

**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 A 480-ACRE WELLBORE SPACING  
UNIT IN THE NIOBRARA FORMATION IN SECTIONS  
15, 16, 21, AND 22, TOWNSHIP 4 NORTH, RANGE 65  
WEST, IN THE WATTENBERG FIELD, IN WELD  
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

**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 development of the Niobrara Formation in the following described 480-acre wellbore spacing unit for the Boulter G 21-69HN Well, API No. 05-123-35345 ("Well"):

Township 4 North, Range 65 West, 6th P.M.

Section 15: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 16: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 21: N $\frac{1}{2}$ NE $\frac{1}{4}$

Section 22: N $\frac{1}{2}$ N $\frac{1}{2}$

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 owns leasehold interests in a substantial portion of 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 Formation 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.

5. Applicant designated a 480-acre wellbore spacing unit, as defined 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 pursuant to 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 480-acre wellbore spacing unit:

Township 4 North, Range 65 West, 6th P.M.

Section 15: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 16: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 21: N $\frac{1}{2}$ NE $\frac{1}{4}$

Section 22: N $\frac{1}{2}$ N $\frac{1}{2}$

(referred to herein as the "Wellbore Spacing Unit").

7. Applicant requests that the Commission's pooling order be made effective as 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 Well to the Niobrara Formation on the Application Lands, whichever is earlier.

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, or has already been, 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 interested parties list shall be filed with the Commission no later than seven (7) days after the filing of this Application. 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 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 Wellbore Spacing Unit for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as 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 Well, whichever is earlier.

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(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 comprised of 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: September 17, 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

Applicant's Address:

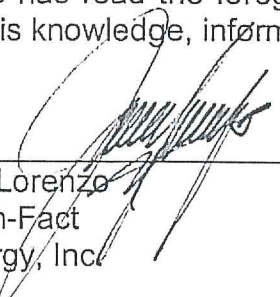
Noble Energy, Inc.  
ATTN: Kelli Piatkowski  
1625 Broadway, Suite 2200  
Denver, CO 80202



VERIFICATION

STATE OF COLORADO )  
 )  
CITY AND COUNTY OF DENVER ) ss.

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.

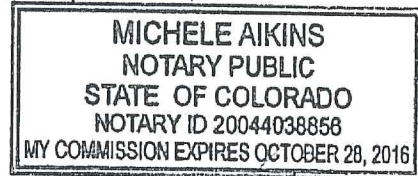
  
\_\_\_\_\_  
Joseph H. Lorenzo  
Attorney- In-Fact  
Noble Energy, Inc.

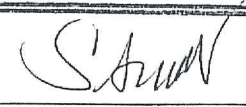
cmk  
KOP

Subscribed and sworn to before me this 17<sup>th</sup> day of September, 2012.

Witness my hand and official seal.

My commission expires: 10/28/14





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

## EXHIBIT A

COUNTY ROAD TRUST, DATED MAY 23, 2005  
JACK E CHESNUT & JANET A CHESNUT, TTEES  
12457 MANCHESTER AVE, GRAND VIEW MO 64030

NOBLE ENERGY WYCO, LLC  
1625 BROADWAY, SUITE 2200  
DENVER CO 80202

JAMES BOULTER  
6861 ROSEWOOD DRIVE  
COLORADO SPRINGS CO 80918

DAVID S. BOULTER  
20491 WCR 44  
LASALLE CO 80645

G&R ARENS LTD.  
21730 WCR #44  
LASALLE CO 80645

LEO ROMERO  
24284 WELD CO RD 43  
LASALLE CO 80645

ED SWANSON  
1530 S JOSEPHINE STREET  
DENVER CO 80210

ILA LEAVY  
2701 W 19TH ST  
GREELEY CO 80634

JEANNE HILLMAN  
8401 TROUT CREEK RD  
ASHWOOD OR 97711

STEVEN HILLMAN  
3850 NW LOWELL ST  
SILVERDALE WA 98383

KERR-MCGEE OIL & GAS ONSHORE LP  
ATTN: CHRISTOPHER GUYER  
1099 18<sup>TH</sup> STREET, SUITE 1800  
DENVER, CO 80202

BOULTER, LLC  
20491 WCR 44  
LASALLE CO 80645

GRANT ARENS TRUST  
21730 WCR 44  
LASALLE CO 80645

RENA F. ARENS TRUST  
21730 WCR 44  
LASALLE CO 80645

ANADARKO E&P COMPANY, LP  
ATTN: CHRISTOPHER GUYER  
1099 18<sup>TH</sup> STREET, SUITE 1800  
DENVER, CO 80202

PLATTE VALLEY IRRIGATION COMPANY  
PO BOX 1318  
GREELEY CO 80632

GREELEY SEVENTH-DAY ADVENTIST CHURCH  
1002 21ST AVE  
GREELEY CO 80631

ROBERT A. KLEIN  
2800 BLUE SKY CIRCLE #2-204  
ERIE CO 80516

CLARITA BURDEN  
1618 SE AUST MANOR DR  
CHEHALIS WA 98532

JOAN M. BICKELL  
1710 36TH AVENUE CT  
GREELEY CO 80634

JUDITH SWANSON  
PO BOX 336782  
GREELEY CO 80633

SHEILA E. BOLEK  
1432 E SHERIDAN ST  
PHOENIX AZ 85066

BOHLENDER ANGUS RANCH, LLC  
ATTN: MANUEL MONTOYA  
PO BOX 479  
KERSEY, CO 80644

HELEN LOUELLA MOSER  
708 22ND ST #312  
GREELEY CO 80631

ENCANA OIL & GAS (USA) INC.  
ATTN: DARCI POTTS  
370 17<sup>TH</sup> ST, SUITE 1700  
DENVER, CO 80202

GRANT ARENS AND RENA F. ARENS  
21730 WCR #44  
LASALLE CO 80645

EDNA F. PETERSON REVOCABLE TRUST  
2300 POOL RD #122  
GRAPEVINE TX 76051

ETHEL E. FREDERIKSEN  
C/O JANICE E FRASIER  
1021 N HOOVER AVE  
FT LUPTON CO 80621

WILLIAM H. JERKE  
22911 CR 39  
LASALLE CO 80645

BARRY L. SNYDER  
2600 S LEWIS WAY STE 102  
LAKEWOOD CO 80227-2826

TAKU RESOURCES LLC  
PO BOX 3190  
CENTENNIAL CO 80161-3190

THE MORELAND JOINT LIVING TRUST  
WILBUR L. MORELAND, TRUSTEE  
2918 PRINCE GEORGE ROAD  
HATTIESBURG, MS 39402

JAMES AND BARBARA R. MEYERS  
6717 CHERRYWOOD AVE  
BAKERSFIELD, CA 93308

DAVID A. BRUNTZ  
20869 COUNTY ROAD 44  
LASALLE, CO 80645

STATE OF COLORADO  
BOARD OF LAND COMMISSIONERS  
620 CENTENNIAL BLDG  
1313 SHERMAN ST  
DENVER, CO 80203

BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
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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:

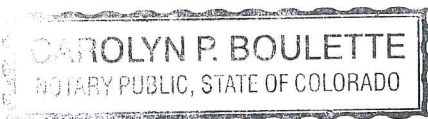
That she is the attorney for Noble Energy, Inc. and that on or before September 24, 2012 she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Y. Gallaway

Subscribed and sworn to before me September 17, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015



My Conn. Expires October 22, 2015

Carolyn A. Boulette  
Notary Public