

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)
EIGHT (8) DESIGNATED APPROXIMATE 320-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 eight (8) designated approximate 320-acre drilling and spacing units for the drilling of the Wells Ranch AE18-63-1HN Well (API No. 05-123-35648), Wells Ranch AE18-64-1HN Well (API No. 05-123-35650), Wells Ranch AE18-65-1HN Well (API No. 05-123-35647), Wells Ranch AE18-66-1HN Well (API No. 05-123-35646), Wells Ranch AE18-67-1HN Well (API No. 05-123-35645), Wells Ranch AE18-68-1HN Well (API No. 05-123-35674), Wells Ranch AE18-62-1HN Well (API No. 05-123-35649), and Wells Ranch AE18-69-1HN Well (API No. 05-123-35673) (collectively the "Wells"), to produce from the Niobrara Formation located in the following lands:

Township 6 North, Range 62 West, 6th P.M.

Section 18: S $\frac{1}{2}$	(Wells Ranch AE18-63-1HN)
Section 18: S $\frac{1}{2}$	(Wells Ranch AE18-64-1HN)
Section 18: N $\frac{1}{2}$ S $\frac{1}{2}$, S $\frac{1}{2}$ N $\frac{1}{2}$	(Wells Ranch AE18-65-1HN)
Section 18: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$	(Wells Ranch AE18-66-1HN)
Section 18: N $\frac{1}{2}$	(Wells Ranch AE18-67-1HN)
Section 18: N $\frac{1}{2}$	(Wells Ranch AE18-68-1HN)
Section 7: S $\frac{1}{2}$ S $\frac{1}{2}$	
Section 18: N $\frac{1}{2}$ N $\frac{1}{2}$	(Wells Ranch AE18-69-1HN)
Section 18: S $\frac{1}{2}$ S $\frac{1}{2}$	
Section 19: N $\frac{1}{2}$ N $\frac{1}{2}$	(Wells Ranch AE18-62-1HN)

Weld County, Colorado (hereafter "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 March 5, 2012, the Commission issued Order No. 407-563, which among other things, established an approximate 160-acre drilling and spacing unit for certain lands underlying Section 18, Township 6 North, Range 62 West, 6th P.M., including Application Lands, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

4. On March 5, 2012, the Commission issued Order No. 407-572, which pooled all interests in an approximate 160-acre drilling and spacing unit for certain lands underlying Section 18, Township 6 North, Range 62 West, 6th P.M., including Application Lands, for the development and operation of the Codell-Niobrara Formation.

5. 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 Niobrara Formation. The Application Lands are subject to Rule 318A for the Niobrara Formation.

6. Applicant designated eight (8) approximate 320-acre wellbore spacing units within the Application Lands, as described 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, in the Application Lands in the Niobrara Formation underlying the following eight (8) designated approximate 320-acre wellbore spacing units:

Township 6 North, Range 62 West, 6th P.M.

Section 18: S½ (Wells Ranch AE18-63-1HN – WSU #1)

Section 18: S½ (Wells Ranch AE18-64-1HN – WSU #2)

Section 18: N½S½, S½N½ (Wells Ranch AE18-65-1HN – WSU #3)

Section 18: S½N½, N½S½ (Wells Ranch AE18-66-1HN – WSU #4)

Section 18: N½ (Wells Ranch AE18-67-1HN – WSU #5)

Section 18: N½ (Wells Ranch AE18-68-1HN – WSU #6)

Section 7: S $\frac{1}{2}$ S $\frac{1}{2}$
Section 18: N $\frac{1}{2}$ N $\frac{1}{2}$ (Wells Ranch AE18-69-1HN – WSU #7)

Section 18: S $\frac{1}{2}$ S $\frac{1}{2}$
Section 19: N $\frac{1}{2}$ N $\frac{1}{2}$ (Wells Ranch AE18-62-1HN – WSU #8)

(collectively, the "Wellbore Spacing Units").

8. 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 individual well to the Niobrara Formation on the Application Lands.

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

10. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Wellbore Spacing Units 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 in each of the eight (8) Wellbore Spacing Units 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) are first incurred for the drilling of each individual well in the Wellbore Spacing Units 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 Wells 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 Niobrara Formation in the Wellbore Spacing Units comprising the Application Lands.

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

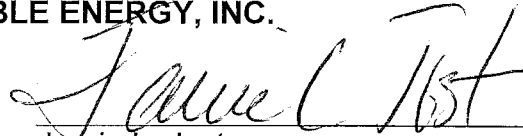
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in October, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

DATED this 31st day of July, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Theresa M. Sauer
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

Chesapeake Exploration, LLC
6100 N. Western Avenue
Oklahoma City, OK 73118

OOGC America, Inc.
6100 N. Western Avenue
Oklahoma City, OK 73118

A.L. Peterson
Address Unknown

Lois Marinda Crawford
Address Unknown

Lois Marinda Crawford
309 S. Humboldt
Denver, CO 80209

Wells Ranch, LLLP
32010 County Road 63
Gill, CO 80624

ExxonMobil Oil Corporation
222 Benmar Drive
CORP-WGR-772
Houston, TX 77060

Joseph E. Ross
7850 Grove Street
Westminster, CO 80030


Weld County, Colorado
c/o Board of County Commissioners
915 10th Street
P.O. Box 758
Greeley, CO 80632

Anadarko Land Corp.
1099 18th Street, Suite 1800
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.



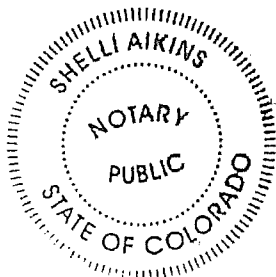
Joseph H. Lorenzo,
Attorney-In-Fact
Noble Energy, Inc. MA
087


Subscribed and sworn to before this 31st day of July, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/28/12





Notary Public

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OF THE STATE OF COLORADO

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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:

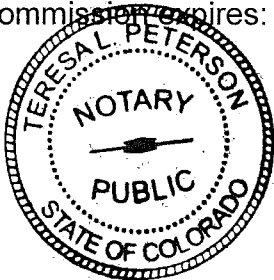
That she is the attorney for Noble Energy, Inc., that on or before August 8th, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost
Jamie L. Jost

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

Witness my hand and official seal.

My commission expires: 10-04-13.



Teresal Peterson
Notary Public