designated the four (4) approximate 325-acre wellbore spacing units, as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara or Codell Formation 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 within DWSU No. 1, including but not limited to, any nonconsenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 325-acre wellbore spacing unit:

Township 6 North, Range 65 West, 6th P.M.
Section 24: E½

(hereafter "Designated Wellbore Spacing Unit No. 1").

8. 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 within DWSU No. 2, including but not limited to, any nonconsenting interests, in the Application Lands in the Codell Formation underlying the following approximate 325-acres wellbore spacing unit:

Township 6 North, Range 65 West, 6th P.M.
Section 24: E½

(hereafter "Designated Wellbore Spacing Unit No. 2").

9. 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 within DWSU No. 3, including but not limited to, any nonconsenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 325-acres wellbore spacing unit:

Township 6 North, Range 65 West, 6th P.M.
Section 24: E½

(hereafter "Designated Wellbore Spacing Unit No. 3").

10. 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 within DWSU No. 4, including but not limited to, any nonconsenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 325-acre wellbore spacing unit:

Township 6 North, Range 65 West, 6th P.M.
Section 24: E½

(hereafter "Designated Wellbore Spacing Unit No. 4").

10. 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 the Storis E24-73HN well (API No. 05-123-38153) in DWSU No. 1, the Storis E24-73HC well (API No. 05-123-38151) in DWSU No. 2, the Storis E24-73-1HNA well (API No. 05-123-38150) in DWSU No. 3, and the Storis E24-73-1HNC well (API No. 05-123-38148) in DWSU No. 4, to the Niobrara or Codell Formation on the Application Lands.

11. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Well, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

12. That in order to prevent waste and to protect correlative rights, all interests in the Designated Wellbore Spacing Units should be pooled for the orderly

development of the Niobrara or Codell Formation, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in four (4) approximate 325-acre designated wellbore spacing units established on Application Lands for the development of the Niobrara or Codell Formation.

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 the Storis E24-73HN well (API No. 05-123-38153) in DWSU No. 1, the Storis E24-73HC well (API No. 05-123-38151) in DWSU No. 2, the Storis E24-73-1HNA well (API No. 05-123-38150) in DWSU No. 3, and the Storis E24-73-1HNC well (API No. 05-123-38148) in DWSU No. 4, to the Niobrara or Codell Formation 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 Niobrara or Codell Formation in the Designated 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.

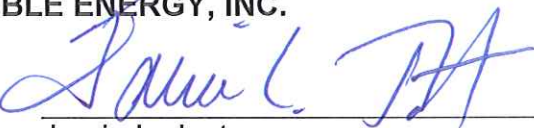
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in March 2014, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

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Dated: January 21, 2014.

Respectfully submitted:


NOBLE ENERGY, INC.

By: _____

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Joseph M. Evers
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
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(720) 379-1812

Applicant's Address:
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ATTN: Stuart Sutter
1625 Broadway, Suite 2200
Denver, CO 80202

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

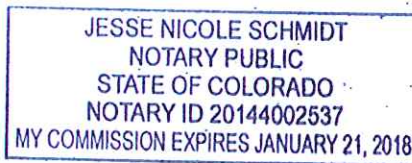


Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

Subscribed and sworn to before me this 29th day of January 2014.

[SEAL]

My commission expires: 1/21/16




Jesse Schmidt

IN THE MATTER OF THE APPLICATION OF
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WATTENBERG FIELD, WELD COUNTY,
COLORADO

DOCKET NO.

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


 Jamie L. Jost

Subscribed and sworn to before me on this 29 day of January, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17

1/8/17
Daniel Carroll
Notary Public



EXHIBIT A

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

Wilman Investments, Inc.
1207 42nd Avenue
Greeley, CO 80634

Nicholas D. Francis
6600 W. 20th Street, Unit 12
Greeley, CO 80634

Ronald W. Bonnett and Warrena Bonnett
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Englewood, CO 80112

Osborne Partnership
P.O. Box 606
Johnstown, CO 80534

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Garden City, KS 67846

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Steamboat Springs, CO 80477

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Otis, CO 80743

Richard Lewton
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Otis, CO 80743

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Westminister, CO 80031

Klausner Brothers
44410 CR 6.5
Roggen, CO 80652

Wallace C. Fisher and Bobbi D. Fisher
No address found

Tori Ferrante and Ann L. Ferrante
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Alamo, CA 94507

Dorothy L. Boulter
6861 Rosewood Drive
Colorado Springs, CO 80918

Isabell N. Henik
47566 County Road E
Yuma, CO 80759

Rowlett Dairy Queen, Inc.
No address found

LAP, Inc.
15125 Foothill Road
Golden, CO 80401

Robert S. Calvert
12766 Jackson Street
Thornton, CO 80241

Donald W. Parsons
6380 S. Coventry Lane W.
Littleton, CO 80123

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Cynthia S. Curtright
10926 E. Crestline Circle
Englewood, CO 80111

Robert L. Barron
1350 Lawrence Street #7-B
Denver, CO 80204

Arthur I. Davis Trust
678 Grant Street
Denver, CO 80203

Donald S. Walters and Patsy L. Walters
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Triple K
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Roggen, CO 80652

Estate of William Boulter
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Greeley, CO 80631

Boulter LLC
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LaSalle, CO 80645

Buel Walters, Diane Oliberos
& Susan Blanchard
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Lynn Sando
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Francella P. Montoya
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Lenny L. Lucero
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