

**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
279-ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT LOCATED IN
SECTION 34, TOWNSHIP 3 NORTH, RANGE 64
WEST, 6TH P.M., AND SECTIONS 3 AND 10,
TOWNSHIP 2 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 279-acre Wellbore Spacing Unit for the drilling of the Oscar Y10-74HN Well (API No. 05-123-38205) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 3 North, Range 64 West, 6th P.M.
Section 34: SW $\frac{1}{4}$ SE $\frac{1}{4}$

Township 2 North, Range 64 West, 6th P.M.
Section 3: W $\frac{1}{2}$ E $\frac{1}{2}$
Section 10: W $\frac{1}{2}$ NE $\frac{1}{4}$

279 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 279-acre 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 279-acre Wellbore Spacing Unit:

Township 3 North, Range 64 West, 6th P.M.
Section 34: SW $\frac{1}{4}$ SE $\frac{1}{4}$

Township 2 North, Range 64 West, 6th P.M.
Section 3: W $\frac{1}{2}$ E $\frac{1}{2}$
Section 10: W $\frac{1}{2}$ NE $\frac{1}{4}$

(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 Oscar Y10-74HN Well (API No. 05-123-38205) 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 279-acre 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 Oscar Y10-74HN Well (API No. 05-123-38205) 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 29, 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: Sara Bernal

1625 Broadway, Suite 2200

Denver, CO 80202

VERIFICATION

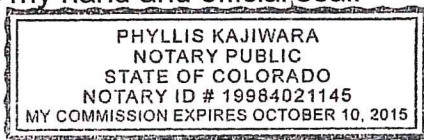
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Julie T. Jenkins, of lawful age, being first duly sworn upon oath, deposes and says that she is Attorney-In-Fact for Noble Energy, Inc., and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

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

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

Witness my hand and official seal.



My commission expires: 10-10-2015

Therese Kajimaka

IN THE MATTER OF THE APPLICATION OF NOBLE ENERGY, INC., FOR AN ORDER TO POOL ALL INTERESTS IN AN APPROXIMATE 279-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT LOCATED IN SECTION 34, TOWNSHIP 3 NORTH, RANGE 64 WEST, 6TH P.M., AND SECTIONS 3 AND 10, TOWNSHIP 2 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 29th day of May, 2014.

My commission expires: 9/18/17

18/1/17
Vanille Carvell
 Notary Public

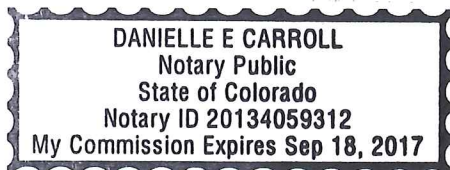


Exhibit A
Oscar Y10-74HN

Dora L. Keyes
No address found.

John T. Jacobs
1613 11th Avenue
Greeley, CO 80631

Anadarko Land Corp.
1201 Lake Robbins Dr.
The Woodlands, TX 77380

Guttersen & Company
P.O. Box 2176
Greeley, CO 80632

Arthur C. Berglund, as Trustee of the
Berglund Trust dated 1990
1290 Deborah Ave.
Azusa, CA 80439

Gary Douglas Myers
30113 Troutdale Scenic Dr.
Evergreen, CO 80439

Virginia S. Seldin and Bernice S. Frieder,
Trustees of the
Seldin Mineral Trust
1111 Race Street, Apt. 9-B
Denver, CO 80206

Olen F. Featherstone II
1717 West Second Street
Roswell, NM 88201

Free Ride, LLC
1801 West Second Street
Roswell, NM 88201