

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)
NONCONSENTING INTERESTS IN THE NIOBRARA)
FORMATION IN YUMA COUNTY, COLORADO.)

Cause No. _____

Docket No. _____

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 for the drilling of a well to produce from the Niobrara Formation located in Section 35, Township 1 South, Range 45 West, 6th P.M., Yuma 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 1 South, Range 45 West, 6th P.M.

Section 35: NE $\frac{1}{4}$ SW $\frac{1}{4}$

Yuma County, Colorado (“Application Lands”).

3. The Application Lands are unspaced and are subject to Rule 318.b, which provides that a well to be drilled to a depth of less than two thousand five hundred (2,500) feet shall be located not less than two hundred (200) feet from any lease line, and not less than three hundred (300) feet from any other producible oil or gas well or drilling well, in said source of supply, except that only one producible oil or gas well in each such source of supply shall be allowed in each governmental quarter-quarter section unless an exception under Rule 318.c. is obtained.

4. This Application is filed concurrently with Applicant’s request for a 40-acre drilling and spacing unit on the Application Lands.

5. 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 involuntarily pool all interests not voluntarily pooled (including working interests) in the Niobrara Formation underlying the Application Lands.

6. Applicant proposes to vertically drill the Cantrall Trust 23-35 Well (“Well”) with a proposed surface location in Section 35, Township 1 South, Range 45 West and a proposed bottom hole location in the NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 35, Township 1 South, Range 45 West. A reference map is attached hereto.

7. Exhibit A attached hereto lists unleased mineral interest owners for the Wellbore Spacing Unit together with their addresses. All unleased mineral owners (not otherwise voluntarily pooled) have been offered the opportunity to participate in the drilling of the Wellbore Spacing Unit Well. 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.

8. Applicant requests that the effective date of the Commission's involuntary pooling order issued with respect to this Application, and all costs associated with the Cantrall Trust 23-35 Well and this involuntary pooling, be retroactive to the earliest date costs are incurred for the Cantrall Trust 23-35 Well, or the date of the Application, whichever is earlier.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order:

A. Pooling involuntarily the non-consenting unleased mineral interest owners listed on Exhibit A with whom Applicant has been unable to secure a lease or an agreement for the drilling of the Cantrall Trust 23-35 Well and establishing that such owners be treated as a non-consenting owners under C.R.S. §34-60-116 and made subject to all of the terms and penalties provided for therein.

B. That all interest owners in the drilling and spacing unit which are not voluntarily pooled in the Wellbore Spacing Unit be involuntarily pooled.

C. Establishing that the effective date of the Commission's involuntary pooling order and all costs associated with the Cantrall Trust 23-35 Well and this involuntary pooling, be retroactive to the earliest date costs are incurred for the Well, or the date of the Application, whichever is earlier.

D. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this ____ day of June, 2011.

Respectfully submitted,

NOBLE ENERGY, INC.

By: _____

Jamie L. Jost
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
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Denver, Colorado 80202
(303) 407-4499

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

VERIFICATION

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

Anne L. Schreiner, of lawful age, being first duly sworn upon oath, deposes and says that she is Land Manager and Attorney-in-Fact for Noble Energy, Inc. and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

Anne L. Schreiner Land Manager
Noble Energy, Inc.

Subscribed and sworn to before this ____ day of June, 2011.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

EXHIBIT A
Interested Parties

Diana J. Cantrall, Trustee of the Diana J. Cantrall
Revocable Trust Dated December 1, 2000
22500 County Road 24
Vernon, CO 80755

Benny L. Cantrall, Trustee of the Benny L. Cantrall
Revocable Trust Dated December 1, 2000
22500 County Road 24
Vernon, CO 80755

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AFFIDAVIT OF MAILING

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

Jamie L. Jost 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 June ____, 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.

Jamie L. Jost

Subscribed and sworn to before me on June ____, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public