

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

IN THE MATTER OF THE APPLICATION OF)
NOBLE ENERGY INC. FOR AN ORDER)
ESTABLISHING A 160-ACRE DRILLING AND)
SPACING UNIT IN THE CODELL AND)
NIOBRARA FORMATIONS FOR CERTAIN)
DESCRIBED LANDS IN WELD 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 an application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission"), for an order establishing an 160-acre drilling and spacing unit for production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations comprised of the following lands:

Township 6 North, Range 62 West, 6th P.M.
Section 18: NE $\frac{1}{4}$

Weld County, Colorado ("Application Lands").

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 substantial portion of the leasehold interests on the Application Lands.
3. The Application Lands are unspaced as to the Codell and Niobrara Formations and are subject to Rule 318A, which, among other things, established drilling windows and allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formation from the base of the Dakota Formation to the surface.
4. Applicant vertically drilled one (1) well on the Application Lands. The Wells Ranch AE18-17 ("Well") has surface and bottomhole location located 1203' FNL and 1370' FEL of Section 18, Township 6 North, Range 62 West. The Well is located within an established GWA drilling window. A Well Location Certificate is attached hereto.

5. Applicant requests that the Commission establish a 160-acre drilling and spacing unit for the Well on the Application Lands.

6. Applicant asserts that establishing the requested drilling and spacing unit for the Well, will allow for economic and efficient drainage of the Codell and Niobrara Formations; 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. An 160-acre drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by one (1) well in such unit.

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 shall enter its order:

- A. Establishing a 160-acre drilling and spacing unit upon the Application Lands.
- B. Granting any other relief as may be appropriate.

Dated this ____ day of January, 2012.

Respectfully submitted:

Noble Energy, Inc.

By:

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

Applicant's Address:

Noble Energy, Inc.
ATTN: Peggy Tremayne
1625 Broadway # 2200
Denver, CO 80202

VERIFICATION

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

Joseph 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 Amended Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Joseph Lorenzo,
Attorney-In-Fact
Noble Energy, Inc.

Subscribed and sworn to before this ____ day of January, 2012.

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 January ____, 2012, she attempted to cause 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 January ____, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public

EXHIBIT A
Interested Parties

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

Kent Kuster
Colorado Department of
Public Health and Environment
4300 Cherry Creek Drive South
Denver, CO 80202

Kim Kaal
Energy Liaison
DOW
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David Bauer
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1111 H Street
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