

**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 AN APPROXIMATE
412-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT LOCATED IN
SECTION 6, TOWNSHIP 3 NORTH, RANGE 64
WEST, 6TH P.M., AND SECTION 31, TOWNSHIP
4 NORTH, RANGE 64 WEST, 6TH P.M., FOR
THE DEVELOPMENT/OPERATION OF THE
NIOBRARA 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 an approximate 412-acre designated horizontal Wellbore Spacing Unit, as defined below, for the drilling of the Heartland C31-78-1HN Well (API No. Pending) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 3 North, Range 64 West, 6th P.M.
Section 6: N $\frac{1}{2}$ NW $\frac{1}{4}$

Township 4 North, Range 64 West, 6th P.M.
Section 31: W $\frac{1}{2}$

412 acres, more or less, 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 the drilling of horizontal wells.

5. Applicant designated the approximate 412-acre horizontal Wellbore Spacing Unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. 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 the Wellbore Spacing Unit, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 412-acre Wellbore Spacing Unit:

Township 3 North, Range 64 West, 6th P.M.
Section 6: N $\frac{1}{2}$ NW $\frac{1}{4}$

Township 4 North, Range 64 West, 6th P.M.
Section 31: W $\frac{1}{2}$

(hereafter "Wellbore Spacing Unit").

7. 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 Heartland C31-78-1HN Well (API No. Pending) to the Niobrara Formation on the Application Lands.

8. 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, including leased mineral interest owners, 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.

9. That in order to prevent waste and to protect correlative rights, all interests in each of the Wellbore Spacing Unit should be pooled for the orderly development of the Niobrara 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 an approximate 412-acre designated horizontal Wellbore Spacing Unit established on Application Lands for the development of the Niobrara 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 Heartland C31-78-1HN Well (API No. Pending) to the Niobrara 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 Well 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 Well drilled to develop the Niobrara Formation in the Wellbore Spacing Unit 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 July 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.

Dated: May 29th, 2014.

Respectfully submitted:

NOBLE ENERGY, INC.

By:




Jamie L. Jost
Joseph M. Evers
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
1675 Larimer Street, Suite 420
Denver, Colorado 80202
(720) 379-1812

Applicant's Address:

Noble Energy, Inc.
ATTN: Robert Bram
1625 Broadway, Suite 2200
Denver, CO 80202

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

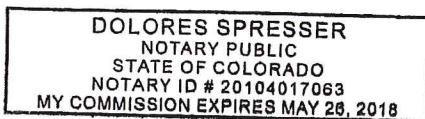

Julie T. Jenkins
Attorney-In-Fact
Noble Energy, Inc.

RWA
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Subscribed and sworn to before me this 28th day of May 2014.

[SEAL]

My commission expires: May 26, 2018




Robert Jensen

IN THE MATTER OF THE APPLICATION OF NOBLE ENERGY, INC., FOR AN ORDER TO POOL ALL INTERESTS IN AN APPROXIMATE 412-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT LOCATED IN SECTION 6, TOWNSHIP 3 NORTH, RANGE 64 WEST, 6TH P.M., AND SECTION 31, TOWNSHIP 4 NORTH, RANGE 64 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA FORMATION, 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 25th day of May, 2014.

My commission expires: 9/18/17

DANIELLE E CARROLL
Notary Public
State of Colorado
Notary ID 20134059312
My Commission Expires Sep 18, 2017

Exhibit A
Heartland C31-78-1HN

Anadarko E&P Onshore LLC
1099 - 18th St., Suite 1800
Denver, CO 80202

Todd A. Amen and Rhonda R.
Amen, JT
24138 County Road 38
LaSalle, CO 80645

Duane F. Oster
22243 Weld County Road 53
Kersey, CO 80644

Garen D. Oster
3315 Bluegrass Circle
Evans, CO 80620

Cindy L. Oster
1499 10th Street
Greeley, CO 80631

Sandra Jo Oster
124 50th Avenue
Greeley, CO 80634

Arthur Roy Gutteresen
17506 Weld County Road 57
Kersey, CO 80644

Daniel J. Oster
2505 Coronado Bay
Evans, CO 80620

Eric S. Oster
4851 Kit Carson Drive
Colorado Springs, CO 80902

Centennial Mineral Holdings, LLC
5950 Cedar Springs Road, Ste 200
Dallas, TX 75235

Richard J. Adamson
P.O. Box 48
Granby, CO 80446

MKL Gas & Oil, LLC
555 17th Street, #1400
Denver, CO 80202

JSWH, LLC
555 17th Street, #1400
Denver, CO 80202

SEK Oil & Gas Company, LLC
555 17th Street, #1400
Denver, CO 80202

Our Plum, LLC
P.O. Box 218
Lowell, FL 32663

Meadow Oil & Gas, LLC
555 17th Street, #1400
Denver, CO 80202

Ann Shannon Oil & Gas, LLC
3609 S. Wassworth Blvd., Ste. 112
Lakewood, CO 80235

SAE Oil & Gas Company, LLC
555 17th Street, #1400
Denver, CO 80202

Shannon Warnick
25223 Rayford Crest Drive
Spring, TX 77386-2837

Phillip Warnick
7017 Virdian Lane
Austin, TX 78739

Alyson Warnick
2723 D. St.
Sacramento, CA 95816

Mary Kathryn Warnick
P.O. Box 1499
Grand Lake, CO 80447

Kathleen A. Doney, Trustee of the
Trust
F/B/O Kathleen A. Doney U/T/O Neil
D. Schwed
Revocable Trust dated July 18, 2001
P.O. Box 547
Ross, CA 94957

Mechanics Bank, Trustee of the
F/B/O Neil Dan Schwed II,
U/T/O Neil D. Schwed
Revocable Trust dated July 18, 2001
1111 Civic, Ste. 333
Walnut Creek, CA 94596

Linda A. Olmstead,
as Trustee of The Linda A. Olmstead
Trust
9351 Goyette Place
Santee, CA 92071

Douglas E. Schwed,
as Trustee of The Douglas E.
Schwed Trust
12722 NE 28th Street
Bellevue, WA 98005

Margaret Alice Smith
1243 Aikins Way
Boulder, CO 80305

Susan McKay Smith
3130 Endicott Drive
Boulder, CO 80305

New London Oil Inc.
16414 San Pedro, Ste 800
San Antonio, TX 78232-2247

Melvin H. Horst and Patricia D.
Horst, JT
P.O. Box 1210
Platteville, CO 80651