

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 )  
APPROXIMATE 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) Stroh PC H12-30D Well (API No. 05-123-34992) located in the following lands:

Township 3 North, Range 65 West, 6<sup>th</sup> P.M.

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

Section 2: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 11: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 12: NW $\frac{1}{4}$ NW $\frac{1}{4}$

(approximately 161.18-acres)

Weld County, Colorado; and

- (2) Stroh PC H12-31D Well (API No. 05-123-34990) located on the following lands:

Township 3 North, Range 65 West, 6<sup>th</sup> P.M.

Section 11: E $\frac{1}{2}$ NE $\frac{1}{4}$

Section 12: W $\frac{1}{2}$ NW $\frac{1}{4}$

(approximately 161.61-acres)

Weld County, Colorado (together the "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. On August 8, 2011, Rule 318A was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Codell-Niobrara Formation.

5. Applicant designated an approximate 161.18-acre wellbore spacing unit for the Stroh PC H12-30D Well 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 161.18-acre wellbore spacing unit:

Township 3 North, Range 65 West, 6<sup>th</sup> P.M.

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

Section 2: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 11: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 12: NW $\frac{1}{4}$ NW $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit #1").

7. 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 Stroh PC H12-30D Well.

8. Applicant designated an approximate 161.61-acre wellbore spacing unit for the Stroh PC H12-31D Well 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.

9. 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 161.61-acre wellbore spacing unit:



Township 3 North, Range 65 West, 6<sup>th</sup> P.M.

Section 11: E½NE¼

Section 12: W½NW¼

(hereafter "Wellbore Spacing Unit #2").

10. 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 Stroh PC H12-31D Well.

11. 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 Stroh PC H12-30D Well and/or Stroh PC H12-31D Well, as applicable, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

12. 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 the Stroh PC H12-30D Well in Wellbore Spacing Unit #1 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 Stroh PC H12-30D 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 comprised of the Application Lands.

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 Stroh PC H12-31D Well in Wellbore Spacing Unit #2 to the Codell-Niobrara Formation on the Application Lands.

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 Stroh PC H12-31D 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 comprised of the Application Lands.

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 October, 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 21<sup>st</sup> day of July, 2012.

Respectfully submitted.

**NOBLE ENERGY, INC.**

By: 

Jamie L. Jost  
Elizabeth 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: Brian Bolton  
1625 Broadway, Suite 2200  
Denver, CO 80202

**EXHIBIT A**  
**Interested Parties**

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

Noble Energy WyCo, LLC  
1625 Broadway, Suite 2200  
Denver, CO 80202

Encana Oil & Gas (USA), Inc.  
370 17th Street, Suite 1700  
Denver, CO 80202

Colorado Energy Minerals, Inc.  
730 17th Street, Suite 300  
Denver, CO 80202

Susan Golden  
518 Zahn Drive  
Akron, OH 44313

Russell Roundtree  
2006 Arapahoe Street  
Golden, CO 80401

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

Aristocrat Angus Ranch  
9053 Weld County Road 34  
Platteville, CO 80651


OGG & S, LLC  
1004 Richmond Road  
Edmund, OK 73034

Five SMCO, a Texas general partnership  
2514 West Storey  
Midland, TX 79701  
Noble Energy, Inc.

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.

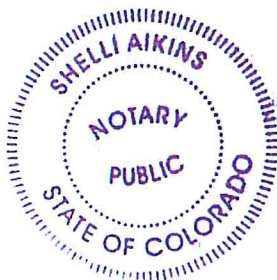
  
\_\_\_\_\_  
Joseph H. Lorenzo,  
Attorney-In-Fact  
Noble Energy, Inc. MA  
CS?

Subscribed and sworn to before this 31<sup>st</sup> day of July, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/28/12



  
\_\_\_\_\_  
Notary Public



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

IN THE MATTER OF THE APPLICATION OF NOBLE )  
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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:

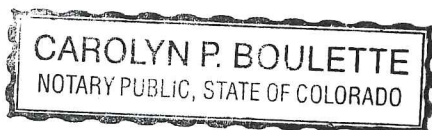
That she is the attorney for Noble Energy, Inc., that on or before August 7, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

  
Elizabeth Y. Gallaway

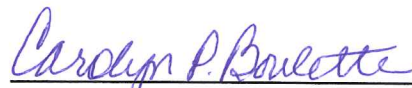
Subscribed and sworn to before me on July 31, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015



My Comm. Expires October 22, 2015

  
Notary Public