

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 ILES)
AND WILLIAMS FORK FORMATIONS OF)
THE MESAVERDE GROUP COVERING)
CERTAIN LANDS LOCATED IN GARFIELD)
AND MESA COUNTIES, COLORADO)
)

CAUSE NO. 510
ORDER NO. _____ -

VERIFIED APPLICATION

COMES NOW the Applicant, Noble Energy Inc. ("Noble"), by and through its attorneys, Davis Graham & Stubbs LLP, and makes application to the Oil and Gas Conservation Commission ("Commission") of the State of Colorado for an order amending spacing rules applicable to the drilling and producing of wells from the Williams Fork and Iles formations of the Mesaverde group covering certain lands located in Garfield County, 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.

APPLICATION LANDS

2. Applicant owns legal and equitable interests in oil and gas leases covering the following described lands located in Garfield County, Colorado, hereafter referred to as "Application Lands":

Township 7 South, Range 96 West, 6th P.M.
Section 35: SW/4

The Application Lands are subject to Order No. 510.

3. Order No. 510-1 provides that for the production of oil and gas from the Williams Fork formation of the Mesaverde group, the permitted wells are to be no closer than four

hundred (400) feet from the boundaries of any lease line and no closer than eight hundred (800) feet from any existing well or wells, without an exception being granted from the Director of the Commission.

4. Order No. 510-14 provides for one hundred sixty (160) acre drilling and spacing units and allows the number of wells which can be optionally drilled into and produced from the Williams Fork formation to the equivalent of one (1) well per ten (10) acres. Order No. 510-14 also provides that the permitted well shall be located downhole anywhere in the drilling and spacing unit but no closer than one hundred (100) feet from the boundaries of the unit. In cases where the lands abut or corner lands that the Commission has not at the time of drilling permit application granted the right to drill 10 acre density Williams Fork Formation wells, the well should be located downhole no closer than two hundred (200) feet from the boundaries of the drilling unit so abutting or cornering such lands. Further, the wells shall be drilled either vertically or directionally from no more than one (1) well pad located on a given quarter quarter section.

5. On March 6, 2006, Applicant filed an application requesting that (a) all future Iles wells to be drilled upon the Application Lands and other lands, may be located downhole anywhere in the drilling and spacing unit but no closer than one hundred (100) feet from the boundaries of the unit; (b) 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 (10) acre density Iles wells, the well should be located downhole no closer than two hundred (200) feet from the boundaries of the drilling unit so abutting or cornering such lands; (c) the Williams Fork and Iles wells to be drilled on the Application Lands will on average, if topographically feasible through the Application Lands, be drilled from the surface either vertically or directionally from the same pad and no more than one (1) pad located on a given quarter quarter section.

6. By Order entered as of April 24, 2006, the Commission granted Applicant's application as to ten acre density drilling within the existing 160 acre spacing unit. Although not

requested by the Applicant, the Order also states that the Application Lands and other lands covered by the Order shall be subject to 40-acre spacing

7. The Applicants wish to clarify and amend the Order entered as of April 24, 2006, and hereby requests that the Commission amend Order No. 510-14 to establish forty (40) acre drilling and spacing units for the Williams Fork and Iles formations underlying the Application Lands. Applicant further requests that as to each such drilling and spacing unit, the Commission allow up to one (1) Williams Fork or Iles well per ten (10) acres which can be optionally drilled into and produced from the Williams Fork and Iles formations of the Mesaverde group.

8. Applicant commits that the Williams Fork and Iles wells to be drilled on the Application Lands will on average, if topographically feasible through the Application Lands, be drilled from the surface either vertically or directionally from the same pad and no more than one (1) pad located on a given quarter quarter section, unless exception is granted by the Commission.

9. The proposed spacing rules for the above-referenced Application Lands will allow more efficient drainage of the Williams Fork and Iles formations 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 reservoirs.

10. A reference map showing the Application Lands and their proximity to similarly issued orders is attached hereto.

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 20th day of November, 2006.

Respectfully submitted,

NOBLE ENERGY INC.

By: _____

Gregory R. Danielson

Jamie L. Jost

Davis Graham & Stubbs LLP

Attorneys for Applicant

1550 Seventeenth Street, Suite 500

Denver, Colorado 80202

Telephone: (303) 892-7438

Applicant's Address:

Noble Energy Inc.

1625 Broadway, Suite 2000

Denver, Colorado 80202

STATE OF _____)
) ss.
COUNTY OF _____)

VERIFICATION

The undersigned, N. Arthur Bollen, being first duly sworn upon oath, states:

1. I am the Senior Landman 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.

N. Arthur Bollen, Senior Landman
Noble Energy, Inc.

Subscribed and sworn to before me this 20th day of November, 2006, by _____.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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APPLICABLE TO THE DRILLING AND)	ORDER NO. _____ -
PRODUCING OF WELLS FROM THE ILES)	
AND WILLIAMS FORK FORMATIONS OF)	DOCKET NO. 0701-SP-07
THE MESAVERDE GROUP COVERING)	
CERTAIN LANDS LOCATED IN GARFIELD)	
COUNTY, COLORADO)	
)	

LIST OF PARTIES

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Toni L. Weller
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Dated this 27th day of November, 2006

By: _____
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Telephone: (303) 892-9400
Facsimile: (303) 893-1379

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COUNTY, COLORADO)	
)	

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 27th day of November, 2006, a true and correct copy of the attached Application of Noble Energy, Inc. for an order establishing spacing rules application to the drilling and producing of wells from the Williams Fork and Iles formations of the Mesaverde group covering certain lands located in Garfield County, Colorado, was served by depositing the same in the United States mail, first class postage prepaid, addressed as follows:

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Toni L. Weller
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Ray R. & Patricia L. Richardson
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STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 27th day of November, 2006 by Jamie L. Jost.

Witness my hand and official seal

S E A L

By: _____
Notary Public

My commission expires: _____