

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 A DESIGNATED 160-ACRE)
WELLBORE SPACING UNIT FOR THE CODELL-)
NIOBRARA FORMATION AND A DESIGNATED)
320-ACRE WELLBORE SPACING UNIT FOR THE J)
SAND FORMATION 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-Niobrara Formation located in the following lands:

Township 4 North, Range 64 West, 6th P.M
Section 5: E $\frac{1}{2}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ SE $\frac{1}{4}$,

and a designated 320-acre wellbore spacing unit to produce from the J Sand Formation located in the following lands

Township 4 North, Range 64 West, 6th P.M
Section 5: S $\frac{1}{2}$

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 October 19, 1981, the Commission issued Order No. 232-23 which, among other things, established 320-acre drilling and spacing units for the production of gas and associated hydrocarbons from the J Sand Formation underlying certain lands, including the Application Lands, and allowed up to two (2) wells to be drilled within each 320-acre drilling and spacing unit.
4. 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-Niobrara Formation underlying certain lands, including

the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

5. 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, Niobrara, and J Sand Formations.

6. Applicant designated a 160-acre wellbore spacing unit within the Application Lands, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

7. Applicant, pursuant to Commission Rule 530 and 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, and in the following designated 160-acre wellbore spacing unit, located within the Application lands, for production from the Codell-Niobrara Formation:

Township 4 North, Range 64 West, 6th P.M
Section 5: E $\frac{1}{2}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ SE $\frac{1}{4}$ ("Wellbore Spacing Unit 1"),

said order to apply to the currently-allowed well and any subsequent well drilled in Wellbore Spacing Unit 1.

8. Applicant also designated a 320-acre wellbore spacing unit, within the Application Lands as defined below, for the production of oil, gas, and associated hydrocarbons from the J Sand Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

9. Applicant, pursuant to Commission Rule 530 and 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, and in the following designated 320-acre wellbore spacing unit, located within the Application Lands, for production from the J Sand Formation:

Township 4 North, Range 64 West, 6th P.M
Section 5: S $\frac{1}{2}$ ("Wellbore Spacing Unit 2"),

said order to apply to the currently-allowed well and any subsequent well drilled in Wellbore Spacing Unit 2.

10. Applicant directionally drilled the Burman C05-24D Well ("Well") within Wellbore Spacing Unit 1 and Wellbore Spacing Unit 2 with a surface location of 1805' FSL, 1033' FEL of Section 5, Township 4 North, Range 64 West, and bottomhole location of 1320' FSL and 2550' FEL of Section 5, Township 4 North, Range 64 West.

11. 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.

12. 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.

13. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands, Wellbore Spacing Unit 1 and Wellbore Spacing Unit 2 should be pooled for the orderly development of the Codell-Niobrara and J Sand 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 Wellbore Spacing Unit 1 for the development of the Codell-Niobrara Formation, including the currently-allowed well and all subsequent wells drilled to said formations.

B. Pooling all interests in Wellbore Spacing Unit 2 for the development of the J Sand Formation, including the currently-allowed well and all subsequent wells drilled to said formations.

C. 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.

D. 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-Niobrara and J Sand Formations in the spacing units comprised of the Application Lands.

E. 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: Robert Bram
1625 Broadway, Suite 2200
Denver, CO 80202

Exhibit A
Interested Parties

Crews & Zeren, LLC
PO Box 336337
Greeley, CO 80633

Gerald E. Monroe, Jr.
25525 WCR 48
Kersey, CO 80644

Jacqueline R. Monroe
25525 WCR 48
Kersey, CO 80644

T. William Opdyke or Lynne H. Opdyke, or successor,
as Trustee of the Opdyke Family Trust Under
Agreement dated October 20, 1982, as amended.
2110 Courtland Avenue
San Marino, CA 91108

Marietta E. Thomas
2050 22nd Avenue
Greeley, CO 80631

Susan E. Dvorak
11367 North 131st Place
Scottsdale, AZ 85259

Heirs of Sally Lou Meyer aka Sallie Lou Meyer
c/o Kimberly Graham and Kelly Kincaid
3445 S Ouray Way
Aurora, CO 80013

Dale Norman Burman and
Loretta Marie Burman, joint tenants
23235 County Road 53
Kersey, CO 80644

Robert P. Kuntz and Peggy S. Kuntz, Joint Tenants
23085 WCR 53
Kersey, CO 80644

Ivan D. Ansel and Kim M. Ansel, Joint Tenants
P.O. Box 57
Kersey, CO 80644

Tammy K. Wise
5775 W 29TH ST UNIT 802
Greeley, CO 80634-8343

Charles Edward Luark and
Melanie Anne Luark, Joint Tenants
25815 CR 48
Kersey, CO 80644

Denise L. Turner
25952 Burman Lane
Kersey, CO 80644

Dorchester Minerals, L.P.
3838 Oak Lane Avenue, Suite 300
Dallas, TX 75219

Douglas J. Guion
PO Box 899
Denver, CO 80201

Robert E. Childress
6547 N. Academy Blvd, #612
Colorado Springs, CO 80918

Dawn Krupp
23735 Bluestem Dr.
Golden, CO 80401-9358

Colorado Energy Minerals, Inc.
PO Box 899
Denver, CO 80201-0899

Noble Energy WyCo, LLC
1625 Broadway, Suite 2200
Denver, CO 80202

Geo-Wise, Inc.
7700 San Felipe, Suite 106
Houston, TX 77063

Edwin J. Pittock
1325 S. Colorado Blvd., Suite B-300A
Denver, CO 80222-3305

Colorado Land Services, LLC
1051-D West Highway 34
Loveland, CO 80537

JRC Oil
6831 E. Paradise Dr.
Scottsdale, AZ 85254

Adam C. Buna
1049 West Highway 34
Loveland, CO 80537

Francis Royalties LLC
36141 S. Ocotillo Canyon Dr.
Tucson, AZ 85739

Merit Partners, L.P.
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners III, L.P.
13727 Noel Road, Suite 500
Dallas, TX 75240

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 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)

Elizabeth Y. 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 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.

Elizabeth Y. Gallaway

Subscribed and sworn to before me on February ____, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public