

**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 AN APPROXIMATE  
320-ACRE DESIGNATED WELLBORE  
SPACING UNIT LOCATED IN SECTION 25,  
TOWNSHIP 4 NORTH, RANGE 65 WEST, 6<sup>TH</sup>  
P.M., FOR THE NIOBRARA FORMATION,  
WATTENBERG 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 an approximate 320-acre designated wellbore spacing unit for the drilling of the Shelton PC G25-74-1HN Well, API No. 05-123-35545 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 4 North, Range 65 West, 6<sup>th</sup> P.M.  
Section 25: E½

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.
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 the 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/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 Application Lands in the Niobrara Formation underlying the following designated approximate 320-acre wellbore spacing unit:

Township 4 North, Range 65 West, 6<sup>th</sup> P.M.  
Section 25: E½

(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 the 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 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 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 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 May, 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: March 14<sup>th</sup>, 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

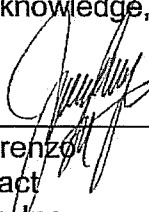
Applicant's Address:

Noble Energy, Inc.  
ATTN: Robert Bram  
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 a 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.

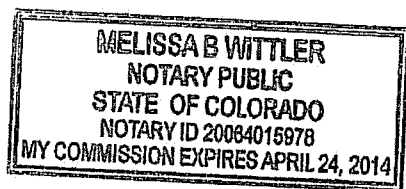
  
\_\_\_\_\_  
Joseph H. Lorenzo  
Attorney-In-Fact  
Noble Energy, Inc.

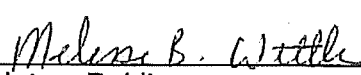
Subscribed and sworn to before this 6<sup>th</sup> day of March, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014



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

## EXHIBIT A

Richardson Oil Company  
4725 South Monaco Street, Suite 200  
Denver, CO 80237

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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  
AN APPROXIMATE 320-ACRE  
DESIGNATED WELLBORE SPACING  
UNIT LOCATED IN SECTION 25,  
TOWNSHIP 4 NORTH, RANGE 65 WEST,  
6<sup>TH</sup> P.M., FOR THE NIOBRARA  
FORMATION, WATTENBERG FIELD,  
WELD COUNTY, COLORADO

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:

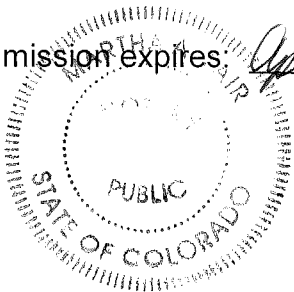
That she is the attorney for Noble Energy, Inc., that on or before March 15, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

~~Elizabeth Y. Galloway~~

Subscribed and sworn to before me on ~~March~~ 7, 2013.

Witness my hand and official seal,

My commission expires: April 16, 2016



Martha A. Lavi  
Notary Public

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO**

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NOBLE ENERGY, INC. FOR AN ORDER TO  
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Dated: March 14<sup>th</sup>, 2013.

Respectfully submitted:

**NOBLE ENERGY, INC.**

By: 

Jamie L. Jost  
Elizabeth Y. Gallaway  
Gregory J. Nibert Jr.  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
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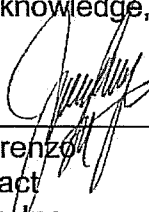
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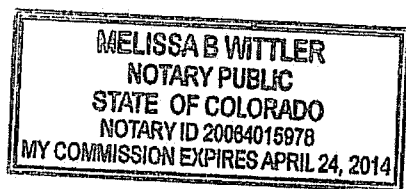
  
\_\_\_\_\_  
Joseph H. Lorenzo  
Attorney-In-Fact  
Noble Energy, Inc.

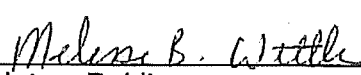
Subscribed and sworn to before this 6<sup>th</sup> day of March, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014



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

## EXHIBIT A

Richardson Oil Company  
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CAUSE NO.

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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:

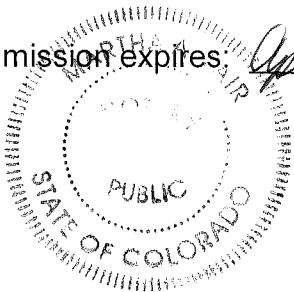
That she is the attorney for Noble Energy, Inc., that on or before March 15, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

~~Elizabeth Y. Galloway~~

Subscribed and sworn to before me on ~~March~~ 7, 2013.

Witness my hand and official seal,

My commission expires: April 16, 2016



Martha A. Lavi  
Notary Public

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 AN APPROXIMATE 320-ACRE DESIGNATED WELLBORE SPACING UNIT LOCATED IN SECTION 25, TOWNSHIP 4 NORTH, RANGE 65 WEST, 6<sup>TH</sup> P.M., FOR THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 1305-UP-90

## SUPPLEMENTAL 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 an attorney for Noble Energy, Inc. and that on or before April 8, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the additional parties listed on Exhibit A attached hereto.

Elizabeth Y. Gallaway

Subscribed and sworn to before me April 8<sup>th</sup>, 2013.

Witness my hand and official seal.

My commission expires: April 14, 2013.



Notary Public

## EXHIBIT A

Kerr-McGee Oil & Gas Onshore LP  
1099-18th St., Suite 1800  
Denver, CO 80202

James R. Quinn  
425 Havana Avenue  
Long Beach, CA 90814

Richardson Oil Company  
4725 South Monaco St., Su. 200  
Denver, CO 80237

Estate of James Keas,  
Larry Eugene Keas, PR.  
2804 NW 10th  
Oklahoma City, OK 73107

Giovanni Aurilio  
111 Sherman Street  
Belmont, MA 02478

Isadore J. Kahn, Trustee of the  
Isadore J. Kahn Management Trust  
created under Trust Agreement  
dated August 6, 1999  
740 Via Mirada  
El Paso, TX 79922

Lanford, LLC  
P.O. Box 90428  
Albuquerque, NM 87199-0428

Isadore J. Kahn, Trustee of the  
Isadore J. Kahn Management  
Trust created under Trust Agreement  
dated August 6, 2000  
2014 Roscomare Road  
Los Angeles, CA 90077

Robert E. Childress  
6547 No. Academy Blvd., #612  
Colorado Springs, CO 80918-3686

Douglas J. Guion  
P.O. Box 899  
Denver, CO 80201-0899

Colorado Energy Minerals, Inc.  
P.O. Box 899  
Denver, CO 80201-0899

Dawn Krupp, f/k/a Dawn Hutson  
23735 Bluestem Dr.  
Golden, CO 80401

Tommy Bolack Minerals Corporation  
3901 Bloomfield Highway  
Farmington, NM 87401

Anadarko E&P Company LP and Anadarko Land Corp.  
P.O. Box 1330  
Houston, TX 77251-1330

Shelton Land & Cattle, Ltd.  
23043 WCR 42  
LaSalle, CO 80645