

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

IN THE MATTER OF THE APPLICATION OF NOBLE )	
ENERGY, INC. FOR AN ORDER POOLING ALL )	Cause No. _____
INTERESTS IN THE CODELL AND NIOBRARA )	
FORMATIONS IN A DESIGNATED 160-ACRE )	Docket No. _____
WELLBORE SPACING UNIT LOCATED IN THE )	
WATTENBERG FIELD, WELD COUNTY, )	
COLORADO. )	

APPLICATION

COMES NOW Noble Energy, Inc. (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all interests within a designated 160-acre wellbore spacing unit for the drilling of a well to produce from the Codell and Niobrara Formations located in Section 15, Township 5 North, Range 65 West, 6<sup>th</sup> P.M., Weld County, Colorado. In support thereof, the 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 following lands:

Township 5 North, Range 65 West, 6<sup>th</sup> P.M.  
Section 15: SW $\frac{1}{4}$ NE $\frac{1}{4}$

Weld County, Colorado (hereafter "Application Lands").

3. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell and Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

4. 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 recompleate a well and to commingle any or all of the Cretaceous Age Formation 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. The lands encompassing the Wellbore Spacing Unit in this Application are subject to Rule 318A, specifically Rule 318A.a.(4)(C) and 318A.e., for the Codell and Niobrara Formations.

5. Applicant designated a 160-acre Wellbore Spacing Unit, as described below, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and pursuant to the provisions of C.R.S. §34-60-116 (6) and (7), seeks an order to pool all interests in the Codell and Niobrara Formations underlying the following designated 160-acre wellbore spacing unit:

Township 5 North, Range 65 West, 6<sup>th</sup> P.M.  
Section 15: NE¼

(referred to herein as the "Wellbore Spacing Unit").

7. Applicant proposes to vertically drill the Williams F15-17D Well ("Well") within the designated Wellbore Spacing Unit with a surface location of 2465' FNL and 233' FEL of Section 15, Township 5 North, Range 65 West and a bottomhole location 1400' FNL and 1320' FEL of Section 15, Township 5 North, Range 65 West. A well location certificate showing the location of the Well is attached hereto.

8. Exhibit A attached hereto lists the interest owners for the Wellbore Spacing Unit together with their addresses. All working interest owners (not otherwise voluntarily pooled) have been offered the opportunity to voluntarily participate in the drilling of the Well. As applicable, to date, however, not all of such working interest owners have elected to participate by agreeing to bear their respective proportionate shares of the costs and risks of drilling, completing and operating the well. An Authority for Expenditure ("AFE") and offers to participate containing the information respecting this well required by Commission Rule 530.b. were sent to the working interest owners more than thirty (30) days prior to the date of the hearing on this application. Exhibit A also lists all unleased mineral owners, if any, within the Wellbore Spacing Unit. As applicable, all unleased mineral owners (not otherwise voluntarily pooled) have been offered the opportunity to participate in the drilling of the Wellbore Spacing Unit well described above. To date, however, not all of such owners have elected to participate by agreeing to bear their proportionate shares of the costs and risks of drilling, completing and operating the well. In addition and as applicable, Applicant has made offers to lease each of these unleased mineral owners (not otherwise voluntarily pooled) as required by Commission Rule 530.c. and C.R.S. § 34-60-116(7)(d). To date, however, not all of such unleased mineral owners have accepted such offers. Such offers to participate in drilling or to lease were sent to these unleased mineral interest owners more than thirty (30) days prior to the date of the hearing on this Application.

9. 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 any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Well.

10. Notice of this Application has been provided to those parties listed on Exhibit A attached hereto.

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 the Wellbore Spacing Unit for the development of the Codell and Niobrara Formations, including any future wells drilled to said 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)(II) were first incurred for the drilling of the Williams F15-17D Well.

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 authorized Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

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 December, 2011, 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 23rd day of September, 2011.

Respectfully submitted,

**NOBLE ENERGY, INC.**

By: \_\_\_\_\_  
Elizabeth Y. Gallaway  
Kenneth Wonstolen  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16<sup>th</sup> Street, Suite 1100  
Denver, Colorado 80202  
(303) 407-4499

Applicant's Address:  
1625 Broadway, Suite 2200  
Denver, CO 80202

**EXHIBIT A**  
**Interested Parties**

**Working Interest Owners:**

Noble Energy, Inc. (Consenting)  
1625 Broadway, Suite 2200  
Denver, CO 80202

Duell Brothers, Inc (Consenting)  
1019 County Road 330  
Igancio, CO 80527

Taku Resources, LLC (Consenting)  
P.O. Box 3190  
Centennial, CO 80161

Paragon Investment Group, LLC (Non-consenting)  
6432 Grand Tree Blvd  
Tinmath, CO 80547

Eclipse Energy, LLC (Non-consenting)  
P.O. Box 853  
Kenmare, ND 58746

Andele Energy, LLC (Consenting)  
1241 Thoroughbred Road  
Durango, CO 801303

Barry L. Snyder (Consenting)  
7551 W. Alameda Avenue  
Belmar Tower #402  
Lakewood, CO 80226

Matrix Energy, LLC (Non-consenting)  
P.O. Box 271309  
Fort Collins, CO 80527

Leorial Joyce Schwartz, Trustee  
(Consenting)  
of the Leorial Joyce Shwartz Trust  
Dated January 3, 2000  
23713 South Pleasant Way  
Sun Lakes, AZ 85248

Elaine R. Duell (Consenting)  
C/O William D. Bontrager  
1710 Country Road 121  
Hesperis, CO 81326

Genevieve E. Duell (Consenting)  
C/O William D. Bontrager  
1710 Country Road 121  
Hesperis, CO 81327

Bonnie Jean Duell (Consenting)  
C/O William D. Bontrager  
1710 Country Road 121  
Hesperis, CO 81328

**Royalty Owners:**

Robert W. Benich and  
Tonya R. Benich, JT  
2144 Hwy 34 East  
Greeley, CO 80631

Eugene Woodrow Robb and  
Shirley M. Robb, JT  
1979 44th Ave Ct.  
Greeley, CO 80634-3301

Kenneth Roy Robb and  
Gertrude Ida Robb, as Trustees  
1032 Ivy Lane  
San Antonio, TX 78209

Margaret Gertrude Thompson  
610 22nd St., # 3  
Greeley, CO 80631

Robb R. Casseday  
1304 38th Ave.,  
Greeley, CO 80634

Lynn E. Casseday  
295 83rd Ave.  
Greeley, CO 80634

Gwyn M. Peppler  
24125 WCR 42  
La Salle, CO 80645-9519

Gary L. Casseday  
2640 Mountair Lane  
Greeley, CO 80634-7545

Joy Doty, aka Joy M. Palmieri  
817 Crabapple Dr.  
Henderson, NV 89015-9113

Estate of William Keith Robb  
30039 Calle Belcanto  
Menifee, CA 92584-8903

Williams Farm Partnership, LLLP  
C/O Karen Burd GP  
40022 CO Rd 39  
Ault, CO 80610

Robert K. Schnepf and  
Judith K. Schnepf, JT  
2036 Highway 34 East  
Greeley, CO 80631

Weld County, Colorado  
Weld County Centennial Center  
P.O. Box 758  
Greeley, CO 80632

Mildred L. Kielian  
2002 East 20th St.  
Greeley, CO 80631

Dorothy Arnold  
1951 Hwy 34 E  
Greeley, CO 80631

Clifford W. Clift, Jr. and  
Sally J. Clift, JT  
2001 Fern Ave.  
Greeley, CO 80631

Corwin L. Carlson and  
Katherine J. Carlson, JT  
19023 Country Road 3  
Wiggins, CO 80654

VERIFICATION

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

Joseph H. Lorenzo, of lawful age, being first duly sworn upon oath, deposes and says that he is Land Manager and 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.

\_\_\_\_\_  
Joseph H. Lorenzo,  
Attorney-In-Fact  
Noble Energy, Inc.

Subscribed and sworn to before this \_\_\_\_ day of September, 2011.

Witness my hand and official seal.

[SEAL]

My commission expires: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

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**AFFIDAVIT OF MAILING**

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

Elizabeth Gallaway of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Noble Energy, Inc., that on or before September \_\_\_\_, 2011, she 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.

\_\_\_\_\_  
Elizabeth Gallaway

Subscribed and sworn to before me on September \_\_\_\_, 2011.

Witness my hand and official seal.

My commission expires: \_\_\_\_\_.

\_\_\_\_\_  
Notary Public