

**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 3,200-ACRE UNCONVENTIONAL RESOURCE UNIT ESTABLISHED FOR SECTIONS 25, 26, 27, 34 AND 35, TOWNSHIP 9 NORTH, RANGE 59 WEST, 6TH P.M., FOR THE CODELL AND NIOBRARA FORMATIONS, UNNAMED FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.
---	-----------------------------

APPLICATION

COMES NOW Noble Energy, Inc. (Operator No. 100322) ("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 3,200-acre unconventional resource unit ("URU") for the development of the Codell and Niobrara Formations on the following described lands:

Township 9 North, Range 59 West, 6th P.M.

Section 25: All
Section 26: All
Section 27: All
Section 34: All
Section 35: All

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 April 28, 2014, the Commission entered Order No. 535-480, which, among other things, 1) vacated five (5) approximate 640-acre drilling and spacing unit established by Order No. 535-3 for Sections 25, 26, 27, 34 and 35, Township 9 North, Range 59 West, 6th P.M.; 2) vacated pooling Order No. 535-257 for Section 34, Township 9 North, Range 59 West, 6th P.M., 3) vacated pooling Order No. 535-282 for Section 25, Township 9 North, Range 59 West, 6th P.M., 4) vacated pooling Order No. 535-434 for Section 35, Township 9 North, Range 59 West, 6th P.M., and 5) established an approximate 3,200-acre URU consisting of the Application Lands and approved the request for an appropriate number of wells within the boundaries of the URU in order to effectively and efficiently recover the oil, gas and associated hydrocarbons from the Codell and Niobrara Formations. Order No. 535-480 also required the treated interval of any wellbore to be located no closer than 600 feet from the southern section boundary of Section 35, Township 9 North, Range 59 West, 6th P.M. and the eastern section boundary of Section 25, Township 9 North, Range 59 West, 6th

P.M. for the Codell Formation and the Niobrara Formation, and no closer than 300 feet from the southern section line of Section 25, Township 9 North, Range 59 West, 6th P.M. and the eastern section line of Section 35, Township 9 North, Range 59 West, 6th P.M. for the Codell Formation and Niobrara Formation. Order No. 535-480 also ordered that with a further exception allowing for corresponding reciprocal setbacks of 300 feet along the northern section lines of Sections 25, 26, and 27, Township 9 North, Range 59 West, 6th P.M., the western section lines of Sections 27 and 34, Township 9 North, Range 59 West, 6th P.M., and the southern section lines of Sections 22, 23, and 24, Township 9 North, Range 59 West, 6th P.M., the eastern section lines of Sections 28 and 33, Township 9 North, Range 59 West, 6th P.M., and the northern section lines of Sections 3 and 4, Township 8 North, Range 59 West, 6th P.M., for the Codell Formation and the Niobrara Formation, and no closer than 150 feet from the treated interval of any other wellbore located in the URU producing from the Codell and Niobrara Formations, without exception being granted by the Director.

4. On June 17, 2014, the Commission entered Order No. 535-496, which among other things, approved the request to modify Order Nos. 535-3, 535-102, and 535-436, allowing 300 foot boundary sections by the Commission for the southern section lines of Sections 22, 23, and 24, Township 9 North, Range 59 West, 6th P.M., the eastern section lines of Section 28 and 33, Township 9 North, Range 59 West, 6th P.M., and the northern section lines of Sections 3 and 4, Township 8 North, Range 59 West, 6th P.M.

5. The 3,200-acre URU is subject to a Unit Agreement (“UA”) and Unit Operating Agreement (“UOA”) whereby Noble was designated operator. Over 99% percent of the working interest owners have signed the UA and UOA.

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, including but not limited to, any nonconsenting interests, in the Application Lands in the Codell and Niobrara Formations underlying the following approximate 3,200-acre URU:

- Township 9 North, Range 59 West, 6th P.M.
- Section 25: All
- Section 26: All
- Section 27: All
- Section 34: All
- Section 35: All

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 any well in the 3,200-acre URU to the Codell and Niobrara Formations.

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 within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty-five (35) 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 wells in the 3,200-acre URU, and have been provided with the information required by Rule 530. 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 the Application Lands and URU should be pooled for the orderly development of the Codell and Niobrara Formations, 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 the Application Lands and 3,200-acre URU for the development of the Codell and Niobrara Formations.

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 any well in the 3,200-acre URU to the Codell and Niobrara Formations 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 any 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.

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, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's proposals as set forth above.

Dated this 17th day of November, 2014.

Respectfully submitted,

NOBLE ENERGY, INC.

By: 

Jamie L. Jost

James P. Parrot

Jost & Shelton Energy Group, P.C.

1675 Larimer Street, Suite 420

Denver, Colorado 80202

(720) 379-1812 – Main

(720) 379-1813 – Fax

jjost@jsenergygroup.com

jparrot@jsenergygroup.com

Applicant's Address:

Noble Energy, Inc.

ATTN: Carol Myers

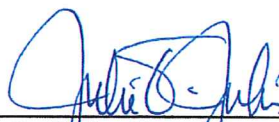
1625 Broadway, Suite 2200

Denver, Colorado 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. KPN
11/17

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

Witness my hand and official seal.

[SEAL]

My commission expires: 04/30/2017



Notary Public

JULIE K. BROWN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20094014382
MY COMMISSION EXPIRES APRIL 30, 2017

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
3,200-ACRE UNCONVENTIONAL RESOURCE
UNIT ESTABLISHED FOR SECTIONS 25, 26,
27, 34 AND 35, TOWNSHIP 9 NORTH, RANGE
59 WEST, 6TH P.M., FOR THE CODELL AND
NIOBRARA FORMATIONS, UNNAMED FIELD,
WELD COUNTY, COLORADO

CAUSE NO.
DOCKET NO.

AFFIDAVIT OF MAILING

STATE OF COLORADO)
)ss.
CITY AND 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 November 21st, 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

Jamie L. Jost

Subscribed and sworn to before me November 17, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17.

Danielle Carroll

Notary Public

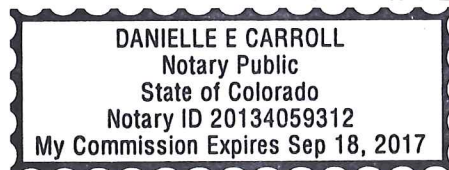


Exhibit A

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Noble Energy WyCo, LLC
1625 Broadway, Suite 2200
Denver, CO 80202

Carrizo (Niobrara) LLC.
500 Dallas Street, Suite 2300
Houston, TX 77002

Haimo Oil & Gas LLC
c/o Mr. Zhi Liu
2901 Wilcrest Drive, Suite 285
Houston, TX 77042

IOCL (USA) Inc.
c/o Thompson Knight LLP
Attention: Arthur J. Wright
333 Clay Street, Suite 3300
Houston, TX 77002

Oil India (USA) Inc.
c/o Thompson Knight LLP
Attention: Arthur J. Wright
333 Clay Street, Suite 3300
Houston, TX 77002

Robert McManus
111 S.E. 7th Street
Miami, FL 33131

John McManus
c/o Lois McManus
12194 Ormes Road
Presque Isle, WI 54557

Incline Resources, LLC
Attention: Mr. William Francis
5019 North Central Expressway
Dallas, TX 75205

James B. Ebersole Trust B, Wells Fargo Bank,
NA, Trustee
P O Box 41779
Austin, TX 78704-1779

Anthony Christopher Lenhart
136136 Garfield Street
Thornton, CO 80602

William Ernest
11521 Front Field Lane
Potomac, MD 20854

Michael Ernest
11521 Front Field Lane
Potomac, MD 20854

Adam Ernest
11521 Front Field Lane
Potomac, MD 20854

Tony Dean Cochran
1341 N. Clark Street
Cornelius, OR 97113

Ricky Wayne Cochran
7790 N.W. Gales Creek Road
Forest Grove, OR 97116

Terry Bernice Cochran Salinas
1850 NE 15th Avenue
Hillsboro, OR 97124

Jeffrey Eugene Cochran
P O Box #20
North Plains, OR 97133

Janet Carol Duyke
P O Box #1
Vernonia, OR 97064
Hugh L Hess
c/o Bruce Hess
3546 16th Place
Forest Grove, OR 97116

Betty June Fuller Tarkinton
260 NW 1st Street
Dundee, OR 97115

Barbara Phyllis Fuller Coke
56145 NW Schmidt Hill Road
Gales Creek, OR 97117

Verla Mae Shrader Rice Fuller
909 S. Fawn Street
Cornelius, OR 97113

Patricia Ann Doyle Gilbert
1777 E. 113th Place
Northglenn, CO 80233-3225

James Joe Doyle
11711 Ivy Street
Thornton, CO 80233-5204

Kay Francis Doyle Guinn
17676 E. 113th Place
Northglenn., CO 80233-3225

Paul Gregory Doyle
9301 Ellen Court
Thornton, CO 80229-3778

Nina Lou Roe Ellis
7766 E. Napa Place
Denver CO 80237

Carol Ann Roe Mantych
1878 24th Street
Greeley, CO 80631

Ronald Edward Roe
1810 Palmetto Park Drive
Caty, TX 77493
Stefanie Robin Wolverton
1259 Melton Drive, #18
Yuba City, CA 95993

Lindsay Ann Lenhart Vinet
3520 North Anderson Road
Exeter, CA 93221

Thelma Jean Lenhart Benefiel
7685 Estes Street
Arvada, CO 80005-4549

Lois June Lenhart Pierce
656 Shardlow Place N.E.
Byron, MN 55920

Bernard Andrew Hoffman, Jr.
10434 W. 82nd Avenue
Arvada, CO 80005-4702

Joyce Lucille Hoffman
2210 Reed Drive
Lakewood, CO 80214-6227

Keith Raymond Hoffman
13823 E. Richthofen Circle
#N106
Aurora, CO 8011-6748

Robert Allen Hoffman
14200 E. 102nd Avenue
Commerce City, CO 80022-9498

Isidor Harold Quint
3437 E. 115th Drive
Thornton, CO 80233-2472

Shawn Thomas Henderson
675 Tahoe Circle
Grand Junction, CO 81505

Shane Michael Henderson
6021 E. 68th Avenue
Commerce City, CO 80022-2507

Clayton Dale Nichols
411 S.W. Crest View Drive
Grain Valley, MO 64029

Tarry Lynn Quint
6841 Jasmine Street
Commerce City, CO 80022-2541

Marilyn Kay Nelson
7570 Johnson Street
Arvada, CO 80005

Cynthia Ann Johnson
534 E. 7th Avenue, #307
Denver, CO 80203

Wilma Yvonne Roe Stockman
3518 58th Avenue N.W.
Gig Harbor, WA 98335

Gary Andrew Roe
4416 249th Street
East Spana Way, WA 98387

Debra Kay Roe Lyczewski
P O Box 1192
Buckley, WA 98321

Gregory Alan Roe
25609 112th Street
East Buckley, WA 98321

Marcella Roe
5780 S. Delaware
Littleton, CO 80120

Beverly Ann Roe Kientz
3947 Fairway Hills Drive
Rapid City, SA 27702

Glen Leroy Roe
7040 Garden Court
Commerce City, CO 80022

Wharton-Hills LLC
225 Kevin Way SE
Salem, OR 97306

Heirs or Devisees of Myra E. Hills, Deceased
c/o John R. Hills
225 Kevin Way SE
Salem, OR 97306

George A. Doll Trust #997140355
c/o KeyBank Unique Assets Dept.
4900 Tiedeman Rd.
Brooklyn, OH 44144-2302

Wade E. Castor
22791 Hwy 39
Weldona, CO 80653

Deland Todd Castor
25450 Morgan County Rd 10
Weldona, CO 80653

Weld County Colorado
Department of Planning & Zoning
918 10th Street
Greeley, CO 80631

John S. Pfeiffer
2515 Tournament Drive
Castle Rock, CO 80108

Peter Scott Nichols
3060 Orion Drive
Colorado Springs, CO 80906

Carl H. Zimmer
258 Cougar Drive
Boulder, CO 80302

Glen Zimmer
4140 Larkspur Lane
Larkspur, CO 80118

Larry E. Kientz and Beverly A. Kientz, Trustees
of the Kientz Trust dated June 20, 2012
3947 Fairway Hills Drive
Rapid City, SD 57702

Remora Oil Company
P O Box 101026
Denver, CO 80250-1026

Duane L. Haley, Trustee of the Duane L. Haley
Revocable Trust Agreement
dated February 8, 2002
5865 Bellaire Court
Greenwood Village, CO 80121

Donald R. Sutherland
37889 Ronald Court
Cathedral City, CA 92334-7868

Robert T. Hughes
2481 20th Avenue
San Francisco, CA 94116

Richard W. Hughes
23877 Highway 26
West Point, CA 92555-1480

Estate of Irene J. Gay, Deceased
c/o Merrilee Gay Annenberg & Spencer
Anneberg, Co-Personal Representatives
745 Corona Street
Denver, CO 80218

Joanne M Johnson
10975 Rockland Drive
Littleton, CO 80127

Calf Creek Royalty Ltd.
P O Box 3240
Midland, TX 79702

Hat Creek Royalty Ltd.
P O Box 3240
Midland, TX 79702

Centennial Mineral Holdings, LLC
5950 Cedar Springs Road, Suite 200
Dallas, TX 75235

GTD Land Company, LLP
12122 West Atlantic Drive
Lakewood, CO 80228

Robert L. Weiss & Sharon E. Weiss
1525 W. Azalea Drive
Chandler, AZ 85248

Sharon K. Weiss
610 Ray Street, Apt. 303
Brush, CO 80723

Leonard D. Weiss
34091 County Road K
Brush, CO 80723

Alvin W. Weiss & Vicky Mae Weiss
19455 County Rd 60
Moffat, CO 81143

John H. Weiss & Carol J. Weiss
Trustees of the Weiss Family Trust
dated May 15, 2007
2073 N. Pebble Beach
Casa Grande, AZ 85122

Alfred G. Weiss & Sandra L. Weiss
P O Box 416
Moffat, CO 81143

Faye Louise Weiss
405 Applewood
Brush, CO 80723

Doris M. Scofield
3202 17th Avenue
Evans, CO 80620

Marlene L. Chenoweth
356 Highway 212
Belle Fourche, SD 57717

Janet S. Ferguson
P O Box 780
Dewey, AZ 86327

Lory E. Ferguson, Jr. &
Lynne E. Ferguson
P O Box 263
Shawnee, CO 80475-0263

Adda Dean
P O Box 971
Bailey, CO 80421-0971

Janet H. Johnson, f.k.a. Janet H. Carlson
6061 West 1st Street
Greeley, CO 80634

Carl Jerry Carlson
345 Merrydale Drive
Fayetteville, GA 30215

James R. Carlson
99 Moosewood Lane
Sagle, ID 83860

James W. Hickman
23518 Weld County Road 1
Loveland, CO 80537

Robert D. Hickman
806 Loch Lommond Drive
Hutchinson, KS 67502-2045

Joyce E. Abrames
5801 Tampa Shores Blvd.
Tampa Bay, FL 33615

Benjamin Everett Tavenner
2433 Eagle Drive
Loveland, CO 80537

Matthew Lee Tavenner
2433 Eagle Drive
Loveland, CO 80537

Marsha Marie Beisner
1801 Diana Drive
Loveland, CO 80537

David Benjamin Ferguson
194 Hickory Street
Gloster, LA 71030

Edwin James Ferguson
207 N. 49th Avenue Ct.
Greeley, CO 80634

Cherie Ann Ferguson Otis
1502 Muskogean Drive
Lake Charles, LA 70611

Lori Sue Ferguson Vincent
140 E. Lee Street
Sulphur, LA 70663

Magnolia Minerals Trust, LLC
2273 S. Fillmore Street
Denver, CO 80210

Sandra Orlando
3154 Zimmerly Road
Erie, PA 16506-5039

Van Alan Templeton
39 Carlton Road
Metucen, NJ 08840-2403

Patricia Ras
3302 Baer Beach Road, Unit B4
Erie, PA 16505-1859

Kay Woods
404 Wyllis Street
Oil City, PA 16301-3050

Carol Lea Schweiger
41730 County Rd. 42
Fleming, CO 80728

Central Stop Corp.
104 Yale Avenue
Ft. Collins, CO 80525

Donna Rose Beyer
c/o Tanya Whitney, POA
19528 Road Y
Fort Morgan, CO 80701

Kathleen Ann Zion
22362 County Road P
Fort Morgan, CO 80701

Rosemary R. Calderone
13256 Via Vesta, Apt B
Del Ray Beach, FL 33484

Carolyn M. Buckingham
11521 Front Field Lane
Potomac, MD 20854

Judith M. Ernest Trust
u/w Helen McManus UAD 12/18/2003
11521 Front Field Lane
Potomac, MD 20854

Peter M. McManus
570 Josephine Street
Detroit, MI 48202

Peter M. McManus Trust
u/w Helen McManus UAD 12/18/2003
11521 Front Field Lane
Potomac, MD 20854

Audrey Greer
1016 Home Avenue
Oak Park, IL 60304

Stephen Berry
10 Ginger Bay Place
The Woodlands, TX 77382

Patricia Bush
2815 Club Drive
Rocklin, CA 95765

Regina Redmond
P O Box 253
Florence, AZ 85132

Michael T. Reilly
41 Compass Islands
Ft. Lauderdale, FL 33308

Patrick O. Reilly
84 NW 114 Lane
Coral Springs, FL 33071

James E. Reilly
61 Abbey Memorial Drive, #108
Chicopee, MA 01020

The Stillwell Family Trust dated April 28, 2005
Martha J. Stillwell & Jerry Lee Stillwell, Trustees
9225 Jovic Road
Lakeside, CA 92040-4503

Mary E. King
22190-850 N. Ave.
Princeton, IL 61356-8771

Ann M. Overby
P O Box 27
215 Knapp Avenue
Chester, IL 62233

John McManus
c/o Lois McManus
12194 Ormes Road
Presque Isle, WI 54557

Robert McManus
111 S.E. 7th Street
Miami, FL 33131

Farmers National Company, Agent for First
National Bank, Trustee of The William E. Smoke
Trust u/w/o William E. Smoke, Jr.
P O Box 3480
Omaha, NE 68103-0480

Denise Ann Gleason
107 N. Chatsworth Avenue
Larchmont, NY 10538

James Andrew Gleason
240 Slaton Circle
Roswell, GA 30075

Julia Marie Hart, fka Julia Marie Martin
975 N. Grand Street
West Suffield, CT 06093

Matthew George Gleason
47 Sydney Drive
Essex, VT 05452

Clara M. Rattee,
a/k/a Clara M. Hurlburt
P O Box 714
Oakland, FL 34760

Tom Schreiner
Colorado Parks and Wildlife
6060 Broadway
Denver, CO 80526

Ken Kuster
Colorado Department of State Health and Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Tom Parko
Weld County
1555 North 17th Street
Greeley, CO 80631