

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 160-ACRE )  
WELLBORE SPACING UNIT FOR THE )  
NIOBRARA FORMATION LOCATED IN )  
SECTIONS 29 AND 32, TOWNSHIP 3 NORTH, )  
RANGE 65 WEST, 6<sup>TH</sup> 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 160-acre wellbore spacing unit and the McGuckin H32-28D well to produce oil, gas, and associated hydrocarbons from the Codell, Niobrara and J-Sand Formations located in Section 29, Township 3 North, Range 65 West and Section 32, Township 3 North, Range 65 West, 6<sup>th</sup> 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 29: SW $\frac{1}{4}$ SE $\frac{1}{4}$ , SE $\frac{1}{4}$ SW $\frac{1}{4}$

Section 32: NW $\frac{1}{4}$ NE $\frac{1}{4}$ , NE $\frac{1}{4}$ NW $\frac{1}{4}$

Weld County, Colorado ("Application Lands").

3. On October 19, 1981, the Commission issued Order No. 407-87 which, among other things, established 320-acre drilling and spacing units for the production of oil and/or gas from the J-Sand Formation underlying certain lands, including the Application Lands.

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 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 lands encompassing the wellbore spacing unit are subject to this Rule for the Codell, Niobrara and J-Sand 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 Codell, Niobrara, and J-Sand Formations, including any nonconsenting interests therein, for the McGuckin H32-28D well in the 160-acre wellbore spacing unit. A Well Location Certificate for the McGuckin H32-28D 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 H32-28D 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 Codell, Niobrara, and J-Sand Formations, 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 Codell, Niobrara, and J-Sand Formations, including any nonconsenting interests therein, for the 160-acre wellbore spacing unit and the McGuckin H32-28D 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 H32-28D 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 Codell, Niobrara, and J-Sand Formations in the 160-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:

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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

Kerr-McGee Oil & Gas Onshore, LP  
1099 18<sup>th</sup> Street, Suite 1800  
Denver, CO 80202

Anadarko E&P Company  
1099 18<sup>th</sup> Street, Suite 1800  
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

Sharon Gergen  
1863 Reed St.  
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Orchard, CO 80649

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410 17th Street, Suite 1151  
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Ray O. Brownlie  
475 17th Street, Suite 1300  
Denver, CO 80202

Piney Creek Properties LLC  
P.O. Box 202222  
Denver, CO 80220

Jerry D. Armstrong  
475 17th Street, Suite 1300  
Denver, CO 80202

James B. Wallace  
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Denver, CO 80203

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Bow Mar, CO 80123

Erin B. Wallace  
4660 S Columbine Ct.  
Englewood, CO 80113

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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