

TYPE: SPACING

1

A reference map of the Application Lands is attached hereto.

3. Rule 318.a. specifies that a well drilled two thousand five hundred (2,500) feet or greater shall be located not less than six hundred (600) feet from any lease line. Rule 318.a. applies only to the Codell Formation underlying the Application Lands.

4. The Application Lands are subject to Order No. 535-3, dated February 22, 2011, which, among other things, established 640-acre drilling and spacing units for the Application Lands, approving one (1) horizontal well in each drilling and spacing unit, allowing the lateral of a given horizontal well to enter the Niobrara Formation no closer than 600 feet from the section line and allowed for the treated interval within the Niobrara Formation to be located not closer than 600 feet from the section line for production of oil, gas, and other hydrocarbons from the Niobrara Formation.

5. The Application Lands are subject to Order No. 535-496, dated June 17, 2014, which, among other things, modified Order No. 535-3 to allow 300 foot setbacks 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., for the Codell and Niobrara Formations.

6. To promote efficient drainage within the Codell Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish two (2) 640-acre drilling and spacing units for the Application Lands.

7. That the above-proposed drilling and spacing units will allow efficient drainage of the Codell Formation; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs. The units of the size and shape specified above are not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the units.

8. That the Applicant is requesting to drill and complete up to fifteen (15) horizontal wells in DSU #1, and up to sixteen (16) horizontal wells in DSU #2, in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the Codell and Niobrara Formations within each of the 640-acre drilling and spacing units comprised of the Application Lands and that there will be no adverse effect on correlative rights of adjacent owners.

9. The records of the Commission reflect that there are currently no wells producing from either the Codell or Niobrara Formation within the Application Lands.

10. The Applicant maintains that there will be no more than eight (8) new well pads located anywhere in the unit or adjacent thereto, unless an exception is granted by the Director.

11. The treated interval of each proposed horizontal well shall be no closer than 300 feet from the boundaries of the unit (regardless of the lease lines within the unit) and all horizontal wells shall be no closer than 150 feet from the treated interval of another well producing from the same source of supply within the unit, unless an exception is granted by the Director.

12. That the names and addresses of the interested parties (both within the proposed unit and those required to be noticed for the 300' setbacks) according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within the next seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully 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 this Commission enter its order:

A. Establishing two (2) approximate 640-acre drilling and spacing units for the development and operation of the Codell Formation for the Application Lands;

B. Allowing up to fifteen (15) horizontal wells in DSU #1, and up to sixteen (16) horizontal wells in DSU #2, in order to efficiently and economically develop and recover the oil, gas and associated hydrocarbons from of the Codell and Niobrara Formations in the units;

C. Providing that the treated interval of any horizontal well shall be no closer than 300 feet from the boundaries of the unit and not less than 150 feet from the treated interval of another well within the unit;

D. Authorizing up to eight (8) new well pads located anywhere in the unit or adjacent thereto, unless an exception is granted by the Director;

E. Finding that two (2) 640-acre drilling and spacing units for the Codell Formation, with the allowance of up to fifteen (15) horizontal wells in DSU #1, and up to sixteen (16) horizontal wells in DSU #2, for the development and operation of the Codell and Niobrara Formations on the Application Lands, will prevent waste, protect correlative rights, and maximize the efficient and economic production of the Codell and Niobrara Formations on the Application Lands; and

F. 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 July 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.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 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 this 21st day of May, 2015.

Respectfully submitted,

NOBLE ENERGY, INC.

By: Jamie L. Jost

Jamie L. Jost

Joseph M. Evers

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Applicant's Address:

Noble Energy, Inc.

ATTN: Zach Shearon

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Denver, Colorado 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 Attorney-In-Fact 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
Attorney-In-Fact
Noble Energy, Inc.

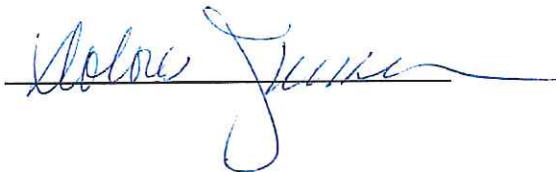
Subscribed and sworn to before me this 21st day of May 2015.

Witness my hand and official seal.

[SEAL]

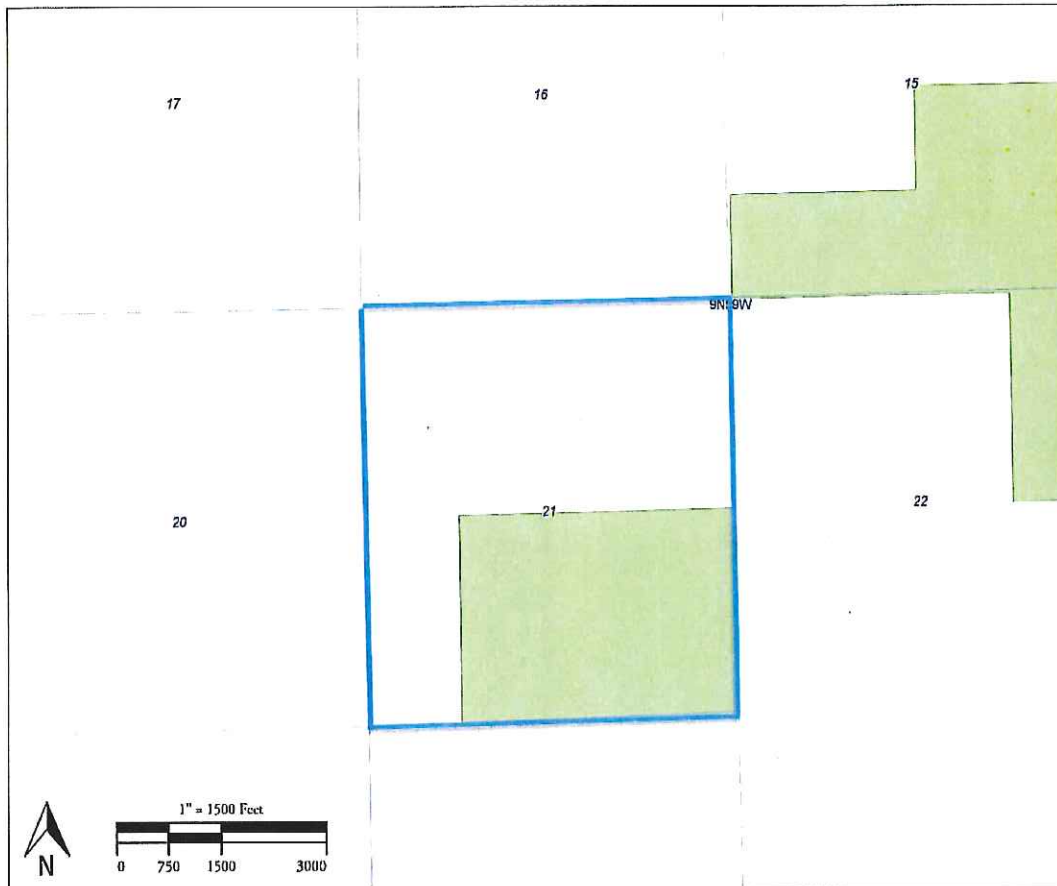


My commission expires: May 26, 2018



Reference Map
Noble Energy, Inc.

Section 21, Township 9 North, Range 59 West, 6th P.M., Weld County, Colorado



* Federal owned minerals are shaded green

Reference Map
Noble Energy, Inc.

Section 24, Township 9 North, Range 59 West, 6th P.M., Weld County, Colorado



* Federal owned minerals are shaded green

IN THE MATTER OF THE APPLICATION OF NOBLE ENERGY, INC. FOR AN ORDER TO ESTABLISH TWO (2) APPROXIMATE 640-ACRE DRILLING AND SPACING UNITS FOR THE DEVELOPMENT AND OPERATION OF THE CODELL FORMATION, AND ALLOWING ADDITIONAL WELLS WITHIN TWO (2) APPROXIMATE DRILLING AND SPACING UNITS, FOR DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS IN SECTIONS 21 AND 24, TOWNSHIP 9 NORTH, RANGE 59 WEST, 6TH P.M., AN UNNAMED FIELD, WELD COUNTY, COLORADO

TYPE: SPACING

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


Jamie L. Jost

RACHEL FLEMING
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2018


Notary Public

Exhibit A
SP/ID – Secs. 21 & 24 T9N-R59W – 2 640 DSUs

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Houston, TX 77002

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Houston, TX 77002

IOCL (USA) Inc.
c/o Thompson Knight, LLP,
Attn: Mr. Arthur J. Wright
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Houston, TX 77002

Haimo Oil & Gas LLC
Attn: Mr. Zhi Liu
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Acoma Energy, LLC
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Blackriver, LLC
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Warrenville, IL 60555

Christina Cowherd Margo
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Clifford D. Olesen and
Stephen C. Olesen
as trustees of the Clifford D. Olesen
and Winona M. Olesen
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Independence, Iowa 50644

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Evelyn E. Davis
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c/o Faye L. Weiss, Trustee
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Brush, CO 80723

George A. Doll Trust
KeyBank NA, Successor Co-Trustee
Attn: Elizabeth I. Whitt
101 S. Main St.
Elkhart, IN 46516

Harold and Donna Beyer Trust
c/o Harold N. Beyer and
Donna R. Beyer, Trustees
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Fort Morgan, CO 80701

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Salem, OR 97306

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Sagle, ID 30215

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Karla Standridge Cole
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Kay Woods
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Kevin Coburn
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Kevin E. Braun & Kimberly D. Braun
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Kimberly S. Lightle
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u/w/d 04/13/2012
c/o Mary I. Gavit
PO Box 270927
Littleton, CO 80127

The Frederick Timothy Hautum Trust
of the Mary E. Hautum
Testamentary Trust
u/w/d 04/13/2012
c/o Mary I. Gavit
PO Box 270927
Littleton, CO 80127

The Rebecca Ann Tavenner Trust
of the Mary E. Hautum
Testamentary Trust
c/o Mary I. Gavit
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Littleton, CO 80127

The Rose Marie Hautum Trust of the
Mary E. Hautum Testamentary Trust
u/w/d 04/13/2012
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Wanita Swayne
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Heirs of Arvid Leo Johnson
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Heirs of Evelyn Curliss
Address Unknown

Heirs of Gail L. Anderson
Address Unknown

Heirs of Gloria G. Brennan
Address Unknown

Heirs of James P. Vaught
Address Unknown

Heirs of Jerry Williams
Address Unknown

Heirs of Louis Siefford
Address Unknown

Heirs of Maxine L. McAuley
Address Unknown

Heirs of Ruth Jensen
Address Unknown

Heirs of Wilma J. Trausch
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Joni Gale Anderson
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Edward Brost, widower & heir of
Billie Jo Brost, deceased,
who is heir of Gloria G. Brannan
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Brockway, MT 59214

Bobbi Jo Noess, a mwdssp, heir of
Billie Jo Brost, deceased,
who is heir of Gloria G. Brennan
P. O. Box 93
Hava, SD 57452

Marcie Gayle Brost, heir of
Billie Jo Brost, deceased,
who is heir of Gloria G. Brennan
13 Nimita Drive
Billings, MT 59101

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Sharon Simpson
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Tijeras, NM 87059

Sharon Simpson
27 Constellation Drive
Tijeras, NM 87059

Carla Beene, POA on behalf of
Mildred Hope Williams,
heir & devisee of Jerry Williams
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Santa Fe, NM 87508

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& Susan R. McAuley
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Burley, ID 83318

Sharlleen Swisher
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