

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF NOBLE)
ENERGY, INC. FOR AN ORDER TO AFFIRM)
ORDER NO. 407-339)
)

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 affirm Order No. 407-339 as to all interests in the 160-acre wellbore spacing unit described below. Order No. 407-339 pooled nonconsenting interests in the 160-acre wellbore spacing unit for the development of the Codell-Niobrara Formation underlying:

Township 5 North, Range 66 West, 6th P.M.
Section 29: SW $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

Weld County, Colorado (hereinafter "Application Lands")

In support of its application, Applicant states and avers as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.

2. On September 4, 2009, Applicant filed an Application seeking an order to establish the following 160-acre wellbore spacing unit for the Application Lands and pool all nonconsenting interests in said unit for the development of the Codell-Niobrara Formation:

Township 5 North, Range 66 West, 6th P.M.
Section 29: SW $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

Weld County, Colorado (hereinafter "160-acre wellbore spacing unit")

3. Applicant provided notice and offers to participate or lease to nonconsenting parties owning an interest in the Application Lands then known to Applicant, in accordance with Commission rules.

4. On October 26, 2009, the Commission entered Order No. 407-339 which established a 160-acre wellbore spacing unit for the Application Lands and pooled all nonconsenting interests in said unit for the development of the Codell-Niobrara Formation.

5. Since to the entry of Order No. 407-339 on October 26, 2009, Applicant has learned of additional interested parties within the Application Lands to whom notice of the September 4, 2009 application, as well as AFE's, election letters, or offers to lease have not been provided.

6. The grounds upon which Applicant originally sought the pooling order, and upon which Order No. 407-339 was entered, still apply to this Application. Specifically:

- (a) Applicant owns substantial leasehold interests in the Application Lands.
- (b) The Application Lands were established as an approximate 160-acre wellbore spacing unit for the Codell-Niobrara Formation under Order No. 407-339, effective October 26, 2009.
- (c) Applicant drilled the Bensler J #29-21D Well (API No. 05-123-29136) to produce oil and associated hydrocarbons from the Codell-Niobrara Formation underlying the Application Lands.

7. At least 30 days prior to the hearing on this application, Applicant will send to the previously unnotified interested parties an appropriate offer to lease or participate, including an AFE containing the information required under Rule 530.b and Rule 530.c., as applicable.

8. The names and addresses of the all interest owners in the Application Lands are set forth in Exhibit A attached hereto.

WHEREFORE, Applicant requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order affirming Order No. 407-339 so that it applies to all interest in the Application Lands, including said previously unnotified interest owners, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 21st day of June, 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: Natalie Ehlers
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

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

Kerr-McGee
1099 18th Street, Suite 1200
Denver, CO 80202

Rex William Monahan, III
12 Dos Rios
Greeley, CO 80634

Rex Monahan
PO Box 1231
Sterling, CO 80751

Monago Operating, Inc.
12 Dos Rios
Greeley, CO 80634

Thomas H. Morgan
3333 S. Bannock Street, Suite 950
Englewood, CO 80110

Anadarko E&P Company LP
1099 18th Street, Suite 1200
Denver, CO 80202

Florence E. Kammerzell Revocable Trust
1/15/2001
4410 83rd Avenue
Greeley, CO 80634

Larry G. Kammerzell Revocable Trust 1/15/2001
4410 83rd Avenue
Greeley, CO 80634

Quentin Oil Associates
PO Box 61247
Denver, CO 80206

Telep Family Limited Partnership
409 Remuda Dr.
Fort Worth, TX 76108

Nancy L. Allera
1930 S. Nevada
Colorado Springs, CO 80906
Betty L. Lloyd
3817 Ironhorse Drive
Evans, CO 80620

Sharon Jolley
1068 Park Ave NE #302
Salem, OR 97301

Diana Rehmer
520 N. 71st Ave
Greeley, CO 80634

Linda Brower
1928 7th Ave
Greeley, CO 80651

Laurene Berger Irrevocable Trust Under
Agreement fbo Lauren Berger Brooks,
U.S. Bank National Association, Trustee
PO Box 1588
Tulsa, OK 74101

Laurene Berger Irrevocable Trust Under
Agreement fbo Susan B. Sheridan,
U.S. Bank National Association, Trustee
PO Box 1588
Tulsa, OK 74101

Colorado State Bank and Trust,
as Trustee of the Kent and Caroline B.
Rickenbaugh Grandchildren's Trust
PO Box 1588
Tulsa, OK 74101

Karen England
22718 E Alamo Lane
Aurora, CO 80015

Barbara Galvin
3014 W 6th Street
Greeley, CO 80634

James Galvin Jr.
PO Box 4
Lucerne, CO 80646

Melvin Galvin
22718 E. Alamo Lane
Aurora, CO 80015

Jody Stevens
3890 E. North Island Drive
Shelton, WA 98584

David Stevens
PO Box 736
Port Orchard, WA 98366

Mary M. Charlesworth
PO Box 964
Newport Beach, NS 2106

Mary M. Charlesworth as Trustee for
Maureen Charlesworth and
Katherine Charlesworth
PO Box 964
Newport Beach, NS 2106

James C. Mauser
6814 SE 32nd Street
Mercer Island, WA 98040

James C. Mauser as Trustee for
Robert J. Mauser and Stephen C. Mauser
6814 SE 32nd Street
Mercer Island, WA 98040

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

Charles A. Rowe
1810 Jackson Street
San Francisco, CA 94109

Edward H. Rowe
5283 Broadway TERR #3C
Oakland, CA 94618

Constance Old
17 W 54th Ave 4B
New York, NY 10019

VERIFICATION

[illegible]

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.

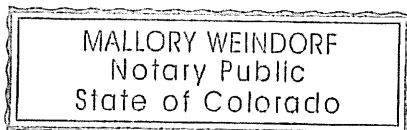
NJE

Subscribed and sworn to before this 21st day of June, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 6/10/2016



Murray Weindorf

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF NOBLE)
ENERGY, INC. FOR AN ORDER TO AFFIRM)
ORDER NO. 407-339)

Cause No. _____

Docket No. _____

AFFIDAVIT OF MAILING

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

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

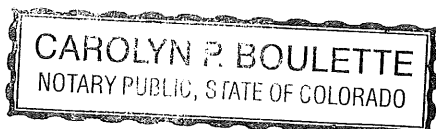
That she is the attorney for Noble Energy, Inc., that on or before June ____, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Elizabeth Y. Gallaway

Subscribed and sworn to before me on June 21, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015


Notary Public