

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
NOBLE ENERGY, INC, FOR AN ORDER)
VACATING ORDER NO. 407-689 AND)
POOLING ALL INTERESTS IN THE)
NIOBRARA FORMATION IN FOUR)
DESIGNATED WELLBORE SPACING UNITS,)
IN SECTION 14, TOWNSHIP 7 NORTH,)
RANGE 64 WEST, 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: (i) to vacate Order No. 407-689, and (ii) establish four designated wellbore spacing units for the Furrow Federal AB14-62HN Well, Furrow Federal AB14-63HN Well, Furrow Federal AB14-64HN Well and Furrow Federal AB14-65HN Well, to produce oil, gas, and associated hydrocarbons from the Niobrara Formation in the following described lands:

Township 7 North, Range 64 West, 6th P.M.

Section 14: S $\frac{1}{2}$ S $\frac{1}{2}$	(Furrow Federal AB14-62HN Well)
Section 14: S $\frac{1}{2}$	(Furrow Federal AB14-63HN Well)
Section 14: N $\frac{1}{2}$ S $\frac{1}{2}$	(Furrow Federal AB14-64HN Well)
Section 14: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$	(Furrow Federal AB14-65HN Well)

Weld County, Colorado ("Application Lands").

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 interests in the Application Lands.
3. 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 this Rule for the Niobrara Formation.

4. On August 30, 2012, the Commission issued Order No. 407-689, which among other things, pooled all interests in the following four wellbore spacing units for the development and operation of the Niobrara Formation:

Township 7 North, Range 64 West, 6th P.M.

Section 14: S $\frac{1}{2}$	(Furrow Federal AB14-62HN Well)
Section 14: S $\frac{1}{2}$	(Furrow Federal AB14-63HN Well)
Section 14: S $\frac{1}{2}$	(Furrow Federal AB14-64HN Well)
Section 14: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$	(Furrow Federal AB14-65HN Well)

Weld County, Colorado.

5. Due to an error in the original spacing units for Furrow Federal AB14-62HN Well and Furrow Federal AB14-64HN Well and to ensure that all interested parties receive timely notice of this Application, Applicant hereby requests that Order No. 407-689 be vacated and that the following described four wellbore spacing units be established upon the Application Lands.

6. Applicant designated a wellbore spacing unit for each the Furrow Federal AB14-62HN Well, Furrow Federal AB14-63HN Well, Furrow Federal AB14-64HN Well and Furrow Federal AB14-65HN 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.

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 Furrow Federal AB14-62HN Well, for production from the Niobrara Formation in the following described 160-acre wellbore spacing unit:

Township 7 North, Range 64 West, 6th P.M.

Section 14: S $\frac{1}{2}$ S $\frac{1}{2}$

("WSU#1").

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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Furrow Federal AB14-62HN Well to the Niobrara Formation.

9. 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 Furrow Federal AB14-63HN Well, for production from the Niobrara Formation in the following described 320-acre wellbore spacing unit:

Township 7 North, Range 64 West, 6th P.M.
Section 14: S½

("WSU#2").

10. 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 Furrow Federal AB14-63HN Well to the Niobrara Formation.

11. 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 Furrow Federal AB14-64HN Well, for production from the Niobrara Formation in the following described 160-acre wellbore spacing unit:

Township 7 North, Range 64 West, 6th P.M.
Section 14: N½S½

("WSU#3").

12. 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 Furrow Federal AB14-64HN Well to the Niobrara Formation.

13. 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 Furrow Federal AB14-65HN Well, for production from the Niobrara Formation in the following described 320-acre wellbore spacing unit:

Township 7 North, Range 64 West, 6th P.M.
Section 14: S½N½, N½S½

("WSU#4").

12. 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 Furrow Federal AB14-65HN Well to the Niobrara Formation.

13. That in order to prevent waste and to protect correlative rights, all interests in the Furrow Federal AB14-62HN Well and WSU#1, Furrow Federal AB14-63HN Well and WSU#2, Furrow Federal AB14-64HN Well and WSU#3, and Furrow Federal AB14-65HN Well and WSU#4 should be pooled for the orderly development of the Niobrara Formation, including but not limited to any nonconsenting interests therein.

14. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the Application Lands 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, as applicable. The list of such interested parties is attached as Exhibit A.

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. Vacating Order No. 407-689.
- B. Pooling all interests in WSU#1 for the development of the Niobrara Formation.
- C. 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 Furrow Federal PC AB14-62HN Well in WSU#1 to the Niobrara Formation.
- D. 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 Furrow Federal PC AB14-62HN 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 WSU#1.
- E. Pooling all interests in WSU#2 for the development of the Niobrara Formation.
- F. 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 Furrow Federal PC AB14-63HN Well in WSU#2 to the Niobrara Formation.
- G. 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 Furrow Federal PC AB14-63HN 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 WSU#2.
- H. Pooling all interests in WSU#3 for the development of the Niobrara Formation.

I. 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 Furrow Federal PC AB14-64HN Well in WSU#3 to the Niobrara Formation.

J. 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 Furrow Federal PC AB14-64HN 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 WSU#3.

K. Pooling all interests in WSU#4 for the development of the Niobrara Formation.

L. 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 Furrow Federal PC AB14-65HN Well in WSU#4 to the Niobrara Formation.

M. 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 Furrow Federal PC AB14-65HN 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 WSU#4.

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

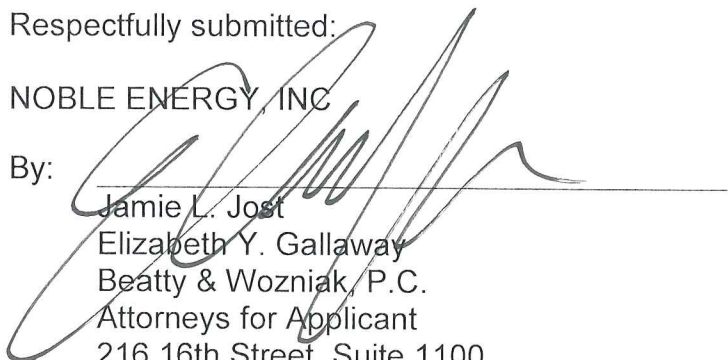
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

DATED this 5th day of November, 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

Applicant's Address:

Noble Energy, Inc

ATTN: Kellie Piatkowski

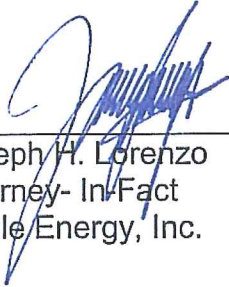
1625 Broadway, Suite 2200

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.

CMK
FDP

Subscribed and sworn to before this 5th day of October, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/19/2015



Notary Public

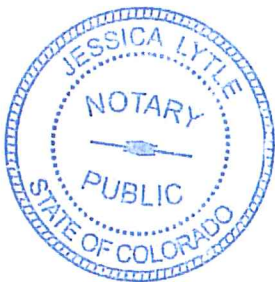


EXHIBIT A
Interested Parties

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

Harold Furrow Family Trust
27529 Hwy 392
Gill, CO 80624

Esther A. Furrow
27529 Hwy 392
Gill, CO 80624

Estate of Erma Jean Palven, deceased
318 E. 90th St., Apt. 2
New York, NY 10028

Marilyn J. Carmichael, individually and
as heir of Erma Jean Palven, deceased
P.O. Box 111
Husum, WA 98623-0111

Sean M. English, individually and as heir
of Erma Jean Palven, deceased
202 Cool Springs Dr
Stephens City, VA 22655

Sandra G Harper, individually and as
heir of Erma Jean Palven, deceased
10 Plymouth Dr
Colby, KS 67701

Naomi D Ward, individually and as heir
of Erma Jean Palven, deceased
430 La Casa Dr.
Colby, KS 67701

Smokey Hill Creek LP
c/o Kent L Hamilton
430 La Casa Dr.
Colby, KS 67701

Bettie J Dinsmore
604 Joyce Ct
Berthoud, CO 80513

John J Spall, individually and as heir to
Kathleen Cleveland
2821 Lotus Place
Loveland, CO 80202

Charles A Spall, individually and as heir
to Kathleen Cleveland
171 Lounsbury Dr
Raynham, MA 02767

William Patrick Tracy, Jr.
4412 East Mulberry St, #252
Fort Collins, CO 80524

Estate of Vera Ma Filleman, deceased
c/o Stephen K. Filleman
2900 Oak Park Dr.
Austin, TX 78704

Stephen K. Filleman
2900 Oak Park Dr.
Austin, TX 78704

Mark C. Filleman
41 Middlesex Dr
Enfield, CT 06082

Raymond George Tracy
600 Sterling Dr.
Cheyenne, WY 82004-5802

Wendi E. Garrett (status unknown)
Address Unknown

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

AED Group, LLC
6301 Gaston Avenue Suite 620
Dallas, TX 75214

Rodeo Energy Partners, Ltd
PO Box 4631
Englewood, CO 80155

Guttersen & Co.
PO Box 2176
Greeley, CO 80632

HHR Family Farms, LLC
c/o West Greeley Farms
1610-37th Avenue Place
Greeley, CO 80634

Lois and Charles Tracy
Rt. 2, Box 517
Eaton, CO 80615

Rothe Family Co., LLC
c/o West Greeley Farms
1610-37th Avenue Place
Greeley, CO 80634

United States of America Department of
Interior Bureau of Land Management
Royal Gorge Field Office
3028 E. Main St.
Canon City, CO 81212

Weld County Board of County
Commissioners
915 10th Street
PO Box 758
Greeley, CO 80632

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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 November ____,
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 ~~October~~ ^{November} 5 2012.

Witness my hand and official seal.

My commission expires: April 16, 2016




Notary Public