

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-NIOBRARA AND)
J SAND 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 the Burman C05-21D Well ("Well") to produce from the Codell-Niobrara and J Sand Formations located in the following lands:

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

Section 5: SW $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

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 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 described below, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara and J Sand Formations 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 and J Sand Formations:

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

(hereafter "Wellbore Spacing Unit").

8. Applicant directionally drilled the Burman C05-21D Well ("Well") within the Wellbore Spacing Unit with a surface location of 1805' FSL, 1011' FEL of Section 5, Township 4 North, Range 64 West, and bottomhole location of 2500' FNL and 2550' FEL of Section 5, Township 4 North, Range 64 West.

9. 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.

10. 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.

11. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Wellbore Spacing Unit 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 the Application Lands and Wellbore Spacing Unit for the development of the Codell-Niobrara and J Sand 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.

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 May, 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 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: Robert Bram
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

Wilmouth Farms 3-W, LLC
206 South 13th St. Suite 1425
Lincoln, NE 68508

T.E. McClintock T/W
fbo Elizabeth M. Nikoloric
c/o 1st Nat'l. Bank of Denver
Attn: Trust Dept.
P.O. Box 5825
Denver, CO 80217

T.E. McClintock T/W
fbo Mary M. Swift,
U.S. Bank, N.A., Trustee
P.O. Box 5825
Denver, CO 80217

Farmers Reservoir and
Irrigation Company
80 S. 27th Avenue
Brighton, CO 80601

Crews & Zeren, LLC
P.O. Box 336337
Greeley, CO 80633

Judith Warren Reeves
6000 N. Port Washington
Glendale, WI 53217

Virginia Warren Smith
52 Squire Hill
New Milford, CT 06776

William G. Crews
P.O. Box 336337
Greeley, CO 80633

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4457 S. Meadow Drive
Boulder, CO 80301

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25525 WCR 48
Kersey, CO 80644

Jacqueline R. Monroe
25525 WCR 48
Kersey, CO 80644

Michael V. Croke
10580 N MCCARRAN BLVD #534
RENO, NV 89503

Patrick A. Croke
169 Visalia Court
Ventura, CA 93004

Mary T. Frisselle,
Trustee of the
Mary T. Frisselle Children's Trust
123 Larkspur Lane
Aspen, CO 81611

Thomas B. Croke, III
258 South Ulukoa Place
Lahaina, HI 96761

Dorchester Minerals, L.P.
Dept. 41011, Box 650020
Dallas, TX 75265-0020

JRC Oil
6831 E PARADISE DR
SCOTTSDALE, AZ 85254

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

Douglas J. Guion
P.O. Box 899
Denver, CO 80201-0899

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

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

John D. Longwell
P.O. Box 338
Kittredge, CO 80457

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

Francis Royalties LLC
36141 S. Ocotillo Canyon Dr.
Tucson, AZ 85739-2326

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

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

Robert C. Nice
16920 E. Easter Ave.
Aurora, CO 80016-1548

Paul E. Mendell
402 Orofino Drive
Castle Rock, CO 80104

Brenda L. Rayman
66 Oakmont Woods Dr.
Jackson, TN 38305-2280

Elk Royalties, LLC,
a subsidiary of Noble Royalties, Inc.,
on behalf of the Grantees listed on Exhibit B
to the Quit Claim Deed recorded
at Reception No. 3461220,
their successors and/or assigns
P.O. Box 660082
Dallas, TX 85266-0082

Wellstar Corporation
11990 Grant, Suite 550
Northglenn, CO 80233

Silver Dollar Resources
P.O. Box 51110
Casper, WY 82605

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

Merit Partners, L.P.
13727 Noel RD, Ste. 500
Dallas, TX 75240

Merit Energy Partners III, L.P.
13727 Noel RD, Ste. 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 March, 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 March ____, 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 Gallaway

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

Witness my hand and official seal.

My commission expires: _____.

Notary Public