

**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 478.58-ACRE
DESIGNATED HORIZONTAL WELLBORE SPACING
UNIT, IN SECTIONS 2, 3, 10 AND 11, TOWNSHIP 6
NORTH, RANGE 63 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc., Operator No. 100322, ("Noble" or "Applicant"), by and through its attorneys, Beatty & Wozniak, 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 478.58-acre designated horizontal Wellbore Spacing Unit ("WSU") established for certain portions of Sections 2, 3, 10 and 11, 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 is a registered operator in good standing with the Commission.

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

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

Section 2: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 3: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 10: N $\frac{1}{2}$ NE $\frac{1}{4}$

Section 11: N $\frac{1}{2}$ N $\frac{1}{2}$

478.58 acres, more or less, 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, allows 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.

4. On June 17, 2014, the Commission entered order No. 407-1032, which pooled all interests in an approximate 640-acre designated horizontal wellbore spacing unit established for the S½SE¼ of Section 3, and the N½NE¼ of Section 10, Township 6 North, Range 63 West, 6th P.M., and other lands not subject to this Application, for the development and operation of the Niobrara Formation.

5. On December 15, 2014, the Commission entered order No. 407-1166, which pooled all interests in an approximate 718.23-acre designated horizontal wellbore spacing unit established for the SE¼SE¼ of Section 2 and the NE¼NE¼ of Section 11, Township 6 North, Range 63 West, 6th P.M., and other lands not subject to this Application, for the development and operation of the Niobrara Formation.

6. On December 15, 2014, the Commission entered order No. 407-1168, which pooled all interests in an approximate 398.23-acre designated horizontal wellbore spacing unit established for the SE¼SE¼ of Section 2 and the NE¼NE¼ of Section 11, Township 6 North, Range 63 West, 6th P.M., and other lands not subject to this Application, for the development and operation of the Niobrara Formation.

7. Pursuant to Rule 318A., Applicant designated an approximate 478.58-acre horizontal wellbore spacing unit, composed of the Application Lands, for the below-described 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.(5). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period.

(a) Wells Ranch AA11-690 (API No. 05-123-41211) – Niobrara Formation (hereinafter referred to as the “Subject Well.”)

8. 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 the WSU established for the Application Lands, for the development and operation of the Niobrara Formation.

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

10. 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 Well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Well.

11. 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.

12. 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.

13. 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 the WSU 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 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, effective as of the earlier of the date of the Application, or the date the costs specified in §34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Subject Well.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in May 2015, 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: March 19, 2015.

Respectfully submitted:

Noble Energy, Inc.

By: _____


James Parrot
Jillian Fulcher
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jparrot@bwenergylaw.com
jfulcher@bwenergylaw.com

Applicant's Address:

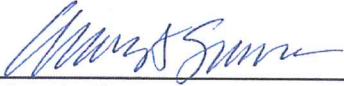
Noble Energy, Inc.
Charles A. Snure, Land Manager
1625 Broadway, Suite 2200
Denver, Colorado 80202

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.

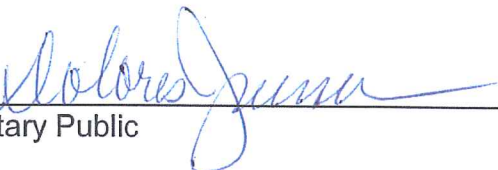


Charles A. Snure RSL
9/11

Subscribed and sworn to before me this 18th day of March, 2015, by Charles A. Snure, Land Manager for Noble Energy, Inc.

Witness my hand and official seal.

My commission expires: May 26, 2018



Notary Public

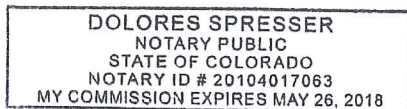


EXHIBIT A

Reference Map for Pooling Application

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

Section 2: $S\frac{1}{2}S\frac{1}{2}$

Section 3: $S\frac{1}{2}SE\frac{1}{4}$

Section 10: $N\frac{1}{2}NE\frac{1}{4}$

Section 11: $N\frac{1}{2}N\frac{1}{2}$

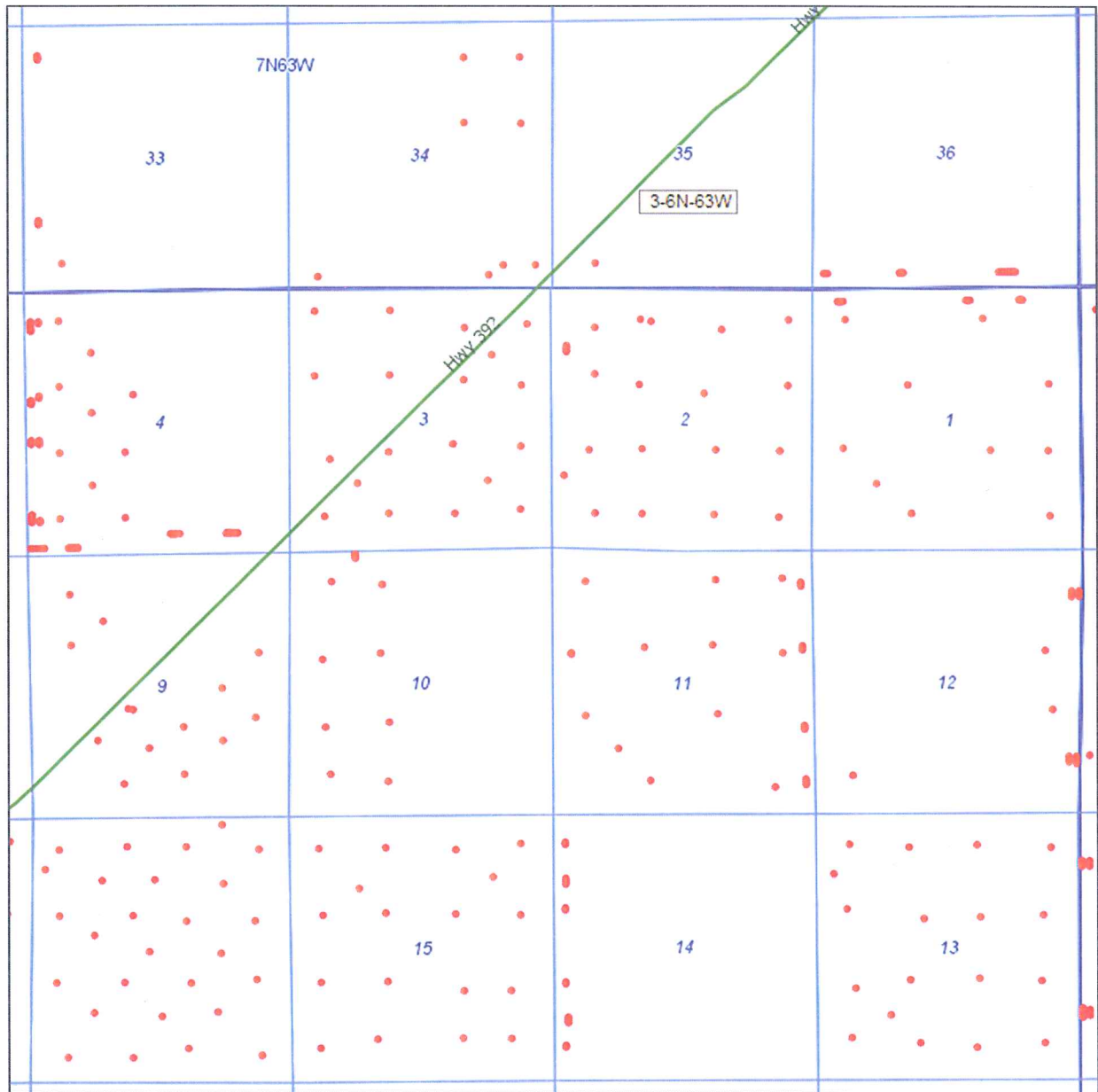


EXHIBIT B
INTERESTED PARTIES

Aluma Energy, LLC
Attn: Mr. Avi Dan
245 E. 54th Street, Suite 5M
New York, NY 10022

PDC Energy, Inc.
Attn: John Krattenmaker
1775 Sherman St., Suite 3000
Denver, CO 80203

Noble Energy, Inc.
Attn: Robert Lee
1625 Broadway, Suite 2200
Denver, CO 80202

JLW Investment, LLC
351 Glencoe St.
Denver, CO 80220

Shoreline Energy Holdings II, Inc.
Attn: Ms. Jan Boydol
500, 500 – 4th Avenue S.W.
Calgary, Alberta CANADA T2P 2V6

Cimmaron Resources, Inc.
3600 S. Yosemite St., Ste. 320
Denver, CO 80237

Sonic Oil & Gas L.P.
P.O. Box 1240
Graham, TX 76450

Old West Tours
110 E. Center Street, PMB 1989
Madison, SD 57042

ExxonMobil Oil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039

Joseph E. Ross
7850 Grove Street
Westminster, CO 80030

Anadarko Land Corporation
Attn: Geoffrey Storm
1099 18th Street, Suite 1800
Denver, CO 80202

Green Oil Energy, LLC
Attn: Mr. Avi Dan
245 E 54th Street, Suite 5M
New York, NY 10022

Wolf Point Exploration, LLC
Attn: Mr. Robert P. Messina
215 W Oak St., Ste. 900
Ft. Collins, CO 80522

SSALJD Investment Group, LLC
Attn: Ms. Crystal Hathaway
P.O. Box 621128
Littleton, CO 80162

Alpha Energy Group LLC
Attn: Mr. Avi Dan
245 E 54th Street, Suite 5M
New York, NY 10022

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

NG Resources, LLC
9896 Clairton Way
Highlands Ranch, CO 80126

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

Peach Orchard, LLC
P.O. Box 522
Kersey, CO 80644

Jay Clifford Kaylor as PR for the Estate of
Elsie Bauman
P.O. Box 208
Talent, OR 97540

Louis A. Oswald, III, Trustee of the Oswald
Family Trust dated April 27, 1998
P.O. Box 280969
Lakewood, CO 80228-0969

B&J Resources LLC
410 17th St., #1150
Denver, CO 80202

Breitenbach Family Holdings, LLC
410 17th St., #1150
Denver, CO 80202

Barbara J. Ross
1817 Central Avenue, Apt. 316
Alameda, CA 94501

Charlotte Lynn Jolly
2165 15th Street
San Francisco, CA 94114

Janice Frieboes
3610 Bluecrest Drive
Lake Havasu City, AZ 86406

Wells Ranch, LLLP
32010 WCR 63
Gill, CO 80624

OMB Royalties II LLC
410 17th Street, Suite 1150
Denver, CO 80202

Benjamin D. Brown and Debra J. Bauman
Brown as Trustees of the Benjamin D. Brown
Trust dated December 1, 2012
35954 County Road 69
Briggsdale, CO 80611

Helen M. Nelsen, Successor Co-Trustee, and
Bank of Oklahoma, N.A., as Agent for US
Bank, N.A. (fka Colorado National Bank), Co-
Trustee, of the Edwin J. Miller Trust
P.O. Box 3499
Tulsa, OK 74101

Henrietta Quinn Guttersten
13696 Weld County Road 74
Eaton, CO 80615

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

Michael Guttersten
13696 Weld County Road 74
Eaton, CO 80615

Tommy W. Kime
2507 Rouen Lane
Johnstown, CO 80534

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AFFIDAVIT OF MAILING

STATE OF COLORADO)
) ss.
CITY & 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 March 26, 2015, 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

Witness my hand and official seal.

My commission expires: 10-04-17



Notary Public

