

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE AMENDED)	
APPLICATION OF NOBLE ENERGY INC.)	
FOR AN ORDER ESTABLISHING DENSITY)	
AND WELL LOCATION RULES FOR)	
DRILLING AND PRODUCING OF WELLS)	Cause No. 139
FROM THE WILLIAMS FORK AND ILES)	Docket No. _____
FORMATIONS OF THE MESAVERDE)	
GROUP FOR CERTAIN DESCRIBED LANDS)	
IN THE RULISON FIELD, GARFIELD)	
COUNTY, COLORADO)	

AMENDED VERIFIED APPLICATION

Noble Energy Inc. (“Noble”), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this **Amended** Application to the Oil and Gas Conservation Commission of the State of Colorado (the “Commission”) for an order establishing density and well location rules applicable to the drilling and producing of wells from the Williams Fork and Iles Formations of the Mesaverde Group covering certain described lands in the Rulison Field, Garfield County, Colorado and in support of its Application states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.

2. Applicant owns leasehold interests in the following described lands:

Township 7 South, Range 94 West, 6th P.M.

Section 17: Lot 3 (27.49 acres) &
Lot 4 (26.96 acres)

Garfield County, Colorado.

(hereafter the “Application Lands”).

3. The Application Lands are subject to Commission Order No. 139-73, which established forty (40) acre drilling and spacing units for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations for the Application Lands, allowing up to one well per 10 acres with the option of up to four wells, with the permitted well to be located no closer than 100 feet from the unit boundary, and no closer than 200 feet from the unit boundaries where 10-acre density drilling has not been allowed, without exception being granted by the Director of the Commission.

4. That Applicant has drilled, tested and completed multiple wells in the Williams Fork and Iles Formations of the Mesaverde Group upon the lands nearby to the Application Lands.

5. That to promote efficient drainage, and to address irregular sections, within the Williams Fork and Iles Formations of the Mesaverde Group of the Application Lands, the Commission should **vacate Order No. 139-73 as to the Application Lands** and increase the number of wells which can be optionally drilled into and produced from each of the Williams Fork and Iles Formations of the Mesaverde Group of the Application Lands to the equivalent of approximately one well per 9 acres.

6. That as to all future Williams Fork/Iles wells to be drilled upon the Application Lands, each well may be located down hole anywhere upon such lands but no closer than one hundred (100) feet from the lease line unless the line or boundary abuts or corners lands in respect of which the Commission has not at the time of the drilling permit application granted the right to drill ten (10) acre density wells, in which event the well shall be drilled down hole no closer than 200 feet from that portion of the lease line, if applicable which so abuts or corners the lands in respect of which ten (10) acre density down hole drilling for Williams Fork or Iles wells has not been ordered by the Commission.

7. Applicant commits that wells to be drilled under this Application will be drilled from the surface either vertically or directionally from no more than one pad located on a given quarter quarter **(or lots or parcels approximately equivalent thereto)** section unless exception is granted by the Director of the Colorado Oil and Gas Conservation Commission, and that both the Williams Fork and Iles formations will be reached from a single wellbore, *i.e.*, separate wells will not be drilled to reach each formation. In this manner the wells will be economic as to both formations.

8. That the above-proposed density and well location rules will allow more efficient drainage of the Williams Fork and Iles Formations of the Mesaverde Group; will prevent waste; will not adversely effect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoir.

9. That the names and addresses 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, 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.d.

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 consistent with Applicant's proposals as set forth above.

Dated this 18th day of August, 2008.

Respectfully submitted,

NOBLE ENERGY INC.

By: _____
Michael J. Wozniak
Susan L. Aldridge
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:
1625 Broadway, Suite 2000
Denver, Colorado 80202

VERIFICATION

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

Robin Hill-Richardson, Land Negotiator Advisor for Noble Energy Inc., upon oath deposes and says that she 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.

By: _____
Robin Hill-Richardson

Subscribed and sworn to before me this ____ day of _____, 2008, by
Robin Hill-Richardson, Landman Negotiator Advisor for Noble Energy Inc.

Witness my hand and official seal. My commission expires:_____

Notary Public

EXHIBIT A

Joan Savage
5953 County Road 320
Rifle, Co 81650

Savage Resources, LLC
Marshal T. Savage, President
910 16th Street, Suite 201
Denver, CO 80202

Audrey J. Jones, Trustee of the
Russell E. and Audrey J. Jones Trust
866 S. Gardenaire Place
Boise, ID 83709

James R. Jones, Jr. and Lois D. Jones
3067 B. ½ Road
Grand Junction, CO 81503

Fern Mae Jones
3126 C Road
Grand Junction, CO 81503

Bernklau Family LLLP
and Hilltop 2f2 Ranch, LLC
7880 Country Rd 309
Rifle, CO 81650

United States Department of the Interior
Bureau of Land Movement
2850 Youngfield Street
Lakewood, CO 80215-7076

White River National Forest
900 Grand Avenue
Glenwood Springs, CO 81601

Garfield County Government Designee
Attention: Mr. Don DeFord
108 8th Street, 219
Glenwood Springs, CO 81601

Williams Production RMT Company
Attention: Mr. Chris Walsh
1515 Arapahoe Street, Tower 3 Suite
1000
Denver, CO 80202

Laramie Energy II, LLC
1512 Larimer Street, Suite 1000
Denver, CO 80202

Buffalo Basin Limited
Mr. Roy Savage
5953 320 Road
Rifle, CO 81650

Yates Drilling Company
105 S 4th Street
Artesia, NM 88210

ABO Petroleum Corporation
411 W. Main Street
Artesia, NM 88210

Myco Industries, Inc.
105 S 4th Street
Artesia, NM 88210

Yates Petroleum Corporation
105 S 4th Street
Artesia, NM 88210

Elna Sefcovic, LLC
C/O Debra Anderson
36023 Winchester Road
Elizabeth, CO 80107

Landman Giacinto Construction, Inc.
27 Light Hill Road
Snowmass, CO 81654

Thomas Carr
810 Lakeside Drive
Carbondale, CO 81654

Amy R. Price
810 Lakeside Drive
Carbondale, CO 81654

Owen W. Kingman and Diane M.
Kingman
1111 Sundial Road
Grand Junction, CO 81505

David M. Eddy
P. O. Box 2633
Grand Junction, CO 81503

Thomas D. Lawson
320 County Road
Rifle, CO 81650

Holms Creek Partners, LLC
P. O. Box 1011
Rifle, CO 81650

Fred Rex Cameron and Renee D.
Cameron
6606 County Road #301
Parachute, CO 81635

Fossil Creek Land Company
P. O. Box 485
Mustang, OK 73064

Judith H. Jordan
Garfield County
0375 County Road 352, Bldg. 2060
Rifle, CO 81650