

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)
INTERESTS IN THE CODELL AND NIOBRARA)
FORMATIONS IN A DESIGNATED 160-ACRE)
WELLBORE SPACING UNIT LOCATED IN THE)
WATTENBERG FIELD, 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 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 the following lands:

Township 4 North, Range 64 West, 6th P.M

Section 14: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 15: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 22: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 23: NW $\frac{1}{4}$ NW $\frac{1}{4}$

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 certain leasehold interests in the 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 recomplete 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 Application Lands are subject to Rule 318A for the Codell and Niobrara Formations.

5. Applicant designated a 160-acre Wellbore Spacing Unit, as defined 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, including but not limited to, any nonconsenting interests, in the Application Lands in the Codell and Niobrara Formations underlying the following designated 160-acre wellbore spacing unit:

Township 4 North, Range 64 West, 6th P.M

Section 14: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 15: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 22: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 23: NW $\frac{1}{4}$ NW $\frac{1}{4}$

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

Said order to apply to the currently-allowed well and any subsequent well drilled in the Wellbore Spacing Unit.

7. Applicant proposes to directionally drill the Burough C 23-30D ("Well") within the designated Wellbore Spacing Unit with a surface location of 1476' FSL, 1445' FWL of Section 14, Township 4 North, Range 64 West, and bottomhole location of 75' FSL and 490' FWL of Section 14, Township 4 North, Range 64 West. A well location certificate showing the location of the Well is attached hereto.

8. 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.

9. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Well, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

10. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Units should be pooled for the orderly development of the Codell and Niobrara Formations, including any nonconsenting interests therein.

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 the currently-allowed well and all subsequent wells drilled to said formations.

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 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 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 with respect to all wells drilled to develop the Codell and Niobrara Formation in the drilling unit comprised of the Application Lands.

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 April, 2012, 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 ____ day of February, 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
(303) 407-4499

Applicant's Address:

Noble Energy, Inc.
ATTN: Ashley Stokes
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

Oncken Family Partnership
1565 20th Avenue
Columbus, NE 68601

Sandra L. Cantrell
2214 Panorama Drive
Greeley, CO 80634

Dan Mitchell d/b/a Comanche Drilling
P.O. Box 636
Cutback, MT 59427

Nancy J. Giggy
4100 Rockcress Place
Loveland, CO 80537

Estate of Sam Brown, deceased
9000 Gulf Freeway, Suite 215
Houston, TX 77017

Gerald F. Herbst
1253 Gamble Lane
Escondido, CA 92029

R. R. Pennington
9000 Gulf Freeway, Suite 215
Houston, TX 77017

Stanley W. Volkens
6916 Surrey Drive NE
Cedar Rapids, IA 52402

Brown & Stanwood
9000 Gulf Freeway, Suite 215
Houston, TX 77017

Stanley W. Volkens, Life Estate,
Remainder to Heather Farr
3333 Grand Avenue, Suite 247
Des Moines, IA 50312

David Burough
P.O. Box 471
Kersey, CO 80644

The Coleman Survivor's Trust,
Elise B. Coleman
and Janice Louise Coleman, Co-Trustees
P.O. Box 43
Dighton, KS 67839

David Popham
P.O. Box 471
Kersey, CO 80644

Xcel Energy
414 Nicollet Mall
Minneapolis, MN 55401

The Coleman Family Trust,
Elise B. Coleman
and Janice Louise Coleman, Co-Trustees
P.O. Box 43
Dighton, KS 67839

Emanuel Eckas
27525 WCR 44
LaSalle, CO 80645

Top Brass Properties, Inc.,
a California corporation
P.O. Box 2767
Long Beach, CA 90801

Emanuel Eckas
4211 Larkspur Road
Evans, CO 80620

Fay's Trust
12500 F.M. 1660
Taylor, TX 76574

Emanuel Eckas
330 Birch Avenue
Eaton, CO 80615

Carl F. Pomranka
not available
Colorado Springs, CO

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 February, 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)

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 February ____, 2012, 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 February ____, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public