

**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
748-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT LOCATED IN
SECTIONS 8, 9 AND 10, TOWNSHIP 4 NORTH,
RANGE 66 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 748-acre designated horizontal Wellbore Spacing Unit, as defined below, for the drilling of the Shable K08-68-1HN Well (API No. Pending) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 4 North, Range 66 West, 6th P.M.

Section 8: N $\frac{1}{2}$

Section 9: N $\frac{1}{2}$

Section 10: W $\frac{1}{2}$ NW $\frac{1}{4}$

748 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 recompleat 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 748-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 748-acre Wellbore Spacing Unit:

Township 4 North, Range 66 West, 6th P.M.

Section 8: N $\frac{1}{2}$

Section 9: N $\frac{1}{2}$

Section 10: W $\frac{1}{2}$ NW $\frac{1}{4}$

(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 Shable K08-68-1HN 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 748-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 Shable K08-68-1HN 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.

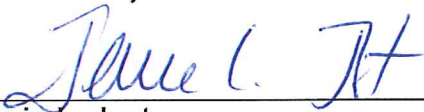
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 2014, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

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

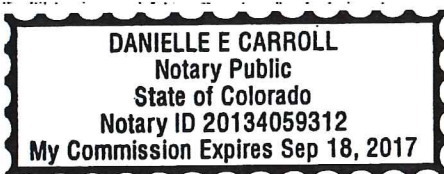
Denver, CO 80202

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


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

My commission expires: 9/18/17

Danielle Carver



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FIELD, WELD COUNTY, COLORADO

DOCKET NO.

)

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Jamie L. Jost

My commission expires: 9/18/17

 :
Hannah Carroll
Notary Public



Exhibit A
Shable K08-68-1HN

Kerr-McGee Oil & Gas Onshore LP
1099 - 18th St., Suite 1800
Denver, CO 80202

Robert L. Haynie Revocable Trust U/A
dated December 20, 1991,
Robert L. Haynie and
James D. Hanegan, Trustees
c/o Hanegan & Associates,
1625 Broadway, Suite 800
Denver, CO 80202

Thomas C. Thrift
P.O. Box 430
Balboa Island, CA 92662

George William Davidson and Betty
June Davidson, Trustees of The
Davidson Family Trust
dated October 12, 1987
2166 East Oceanfront
Balboa, CA 92661

George D. Shub and Beverly M. Shub,
Trustees of The Shub Family Trust
dated July 16, 1986
119 Via Genoa
Newport Beach, CA 92663

Morgan Exploration, LLC
3333 S. Bannock St., Suite 950
Englewood, CO 80110

Coulson Minerals LLC
4758 Adelaide Place
Highlands Ranch, CO 80130

Donald F. Oatley
7089 E. Briarwood Circle
Centennial, CO 80112

Estate of Rex Monahan
12 Dos Rios
Greeley, CO 80634

Tommy Bolack Mineral Corporation
3901 Bloomfield Highway
Farmington, NM 87401

Lanford, LLC
P.O. Box 90428
Albuquerque, NM 97199-0428

Rosemary Tichy
10607 W. 31st Pl.
Lakewood, CO 80215

Dominion Energy Partners, Ltd.
8301 E. Prentice Ave., #303
Englewood, CO 80111

Dorothy Lee Harvey, Trustee of The
William M. Harvey Marital Trust
1625 Broadway, Suite 805
Denver, CO 80202

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

K. P. Kauffman Company, Inc.
1675 Broadway, Suite 2800
Denver, CO 80202

John Kammerzell and
Ruth Kammerzell, Joint Tenants
1537 45th Avenue
Greeley, CO 80634

T.E. McClintock T/W fbo Elizabeth M.
Nikoloric, Colorado State Bank & Trust,
N.A., Trustee
P.O. Box 1588
Tulsa, OK 74101

T.E. McClintock T/W fbo Mary M. Swift,
U.S. Bank, N.A., Trustee
P.O. Box 3499
Tulsa, OK 74101

Shable Homestead, LLC
12705 Hwy 60
Milliken, CO 80543

RML Property Investors, LLC
143 Monroe Street
Denver, CO 80206

Edward J. Kammerzell Trust, Edward J.
Kammerzell Trustee
6049 Lesser Drive
Greeley, CO 80634

Shirley M. Kammerzell Trust
6049 Lesser Drive
Greeley, CO 80634

Barbara Miercort
3652 Maplewood
Dallas, TX 75205

Thomas Briggs
1400 So. Collyer St.
Longmont, CO 80501

James Briggs
531 Sandy Walk
Stafford, TX 77477-5820

Heirs of Florence Annie Barber
No address found.

Doris A. Fields
9190 County Road 52
Milliken, CO 80543-9615

Margaret R. Wakeman
P.O. Box 39
Milliken, CO 80543

Charles G. Nelson
1454 Red Fox Circle
Windsor, CO 80550

Kurt W. Nelson
313 Kathleen Ave.
Milliken, CO 80543-8211

Estate of Sandra Wagner, Deceased
No address found.

Kenneth C. Wagner
520 47th Avenue Ct.
Greeley, CO 80634

Levi Wagner
4748 West 9th Street Road
Greeley, CO 80634

Ashlie Wagner
4748 West 9th Street Road
Greeley, CO 80634

Thelma Jane Miner
29163 SE Church Road
Boring, OE 97009

Bruce A. Sauter
17327 County Road 46
Sterling, CO 80751

Norma Ruth Johnson
2150 Wright Court
Longmont, CO 80501

Anadarko Land Corp.
1099 - 18th St., Suite 1800
Denver, CO 80202

Craig T. Danielson
4001 N. Ridgecrest Dr.
Tucson, AZ 85750-2465

James I. Patterson
3852 N. 26th St.
Boulder, CO 80301-1326

Daniel Allen
7654 Rodeo Drive
Longmont, CO 80504

Terry Hannum
7654 Rodeo Drive
Longmont, CO 80504

Donald Wiechman
9219 Rogers Rd.
Longmont, CO 80503-8561

Marcia Wiechman
9219 Rogers Rd.
Longmont, CO 80503-8561

D. Thomas Samuels
613 Lida Court
El Dorado Hills, CA 95762

Mary Samuels
613 Lida Court
El Dorado Hills, CA 95762

Brigette M. Spencer and Nicholas M.
Spencer, Joint Tenants
22544 State Highway 60
Milliken, CO 80543

Department of Transportation,
State of Colorado
4201 E. Arkansas Ave.
Denver, CO 80222

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SUPPLEMENTAL AFFIDAVIT OF MAILING

STATE OF COLORADO)	
)ss.	
COUNTY OF DENVER)	

Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

That she is an attorney for Noble Energy Inc., that on the 5th day of June, 2014, she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the following additional parties:

Frank Wilson, III and Deborah Z. Wilson,
Trustees of the Wilson Family 2010 Trust
dated April 2, 2010
1187 Coast Village Rd., #1-496
Santa Barbara, CA 93013

Jack A. McCartney
8955 West 10th Ave
Lakewood, CO 80215

Wellstar Corporation
11990 Grant St., Suite 550
Northglenn, CO 80233

Colorado Land Services, LLC
1051-D West Highway 34
Loveland, CO 80537

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80651

N&R Investments
1707 61st Ave, Suite 101
Greeley, CO 80634

Francis Royalties, LLC
6600 W. 20th Street, Suite 12
Greeley, CO 80634

Jamie L. Jost

Jamie L. Jost

Subscribed and sworn to before me this 5th day of June, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17

Danielle Carroll
Notary Public

