

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 ESTABLISHING SPACING )  
RULES APPLICABLE TO THE DRILLING )  
AND PRODUCING OF WELLS FROM THE )  
WILLIAMS FORK FORMATION OF THE )  
MESAVERDE GROUP COVERING )  
CERTAIN LANDS LOCATED IN )  
GARFIELD AND MESA COUNTIES, )  
COLORADO )

CAUSE NO. \_\_\_\_\_  
ORDER NO. \_\_\_\_\_ -

VERIFIED APPLICATION

COMES NOW the Applicant, Noble Energy Inc., by and through its attorneys, Davis Graham & Stubbs LLP, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order establishing spacing rules applicable to the drilling and producing of wells from the Williams Fork formation of the Mesaverde group covering certain lands located in Garfield and Mesa Counties, Colorado, and in support of its application states and alleges as follows:

1. The Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. Applicant owns oil and gas leases covering the following described lands located in Garfield and Mesa Counties, Colorado, hereafter referred to as "Application Lands":

Township 8 South, Range 96 West, 6<sup>th</sup> P.M.

Section 1: W/2, W/2NE/4, W/2SE/4, SE/4SE/4

Section 2: E/2, E/2SW/4

Section 11: E/2, SE/4NW/4, NE/4SW/4

Section 12: All

Section 13: E/2NW/4, NW/4NE/4, SW/4NW/4

Township 8 South, Range 95 West, 6<sup>th</sup> P.M.

Section 6: All

Section 7: All

Section 18: Resurvey Tract #41 (originally described as the W/2SE/4 of Section 7, and the NW/4NE/4, NE/4NW/4 of Section 18 containing 160.00 acres)  
Resurvey Tract #40 (originally described as Lots 3 and 4 and SE/4SW/4 of Section 7)

3. Applicant has drilled six wells on the Application Lands to the Williams Fork member of the Mesaverde formation and has completed two of the wells.  
(“Applicant’s Wells).

4. The Application Lands are unspaced and are subject to the Commission’s Rule 318(a).

5. Based upon geological, engineering and production data obtained from the drilling and producing of the Applicant’s wells and other data obtained from adjacent lands, Applicant requests that the Commission establish 40-acre drilling and spacing units on the Application Lands and as to each drilling unit allow up to one Williams Fork well per ten acres which can be optionally drilled into and produced from the Williams Fork formation.

6. As to all future Williams Fork wells to be drilled upon the Application Lands, the wells may be located downhole anywhere in the drilling and spacing unit but no closer than 100 feet from the boundaries of the unit without exception being granted by the Director of the Oil and Gas Conservation Commission. It is provided, however, that in cases where the Application Lands abut or corner lands that the Commission has not at the time of drilling permit application granted the right to drill ten-acre density Williams Fork wells, the well should be located downhole no closer than 200 feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands without exception being granted by the Director of the Oil and

Gas Conservation Commission. Applicant does not intend by this Application to drill more than four Williams Fork wells downhole per government quarter quarter section.

7. Applicant commits that the wells to be drilled under this Application will on average, if topographically feasible throughout the Application Lands, be drilled from the surface either vertically or directionally from no more than one pad located on a given quarter quarter section unless exception is granted by the Director of the Oil and Gas Conservation Commission.

8. The above proposed spacing and well location rules will allow more efficient drainage of the Williams Fork formation of the Mesaverde group; will prevent waste, will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoir.

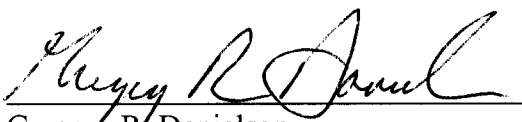
9. The names and address of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing by the Commission; that notice be given as required by law; and that upon such hearing the Commission enter its Order consistent with the Applicant's proposals as set forth above.

Dated this 27<sup>th</sup> day of December, 2004.

Respectfully submitted,

NOBLE ENERGY INC.

By:   
Gregory R. Danielson  
Davis Graham & Stubbs LLP  
Attorneys for Applicant  
1550 Seventeenth Street, Suite 500  
Denver, Colorado 80202  
Telephone: (303) 892-7438

Noble Energy Inc.  
100 Glenborough Drive, Suite 100  
Houston, Texas 77067-3610

COUNTY OF HARRIS

)  
) ss.  
)

The undersigned, J. Michael Brown, being first duly sworn upon oath, states:

1. I am the Asset Manager, Domestic Division for Noble Energy Inc. and am personally familiar with the matters set forth in the foregoing Verified Application.
2. I have read the Verified Application and the facts contained therein are true and correct to the best of my knowledge, information and belief.

J. Michael Brown  
J. Michael Brown

Witness my hand and official seal.

Cathe L Kandis  
Notary Public

My commission expires: 9-11-08

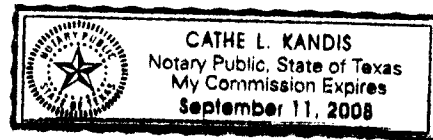


EXHIBIT A  
To Verified Application of Noble Energy Inc.

Muriel Dutton by Linda Marie  
Dixon, Attorney-in-Fact  
P. O. Box 58  
New Castle, CO 81647

Stella D. Ramos and Robert Ramos, as  
Joint Tenants  
5647 County Road 306  
Parachute, CO 81635

John V. Nauroth and Dorothy D. Nauroth,  
as Joint Tenants  
6186 County Road 306  
Parachute, CO 81635

Kevin L. Walling and  
Sheila A. Walling  
554 McMullin Drive  
P. O. Box 9168  
Grand Junction, Co 81501

Connie A. Murray  
2620 W. Vine Drive  
Fort Collins, CO 80521

Sondra J. Goffinet  
529 North 17<sup>th</sup>  
Grand Junction, CO 81501

Scott C. Nocks and  
Judy A. Nocks, as Joint Tenants  
7101 County Road 306  
Parachute, CO 81635

Alan D. Duncan and Vickie Duncan  
P. O. Box 223  
Silt, CO 81652

Estate of Otis W. Murray  
% Russel Murray  
4183 W. 98th Way  
Westminster, CO 80031

Gary J. Garber, as life estate owner  
and Timothy J. Barber, as  
remainderman  
383 Ridge Circle Drive  
Grand Junction, CO 81503

Charlotte J. Cass, as life estate owner  
& Charlotte C. Phipps, Daniel C. Cass  
& Kimberly J. Brophy, as  
remainderman  
2286 South Broadway  
Grand Junction, CO 81503

David S. Dutton  
4852 County Road 306  
Parachute, CO 81635

John V. Hyrup and Phyllis Hyrup  
3312 County Road 306  
Parachute, CO 81635

Cecil R. Rasberry & Frankie J.  
Rasberry, as Joint Tenants  
6881 County Road 306  
Parachute, CO 81635

Apollo Energy LLC  
1557 Ogden Street, Suite 300  
Denver, CO 80218

Gilin Jones and Linda G. Jones  
7256 County Road 306  
Parachute, CO 81635

Nathan N. Dutton and  
Edith M. Dutton  
4000 County Road 306  
Parachute, CO 81635

United States Dept. of the Interior  
Bureau of Land Management  
2850 Youngfield Street  
Lakewood, CO 80215

John H. Brunel  
P.O. Box 229  
Golden, CO 80401

Great Northern Gas Company  
621 17<sup>th</sup> Street, Suite 1125  
Denver, CO 80239

Maralex Resources, Inc.  
518 17<sup>th</sup> Street, Suite 1600  
Denver, CO 80202

Marshal & Winston Inc.  
1600 Broadway, Suite 1540  
Denver, CO 80202

National Fuel Corp.  
7979 East Tufts Avenue, Suite 815  
Denver, CO 80237

UKP Holdings Inc.  
c/o Viles-Fischer Associates  
One World Trade Center, Ste. 1221  
New York, NY 10048

Thomas J. Vessels  
730 17<sup>th</sup> Street, Suite 520-A  
Denver, CO 80202