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 200-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT LOCATED IN SECTIONS 9 AND 16, TOWNSHIP 6 NORTH, RANGE 63 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO. TYPE: POOLING

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 200-acre designated horizontal wellbore spacing unit for the drilling of the Mahalo State AA09-76-1AHNB Well (API No. 05-123-39125) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 6 North, Range 63 West, 6th P.M.
Section 9: E½W½
Section 16: NE¼NW¼

200-acres, more or less, 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 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.

4. On March 25, 2013, the Commission entered Order No. 407-765, which among other things, approves the request for an order to pool all interests in an approximate 640-acre designated wellbore spacing unit established for certain lands in Sections 9, 10, 15 and 16, Township 6 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation. Order No. 407-765 does not affect this Application.

5. On July 29, 2013, the Commission entered Order No. 407-820, which among other things, approves the request for an order to pool all interests in one approximate 80-acre and one approximate 160-acre designated wellbore spacing units consisting of certain lands in Section 9, Township 6 North, Range 63 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation. Order No. 407-820 does not affect this Application.

6. On September 16, 2013, the Commission entered Order No. 407-862, which among other things, approves the request for an order to affirm Order No. 407-765, pooling all interests, including previously unnoticed interests, in an approximate 640-acre designated wellbore spacing unit established for the certain lands in Sections 9, 10, 15 and 16, Township 6 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation. Order No. 407-862 does not affect this Application.

7. On June 17, 2014, the Commission entered Order No. 407-1032, which among other things, approves the request for an order to pool all interests in an approximate 640-acre designated wellbore spacing unit established for certain lands in Sections 3, 4, 9 and 10, Township 6 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation. Order No. 407-1032 does not affect this Application.

8. On March 2, 2015, the Commission entered Order No. 407-1243, which among other things, approves the request for an order to pool all interests in two approximate 400-acre designated wellbore spacing units established for certain lands in Section 9 and 16, Township 6 North, Range 63 West, 6th P.M., for the development of the Niobrara Formation. Order No. 407-1243 does not affect this Application.

9. Applicant designated the approximate 200-acre horizontal wellbore spacing unit for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

10. 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 within a designated horizontal wellbore spacing unit, including but not limited to, any non-consenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 200-acre wellbore spacing unit:

Township 6 North, Range 63 West, 6th P.M.
Section 9: E½W½
Section 16: NE¼NW¼

11. 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 the Mahalo State AA09-76-1AHNB Well (API No. 05-123-39125) to the Niobrara Formation on the Application Lands.

12. 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, including leased mineral interest owners, 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 the Well, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

13. That in order to prevent waste and to protect correlative rights, all interests in the wellbore spacing unit should be pooled for the orderly development of the Niobrara Formation, including any non-consenting 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 an approximate 200-acre designated horizontal wellbore spacing unit established on Application Lands for the development of the Niobrara Formation.

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 the Mahalo State AA09-76-1AHNB Well (API No. 05-123-39125) to the Niobrara Formation 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 the 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 with respect to the Well drilled to develop the Niobrara Formation in the wellbore spacing unit comprising the Application Lands.

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 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 19th, 2015.

Respectfully submitted:

NOBLE ENERGY, INC.

By: _____

Jamie L. Jost
Zachary P. Sears
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
1675 Larimer Street, Suite 420
Denver, Colorado 80202
(720) 379-1812

Applicant's Address:
Noble Energy, Inc.
ATTN: Jill Angelo
1625 Broadway, Suite 2200
Denver, CO 80202

VERIFICATION

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

Charles A. Snure, of lawful age, being first duly sworn upon oath, deposes and says that he is a Land Manager for Noble Energy, Inc., and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Charles A. Snure
Land Manager
Noble Energy, Inc.

Subscribed and sworn to before me this 19th day of March 2015.

Witness my hand and official seal.

[SEAL]

DOLORES SPRESSER
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20104017063
MY COMMISSION EXPIRES MAY 26, 2018

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 ENERGY, INC., FOR AN ORDER TO POOL ALL INTERESTS IN AN APPROXIMATE 200-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT LOCATED IN SECTIONS 9 AND 16, TOWNSHIP 6 NORTH, RANGE 63 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO. TYPE: POOLING

AFFIDAVIT OF MAILING

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

I, Jamie Jost of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for Noble Energy Inc., and that on or before the 2nd day of March 2015, I 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 on this 19th day of March 2015.

Witness my hand and official seal.

My commission expires: 06/16/2018.

CHARLOTTE LAWLESS
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144023899
MY COMMISSION EXPIRES JUNE 16, 2018

Notary Public

Exhibit A – Interested Parties List

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

Barbara O. Billingsley
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Omaha, NE 68142

Leslie E Gibson
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Grain Valley, MO 64029

PDC Energy, Inc.
1775 Sherman Street Suite 3000
Denver, CO 80203

Larry Krummel
13750 Sierra Oaks Court
Saratoga, CA 95070

Mark A. Bishop
2242 Wakefield Drive
Fort Collins, CO 80526

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

Susan D Miller
1624 Palm Street, Unit 311
Las Vegas, NV 89104

Estate of Andrew J Campbell
Address Unknown

Jeff L Bishop, a/k/a Jeff Bishop
1900 Elkhorn Valley Drive
Casper, WY 82609

The New Cache La Poudre Irrigating
Company
PO Box 104
Lucerne, CO 80646

Susan E Dvorak
11367 North 131st Place
Scottsdale, AZ 85259

Kelly Kincaid
3445 South Ouray Way
Aurora, CO 80013

Kimberly Graham
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Centennial, CO 80015

Ginny Alftine
1880 Harding Court
Bettendorf, IA 52722

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Nancy N McKibben
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Irvine, CA 92603

Joan Johnson, a/k/a Joan
Lee Johnson
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Avoca, IA 51521

Arlene Bishop
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Greeley, CO 80631

Todd P Bishop, a/k/a Todd Bishop
1812 County Road 149
Burns, WY 82053

Steve R Bishop, a/k/a Steve Bishop
3850 East 14th Street, Unit O
Casper, WY 82609

State of Colorado, Department
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P-03-065-00
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Kila, MT 59920

Kathleen Louise Twiford
Tenant in Common
207 Esterbrook Road
Douglas, WY 82633

State of Colorado
1127 Sherman Street Suite 300
Denver, CO 80203

D and D Bashor Farms, LLC
32235 CR 68
Gill, CO 80624

Gary Dixon
8447 North 53rd Avenue
Glendale, AZ 85302

Heirs of Elmer C Billingsley
c/o Barbara Billingsley, AIF
10826 Potter Street
Omaha, NE 68142

Sandra K Miller
1147 North Arroyo Lane
Gilbert, AZ 85234

Kerr-McGee Oil & Gas Onshore, LP
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Denver, CO 80202

Anadarko E&P Onshore LLC
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Denver, CO 80202