

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 AN)
APPROXIMATE 396.55-ACRE WELLBORE)
SPACING UNIT LOCATED IN SECTIONS 11-14,)
TOWNSHIP 4 NORTH, RANGE 64 WEST, 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 396.55-acre wellbore spacing unit for the drilling of the Toby C12-79HN Well ("Well") (API No. 05-123-34676) to produce from the Niobrara Formation located in the following lands:

Township 4 North, Range 64 West, 6th P.M.

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

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

Section 13: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 14: NE $\frac{1}{4}$ NE $\frac{1}{4}$

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 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 Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. The Application Lands are subject to Order No. 407-87. Order Nos. 407-486, 407-625, and 407-626 include portions of the Application Lands but do not apply, and do not affect, the Application described below.
4. On August 8, 2011, the Commission issued Order No. 407-459, which among other things, established an approximate 400-acre wellbore spacing unit for the Application Lands and approved one horizontal well within the unit for the development and production of oil, gas and associated hydrocarbons from the 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.

6. Applicant designated an approximate 396.55-acre wellbore spacing unit 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 designated approximate 396.55-acre wellbore spacing unit:

Township 4 North, Range 64 West, 6th P.M.

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

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

Section 13: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 14: NE $\frac{1}{4}$ NE $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit").

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 the 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 Well, and will be provided with the information required, as applicable, 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 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) are first incurred for the drilling of any well in the Wellbore Spacing Unit 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 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 Niobrara Formation in the Wellbore Spacing Unit 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 November, 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 14th day of September, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By: 

Jamie L. Jost
Elizabeth Y. 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: Jennifer Brennan
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

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

Kerr-McGee Oil & Gas Onshore LP
Attn: Mr. Chris Guyer
1099 18th St., Suite 1800
Denver, CO 80202

Kyle W. Mitchell and Kacy L. Mitchell,
J/T
28942 County Road 48
Kersey, CO 80644

Oncken Family Partnership
Attn: Rick Oncken
1400 Valley Wind Lane
Missoula, MT 59804

R.R. Pennington
9819 Sagecourt Drive
Houston, TX 77089

Brown & Stanwood
C/O Southwest Stainless, LP
Attn: Michael Stanwood
8505 Monroe
Houston, TX 77061

Estate of Sam Brown
c/o Charlsia Burns
8610 Pasture View Lane
Houston, TX 77024

Millage Brothers, Inc.
22744 Rd. 59
Kersey, CO 80644

Branzan Alternative Investment Fund,
LLLP
475 17th St., Suite 570
Denver, CO 80202

Carl D. Stinar and Debbie J. Stinar, J/T
28850 WCR 46
Kersey, CO 80644

Jerrold L. Brethauer
28519 WCR 46
Kersey, CO 80644

Mary Helen Standley
215 E. Lake Ave.
Lewistown, MT 59457

Cozzens Living Trust dated August 25,
2010
c/o Pearl H. Cozzens
3170 Soaring Bird Circle
Colorado Springs, CO 80920

LHB Ventures, LLC
P.O. Box 46063
Denver, CO 80201-6063

Herbert H. Duell
1019 County Rd. #330
Ignacio, CO 81137

John R. Duell and Lucille C. Duell,
Trustees under the John R. and Lucille
C. Duell Living Trust dated 4/10/2000
26542 WCR #51
Greeley, CO 80631

Bettie Kaye Miller
14200 Upper Fredericktown Rd.
Fredericktown, OH 43050

Carol S. Fowler
3808 168th Place SE
Bothell, WA 98012

Cynthia M. Spurlock
325 Washington Ave., Ste. 342
Kent, WA 98032

Ray E. Duell
1019 County Rd. #330
Ignacio, CO 81137

Genevieve E. Duell
1019 County Rd. #330
Ignacio, CO 81137

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

Alma I. Bohlender
1476 43rd Ave.
Greeley, CO 80634

Mary Lou Foutty
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Parkersburg, WV 26101

Richard A. Landis
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Schwenksville, PA 19473

Bernice Elenor Townsend
Route 1, Box 338
Belleville, WV 26133

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Kersey, CO 80644

Larry L. Bohlender
1476 43RD Ave.
Greeley, CO 80634

Brenda Crackel
103 3rd St., #5
Kersey, CO 80644

Troy A. Glover
13811 Beal Rd.
Sterling, CO 80751

Steven K. Bohlender
2020 65TH Ave.
Greeley, CO 80634

Lori K. Bohlender, f/k/a Lori K.
Hungenberg, f/k/a Lori K. McGlothlin
7405 W. US Hwy 50 #118
Salida, CO 81201

Bonnie J. Glover
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Kersey, CO 80644

Ardis Kerns
1811 Montview Blvd.
Greeley, CO 80634

Judy Brannberg
P.O. Box 211
Louviers, CO 80131

Clyde Nelson
7455 Centennial Glen Dr.
Colorado Springs, CO 80919

Helen Crews
6600 W. 20TH St., #35
Greeley, CO 80634

Amy Rittenhouse
22939 WCR 59
Kersey, CO 80644

Judith A. Townsend
1211 12th St.
Vienna, WV 26105

Edwin Townsend
2315 Rose Walk Dr.
Alpharetta, GA 30005

Bruce Glen Duell
1575 Monroe St.
Denver, CO 80206

Larry Dwayne Duell
1910 Homestead Rd.
Greeley, CO 80634

Anna Lou Buck
Route 1, Box 95
Belleville, WV 26133

Clara McVey
Route 1, Box 94
Belleville, WV 26133

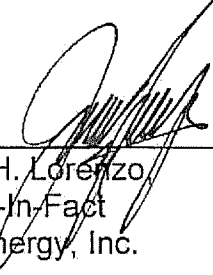
Charles Townsend
165 Lee Creek Rd.
Belleville, WV 26133

Gene W. Townsend
1805 Lee Creek Rd.
Belleville, WV 26133

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.



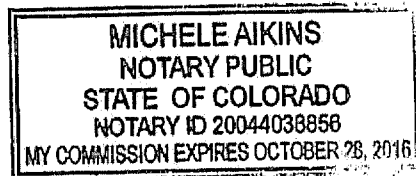
Joseph H. Lorenzo,
Attorney-In-Fact
Noble Energy, Inc.


M.K.

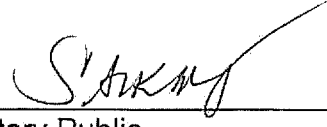
Subscribed and sworn to before this 11th day of September, 2012.

Witness my hand and official seal.

[SEAL]



My commission expires: 10/28/14



Notary Public

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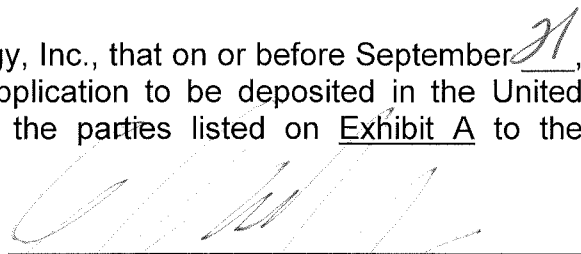
Docket No. _____

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:

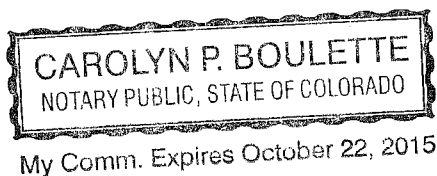
That she is the attorney for Noble Energy, Inc., that on or before September 21, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Elizabeth Y. Gallaway

Subscribed and sworn to before me on September 14, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.




Notary Public