

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF AN APPLICATION BY NOBLE)
ENERGY, INC. FOR AN ORDER POOLING ALL INTERESTS) CAUSE NO. 407
IN TWO APPROXIMATE 398.57-ACRE ESTABLISHED)
HORIZONTAL WELLBORE SPACING UNITS LOCATED IN) DOCKET NO. *To be assigned*
PORTIONS OF SECTIONS 1 AND 12, TOWNSHIP 6 NORTH,)
RANGE 63 WEST, 6TH P.M., FOR THE)
DEVELOPMENT/OPERATION OF THE NIOBRARA)
FORMATION, WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

APPLICATION

Noble Energy, Inc. ("Noble Energy" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in two approximate 398.57-acre horizontal wellbore spacing units established for portions of Sections 1 and 12, Township 6 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 6 North, Range 63 West, 6th P.M.

Section 1: Lot 3 (39.40 acres), Lot 4 (39.17 acres), S½ NW¼, SW¼
Section 12: N½ NW¼

Weld County, Colorado

These lands are hereinafter referred to as the "Application Lands" and depicted in Exhibit A attached hereto.

3. 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. The Application Lands are subject to Rule 318A.

4. Pursuant to Rule 318A., Applicant designated an approximate 398.57-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Crow Creek AA01-766 well (API No. 05-123-40158), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

5. Pursuant to Rule 318A., Applicant also designated an approximate 398.57-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Crow Creek AA01-776 well (API No. 05-123-40157), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6).

Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

6. The Crow Creek AA01-766 well and the Crow Creek AA01-776 well are hereinafter referred to as the "Subject Wells."

7. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in two approximate 398.57-acre horizontal wellbore spacing units established for the Application Lands, for the development and operation of the Niobrara Formation.

8. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application.

9. Further, Applicant requests 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 Subject Wells, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

10. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

11. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to be bound by said oral order.

12. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in Exhibit B attached hereto. The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

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

A. Pooling all interests in two approximate 398.57-acre horizontal wellbore spacing units established for the Application Lands, for the development and operation of the Niobrara Formation, with the pooling order made effective as of the date of this Application.

B. 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 Subject Wells, are pooled by operation of statute, pursuant to §34-60-116(6) & (7), C.R.S., and made subject to the cost recovery provisions thereof.

C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 7th day of October, 2014.

Respectfully submitted,

NOBLE ENERGY, INC.

By: 

Robert A. Willis (Colorado Bar No. 26038)

Jillian Fulcher (Colorado Bar No. 45010)

Beatty & Wozniak, P.C.

Attorneys for Applicant

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Denver, Colorado 80202

(303) 407-4499

rwillis@bwenergylaw.com

jfulcher@bwenergylaw.com

Address of Applicant

Noble Energy, Inc.

Anna Hudson, Staff Landman

1625 Broadway, Suite 2200

Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO

)

) SS.

CITY & COUNTY OF DENVER

)

Charles A. Snure, Land Manager for Noble Energy, Inc., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

NOBLE ENERGY, INC.

Mark Sum-

Charles A. Snure

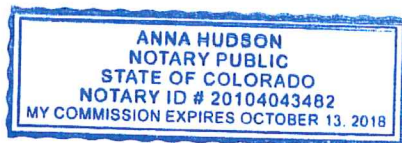
Subscribed and sworn to before me this 14th day of October, 2014, by Charles A. Snure, Land Manager for Noble Energy, Inc.

Witness my hand and official seal.

My commission expires: Oct 3, 2018

Notary Public

Notary Public



Application Lands -



Sections 1 & 12, T6N, R63W
Weld County

Exhibit A

Application Map

Application Map

[illegible]

EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit B.

Noble Energy, Inc.
Anna Hudson, Staff Landman
1625 Broadway, Suite 2200
Denver, Colorado 80202

Beatty & Wozniak, P.C.
216 16th Street, Suite 1100
Denver, Colorado 80202

Wells Ranch 16
6850 TPC Drive, Suite 202
McKinney, TX 75070

WYOTEX Drilling Ventures, LLC
P.O. Box 280969
Lakewood, CO 80228

Margarita Roderick Trust
P.O. Box 7961
Boulder, CO 80306

Jonathan S. Roderick Living Trust
P.O. Box 7961
Boulder, CO 80306

Shoreline Energy Holdings II, Inc.
400,209-8th Avenue
Calgary, Alberta CANADA T2P 1B8

Swan Exploration, LLC
8100 E. Maplewood Drive, Suite 240
Greenwood Village, CO 80111

Louis S. Madrid Trust
1777 Harrison St., Suite 835
Denver, CO 80210

SOG Investors, LLC
420 Lexington Ave., Suite 2334
New York, NY 10170

Wolf Point Exploration LLC
215 W. oak Street, Suite 900
Fort Collins, CO 80522

Aluma Energy, LLC
P.O. Box 103310
Denver, CO 80250

Green Oil Energy, LLC
P.O. Box 103310
Denver, CO 80250

Christopher Edwards
P.O. Box 21270
Oklahoma City, OK 73156

Robert Travis
No address of record

Harriet A. White
No address of record

Patrick Travis
No address of record

Sean J. Streeter
No address of record

Anadarko E&P Onshore LLC
1099 18th Street, Suite 1800
Denver, CO 80202

Wells Ranch LLLP
32010 WCR 63
Gill, CO 80624

Sherry Richardson
1031 South Palmetto Ave, Unit G1
Ontario, CA 91762

Cynthia Thomas
4086 North Oceanview Street
Orange, CA 92865

George Hassett, III
1808 Via Entrada
Fall Brook, CA 92028

Charlene M. Hassett
1808 Via Entrada
Fall Brook, CA 92028

ExxonMobil Oil Corporation
c/o XTO Energy, Inc.
P.O. Box 730586
Dallas, TX 75373

Margaret Fairchild
9715 NE Juanita Dr., Apt 904
Kirkland, WA 98034

Mavoureen Nichols
34404 Wilhoit
Molalla, OR 97038

Huberta Mae Brown
2351 NE 128th
Seattle, WA 98215

Michelle Gilchrist
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Greeley, CO 80634

Joseph D. Travis, Jr.
3250 S. Franklin Street
Englewood, CO 80113

John Mark Travis
8346 S. Upham Way
Denver, CO 80128

Betty Lou Loizos
2307 Hallston St.
Las Vegas, NV 89314

Mary McCambridge
312 N. Shore Circle
Windsor, CO 80550

Frederick M. Herb
2125 1st Ave., Apt 904
Seattle, WA 98121

James and Leslie Ritter
5057 S. Malaya Ct.
Aurora, CO 80015

Eric and Kris Ritter
4725 S. Cathay Ct.
Aurora, CO 80015

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AFFIDAVIT OF MAILING

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

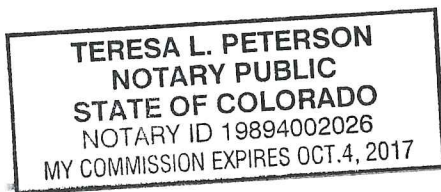
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:


That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Noble Energy, Inc., and on or before October 14, 2014, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.


Jennifer Pittenger

Subscribed and sworn to before me this 7th day of October, 2014.

Witness my hand and official seal.




Teresa L. Peterson
Notary Public