

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)
NIOBRARA FORMATION IN AN)
APPROXIMATE 316.88-ACRE WELLBORE)
SPACING UNIT 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 pooling all interests in an approximate 316.88-acre wellbore spacing unit for the Niobrara Formation for the drilling of the Jones AC06-75HN well ("Well") to produce from the following lands:

Township 7 North, Range 63 West
Section 6: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

Weld County, Colorado ("Application Lands").

In support of its Application, 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 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 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.
5. On August 8, 2011, Rule 318A was amended to allow, among other things, wellbore spacing units to be established on unspaced lands within GWA pursuant to certain notice and hearing procedures. This amendment was effective on September 30, 2011. The Application Lands are subject to Rule 318A for the Niobrara Formation.

6. Applicant designated a 316.88-acre Wellbore Spacing Unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

7. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in the Application Lands for the development of the Niobrara Formation for the Jones AC06-75HN well. A Well Location Certificate for the Jones AC06-75HN 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Jones AC06-75HN 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). 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 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 approximate 316.88-acre wellbore spacing unit and the Jones AC06-75HN 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 the Jones AC06-75HN well to the approximate 316.88-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 316.88-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: Mike Sobecki
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

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)
NIOBRARA FORMATION IN AN)
APPROXIMATE 316.88-ACRE WELLBORE)
SPACING UNIT IN THE WATTENBERG)
FIELD, WELD COUNTY, COLORADO)

Cause No. _____

Docket No. _____

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

EXHIBIT A

James C. Karo Associates
1750 Lafayette Street
Denver, CO 80218

HHR Family Farms, LLC
20413 Road 6
Wiggins, CO 80654

Rothe Family Co., LLC.
1610 37th Avenue Place
Greeley, CO 80634

Weld County, Colorado
Attn: Board of County Commissioners
1150 O Street
P.O. Box 758
Greeley, CO 80632

Guttersen Ranches L.L.L.P.
13696 County Road 74
Eaton, CO 80615

LBRC Leafgren LLC
33173 County Road 39
P.O. Box 3
Lucerne, CO 80646

Heirs and Devisees of Jack H. Anderson
25238 Weld County Road 122
Grover, CO 80729

Margaret Philpott Day
244 Park Street
Jacksonville, IL 62650

Heirs and Devisees of Evelyn England Kopp
17 Chalk Bluff Road, Apt. A
Cheyenne, WY 82007

Heirs and Devisees of Jack Burry, Sr.
2782 Cypress Street
Hemet, CA 92545

Heirs and Devisees of Helen Burry Clifton
358 Wise Hill Road
Clever, MO 65631

Heirs and Devisees of Peggy Adams
26018 Weld County Road 100
Ault, CO 80610

Heirs and Devisees of
Clarence A. Anderson
33270 Weld County Road 37
Eaton, CO 80615

Heirs and Devisees of Earl Anderson
33266 Weld County Road 37
Eaton, CO 80615

Heirs and Devisees of Esther Walters
7496 Hickory Circle
Longmont, CO 80504

Heirs and Devisees of Esther Adams
Address Unknown

Heirs and Devisees of Marguerite A. Stover
a/k/a Marguerite A. Robinson
Address Unknown

The Charles T. Jones Family Trust
Address Unknown

Darolie D. Lerma
Address Unknown

Jeanette R. Magnuson
Address Unknown

The Gilbert E. Pulliam and Anne L. Pulliam
Trust, dated November 8, 1985
Address Unknown

The Paulden and Joni Evans Trust,
dated July 18, 2005
Address Unknown

Christine Louise Walcker, individually
Address Unknown

Elmer A. Hankins, III a/k/a E. A. Hankins, III,
individually
Address Unknown

Dean A. Severin
Address Unknown

Glenn A. Severin
Address Unknown

Ronald A. Walters
Address Unknown

Anthony W. Walters
Address Unknown

Larry A. Johnson
Address Unknown

Gary A. Johnson
Address Unknown

Heirs and Devisees of Patricia L. McVey
a/k/a Patricia L. McVay
Address Unknown

Donald E. McVay
1021 Via Grande
Cathedral City, CA 92234

Betty Maklonado
Address Unknown

Nancy Eaton
Address Unknown

Beverly Johnson
Address Unknown

Norman L. Kopp and
Julie A. Kopp, husband and wife, JT
Address Unknown

Harriet Anderson
23280 Weld County Road 66
Greeley, CO 80603