

**BEFORE THE OIL AND 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 N APPROXIMATE 695.46-ACRE DRILLING AND SPACING UNIT IN WELD COUNTY, COLORADO		CAUSE NO.  DOCKET NO.
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**APPLICATION**

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the drilling of the McClellan PC LG03-78HN Well, API No. 05-123-34351 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 8 North, Range 59 West  
Section 3: All (approximately 695.46-acres)

Weld County, Colorado (hereinafter "Application Lands").

In support of its application, 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 holds the right to operate for a substantial portion of the Application Lands.
3. On February 22, 2011, the Commission entered Order No. 535-3, which among other things, established 160 approximate 640-acre drilling and spacing units for certain lands, including Application Lands, and authorized one horizontal well within each unit, for development and production of oil, gas and related hydrocarbons from the Niobrara Formation.
4. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests in the Application Lands for the development of the Niobrara Formation, including any nonconsenting interests therein.
5. 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 a horizontal well to the Niobrara Formation on the Application Lands.
6. 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.

7. 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 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 a 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: August 1, 2012.

Respectfully submitted:

**Noble Energy, Inc.**

By: \_\_\_\_\_

  
Jamie L. Jost  
Elizabeth Y. Gallaway  
Theresa M. Sauer  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202


Applicant's Address:

Noble Energy, Inc.  
ATTN: Kim Mount  
1625 Broadway, Suite 2200  
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.

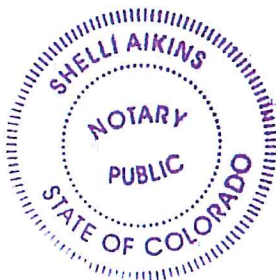
*MA*  
*087*

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

Witness my hand and official seal.

[SEAL]

My commission expires: 10/28/12




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

EXHIBIT A

*To be filed pursuant to Rule 503.*



BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
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IN THE MATTER OF THE APPLICATION OF NOBLE  
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APPROXIMATE 695.46-ACRE DRILLING AND  
SPACING UNIT IN WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

## 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 8, 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. Galloway

Subscribed and sworn to before me on August 11, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13



Notary Public

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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:

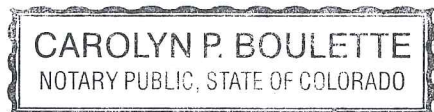
That she is the attorney for Noble Energy, Inc. and that on or before August 7, 2012 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on the attached Notice List.

James L. Jost  
James L. Jost

Subscribed and sworn to before me August 7, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015

*Carolyn P. Bouette*  
Notary Public

EXHIBIT A

Lutin Curlee Family Partnership, LTD.,  
405 Camino Del Mundo  
Ft. Collins, CO 80524

James H. Elliff  
31751 Co Rd 38  
Fleming, CO 80728

John E. Elliff  
PO Box 951  
Sterling, CO 80751

Markus Production, Inc.  
2100 W. Littleton Blvd., Suite 245  
Littleton, CO 80120

Northern Trust Bank, N.A.  
and David G. Davies,  
Successor Co-Trustees of the Marie F. Ewing  
Decedent's Trust U/A/D March 27, 1977  
P.O. Box 226270  
Dallas, TX 75222-6270

United States Department of the Interior  
Bureau of Land Management  
3028 East Main Street  
Canon City, CO 81212

Ollie Ruth Cross  
PO Box 135  
LaPorte, CO 80535-0135

Irma J. White and Jerome W. White  
as Joint Tenants  
PO Box 343  
Ault, CO 80610

Dolores E. Folks  
5226 4<sup>th</sup> Street, Space No. 2  
Kelseyville, CA 95451

Ronald D. Mahoney  
6128 Xenon Street  
Arvada, CO 80004

Charles P. Mahoney  
3657 42<sup>nd</sup> Avenue NE  
Seattle, WA 98105

Kathleen Whitson  
2322 5<sup>th</sup> Street, #105  
Santa Monica, CA 90405

S. Michael Mahoney  
6128 Xenon Street  
Arvada, CO 80004

J. Brian Mahoney  
PO Box 69  
Arvada, CO 80001

Daniel J. Mahoney  
2934 Chase Street  
Wheat Ridge, CO 80214

Brian A. Mahoney  
4510 Stanford Avenue NE  
Seattle, WA 98105

C. Travis Mahoney  
5330 North Central Avenue, #12  
Phoenix, AZ 85012

Kevin P. Mahoney  
11321 126<sup>th</sup> Avenue East  
Bonney Lake, WA 98391

Susan Mahoney a/k/a Susan Mahoney Willows  
620 University Road  
Friday Harbor, WA 98250

Kathleen M. Culbert  
3027 Steven Martin Drive  
Fairfax, VA 22031

Barbara A. Mahoney  
9332 46<sup>th</sup> Avenue SW  
Seattle, WA 98136

John B. Mahoney  
9369 Blue Oak Drive  
Orangeville, CA 95662

Maureen Mahoney Williams  
a/k/a M. Maureen Williams  
95-1074 Paemoku Place  
Miliani, HI 96789

P. Colin Mahoney  
9140 Kendrick Way  
Orangevale, CA 95662

S. Patrick Mahoney  
524 South County Road 5  
Fort Collins, CO 80521

Evan Duval Jr.  
2308 56<sup>th</sup> Street  
Lubbock, TX 79412

Adda L. Dean  
PO Box 971  
Bailey, CO 80421

Alfred G. Weiss and Sandra L. Weiss,  
as Joint Tenants  
PO Box 416  
Moffat, CO 81143

Alvin W. Weiss and Vicky Mae Weiss,  
as Joint Tenants  
PO Box 422  
Moffat, CO 81143

Ben, H. B. Ferguson a/k/a H.B. Ferguson  
3798 Pete Seay Road  
Sulphur, LA 70665

Carl Jerry Carlson  
345 Merrydale Drive  
Fayetteville, GA 30215

Carol Lea Schweiger  
41730 Road 42  
Flemming, CO 80728

Central Stop Corp.  
104 Yale Avenue  
Fort Collins, CO 80525

Centennial Mineral Holdings, LLC  
5950 Cedar Springs Road, Suite 200  
Dallas, TX 75235

Deland Castor  
25450 Morgan County Road 10  
Weldona, CO 80653

Donna Rose Beyer  
19528 Road Y  
Fort Morgan, CO 80701

Faye Louise Weiss  
405 Applewood  
Brush, CO 80723

GTD Land Company, LLP  
12122 West Atlantic Drive  
Lakewood, CO 80228

Sharon K. Weiss  
616 Ray Street  
Brush, CO 80723

Doris M. Scofield  
3202 17<sup>th</sup> Avenue  
Evans, CO 80620-1321

Marlene L. Chenoweth  
356 U.S. Highway 212  
Belle Fourche, SD 57717-1029

Janet S. Ferguson  
P.O. Box 780  
Dewey, AZ 86327-0780

Leonard D. Weiss  
34091 County Road K  
Brush, CO 80723

James R. Carlson  
a/k/a James Roy Carlson  
99 Moosehead Ln.  
Sagle ID 83860

James W. Hickman  
23518 Weld County Road #1  
Loveland, CO 80537

Janet H. Johnson, a/k/a  
Janet Helen Johnson  
f/k/a Janet H. Carlson  
6061 W. 1<sup>st</sup> Street  
Greeley, CO 80634

Marsha Marie Beisner  
1801 Diana Drive  
Loveland, CO 80537



Benjamin Everett Tavenner  
2433 Eagle Drive  
Loveland, CO 80537

Matthew Lee Tavenner  
2433 Eagle Drive  
Loveland, CO 80537

John H. Weiss and Carol J. Weiss,  
as Joint Tenants  
2073 N. Pebble Beach Drive  
Casa Grande, AZ 85122-6127

John H. Weiss and Carol J. Weiss,  
Trustees of the Weiss Family Trust  
Dated May 15, 2007  
2073 N. Pebble Beach Drive  
Casa Grande, AZ 85122-6127

John Richard Gray,  
Trustee of the John R. Gray  
Revocable Living Trust  
dated July 5, 2001  
408 Friendship Street  
Ashland, OR 97520-3020

John Russell Allen  
10227 South Avenida Compadres  
Yuma, AZ 85365

Joyce E. Abrams  
5801 Tampa Shores Boulevard  
Tampa Bay, FL 33615

Judith Lyn Hagert  
475 South Obenchain Road  
Eagle Point, OR 97524

Kathleen A. Versteeg  
25470 Swiftshore Drive  
West Linn, OR 97068

Kathleen Ann Zion  
22362 Road P  
Fort Morgan, CO 80701

Lory E. Ferguson, Jr.,  
P.O. Box 361  
Kiowa, CO 80117

Margaret H. Templeton,  
c/o The Regency @ South Shore  
322 Washington Pl.  
Erie, PA 16505

Peter W. Gray  
9487 Winfield Place  
Montgomery, AL 36117

Robert D. Hickman  
806 Loch Lommond Drive  
Hutchinson, KS 67502

Robert E. McClellan and Dorothy A. McClellan,  
Trustees of the McClellan 1994 Revocable  
Trust  
2348 Nicklaus Dr.  
Oceanside, CA 92056

Robert L. Weiss and Sharon E. Weiss,  
as Joint Tenants  
1525 W. Azalea Dr.  
Chandler, AZ 85248

Sherry Lee DeGennaro  
29120 Positano Lane  
Naples, FL 34110-2851

Steven A. Gray  
320 North Main Street , #5  
Ashland, OR 97520

Stokes Family Trust dated December 13, 1996  
406 Hersham Court  
Roseville, CA 95661

Susan L. Gray  
949 Spring Way  
Ashland, OR 97520

Suzanne Dee Lundahl  
584A Stable Road  
Paia, HI 96779

The Everett R. Kirkelie and  
Dorothy M. Kirkelie Declaration of  
Trust of 2001  
6059 La Goleta Road  
Goleta, CA 93117

Wade Castor  
22791 Highway 39  
Weldona, CO 80653

Magnolia Minerals Trust, LLC  
600 17<sup>th</sup> Street, Suite 2125  
South Denver, CO 80202

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

Grindstone Resources, LLC  
5228 Lonetree Drive  
Loveland, CO 80537

Flatiron Energy Company, Inc.  
6666 Gunpark Drive, Suite 200  
Boulder, CO 80301

John S. Gibson Production, LLC  
P.O. Box 842  
Fort Morgan, CO 80701

Joan S. Newlon  
16617 Grant Avenue  
Orland Park, IL 60467

Russell W. Seaman  
Trustee of the Russell Wilson Seaman  
Revocable Living  
Trust dated August 16, 2010,  
70 Palomar Real  
Campbell, CA 95008-4207

Heirs of Ruth Campbell Palmer  
address unknown

Heirs of Frank E. Palmer, Jr.  
address unknown

Sarah J. Coward  
7301 NW First Street, #308  
Margate, FL 33063

Stephen D. Reynolds  
730 – 17th Street, Suite 250  
Denver, CO 80202

Joseph B. Walseth  
6129 South Potomac Way  
Centennial, CO 80111

J. Timothy Brittan  
730 – 17th Street, Suite 250  
Denver, CO 80202

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DOCKET NO.

Notary Public

## EXHIBIT A

(The Estate of) William E. Whitson,  
his unknown heirs or assigns,  
c/o Sharon Whitson-Pfeifer  
815 SE 4th Street  
Loveland, CO 80537

(The Estate of) Orville F. Whitson,  
his unknown heirs or assigns,  
c/o Sharon Whitson-Pfeifer  
815 SE 4th Street  
Loveland, CO 80537

(The Estate of) Billy Whitson,  
his unknown heirs or assigns  
c/o Ellen L. Lawson  
10760 E. North Park Ave.  
Evansville, WY 82636

Jerry Mahoney  
10706 Rivera Place NE  
Seattle WA 98125

Michael Mahoney  
4019 Fulford Court  
Katy, TX 77450

Ward Petroleum Corporation  
502 S. Fillmore  
Enid, OK 73702

SKV, LLC  
P.O. Box 300687  
Denver, CO 80218