

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 AN APPROXIMATE 718.23-ACRE ESTABLISHED)
HORIZONTAL WELLBORE SPACING UNIT LOCATED IN) DOCKET NO. *To be assigned*
PORTIONS OF SECTIONS 1, 2, 11, 12, 13 AND 14,)
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 an approximate 718.23-acre horizontal wellbore spacing unit established for portions of Sections 1, 2, 11, 12, 13 and 14, 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 4 (39.17 acres), SW $\frac{1}{4}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ SW $\frac{1}{4}$
Section 2:	Lot 1 (39.06 acres), SE $\frac{1}{4}$ NE $\frac{1}{4}$, E $\frac{1}{2}$ SE $\frac{1}{4}$
Section 11:	E $\frac{1}{2}$ E $\frac{1}{2}$
Section 12:	W $\frac{1}{2}$ W $\frac{1}{2}$
Section 13:	NW $\frac{1}{4}$ NW $\frac{1}{4}$
Section 14:	NE $\frac{1}{4}$ NE $\frac{1}{4}$

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 718.23-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the Crow Creek AA01-789 well (API No. 05-123-40166) ("Well"), 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. 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 an approximate 718.23-acre horizontal wellbore spacing unit established for the Application Lands, for the development and operation of the Niobrara Formation.

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

7. 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 Well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

8. 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.

9. 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.

10. 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 an approximate 718.23-acre horizontal wellbore spacing unit 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 Well, 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

216 16th Street, Suite 1100

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.

Charles A. Sumner

Charles A. Snure

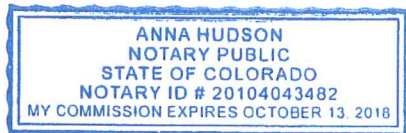
Subscribed and sworn to before me this 3rd day of October, 2014, by Charles A. Snure, Land Manager for Noble Energy, Inc.

Witness my hand and official seal.

My commission expires: Oct 13, 2018


Notary Public

Notary Public



Sections 1, 2, 11, 12, 13 & 14,
T6N, R63W
Weld County

Exhibit A
Application Map

Application Lands - 

35	36	31	32	33
2	1	6	5	4
T6N, R63W 11	12	T6N, R62W 7	8	9
14	13	18	17	16

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

PDC Energy, LLC
1775 Sherman St, Suite 3000
Denver, CO 80202

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

Henrietta Quinn Guttersen
P.O. Box 528
Kersey, CO 80644

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

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

Wells Ranch LLLP
32010 WCR 63
Gill, CO 80624

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

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

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

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

Harriet A. White
No address of record

Cynthia Thomas
4086 North Oceanview Street
Orange, CA 92865

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

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

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

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

Anadarko Land Corporation
P.O. Box 1330
Houston, TX 77251

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

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

Betty L. Campbell
P.O. Box 1048
Magdalena, NM 87825

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

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

Tommy W. Kime
2507 Rouen Lane
Johnstown, CO 80534

Faith E. Waldmann
10 West Monument St., Room 213
Colorado Springs, CO 80903

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

Michael Guttersen
P.O. Box 528
Kersey, CO 80644

Bethany College
Attn: Galen Bunning
335 E. Swenson Streets
Lindsburg, KS 67456

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

Joan Namm
11396 Links Dr.
Reston, VA 20190

James Cordell Van Wert
6310 E. 17th Ave.
Denver, CO 80220

Everette Van Wert
2509 Cowley Dr.
Lafayette, CO 80026

Lainey P. Brown
171 Lindenmeier Cir.
Loveland, CO 80538

Claire Marie Schaeffer
3450 Teller St.
Wheatridge, CO 80033

Rocky Mountain Synod ELCA
455 Sherman St., Suite 160
Denver, CO 80203

Augustana Lutheran Church of Denver
5000 E. Alameda Ave
Denver, CO 80203

Heifer Foundation
P.O. Box 727
Little Rock, AR 72203

Sonja Waldmann
2 Juniper Ct
Brush, CO 80723

Fund for Leaders in Mission of the
ELCA Foundation
8765 W. Higgins Rd.
Chicago, IL 60631

The Gardens at Saint Elizabeth
2835 W 32nd Ave.
Denver, CO 80211

Karen Parker
711 PCH #123
Huntington Beach, CA 92648

Paul Kempton Seggerhammar
300 Davey Glen Rd., #3823
Oakland, CA 94610

Kathryn Swanson
900 Worthington Circle, Apt. 222
Fort Collins, CO 80526

Donald Wikgren
1031 Anderson Dr., Apt. B209
Green Bay, WI 84304

Burton Wikgren
329 Silverthorne Drive
Freeburg, IL 62243

Ingrid Swenson
1310 NW Naito Parkway, #205
Portland, OR 97209

Gretchen Tenenbaum
469 Manuella Ave
Woodside, CA 94062

Thure Gustafson
9 Muth Drive
Orinda, CA 94563

Eric Waldmann
179 Retreiver Lane
Bunker Hill, WV 25413

Gustafson-Seggerhammar Scholarship
c/o Bethany College - Galen Bunning
335 E Swenson St.
Lindsburg, KS 67456

Colorado College
Attn: Nancy Winkle
14 East Cache La Poudre St
Colorado Springs, CO 80903

Pacific Lutheran Theological Seminary
Attn: Brian Stein-Webber
2770 Marin Avenue
Berkeley, CA 94708

Lutheran School of Theology of
Chicago
Attn: Mark Van Scharrel
1100 East 55th St
Chicago, IL 60615

California Lutheran Homes
Attn: Donna Shaw
303 North Glenoaks Blvd., Suite 1000
Burbank, CA 91502

Church Women United
Attn: Marilyn Lariviere
475 Riverside Dr., Suite 243
New York, NY 10115

Fist Lutheran Church
Attn: George Knudson
600 Home Avenue
Palo Alto, CA 94301

California Lutheran University
Attn: Shannon Yasman
60 Olsen Rd., #1600
Thousand Oaks, CA 91360

The Segerhammer Scholarship Fund
c/o California Lutheran University -
Shannon Yasman
60 Olsen Rd., #1600
Thousand Oaks, CA 91360

The Estate of Jessie O. Gustafson
9 Muth Rd.
Orinda, CA 94563

Henry Kohlhoff
27213 WCR 78
Eaton, CO 80615

American United for Separation of
Church and State
518 C Street NE
Washington, DC 20002

Kathleen Hurty
565 Bellevue, Apt. 707
Oakland, CA 94610

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 AN APPROXIMATE 718.23-ACRE ESTABLISHED)
HORIZONTAL WELLBORE SPACING UNIT LOCATED IN) DOCKET NO. *To be assigned*
PORTIONS OF SECTIONS 1, 2, 11, 12, 13 AND 14,)
TOWNSHIP 6 NORTH, RANGE 63 WEST, 6TH P.M., FOR THE)
DEVELOPMENT/OPERATION OF THE NIOBRARA)
FORMATION, WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

AFFIDAVIT OF MAILING

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

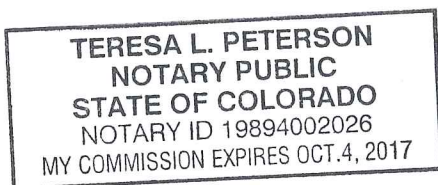
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

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.




Notary Public