

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 480-ACRE WELLBORE SPACING)
UNIT 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 a designated approximate 480-acre wellbore spacing unit to produce from the Niobrara Formation for the drilling of the Five M E28-67HN Well (API No. 05-123-34786) ("Well") located in the following lands:

Township 6 North, Range 65 West, 6th P.M.

Section 27: NW $\frac{1}{4}$

Section 28: N $\frac{1}{2}$

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. On April 4, 1986, the Commission entered Order No. 410-3, amending Order No. 410-1, which among other things, had established 80-acre drilling and spacing units for certain lands, including Application Lands, for development and production of oil, gas and related hydrocarbons from the Niobrara Formation. Order No. 410-3, among other things, established the right to drill a second well on each 80-acre drilling and spacing unit, stating that the additional well shall be located in the undrilled quarter section.
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. Applicant notes that all prior Commission drilling and spacing orders, including Order No. 410-3, affecting well location and density requirements of GWA wells are superceded by Rule 318A.k. The Application Lands are subject to Rule 318A for the Niobrara Formation.

5. Applicant designated an approximate 480-acre wellbore spacing unit for the Well, 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.

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 Well, in the Niobrara Formation underlying the following designated approximate 480-acre wellbore spacing unit:

Township 6 North, Range 65 West, 6th P.M.

Section 27: NW $\frac{1}{4}$

Section 28: N $\frac{1}{2}$

(hereafter "Wellbore Spacing Unit").

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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the horizontal well to the Niobrara Formation on the Application Lands.

8. 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.

9. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the horizontal well 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 authorized 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.

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 15th day of August, 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: Gabriel S. Findlay
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

Artimus A. Geisick and Jennifer A. Geisick, Joint
Tenants
404 Balsam Ave.
Greeley, CO 80634

Corporation of the Presiding Bishop of the
Church of Jesus Christ of Latter-Day Saints
c/o LDS Church Tax Division
50 E. North Temple St., Floor 22
Salt Lake City, UT 84150

Shirley Ann Ulrich
21474 Weld County Rd. #66
Greeley, CO 80631

J. Cleo Thompson and James Cleo Thompson,
Jr., a partnership
325 N. St. Paul, Suite 4300
Dallas, TX 75201-3993

Wells Energy Co.
Attn: William C. Wells, Jr.
100 Fillmore St., Suite 450
Denver, CO 80206

Rat Hole Drilling
P.O. Box 907
Mills, WY 82644

Five M. Farm Co.
Attn: John P. Watson
20295 Weld County Rd. 66
Greeley, CO 80631

Anadarko E&P Company LP
1099 18th Street, 6th Floor
Denver, CO 80202

Ruth A. Swanson
1721 17th Ave.
Greeley, CO 80631

Nancy Kihlthau
220861 County Rd. D
Scottsbluff, NE 69361


Joe Kropewnicki
2630 Simms St
Lakewood, CO 80215

Alan H. Swanson
403 Outrigger Ct.
Roseville, CA 95678

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.



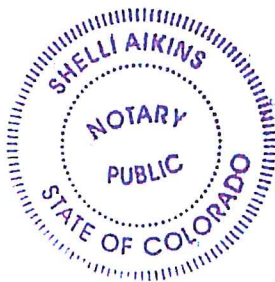
Joseph H. Lorenzo,
Attorney-In-Fact
Noble Energy, Inc. M
CS


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

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)
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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:

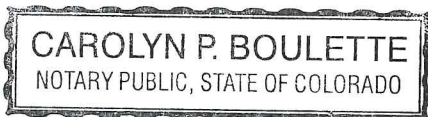
That she is the attorney for Noble Energy, Inc., that on or before August __, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Elizabeth Y. Gallaway

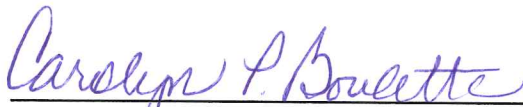
Subscribed and sworn to before me on August 1ST, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015


Notary Public