

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)
FORMATION 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 approximate 160-acre wellbore spacing unit for the drilling of the Betz PC G09-31D Well ("Well") (API No. 05-123-32701) to produce from the Codell-Niobrara Formation located in the following lands:

Township 4 North, Range 65 West, 6th P.M.

Section 8: E $\frac{1}{2}$ NE $\frac{1}{4}$

Section 9: W $\frac{1}{2}$ NW $\frac{1}{4}$

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 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 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 and Niobrara Formations.
5. Applicant designated an approximate 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 Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. 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 Formation underlying the following designated approximate 160-acre wellbore spacing unit:

Township 4 North, Range 65 West, 6th P.M.

Section 8: E½ NE¼

Section 9: W½ NW¼

(hereafter "Wellbore Spacing Unit").

7. Applicant directionally drilled the Betz PC G09-31D Well within the Wellbore Spacing Unit with a surface location of 1562' FNL, 1316' FWL of Section 9, Township 4 North, Range 65 West, 6th P.M., and a bottomhole location of 1320' FNL, 75' FEL of Section 8, Township 4 North, Range 65 West, 6th P.M.

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 Formation 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 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 Codell-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) are first incurred for the drilling of any well in the Wellbore Spacing Unit to the Codell-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 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 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 10th day of May, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By: 

Jamie L. Jost
Theresa M. Sauer
Elizabeth Gallaway
Beatty & Wozniak, P.C.
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Denver, Colorado 80202
(303) 407-4499

Applicant's Address:

Noble Energy, Inc.
ATTN: Eddy Roberts
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

K-C Operations, Inc.
520 Champions Hills Drive
Alpharetta, GA 30004

Robert D. Johnson
637 S. Grant Street
Denver, CO 80209

Chaparral Resources, Inc.
621 17th Street, Suite 1304
Denver, CO 80293

Kenneth Heinle
12609 Dessau Road #432
Austin, TX 78754

Donald Besel
R-199 London Road
Loving, NM 88256

Resources Acquisitions Management
Company
P O Box 8958
Denver, CO 80201

Stephanie and Michael Murphy
3901 Calle Andalucia
San Clemente, CA 92673

Neil B. and Ruby Gabriel
1801 Kalmar Court
Fort Collins, CO 80524

Toby Martinez
1632 36th Ave Court
Greeley, CO 80634

Michael Guerin
17002 Grant Street
Omaha, NE 68116

D. Fredrick Castor
1918 Constitution Ave
Fort Collins, CO 80526

Beverly B. Auld
23731 Perth Bay
Dana Point, CA 92629

Art Arndt
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Walled Lake, MI 48390

Marjorie M. Weaver (Deceased)
Last known address was in
Fort Collins, CO

James A. Becker
1401 Welch Street
Fort Collins, CO 80524

Steven D. Foster
3700 Sky Ridge Lane
Fort Collins, CO 80526

Dale A Anderson
3475 Rainbow Lane
Highland, CA 92346

Eileen Homrighous
4024 N. Lakeside Dr
Muncie, IN 47304

Audrey M. Norris
1614 Thunderbird Road
Marshall, MN 56258

Suzanne Grandgeorge
4919 82nd Place E
Sarasota, FL 34243

David G. and Barbara Pierce
P.O. Box 2420
Running Springs, CA 92382

Lyeth-Burk Partnership
6551 S. Revere Parkway, Suite 220
Centennial, CO 80111

TOP Operating Co.
10881 Asbury Avenue., Suite 230
Lakewood, CO 80227

Larry Rider
P.O. Box 33603
NAS Pensicola, FL 32508

Joan J. Tracy
1002 Mi Tierra Way
The Villages, FL 32159
Jack L. Schreiber
2155 Glenfair Drive
Greeley, CO 80631

Van Cummings
6800 Clearwater Drive
Loveland, CO 80538

Martha Swift Olsen
7821 Windsong Road.
Windsor, CO 80550

Gus and Francis Jahnke
11825 Apple Valley Rd Apt #131
Apple Valley, CA 92308

Greg and Robin Handgis
29835 Havenwood Lane
Highland, CA 92346

Roland and Agnes Arndt
26405 Meadowview Drive
Farmington Hills, MI 48018

Robert S. McIntosh
3320 LedgeStone Court
Fort Collins, CO 80528

Dale J. and Janet Helms
c/o Joan S. Shotts, POA
2101 S. Meridian Road, #276
Apache Junction, AZ 85120

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2964 Palm Avenue
Highland, CA 92346

Mel and Colleen Jahnke
PO Box 257
Fawnskin, CA 92333

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14021 Cottonwood Circle
Sterling, CO 80751

Dan L. Kinchen
2306 Helena Court
Loveland, CO 80537

Sally D. Pearce
P.O. Box 2420
Running Springs, CA 92382

Fredrick L. and Mary A. Pumroy
1849 Southlawn Drive
Fairborne, OH 45324

Roberta R. Starr,
fka Roberta R. Mason
26 Par Lane
Bellingham, WA 98229

The Gazze Family Trust
2434 Via La Orilla
Fallbrook, CA 92028

Tobias A. Dellamano
P.O. Box 2242
Granby, CO 80446

David J. Calvin
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Paradise Valley, AZ 85253

Lloyd A Hungate and Patricia B. Hungate
P.O. Box 127
Bowersville, GA 30516

Thomas A. Nelson
77 Lakeside Village
Sullivan, IL 61951

Estate of Robert Leroy Poundstone
5 Cherry Street
Denver, CO 80220

Diane Knaub Osgood
P.O. Box 7763
Newport Beach, CA 92658

Donna K. Nordel
6431 Galbreth Road
Pueblo, CO 81005

Deryl E. and Dolores A. Collier
450 3rd Street, PO Box 87
Frederick, CO 80530

Tim and Donna Sharp
21588 WCR 52
Greeley, CO 80631
John R. Lautz
P.O. Box 1370
San Gabriel, CA 91778

Robert A. Reese aka Robert Allen Reese
910 Oakcreek Drive
Dayton, OH 45429

Anna M. Early
114 S La Senda
Laguna Beach, CA 92651

David W. Lonczak
965 Abilene Way
Park City, UT 84098

Jerry and Daisy Stewart
21121 Calle De Paseo
Lake Forest, CA 92630

Floyd and Norma Holladay
908 North Marcella
Rialto, CA 92376

Robert N. Green
P.O. Box 117
Twelve Mile, IN 46988

Germaine Diny
1242 Drews Drive
Depere, WI 54115

Donald D. and Dorothy J. Dana
11612 Casper Place
Sandy, UT 84092

Ray H. and Bernice A. Brashear
7400 Crestway Drive #605
San Antonio, TX 78239

Stephen F. and Susan E. Barzellone
12505 S. 4th Court
Jenks, OK 74037

Vernon R. and Betty J. Rider
7484 Mariana Drive.
Sarasota, FL 34231

Melvin L. Reichert
1719 Glen Meadows Drive
Greeley, CO 80631

Robert A. Johnson
24630 CO RD 42
Kersey, CO 80644-9134

Cleo Wilson
4044 west 77th Place
Westminster, CO 80030

Lorie K. Peyton
PO Box 185
Vernon, AZ 85940-0185

Regina Lynn
Johnson-Alter
26655 WCR 46
Kersey, CO 80644

Duarte Farm LLC
20788 WCR 55
Kersey, CO 80644

Constance M. Dietz
4068 WCR 31
Ft. Lupton, CO 80621

Kent Wilson
PO Box 21497
Denver, CO 80221

Stephanie Nicole Tanberg
9021 Spirit Street

Wellington, CO 80549

Brandon Wesley Tanberg
30126 Hwy 257
Windsor, CO 80550

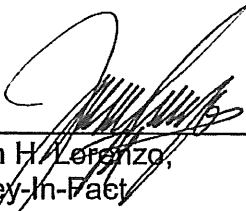
First National Savings and Loan Association
Eighth and Macon
Canon City, CO 801212

W.C.I. Partnership
5828 N Saitn Louis Ave
Loveland, CO 80538-1215

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.



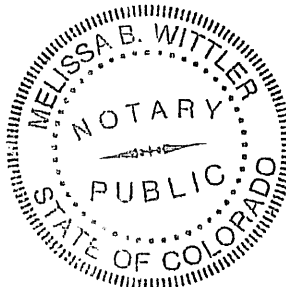
Joseph H. Lorenzo,
Attorney-In-Fact
Noble Energy, Inc.


Subscribed and sworn to before this 10th day of May, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014





Notary Public

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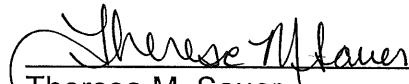
Docket No. _____

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:

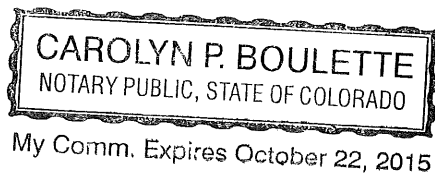
That she is the attorney for Noble Energy, Inc., that on or before May 17, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

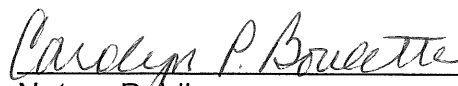

Theresa M. Sauer

Subscribed and sworn to before me on May 10, 2012.

Witness my hand and official seal.

My commission expires: Oct. 22, 2015.




Notary Public