

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 320-ACRE)
WELLBORE SPACING UNIT FOR THE)
NIOBRARA FORMATION LOCATED IN)
SECTION 32, TOWNSHIP 3 NORTH, RANGE)
65 WEST, 6TH P.M, 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 in a 320-acre wellbore spacing unit and the McGuckin H32-75HN well to produce oil, gas, and associated hydrocarbons from the Niobrara Formation located in Section 32, Township 3 North, Range 65 West, 6th P.M. Weld 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 requested for pooling:

Township 3 North, Range 65 West
Section 32: W $\frac{1}{2}$ E $\frac{1}{2}$, E $\frac{1}{2}$ W $\frac{1}{2}$

Weld County, Colorado ("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 Niobrara Formation 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 lands encompassing the wellbore spacing unit are subject to this Rule for the Codell and Niobrara Formations.

5. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) seeks an order pooling all interests for the development of the Niobrara Formation, including any nonconsenting interests therein, for the McGuckin H32-75HN well. A Well Location Certificate for the McGuckin H32-75HN well is attached hereto.

6. 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the McGuckin H32-75HN well.

7. 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). The list of such interested parties is attached hereto as Exhibit A.

8. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Niobrara Formation, as applicable, 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 for the development of the Niobrara Formation, including any nonconsenting interests therein, for the 320-acre wellbore spacing unit and the McGuckin H32-75HN well.

B. Providing that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7) are first incurred for the drilling of McGuckin H32-75HN well to the 320-acre wellbore spacing unit and Application Lands.

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 authorized horizontal well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), with respect to all horizontal wells drilled to develop the Niobrara Formation in the 320-acre wellbore spacing unit on 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 May, 2012, 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: March ____, 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: Sam McClung
1625 Broadway, Suite 2200
Denver, CO 80202

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 March, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

EXHIBIT A
Interested Parties

Noble Energy, Inc.
ATTN: Sam McClung
1625 Broadway, Suite 2200
Denver, CO 80202

Benson Mineral Group
1560 Broadway, Suite 1900
Denver, CO 80202

Frank H. Webb
5808 West 17th Street
Greeley, CO 80634

Mile High Turkey Hatchery LLC
3033 E First Ave Suite 502
Denver, CO 80206

Ronald C. McGuckin
558 Apple Vally Rd.
Lyons, CO 80540

Donna M. Hight
2315 Linden Avenue
Boulder, CO 80304

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Alameda, CA 94501

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P.O. Box 202222
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Erin B. Wallace
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Terry A. White & Carla K. White
1302 West Third Street
Chanute, KS 66720

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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 April ____, 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 March ____, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public