

**BEFORE THE OIL AND 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  
400-ACRE WELLBORE SPACING UNIT IN WELD  
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

**APPLICATION**

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests within a designated 400-acre wellbore spacing unit for the Ikenouye F28-65 HN Well ("Well"), API No. 05-123-34241, for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 65 West, 6<sup>th</sup> P.M.

Section 28: N $\frac{1}{2}$ S $\frac{1}{2}$ , S $\frac{1}{2}$ N $\frac{1}{2}$

Section 29: NE $\frac{1}{4}$ SE $\frac{1}{4}$ , SE $\frac{1}{4}$ NE $\frac{1}{4}$

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 a substantial portion of 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 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.
4. On August 8, 2011, the Commission issued Order No. 407-457, which among other things, established an approximate 400-acre wellbore spacing unit for the Application Lands, and approved one horizontal well within the unit, for the production of oil and gas, and associated hydrocarbons from the Niobrara Formation.
5. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, established drilling windows and 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. The Application Lands are subject to the foregoing Orders and Rule 318A. Pursuant to Rule 318A.j., Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of GWA wells.

6. 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 Well and Wellbore Spacing Unit (described below). Applicant is the 100% leasehold owner in the Niobrara Formation in following described 400-acre wellbore spacing unit:

Township 5 North, Range 65 West, 6<sup>th</sup> P.M.

Section 28: N $\frac{1}{2}$ S $\frac{1}{2}$ , S $\frac{1}{2}$ N $\frac{1}{2}$

Section 29: NE $\frac{1}{4}$ SE $\frac{1}{4}$ , SE $\frac{1}{4}$ NE $\frac{1}{4}$

Weld County, Colorado (hereinafter, the "Wellbore Spacing Unit").

7. 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.

8. 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 otherwise 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.

9. That in order to prevent waste and to protect correlative rights, all interests in the Well and Wellbore Spacing Unit should be pooled for the orderly development of the Niobrara Formation, 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 Niobrara Formation.

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 any well in the Wellbore Spacing Unit to the Niobrara Formation 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 authorized 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, as applicable, with respect to all wells drilled to develop the Niobrara Formation 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.

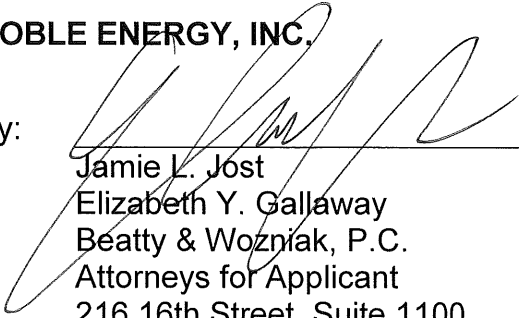
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated this 10<sup>th</sup> day of May, 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

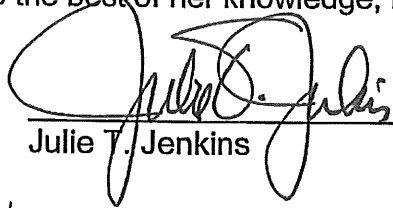
Applicant's Address:

Noble Energy, Inc.  
Attn: Gabe Findlay  
1625 Broadway, Suite 2200  
Denver, CO 80202

VERIFICATION

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

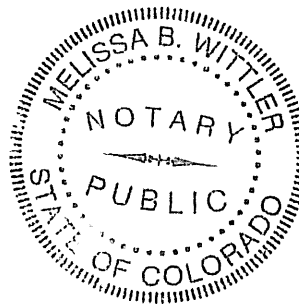
Julie T. Jenkins, of lawful age, being first duly sworn upon oath, deposes and says that she is Land Manager for Noble Energy, Inc. and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

  
\_\_\_\_\_  
Julie T. Jenkins

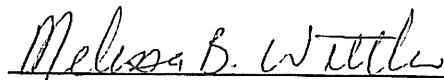
Subscribed and sworn to before this 9<sup>th</sup> day of May, 2012.

Witness my hand and official seal.

[SEAL]



My commission expires: 04/24/2014

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

## EXHIBIT A

Barbara J. Rieker  
2010 46th Ave. Unit #2  
Greeley, CO 80634

Barbara R. Scoville Brown  
10218 Monarch Dr.  
Largo, FL 33540

Carol A. Trucks  
09 Shotgun Drive  
Rifle, CO 81650

Daniel K. Gibbs & Janet J. Gibbs,  
as Joint Tenants  
20504 WCR 54  
Greeley, CO 80634

Dixie Ann Schneider  
17136 East Pacific Place  
Aurora, CO 80013

Eagle Management of Colorado, Inc.,  
a Defunct Colorado Corporation  
1001 North Washington Boulevard  
Sarasota, FL 34236

Frank L. Reynolds & Lois A. Reynolds,  
as Joint Tenants  
20282 Weld Co. Rd. 54  
Greeley, CO 80631

Georgia Held  
8544 South Field Street  
Littleton, CO 80128

Rose Marie Alkire  
P O Box  
Greeley, CO 80632

Jose F. Martinez & Maria L. Martinez,  
as Joint Tenants  
288 Ley Drive  
LaSalle, CO 80645

Karen L. Markus,  
Trustee of the Karen L. Markus Trust  
dated January 13, 2005  
2229 12 STRD  
Greeley, CO 80631

Kenneth L. Dennis  
P.O. Box 862  
Buena Vista, CO 81211

Michael L. Shortridge  
6074 S. Eagle St.  
Centennial, CO 80016

Mile Hi Investments, LLC  
1205 West Elizabeth St. PMB 3134  
Ft. Collins, CO 80521

MIV OPS, Inc. nominee and agent  
9310 Broadway Street #2-204  
San Antonio, TX 78217

Muriel L. Lundy Trust,  
Muriel L. Lundy as Trustee  
19076 No. 85th Lane  
Peoria, AZ 85382

Patricia S. Krelovich  
P.O. Box 1513  
Rifle, CO 81650

Robert Ikenouye  
P.O. Box 502  
LaSalle, CO 80645

Virgil E. Dennis  
29320 CR 361, #8  
Buena Vista, CO 81211

Robert F. Will and La Done Will,  
Co-Trustees of the Will Family Revocable  
Living Trust  
2186 Jackson Keller, #908  
San Antonio, TX 78213

William J. Franklin  
25233 WCR 43  
Greeley, CO 80631

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# AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon his oath, states and declares:

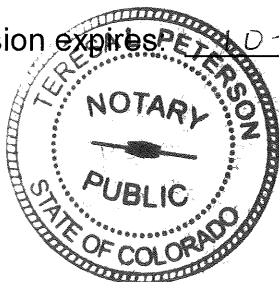
That she is the attorney for Noble Energy, Inc., and that on or before May 17, 2012 she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Y. Gallaway

Subscribed and sworn to before me May 10, 2012.

Witness my hand and official seal.

My commission expires 10-04-13



**Notary Public**