

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 NIOBRARA FORMATION IN A)
DESIGNATED 160-ACRE WELLBORE SPACING)
UNIT LOCATED IN 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 160-acre wellbore spacing unit for the drilling of the horizontal Ball Ranch AC04-72HN Well ("Well") to produce from the Niobrara Formation located in the following lands:

Township 7 North, Range 63 West, 6th P.M
Section 4: E $\frac{1}{2}$ E $\frac{1}{2}$

Weld County, Colorado ("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. The Application Lands are unspaced as to the Niobrara Formation and are subject to Rule 318A., described below.
4. 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 recompleat a well and to commingle any or all of the Cretaceous Age Formation from the base of the Dakota Formation to the surface. Rule 318A (a)(4)(C) allows an operator to designate a drilling and spacing unit not smaller than a governmental quarter-quarter section if the well is proposed to be located greater than four hundred and sixty (460) feet from the quarter-quarter section boundary in which it is located. 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.

5. On August 8, 2011, Rule 318A was amended to allow, among other things, wellbore spacing units to be established on unspaced lands within GWA pursuant to certain notice and hearing procedures. This amendment was effective on September 30, 2011. The Application Lands are subject to Rule 318A for the Niobrara Formation.

6. Applicant designated a 160-acre Wellbore Spacing Unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

7. 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, and in the following designated 160-acre wellbore spacing unit, located within the Application lands, for production from the Niobrara Formation:

Township 7 North, Range 63 West, 6th P.M
Section 4: E½E½

(referred to herein as the "Wellbore Spacing Unit").

8. Applicant proposes to horizontally drill the Well within the designated Wellbore Spacing Unit with a surface location of 250' FNL, 320' FWL, Section 3, Township 7 North, Range 63 West, 6th P.M. and bottomhole location of 535' FSL, 660' FEL, Section 4, Township 7 North, Range 63 West, 6th P.M..

9. 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.

10. 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.

11. 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 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 the Well.

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(7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in the drilling unit comprised of 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 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 Y. 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
Interested Parties

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

James B. Lueking
10081 US Hwy 6
Oxford, NE 68967

HHR Family Farms, LLC
20413 Road 6
Wiggins, CO 80654

Rothe Family Co., LLC
1610 37th Avenue Place
Greeley, CO 80632

Weld County, Colorado
Attn: Board of County Commissioners
1150 O Street P.O. Box 758
Greeley, CO 80632

Guttersen & Company, L.L.L.P.
PO Box 2176
Greeley, CO 80632

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 Bury, Sr.
2782 Cypress St
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

Potential Heirs, listed for informational
purposes:
Harriet Anderson
23280 Weld County Road 66
Greeley, CO 80603

Donald E. McVay
1021 Via Grande
Cathedral City, CA 92234

Betty Maklonado
Unknown

Nancy Eaton
Unknown

Beverly Johnson
Unknown

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.

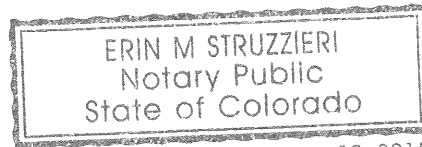


P. David Padgett,
Attorney-In-Fact
Noble Energy, Inc.

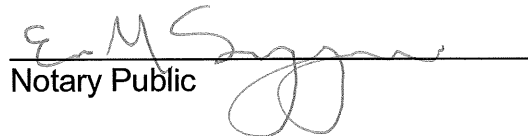
Subscribed and sworn to before this 20th day of June, 2012.

Witness my hand and official seal.

[SEAL]



My commission expires: June 30, 2015 My Commission Expires June 30, 2015



Notary Public

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

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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:

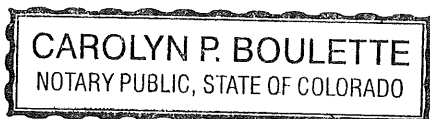
That she is the attorney for Noble Energy, Inc., that on or before June ____, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Elizabeth Y. Gallaway


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

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015


Notary Public