

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)	Cause No. _____
INTERESTS IN THE NIOBRARA FORMATION IN A)	
150.04 ACRE WELLBORE SPACING UNIT)	Docket No. _____
LOCATED IN THE WATTENBERG FIELD, WELD)	
COUNTY, COLORADO.)	

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 150.04 acre wellbore spacing unit for the Niobrara Formation for the drilling of the Bashor AC18-62HN well to produce from the Niobrara Formation located in the following lands:

Township 7 North, Range 63 West, 6th P.M
Section 18: S $\frac{1}{2}$ S $\frac{1}{2}$

Weld County, Colorado (the "Application Lands").

In support thereof, the Applicant states and alleges as follows:

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 August 8, 2011, the Commission adopted Rule 318A(l), which, among other things, allows a horizontal wellbore spacing unit to be designated by the operator for each proposed horizontal well. The Application Lands are subject to Rule 318A. Pursuant to Rule 318A.k., Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of GWA wells.
4. Pursuant to Rule 318A(l).a(4)(D) and 318A(l).e(6), Applicant designated an 150.04 acre wellbore spacing unit consisting of the Application Lands for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation and notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A(l).e.(6). Applicant did not receive any objections to the establishment of the proposed 150.04 acre drilling and spacing unit within the 30-day response period, and, as such, certifies to the Commission

that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

5. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in the Application Lands consisting of the 150.04 acre wellbore spacing unit for the development of the Niobrara Formation.

6. 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 Bashor AC18-62HN well to the Niobrara Formation on the Application Lands.

7. 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.

8. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and the designated 150.04 acre drilling and spacing unit for the Codell Formation should be pooled for the orderly development of the 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 150.04 acre wellbore spacing unit on the Application Lands 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Bashor AC18-62HN well 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(7), and made subject to the cost recovery provisions thereof with respect to the Bashor AC18-62HN well drilled to develop the Niobrara Formation in the 150.04 acre drilling and spacing unit comprising the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

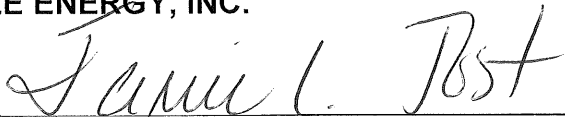
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July, 2012, notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: May 15th, 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

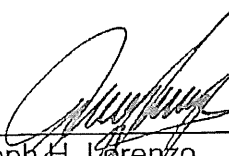
Applicant's Address:

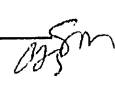
Noble Energy, Inc.
ATTN: Sam McClung
1625 Broadway, Suite 2200
Denver, CO 80202

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 15th day of May, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/28/12



Notary Public

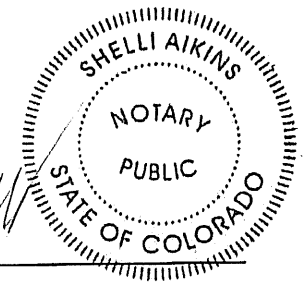


Exhibit A Interested Parties

Noble Energy, Inc.
ATTN: Sam McClung
1625 Broadway, Suite 2200
Denver, CO 80202

C. Millard Bashor
31857 CR 68
Gill, CO 80624

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 & Company, 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

Jack H. Anderson
25238 Weld County Road 122
Grover, CO 80729

Heirs and Devisees of Esther Adams
Unknown

Heirs and Devisees of Arthur K. Anderson
Unknown

Heirs and Devisees of Edythe M. Severin
Unknown

Heirs and Devisees of Goldie Edwards
244 Park Street
Jacksonville, IL 62650

Heirs and Devisees of Evelyn England Kopp
17 Chalk Bluff Road, Apartment 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

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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:

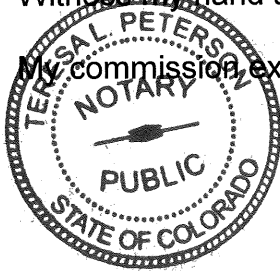
That she is the attorney for Noble Energy, Inc., that on or before May 22, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost
Jamie L. Jost

Subscribed and sworn to before me on May 15, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13.



Tersal Peterson
Notary Public