

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 DRILLING AND SPACING) UNITS AND ESTABLISHING WELL) LOCATION RULES FOR THE NIOBRARA) FORMATION OF CERTAIN DESCRIBED) LANDS LOCATED IN TOWNSHIP 8 NORTH,) RANGE 62 WEST AND TOWNSHIP 8) NORTH, RANGE 63 WEST, 6 TH P.M., WELD) COUNTY, COLORADO)	Cause No. _____ Docket No. _____
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APPLICATION

Noble Energy, Inc. ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order establishing fifty (50) approximate 640-acre drilling and spacing units and establishing existing well location rules applicable to the drilling and producing of wells for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation covering certain described lands in Weld County, Colorado and in support of its Application, Applicant states and alleges as follows:

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

2. Applicant holds certain leasehold interests in the lands described on Exhibit B attached hereto and incorporated herein by reference (hereafter the "Application Lands"). A reference map of the Application Lands is attached hereto.

3. The Application Lands are subject to Commission Rule 318.a. which provides that a well to be drilled in excess of two thousand five hundred (2,500) feet in depth shall be located not less than six hundred (600) feet from any lease line, and shall be located not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing. There are no other specific Commission Orders applicable to the Niobrara Formation underlying the Application Lands.

4. The Niobrara Formation in this area is defined as the stratigraphic equivalent of the interval between 6,715' and 7,017' as found in the Shale USX AB 11-03 Well located in the NENW of Section 11, Township 7 North, Range 64 West. The Niobrara Formation is a common source of supply underlying the Application Lands.

5. To promote efficient drainage within the Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish drilling

and spacing units of approximately 640 acres as more particularly described in Exhibit B attached hereto and incorporated herein by reference.

6. That Applicant has drilled, tested and completed wells in the Niobrara Formation upon lands in close proximity to the Application Lands.

7. That the above-proposed drilling and spacing units will allow efficient drainage of the Niobrara Formation; 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. Drilling and spacing units of the size and shape specified above are not smaller than the maximum area that can be economically and efficiently drained by the proposed well in each such drilling and spacing unit.

8. That the Applicant is requesting to drill and complete two (2) horizontal wells in each of the established 640-acre drilling and spacing units comprised of the Application Lands. The Applicant states that each proposed horizontal well shall be located on the surface anywhere within the designated drilling and spacing unit with treated interval of any horizontal well to be no closer than 600' from the boundaries of the drilling and spacing unit. The Applicant further maintains that the proposed horizontal wells will have no adverse effect on correlative rights of adjacent owners.

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.e.

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 ____ day of April, 2011.

Respectfully submitted,

NOBLE ENERGY, INC.

By:_____

Jamie L. Jost
Michael J. Wozniak
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

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

VERIFICATION

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

P. David Padgett, of lawful age, being first duly sworn upon oath, deposes and says that he is 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.

P. David Padgett

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

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

EXHIBIT A

INTERESTED PARTIES

Noble Energy, Inc.
1625 Broadway, Suite 200
Denver, CO 80202

Charles A Plowhead & Martha
Plowhead (deceased)
Shirley E. Dressor, a single woman
2109-17th Greeley, CO 80631-5125

Corlyss Bronston Delashaw
Love County, OK

C.B McDonald (Vida McDonald, wife)
Liberty Bank Building
Oklahoma City, OK

Jimmie D. Gauntt, Trustee of the
Jimmie D. Gauntt Living Trust dated
June 3, 1985
113 Duck Lake Drive
Austin, TX 79734

James F. Smith
P.O. Box 1375
Amarillo, TX

Charles and Martha Plowhead
(Deceased)
Edward Neil Freeman & Barbara
Freeman, husband and wife
3132 SW Fairview Blvd.
Portland, OR 97205

J.D. Gauntt, a/k/a Jimmie D. Gaunt
113 Duck Lake Dr.
Austin, TX 79734

Worldwide Energy Corporation
Norman Keith Freeman
74 Norwood Ave.
Kensington, CA 94707

Grider Penick
Colcord Building
Oklahoma Cit, OK

Eleanor Hutchinson 30321 Wingfoot
Dr.
Evergreen, CO 80439

Rita N. Phillips, a/k/a Naomi N.
Phillips, a widow
3536 NW 51st -Condo #307
Oklahoma City, OK 73112-5600

Lee B. Thompson
1205 Liberty Bank Building
Oklahoma City, OK

Edith T. Cashion, F/K/A Edith T.
Sullivan, Trustee
1803 Drakestone Dr.
Oklahoma City, OK 73126

Roy L. Sullivan
1205 Liberty Bank Building
Oklahoma City, OK

Glenna Kay Hamilton
36244 Weld County Road 53
Eaton, CO 80615

Chesapeake Exploration, LLC
PO Box 18496
Oklahoma City, OK 73154-0496

OOGC America, Inc.
C/O CNOOC International Limited
PO Box 4705, No. 25
Chaoyangmenbei Dajie, Doncheng
District, Beijing 100010, P.R. China

James A. and Judy H. Curtis
Route 1, Box 165 A
Broomfield, CO

Emanuel Grosskoph, appears
deceased
2219-9th St.
Greeley, CO 80631

Jonah Gas, LLC
C/O Steve Van Hook
Langham Petroleum, LLC
5406 S. Cottonwood Court
Greenwood Village, CO 80121

Betty J. Jennings Ware
90 South Wadsworth Blvd
Lakewood, CO

Diamond Resources Co
PO Box 1938
Williston, ND 58802

Bera Nactrab,
1050 S. Lumpkin St.
No. 63
Athens, GA 30601

Robert Lee Hunter,
13307 S. 20th Avenue
Bellevue, NE 68123

Energy & Exploration Partners, LLC.
P.O. Box 471428
Fort Worth, TX 76147-1376

Emanuel Grosskoph
2219-9th St.
Greeley, CO 80631

HOP Energies, LLC
PO Box 47911
Wichita, KS 67201

Anadarko E&P Company Lp
PO Box 173779
Denver, CO 80217 3779

Sadie Frances Simmons,
445 Krameria St
Denver, CO

Alfred Ward and Son, A Partnership
Box V
Akron, CO 80720

Leona Settles
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El Cajon, CA 92019

John S. Hilson
c/o Wortheim & Company
1 Chase Manhattan Plaza
New York Ciyt, NY

W.R. Peery, a/k/a William R. Peery
Rt. 1. Box 294 A
Pallisade, CO 81526

Edwin S. Davis
2003 Avenue P.
Huntsville, TX 77340

Roy O. Carpenter, a married man
6780 Allison
Arvada, CO 80004

TFS Trust
P.O. Box 2875
Casper, WY 82602

Margarel H. Riddell
3793 E. Lass Ave.
Kingman, AZ 86409-0821

Robert Joe Kepke, Trustee of the
Robert Joe Kepke Trust
11526 Gallant Ridge Lane
Houston, TX 77082

William Patrick Simmons and
Frances Simmons, husband and wife
1143 E. Hacienda St.
Las Vegas, NV 89119

Jess L. Geisman
Speigelber & Co.
55 Broad St.
New York City, NY 10004

Paula F. Newcomb, f/k/a Paula J.
Faust
122 Falcon Dr.
Charlottesville, VA 22901

Spalding & Co.
1230 S. Illinois
Casper, WY 82609

Carlos Erwin Kepke, Trustee of the
Carlos Erwin Kepke Trust
149 Sage Road
Houston, TX 77056

James Jackson Simmons
3127 Nachodoches Ste 105
San Antonio, TX 782117

Leona Settles
11949 Riverside Dr. #65
Lakeside, CA 92040

V.H. Simmons, Jr.
2792 So. Pebble Beach Dr.
Evergreen, CO 80439

Anchor Drilling Company
Kennedy Building
Tulsa, OK

R.H. Riddell
Seattle, WA

Harriet M. Moinat
123 N 50th Ave
Greeley, CO 80634

Rober Salmon, a widower
1968 Flagstone Ranch Lane.
Henderson, NV 89012

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

Boulder Oil Company, LLC
P.O. Box 17397
Boulder, CO 80308

Maddox Oil Properties, Inc.
P.O. Box 2986
Midland, TX 79702

Vis-Op Oil Company
P.O. Box 95
Sterling, CO 80751

Marshall L. Frasier Marital Trust
60 Reid Road
Ft. Morgan, CO 80701

Callisto Energy, LLC
4057 Field Drive
Wheat Ridge, CO 80033

P&O Energy, Ltd.
1775 Sherman Street, Ste 1400
Denver CO 80203-4316

Robert D Poulson & Co.
P.O. Box 280453
Lakewood, CO 80228

Jeffrey R. Barkley
3212 W. Woodcrest Way
Sioux Falls, SD 57105

The Connors Company, LLC
1750 Lafayette Street
Denver, CO 80218

Lonetree Oil & Gas Company
5228 Lonetree Drive
Loveland, CO 80537

R&S Energy, LLC
6053 S. Fairfax Court
Centennial, CO 80121

Douglas Waterman
410 N. Tenbrook Ave.
Shawnee, OK 74801

Alfred Ward & Son
Box V
Akron, CO 80720

Flatiron Energy Company
6666 Gunpark Drive, Suite 200
Boulder, CO 80301

Sunbeam Oil Company
Brush, CO

Leona Settles
944 Paquita St.
El Cajon, CA 92019

V.H Simmons
P.O. Box 2386
Casper, Wyoming

Gem Oil Company
Brush, CO

Anadarko E&P Company LP
P.O. Box 173779
Denver, CO 80217-3779

V.H. Simmons, Jr
Casper, Wyoming

Weld County
1400 N 17th Ave
Greeley, CO 80631

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San Anselmo, California 94960

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Bonner
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Golden, Colorado 80401

Richard C. Donahue
20 Una Way
Mill Valley, CA 94941

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Dunn
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Sheilagh A. Donahue O'Connor
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San Francisco, California 94132

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Wheat Ridge, Colorado 80034

Mary D. Bovone
650 Laguna Honda,
San Francisco, CZ 94127

George R. Maupin
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Golden, Colorado 80401

Briggsdale Cemetary Association
C/O Harvey H. Reed; President
33409 Highway 14
Briggsdale, CO 80611

Nick Bacria, a married man
11488 CR 7
Longmont, CO 80504

Agland, Inc.
260 Factory Road
Eaton, CO 80615

Roseann M. Ochoa & Jorge Ochoa,
Jr.
44236 CR 77
Briggsdale, CO 80614

Hart Energy LLC
PO Box 50190
Casper, WY 82605

Linda Christman
Indianapolis, IN

William H. Boskas and Floriene V
Boskas
trustee for the William H. Boskas
Family Trust
1126 26th St
Greeley, CO 80631

Bessie V Washburn
1051 6th St #320
Greeley, CO 80631

Kay Washburn and Anna Washburn
as Joint Tenants
45515 State Highway 14
Briggsdale, CO 80611

Grindstone Resources, LLC
5228 Lonetree Drive
Loveland, CO 80537

Flatiron Energy Company, Inc.
6666 Gunpark Drive, Suite 200
Boulder, CO 80301

John S. Gibson Production, LLC
P.O. Box 842
Ft. Morgan, CO 80701

Briggsdale Grain, Inc.
P.O. Box 123
Briggsdale, CO 80611

Bonnie Heinle
P.O. Box 9
Briggsdale, CO 80611

The Virginia H. French Estate
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Greeley, CO 80631

James B. Lueking
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Oxford, NE 68967

James K Ullman and Sherry Ullman
119 North Fremont Avenue
Johnstown, CO 80534

Union Pacific Land Resources
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Houston, TX 77251

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Loveland, CO 80538

Edward F Jelinek
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Alliance, NE 69301

John E Ullman
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Loveland, CO 80537

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Briggsdale, CO 80611
Joe Dennis Beal and Florence M.
Beal
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Briggsdale, CO 80611

Randolph J Cass and Judy Ceville
Cass
43251 CR 392
Briggsdale, CO 80611

Herbert Corliss and Diann Corliss
38581 Highway 14
Briggsdale, CO

Emma Sutton
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Alliance, NE 69301

Cass Farms
43251 WCR 392
Briggsdale, CO 80611

Prima Exploration, Inc.
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Denver, CO 80206

The United States of America
U. S. Dept. of the Interior
Bureau of Land Management
Colorado State Office
2850 Youngfield Street
Lakewood, Colorado 80215

Union Pacific Land Resources
Corporation
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Houston, TX 77251-1330

Maxine Blanche Benson and Grant L.
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L. Duane Woodard
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Sidney A. Reed and Ora Dunn Reed
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Oklahoma City, Oklahoma

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corporation
43251 County Road 392
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McElvain Energy Fund 2010, LLC
1050 17th Street, Suite 2500
Denver, CO 80265

Sundance Energy, Inc.
390 Interlocken Crescent, Suite 640
Broomfield, CO 80021

Hart Energy, LLC
P.O. Box 50190
Casper, WY 82605

Cass Farms
43251 WCR 77
Briggsdale, CO 80611

May Senchal
Charles E Cass
WCR 43251
Briggsdale, CO 80611

Charles Edwin Cass
WCR 43251
Briggsdale, CO 80611

George William Cass
WCR 43251
Briggsdale, CO 80611

E.L. Laycock
Custer County, CO
Unknown address

Ella May Senchal
WCR 43251
Briggsdale, CO 80611

EOG Resources Inc.
600 17th St. # 1000N
Denver, CO 80202-5405

Whiting Oil & Gas Corporation
1700 Broadway #2300
Denver, CO 80290-1703

Lonetree Energy Associates Llc
3 W Dry Creek Circle
Littleton, CO 80120

Weld County
1400 N 17th Ave
Greeley, CO 80631

The Homer C. Scott and
Rubh H. Scott Family Trust
Under Trust Agreement dated
November 29, 1990
C/O Homer C. Scott and Ruby H.
Scott
3107 Cree Place
Almogordo, New Mexico 88310

William B Foster
1325 Glenarm Street
Denver, CO

John M Foster Jr, aka
John M Foster II
277 Horizon Hills Dr.
El Cajon, CA 92020

Pinckney B Foster
Address Unknown

Harold S. Anderson, a widower
3744 West Coast Pacific Coast
Highway
Ventura, CA 93001

Margaret Gunter Tully
Unknown Address

Tracy Ranay (Claycomb) Oneale
243 Drift Stone Ct.
Eagle, ID 83616

Leona J McVay
3426 W. 98th Dr. Unit A
Westminster, CO

Laurie J. MacDonald
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Ault, CO 80610

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Lois C. Miller
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Juanita F. Smith
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Denver, CO 80218

Mildred M. Wilson
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Davina Wood Conn
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J. Schneider
53 S. Roosevelt St.
Colo. Springs, CO 80910

Darrel J. Leitner and Sylvia Leitner
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Colo. Springs, CO 80910

Cleona D. Smith
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Greeley, CO

Lena Mae Williams
1630 9th Ave.
Greeley, CO

Harlan R. Smith
1630 9th Ave.
Greeley, CO

Celia Greenman
Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

Kent Kuster
Colorado Department of Public
Health and Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

David Bauer
Weld County Government
1111 H Street
Greeley, CO 80632

EXHIBIT B

LIST OF DRILLING AND SPACING UNITS

TOWNSHIP 8 NORTH, RANGE 62 WEST, 6TH P.M.

1-5, 8-12, 14-22, 28-30, 32

TOWNSHIP 8 NORTH, RANGE 63 WEST, 6TH P.M.

2, 5, 8, 10-12, 14-17, 19-23, 25-25

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 DRILLING AND SPACING)	Cause No. _____
UNITS AND ESTABLISHING WELL)	
LOCATION RULES FOR THE NIOBRARA)	Docket No. _____
FORMATION OF CERTAIN DESCRIBED)	
LANDS LOCATED IN TOWNSHIP 8 NORTH,)	
RANGE 62 WEST AND TOWNSHIP 8)	
NORTH, RANGE 63 WEST, 6 TH P.M., WELD)	
COUNTY, COLORADO)	

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. and that on or before April __, 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 attached hereto.

Jamie L. Jost

Subscribed and sworn to before me April __, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public