

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 TWO (2) DESIGNATED 160-ACRE)
WELLBORE SPACING UNITS 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 two (2) designated approximate 160-acre wellbore spacing units to produce from the Codell-Niobrara Formation for the drilling of the (1) Gutterson D04-30D Well (API No. 05-123-33985) located in the following lands:

Township 3 North, Range 64 West, 6th P.M.

Section 4: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 5: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Township 4 North, Range 64 West, 6th P.M.

Section 32: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 33: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Weld County, Colorado;

and the (2) Gutterson D04-31D Well (API No. 05-123-33987) located on the following lands:

Township 3 North, Range 64 West, 6th P.M.

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

Section 5: E $\frac{1}{2}$ NE $\frac{1}{4}$

Weld County, Colorado (together "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 consisting of the certain lands, including the Application Lands, for the production of oil and/or gas from the Codell-Niobrara Formation, with the permitted well locations in accordance with the provisions of Order No. 407-1.

4. On April 29, 2010, the Commission issued Order No. 407-363, which among other things, pooled all nonconsenting interests in a designated 160-acre wellbore spacing unit consisting of certain lands, including a portion of the Application Lands, for the development and operation of the Niobrara Formation.

5. On May 16, 2011, the Commission issued Order No. 407-410, which among other things, established an approximate 320-acre drilling and spacing unit consisting of certain lands, including a portion of the Application Lands, for the development and operation of the Codell-Niobrara Formation.

6. 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 Formation.

7. Applicant designated an approximate 160-acre wellbore spacing unit for the Gutttersen D04-30D Well, 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.

8. 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 Gutttersen D04-30D Well, in the Codell-Niobrara Formation underlying the following designated approximate 160-acre wellbore spacing unit:

Township 3 North, Range 64 West, 6th P.M.

Section 4: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 5: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Township 4 North, Range 64 West, 6th P.M.

Section 32: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 33: SW $\frac{1}{4}$ SW $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit #1").

9. Applicant directionally drilled the Gutttersen D04-30D Well within Wellbore Spacing Unit #1 with a surface location of 268' FNL, 290' FWL of Section 4, Township 3 North, Range 64 West, 6th P.M., and a bottomhole location of 75' FSL, 75' FEL of Section 32, Township 4 North, Range 64 West, 6th P.M.

10. Applicant also designated an approximate 160-acre wellbore spacing unit for the Gutttersen D04-31D Well, 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.

11. 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 Guttersen D04-31D Well, in the Codell-Niobrara Formation underlying the following designated approximate 160-acre wellbore spacing unit:

Township 3 North, Range 64 West, 6th P.M.

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

Section 5: E $\frac{1}{2}$ NE $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit #2").

12. Applicant directionally drilled the Guttersen D04-31D Well within Wellbore Spacing Unit #2 with a surface location of 290' FNL, 290' FWL of Section 4, Township 3 North, Range 64 West, 6th P.M., and a bottomhole location of 1320' FNL, 75 FEL of Section 5, Township 3 North, Range 64 West, 6th P.M.

13. 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 each respective well to the Codell-Niobrara Formation on the Application Lands.

14. 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 respective wells, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

15. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Wellbore Spacing Unit #1 and Wellbore Spacing Unit #2 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 Wellbore Spacing Unit #1 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 Guttersen D04-30D Well in Wellbore Spacing Unit #1 to the Codell-Niobrara Formation.

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 Guttersen D04-30D

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 Wellbore Spacing Unit #1.

D. Pooling all interests in Wellbore Spacing Unit #2 for the development of the Codell-Niobrara Formation.

E. 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 the Guttersen D04-31D Well in Wellbore Spacing Unit #2 to the Codell-Niobrara Formation.

F. 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 Guttersen D04-31D 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 Wellbore Spacing Unit #2.

G. 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 August, 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 20th day of June, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By: 

Jamie L. Jost
Elizabeth Galloway
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: Erin Struzzieri
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

David P. McReynolds and Candice McReynolds, JT
1151 Eagle Drive
Loveland, CO 80537

Becker Ranch, LLP
25517 Weld County Road 36
LaSalle, CO 80645

Violet V. Becker
25605 Weld County Road 36
LaSalle, CO 80645-9726

Guttersen & Company, LLLP
P.O. Box 2176
Greeley, CO 80632

Virginia S. Seldin and Bernice S. Frieder, Trustees of the Seldin Mineral Trust
3300 South Parker Road, Suite 300
Aurora, CO 80014-3521

Farm Credit Bank of Wichita
P.O. Box 910
Anadarko, OK 73005

Pluss Leasing Company, LLC
3033 East First Avenue, Suite 502
Denver, CO 80206

Merit Management Partners I, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners III, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners D-III, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

VERIFICATION

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

P. David Padgett, 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.

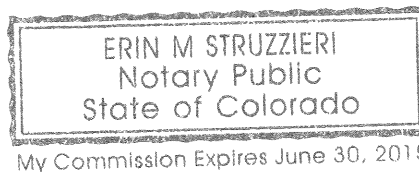


P. David Padgett,
Attorney-In-Fact
Noble Energy, Inc.

Subscribed and sworn to before this 20th day of June, 2012.

Witness my hand and official seal.

[SEAL]



My commission expires: June 30, 2015



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 CODELL-NIOBRARA)
FORMATION IN TWO (2) DESIGNATED 160-ACRE)
WELLBORE SPACING UNITS LOCATED IN THE)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

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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 her oath,
states and declares:

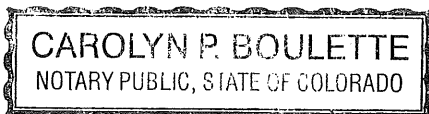
That she is the attorney for Noble Energy, Inc., that on or before June ____, 2012,
she caused a copy of the attached Application to be deposited in the United States Mail,
postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Elizabeth Y. Gallaway


Subscribed and sworn to before me on June 20, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015



My Comm. Expires October 22, 2015


Notary Public