

**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
DESIGNATED APPROXIMATE 320-ACRE
WELLBORE SPACING UNIT LOCATED IN
SECTION 16, TOWNSHIP 2 NORTH,
RANGE 67 WEST, 6TH P.M. IN THE
SPINDLE FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests within a designated approximate 320-acre wellbore spacing unit for the drilling of the Aspen State V 16-75HN well, API No. 05-123-34633 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 2 North, Range 67 West, 6th P.M.
Section 16: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

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

In support thereof, 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. Order No. 407-713 also includes portions of the Application Lands, but does not apply to and has no effect on the relief requested in this Application.
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. The Application Lands are subject to Rule 318A for the Niobrara Formation.

5. Applicant designated a 320-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 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 approximate 320-acre wellbore spacing unit:

Township 2 North, Range 67 West, 6th P.M.
Section 16: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

(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 a 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 Well, and will be provided with the information required by Rule 530 as applicable. 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 any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the 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 the Well 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 February, 2013, 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: December 12, 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: Darlene Black
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.

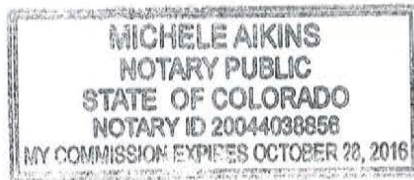


Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc. cmk
Eug

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

Witness my hand and official seal.

[SEAL]



My commission expires: 10/28/16



EXHIBIT A

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

State of Colorado
1127 Sherman Street, Suite 300
Denver, Colorado 80203-2206

Frank D. Cicatello
111 Norden St
Staten Island, NY 10304

Louis S. Madrid
Louis S. Madrid Trust
1777 South Harrison St, Suite 835
Denver, CO 80210

John Olen Willauer
3734 W Eva St
Phoenix, AZ 85051

Donna R. Mahoney, JT
PO Box 30
Victor, MT 59875

Bartels Minerals, LLC
4511 W 14th St
Greeley, CO 80634

Telep Family Limited Partnership
Twin Peaks 3 LLC, Gen Partner
C/O Jan Telep Rogers
409 Remuda Dr
Fort Worth, TX 76108

The John D. Stephensen Family Trust
Margaret A. Stephenson, TTEE
1575 Ocean Shore Blvd., #602
Ormond Beach, FL 32176

Marilyn R. Hunt
30 Waterside Plaza, Apt 24J
New York, NY 10010

Mitchel B. Johns
901 S Columbine St
Denver, CO 80209
(Last known address – mail returned –
address unknown)

John W. Julander and Deborah S.
Julander, JT
90 Silver Fox Drive
Greenwood Village, CO 80121

Katheryn B. Stahlman and Robbin L.
Peppler, Trustees of the the
Grandchildrens Trust I
C/O Kathryn B. Stahlman and Robbin L.
Peppler, Trustees
2131 62nd Ave Court
Greeley, CO 80634

Richard J. Bartels and Robbin L.
Peppler, Trustees of the Grandchildren's
Trust II
C/O Richard J Bartels and Robbin L.
Peppler, Trustees
2131 62nd Ave Court
Greeley, CO 80634

Sue Goodson Haws
12027 Sleepy Pines
Houston, TX 77066

Doris M. Fair
C/O David Lewis Fair
8333 Douglas Ave, Suite 130
Dallas, Texas 75225

John Herbert Beyers
6918 Hidden Brook Lane
Citrus Heights, CA
95621-8373

Billie Jarboe Davis
9511 Belleview Ave
Kansas City, MO 64114-3838

Ronnie E. Haws
12027 Sleepy Pines
Houston, TX 77066

Irma Jo Allen
709 Magnolia #106
Arlington, TX 76012

Don C. Self
11733 Tivoli NE
Albuquerque, NM 87111

Homer E. Self
1619 S Grant
Denver, CO 80210

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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 December ____, 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 December 12, 2012.

Witness my hand and official seal.

My commission expires: April 16, 2012.




Notary Public