

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 Barclay L02-22 Well ("Well") (API No. 05-123-31771) to produce from the Codell-Niobrara and J Sand Formations located in the following lands:

Township 3 North, Range 66 West, 6<sup>th</sup> P.M.  
Section 2: S $\frac{1}{2}$  NE $\frac{1}{4}$ , N $\frac{1}{2}$  SE $\frac{1}{4}$

Weld County, Colorado (hereafter "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 Formations 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, in the Application Lands in the Codell-Niobrara and J Sand Formations underlying the following designated 160-acre wellbore spacing unit:

Township 3 North, Range 66 West, 6<sup>th</sup> P.M.  
Section 2: S½ NE¼, N½ SE¼

(hereafter "Wellbore Spacing Unit").

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 any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well to the Codell-Niobrara and J Sand Formations on the Application Lands.

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), 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.

10. 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) are first incurred for the drilling of any well in the Wellbore Spacing Unit to the Codell-Niobrara and J Sand Formations on the 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 Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (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 Wellbore Spacing Unit comprising 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 July, 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 8<sup>th</sup> day of May, 2012.

Respectfully submitted:

**NOBLE ENERGY, INC.**

By: 

Jamie L. Jost  
Theresa M. Sauer  
Elizabeth Gallaway  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202  
(303) 407-4499

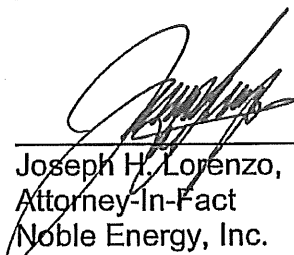
Applicant's Address:

Noble Energy, Inc.  
ATTN: Angela Mallon  
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.

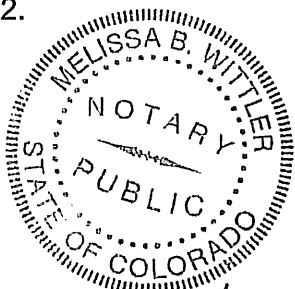
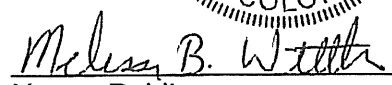
  
\_\_\_\_\_  
Joseph H. Lorenzo,  
Attorney-In-Fact  
Noble Energy, Inc. MB

Subscribed and sworn to before this 3<sup>rd</sup> day of May, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014

  
  
\_\_\_\_\_  
Notary Public

**EXHIBIT A**  
**Interested Parties**

Calvin Lorenz  
P.O. Box 273404  
Fort Collins, CO 80527

Kerr-McGee Oil & Gas Onshore LP  
P.O. Box 173779  
Denver, CO 80217

The Esperanza Corp.  
475 17th Street, Suite 980  
Denver, CO 80202

John C. Wallace  
10662 Pike Road  
Longmont, CO 80501

Thomas C. Wallace  
1265 South High Street  
Denver, CO 80210

George W. Clay, IV and Dana D. Clay,  
joint tenants  
2713 FM 368 South  
Iowa Park, TX 76367

Louis A. Oswald, III, Trustee of the  
Oswald Family Trust  
P.O. Box 280969  
Denver, CO 80228

Old West Tours, Inc.  
601 16th Street, Suite C-153  
Golden, CO 80401

Jonathan S. Roderick, Trustee of the  
Jonathon S. Roderick Living Trust dated  
February 8, 2007  
P.O. Box 7961  
Boulder, CO 80306

Alma L. Tisher and Kelly B. Tisher, joint  
tenants  
P.O. Box 533  
Littleton, CO 80160

Pumpkin Buttes LLC  
P.O. Box 1989  
Casper, WY 82602

Turkey Hatchery LLC  
4041 Colorado Blvd.  
Denver, CO 80216

Barclay Farms, LLC c/o Chris Barclay  
13017 CR 30  
Platteville, CO 80651

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

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

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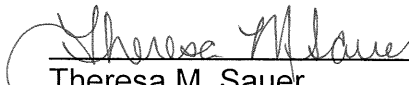
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**AFFIDAVIT OF MAILING**

STATE OF COLORADO )  
 )ss.  
CITY AND COUNTY OF DENVER )

Theresa M. Sauer of lawful age, and being first duly sworn upon her oath, states and declares:

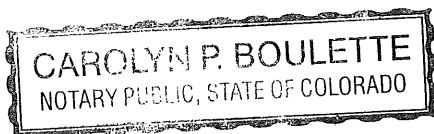
That she is the attorney for Noble Energy, Inc., that on or before May 14, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

  
Theresa M. Sauer


Subscribed and sworn to before me on May 8<sup>th</sup>, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015



My Comm. Expires October 22, 2015

  
Notary Public