

**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 TO POOL ALL INTERESTS IN THREE APPROXIMATE 160-ACRE DESIGNATED WELLBORE SPACING UNITS LOCATED IN SECTIONS 5 AND 6, TOWNSHIP 4 NORTH, RANGE 65 WEST, 6 TH P.M., FOR THE CODELL-NIOBRARA FORMATION, WATTENBERG FIELD, 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 this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests within three approximate 160-acre designated wellbore spacing units for the drilling of the Amber G05-32D well (API No. 05-123-34903), Amber G06-21D (API No. 05-123-34902) well and Amber G06-22D well (API No. 05-123-34904) (collectively "Wells") for the development of the Codell-Niobrara Formation on the following described lands:

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

Section 5: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$ (WSU #1 - Amber G05-32D)
Section 6: NE $\frac{1}{4}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 6: SE $\frac{1}{4}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, (WSU #2 - Amber G06-21D)
SW $\frac{1}{4}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 6: S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$ (WSU #3 - Amber G06-22D)

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 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. Order No. 407-361 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 Codell-Niobrara Formation.

5. Applicant designated an approximate 160-acre wellbore spacing unit for the Amber G05-32D Well for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A, and notified the appropriate parties under Rule 318A. Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

6. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Amber G05-32D Well in the Codell-Niobrara Formation underlying the following approximate 160-acre designated wellbore spacing unit:

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

Section 5: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 6: NE $\frac{1}{4}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ NE $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit 1").

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 the Amber G05-32D Well to the Codell-Niobrara Formation on the Application Lands.

8. Applicant designated an approximate 160-acre wellbore spacing unit for the Amber G06-21D well for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A, and notified the appropriate parties under Rule 318A. Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

9. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Amber G06-21D Well in the Codell-Niobrara Formation underlying the following approximate 160-acre designated wellbore spacing unit:

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

Section 6: SE $\frac{1}{4}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit 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 the Amber G06-21D well to the Codell-Niobrara Formation on the Application Lands.

11. Applicant designated an approximate 160-acre wellbore spacing unit for the Amber G06-22D well for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A. Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 30-day response period, and, as such, certifies to the Commission that it did not receive any objections to the well location, proposed spacing unit, or proposed formations.

12. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Amber G06-22D Well in the Codell-Niobrara Formation underlying the following approximate 160-acre designated wellbore spacing unit:

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

Section 6: S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit 3").

13. 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 the Amber G06-22D Well to the Codell-Niobrara Formation on the Application Lands.

14. 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 Amber G05-

32D Well, Amber G06-21D Well and/or Amber G06-22D 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.

15. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit 1, Wellbore Spacing Unit 2, and Wellbore Spacing Unit 3 should be pooled for the orderly development of the Codell-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 the Wellbore Spacing Unit 1 for the development of the Codell-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 Amber G05-32D Well in Wellbore Spacing Unit 1 to the Codell-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 Amber G05-32D 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 Codell-Niobrara Formation in Wellbore Spacing Unit 1 comprising the Application Lands.

D. Pooling all interests in the Application Lands and the Wellbore Spacing Unit 2 for the development of the Codell-Niobrara Formation.

E. 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 Amber G06-21D Well in Wellbore Spacing Unit 2 to the Codell-Niobrara Formation on the Application Lands.

F. 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 Amber G06-21D 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 Codell-Niobrara Formation in Wellbore Spacing Unit 2 comprising the Application Lands.

G. Pooling all interests in the Application Lands and the Wellbore Spacing Unit 3 for the development of the Codell-Niobrara Formation.

H. 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 the Amber G06-22D Well in Wellbore Spacing Unit 3 to the Codell-Niobrara Formation on the Application Lands.

I. 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 Amber G06-22D 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 Codell-Niobrara Formation in Wellbore Spacing Unit 3 comprising the Application Lands.

J. 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 March, 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: January 23, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By: 

Jamie L. Jost
Elizabeth Y. Gallaway
Gregory J. Nibert Jr.
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: Brian Bolton
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.

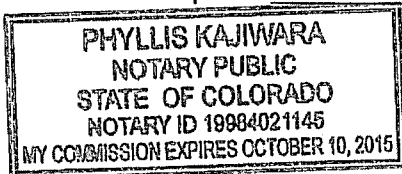
BB
CMK

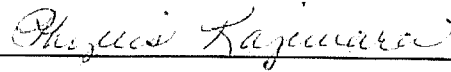
Subscribed and sworn to before this 22nd day of January 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: _____





Phyllis Kajiwar

EXHIBIT A

Mineral Resources, Inc.
PO Box 328
Greeley, CO 80632

Maria Delaluz Loma
280 Ley Drive
LaSalle, CO 80645

Angelo G. Martinez and Eileen K. Martinez
260 Ley Drive
LaSalle, CO 80645

Jose Luis Reyes and Yolanda Reyes-Molina
331 Pine St
LaSalle, CO 80645

Jose Luis Reyes and Amparo Reyes
331 Pine St
LaSalle, CO 80645

Benancio Cordova and Bonnie J. Cordova
275 Ley Drive
LaSalle, CO 80645

Raul Rios
239 Ley Drive
LaSalle, CO 80645

Jennifer L. Baker and James D. Baker
223 Ley Drive
LaSalle, CO 80645

Arturo Borrego and Maria I. Borrego
324 Pine St
LaSalle, CO 80645

Kathryn J. Craven
11119 WCR 76
Windsor, CO 80550

Adan Acosta and Rita Acosta
318 Pine St
LaSalle, CO 80645
Adolfo Lozano
267 Ley Drive
LaSalle, CO 80645

Arlee D. Bates
279 Ley Drive
LaSalle, CO 80645

Arturo M. Lopez and Marta Lopez-Manzo
200 Ley Drive
LaSalle, CO 80645

Aureliano Silva and Josefina Gomez Silva
240 Ley Drive
LaSalle, CO 80645

Beal M. Mossman, III
719 Avenue D
Billings, MT 59102

Beverly A. Demmitt
219 Ley Drive
LaSalle, CO 80645

Billy J. Bracken
236 Ley Drive
LaSalle, CO 80645

Billy Tulk
207 Ley Drive
LaSalle, CO

Brian Sharp and Lenore Sharp
PO Box 571
LaSalle, CO 80645

Charles E. Bollig and Delores Bollig
101 Ley Drive
LaSalle, CO 80645

Chauncey H. Carter
PO Box 486
Eaton, CO 80615

Cherylann Craven
11119 County Road 76
Windsor, CO 80550

Clarence W. Gilden
343 Pine St
LaSalle, CO 80645

Craig Blanckaert and Melissa Blanckaert
215 Ley Drive
LaSalle, CO 80645

Dale C. Murley and Brenda J. Murley
361 Pine St
LaSalle, CO 80645

David R. Sauter and Jill R. Sauter
840 Ponderosa Place
Eaton, CO 80615

Donna L. Mathews and Stephen W. Mathews
272 Ley Drive
LaSalle, CO 80645

Emma U. Goodner
223 1st Ave.
LaSalle, CO 80645-3220

Gary V. Oedy and Barbara J. Oedy
360 Pine Street
LaSalle, CO 80645

Glen R. Newland and Patty J. Newland
228 Ley Drive
LaSalle, CO 80645

Irene Fay Brown
PO Box 397
LaSalle, CO 80645

Isable Nunez, Trustee of the Frank Lynch PoA
Trust dated August 19, 1998
7910 Frost Street
San Diego, CA 92123

James Stewart Seebass
4645 S Wheeling
Tulsa, OK 74105

Jimmy Tulk and Illeen Tulk
284 Ley Drive
LaSalle, CO 80645

John David Nunnali
256 Ley Dr
LaSalle, CO 80645

Jose A. Gonzales and Ramona Gonzales
158 County Road 416 South
Henderson, TX 75652

Jose F. Martinez and Maria L. Ramirez
288 Ley Drive
LaSalle, CO 80645

Jose R. Delafuente and Sylvia H. Delafuente
276 Ley Drive
LaSalle, CO 80645

Joseph E. Matthews
208 Ley Drive
LaSalle, CO 80645

Joy D. Rowan
341 Main St
LaSalle, CO 80645

Judith Stephens
18787 Center Lane
Sterling, CO 80751

Karen K. Vannest
383 Main St
LaSalle, CO 80645

Kay E. Roth-Baca and Danny P. Baca
248 Ley Drive
LaSalle, CO 80645

Kelly Lynch
66 Grove Lane
San Anselmo, CA 94960

Kelly Lynch, Trustee of the Frank Lynch Trust
U/D/T dated August 19, 1998
66 Grove Lane
San Anselmo, CA 94960

Kenneth K. Heupel and Judy L. Heupel
3019 68th Ave
Greeley, CO 80634

Leroy Duran Jr. and Michelle Duran
227 Ley Drive
LaSalle, CO 80645

Magdalena Rodriquez
2429 15th Ave
Greeley, CO 80631

Maritza Valenzuela-Vale and Martin Rosales, Jr.
106 Ley Dr
LaSalle, CO 80645

Mark Stanfield and Elizabeth Stanfield
2121 Baldwin St
Ft. Collins, CO 80528

Martin Iniguiez and Crestina Iniguiez
116 Ley Drive
LaSalle, CO 80645

Martin V. Moreno
337 Pine St
LaSalle, CO 80645

Mary Susan Rocha
355 Pine St
LaSalle, CO 80645

Michael D. Miller
244 Ley Drive
LaSalle, CO 80645

Nancy Steward Seebass Mercure
350 17th Street
Boulder, CO 80302

Plump Ridge, LLC
14339 WCR 74
Eaton, CO 80615

Raymond E. Lopez and Juanita I. Lopez
235 Ley Drive
LaSalle, CO 80645

Rhonda S. Cruz and Roland T. Cruz
232 Ley Drive
LaSalle, CO 80645

Robert Gilpin
321 Main St
LaSalle, CO 80645

Robert W. Rumrill and Jane E. Rumrill
283 Ley Drive
LaSalle, CO 80645

Rosa Maria Najera
315 Main St
LaSalle, CO 80645

Ross K. Morris
112 Ley Drive #402
LaSalle, CO 80645

Ruben Guevara
349 Pine St
LaSalle, CO 80645

Sally J. Beldock
2807 Ulster Street
Denver, CO 80238

South Star I
4 World Financial Ctr 12th FL
New York, NY 10080

Steve R. Watson and Lanell D. Watson
220 Ley Drive
LaSalle, CO 80645

Susan Ann Seebass Lee
1902 18th Ave
Greeley, CO 80631

Susan L. Wood
PO Box 553
LaSalle, CO 80645

Suzanne Devote Thacker
33325 North Hidden Canyon Drive
Queen Creek, AZ 85142-6358

The Town of LaSalle, Colorado
128 N 2nd St
LaSalle, CO 80645

Thomas Esparza and Maria A. Esparza
16395 CO RD 47
LaSalle, CO 80645

Todd J. Folkers and Barbara A. Folkers
331 Main St
LaSalle, CO 80645

United States
BLM Colorado State Office
2850 Youngfield Street
Lakewood, Colorado 80215-7093

William T. Lookhart and Sharon Lookhart
342 Pine St
LaSalle, CO 80645

Wolfram E. Reich and Claudia J. Reich
348 Pine St
LaSalle, CO 80645

PDC Energy, Inc.
1775 Sherman Street, Suite 3000
Denver, CO 80203

Colorado Energy Minerals, Inc.
P.O. Box 899
Denver, CO 80201

Russell Roundtree
111 Moffat Avenue
Washington, PA 15301

Charles J. Hoffman, Trustee of the Charles J.
Hoffman Trust under Trust Agreement dated
April 9, 1991
1140 Adams Street
Kansas City, KS 66103

Jonathan M. Golden
2211 Tinkham Road
Akron, OH 44313

Alma L. Tisher and Kelly B. Tisher
6366 East Tufts Ave
Englewood, CO 80111

Barbara H. Irwin
358 Cobblestone Drive
Colorado Springs, CO 80906

Black River Royalties, LLC
621 17th Street, Suite 945
Denver, CO 80293

Donald P. Hill
9128 N. 70th Street
Paradise Valley, AZ 85253

James D. Wicklatz
4528 Beard Ave South
Minneapolis, MN 55410

James W. Hill
6605 Ambar Avenue
Cincinnati, OH 45230

Jonathan S. Roderick,
Trustee of the Jonathan S. Roderick Living Trust
dated February 8, 2007
P.O. Box 7961
Boulder, CO 80306

Katharine A. Wicklatz
2024 25th Ave. South
Minneapolis, MN 55406

Kenneth D. Hill
6605 Ambar Avenue
Cincinnati, OH 45230

Kristin Hoch Quinn
384 S Bonnie Ave
Pasadena, CA 91106-3573

Mary K. Sheehan
244 Mirafiel LN
Austin, TX 78737-4677

Odyssey Royalties, Inc.
8261 S. Monaco Court
Englewood, CO 80112

Oswald Family Trust
P.O. Box 280969
Lakewood, CO 80228

Pepco, Inc.
3981 S. Birch Street
Englewood, CO 80113

Platte Valley Management Company
1099 18th Street, Suite 400
Denver, CO 80202

Pumpkin Buttes, LLC
P.O. Box 1989
Casper, WY 82602

Sayers H. Saran
3939 Erie Ave. #3150
Cincinnati, OH 45208

IN THE MATTER OF THE APPLICATION
OF NOBLE ENERGY, INC. FOR AN
ORDER TO POOL ALL INTERESTS IN
THREE APPROXIMATE 160-ACRE
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UNITS LOCATED IN SECTIONS 5 AND 6,
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WELD COUNTY, COLORADO

DOCKET NO.

Notary Public