

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 SUBJECT PREVIOUSLY UNLOCATABLE PARTIES TO DOCKET NO. 1407-UP-226, POOLING ALL INTERESTS IN TWO APPROXIMATE 720-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS ESTABLISHED FOR PORTIONS OF SECTIONS 3, 4, 5, 8, 9, AND 10, TOWNSHIP 4 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO)	CAUSE NO. DOCKET NO.
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APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by and through its attorneys, Jost & Shelton Energy Group, P.C., and respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission"), for an order declaring a Pending Order of the Commission, as defined below, applicable to previously unlocatable parties. The pending pooling order, found in Docket No. 1407-UP-226 ("Pending Order"), seeks to pool all interests in two approximate 720-acre designated horizontal wellbore spacing units ("WSU") for the drilling of the Shable K08-69HN well (API No. 05-123-39558), in WSU #1, and the Shable K08-69-1HN well (API No. 05-123-39561), in WSU #2 ("Wells"), for the development of the Niobrara Formation underlying:

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

Section 3:	SW ¹ / ₄ SW ¹ / ₄
Section 4:	S ¹ / ₂ S ¹ / ₂
Section 5:	S ¹ / ₂ S ¹ / ₂
Section 8:	N ¹ / ₂ N ¹ / ₂
Section 9:	N ¹ / ₂ N ¹ / ₂
Section 10:	NW ¹ / ₄ NW ¹ / ₄

720-acres, more or less, Weld County, Colorado (hereinafter
"Application Lands")

In support of its application, Applicant states and avers as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado and is an 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. Docket No. 1407-UP-226 is set to be heard before the Commission on July 28, 2014 and seeks authorization to pool all interests in two approximate 720-acre designated horizontal wellbore spacing units for the Application Lands, for the development and operation of the Niobrara Formation.

6. Applicant has since located additional interested parties who are the successors in interest to parties who had not been previously located because they appeared to be defunct entities or deceased individuals with no heirs and/or devisees. The interested parties have not previously received notice of the pooling application found in Docket No. 1407-UP-226.

7. Applicant is not seeking cost recovery provisions pursuant to C.R.S. § 34-60-116(6) and (7) only to such additional interested parties.

8. The grounds upon which Applicant seek the Pending Order still pertain. Specifically:

a. Applicant owns substantial leasehold interests in the Application Lands.

b. The Application Lands are subject to Docket 1407-UP-226 which seeks to establish two approximate 720-acre designated horizontal wellbore spacing units for the Niobrara Formation.

c. Applicant intends to drill the Shable K08-69HN well, and the Shable K08-69-1HN well for the production of oil and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

9. Applicant requests that the Commission subject the unnoticed interested parties to the Pending Order, as such Pending Order is made as of the earlier of the date of the original pooling application, dated May 29, 2014, except that such unnoticed parties not be subjected to the cost recovery provisions pursuant to C.R.S. § 34-60-116(6) and (7).

10. 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. The list of such interested parties is attached hereto as Exhibit A.

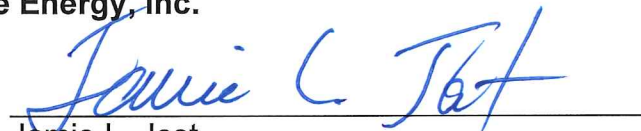
WHEREFORE, Applicant requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order declaring the Pending Order applicable to the said previously unnoticed interest owners, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 17th day of July, 2014.

Respectfully submitted:

Noble Energy, Inc.

By:



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

Applicant's Address:
Noble Energy, Inc.
ATTN: Preston Midkiff
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 his knowledge, information and belief.



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

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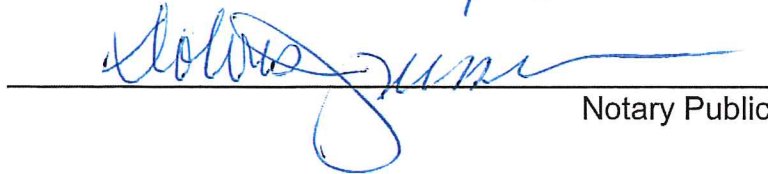
Subscribed and sworn to before me this 17th day of July 2014.

Witness my hand and official seal.

[SEAL]



My commission expires: May 26, 2018



Notary Public

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

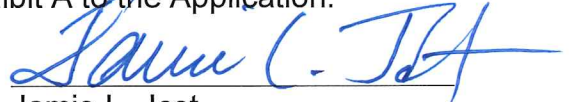
IN THE MATTER OF THE APPLICATION OF NOBLE) CAUSE NO.
ENERGY, INC. FOR AN ORDER TO SUBJECT)
PREVIOUSLY UNLOCATABLE PARTIES TO DOCKET) DOCKET NO.
NO. 1407-UP-226, POOLING ALL INTERESTS IN TWO)
APPROXIMATE 720-ACRE DESIGNATED)
HORIZONTAL WELLBORE SPACING UNITS)
ESTABLISHED FOR PORTIONS OF SECTIONS 3, 4, 5,)
8, 9, AND 10, TOWNSHIP 4 NORTH, RANGE 66 WEST,)
6TH P.M., FOR THE NIOBRARA FORMATION,)
WATTENBERG FIELD, WELD COUNTY, COLORADO)

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 the attorney for Noble Energy, Inc., that on or before July 24th, 2014, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Jamie L. Jost

Subscribed and sworn to before me this 14th day of July, 2014.

Witness my hand and official seal.

My commission expires: 06/16/2018


Notary Public

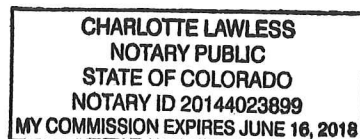


Exhibit A
Interested Party List
RP-Shable K08-69HN, 69-1HN

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

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

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

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

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

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

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

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

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

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

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

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

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

Bayswater Blenheim Holdings II, LLC
730 17th Street, Suite 610
Denver, CO 80202

Coulson Minerals LLC
4758 Adelaide Place
Highlands Ranch, CO 80130

Bayswater Exploration & Production, LLC
730 17th Street, Suite 610
Denver, CO 80202

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

Flint Engineering & Construction Co.
P.O Box 490
Tulsa, OK 74101

Estate of Rex Monahan
12 Dos Rios
Greeley, CO 80634

Frank M. 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 93108

Tommy Bolack Mineral Corporation
3901 Bloomfield Highway
Farmington, NM 87401

Gertrude Weber
249 Malvern Farm Drive
Charlottesville, VA 22903

Jim's Water Service, Inc.
P.O Box 2290
Gillette, WY 82717-2290

John M. Ouzts
3570 E. Entrada del Sol
Tucson, AZ 85718

Max C. Chapman, Jr.
66 East Main Street, 2nd Floor
Little Falls, NJ 07424

Walter Properties, Inc.
3737 Montgomery Drive
Sana Rosa, CA 95405

Wende Ronzone Cooper
3737 Montgomery Drive
Sana Rosa, CA 95405

Union Pacific Railroad Company
1400 Douglas Street, Stop 1690
Omaha, NE 68179

Rumsey Family Limited Partnership
5400 Kiowa Lane
Greeley, CO 80634

Lyle L. Rumsey Limited Partnership
14689 Weld County Road 394
La Salle, CO 80645

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

Ruth Kammerzell
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

Harold L. Daniels and
Madeline P. Daniels, Joint Tenants
1931 Hillrose Drive
Loveland, CO 80538

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

Anadarko Petroleum Corporation
ATTN: Shea Kauffman
1099 - 18th St., Suite 1800
Denver, CO 80202

Westchester, LLC
1999 Broadway, Suite 3150
Denver, CO 80202