

**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 ESTABLISHED FOR  
SECTIONS 7 AND 18, TOWNSHIP 6 NORTH,  
RANGE 62 WEST, 6TH 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 to pool all interests within an approximate 320-acre wellbore spacing unit for the drilling of the Wells Ranch USX AE07-62-1HN Well, (API No. 05-123-37092) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 6 North, Range 62 West, 6<sup>th</sup> P.M.

Section 7: S½S½

Section 18: N½N½

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 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 and allow wellbore spacing units to be established on unspaced lands within GWA pursuant to certain notice and hearing procedures.
4. Portions of the Application Lands are included in Commission Order Nos. 407-563, 407-572, and 407-715. However, these orders do not apply and do not affect the relief requested in this Application.

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 approximate 320-acre designated wellbore spacing unit:

Township 6 North, Range 62 West, 6<sup>th</sup> P.M.

Section 7: S½S½

Section 18: N½N½

(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 July 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: May 30, 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

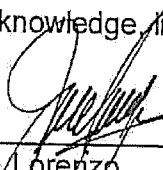
Applicant's Address:

Noble Energy, Inc.  
ATTN: Kelli 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.

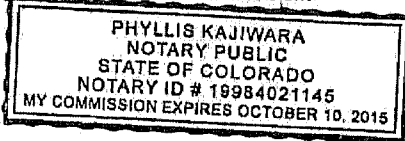
  
\_\_\_\_\_  
Joseph H. Lorenzo  
Attorney-In-Fact  
Noble Energy, Inc.

REP  
CMK

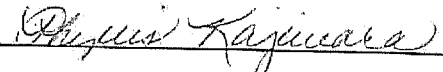
Subscribed and sworn to before this 29<sup>th</sup> day of May 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 10-10-2015

  
\_\_\_\_\_  
Phyllis Kajiwar

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

IN THE MATTER OF THE APPLICATION OF  
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7 AND 18, TOWNSHIP 6 NORTH, RANGE 62  
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CAUSE NO.

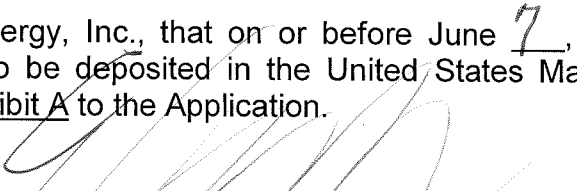
DOCKET NO.

**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:

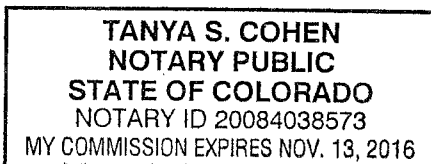
That she is the attorney for Noble Energy, Inc., that on or before June 7, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

  
\_\_\_\_\_  
Elizabeth Y. Gallaway

Subscribed and sworn to before me on May 30, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016.



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

**EXHIBIT A**

Anadarko Land Corp.  
1099 18<sup>th</sup> St, Suite 1800  
Denver, CO 80202

Weld County, Colorado  
c/o Board of County Commissioners  
915 10<sup>th</sup> St  
P.O. Box 758  
Greeley, CO 80632

Wells Ranch, LLLP  
32010 WCR 63  
Gill, CO 80624

Joseph E. Ross  
7850 Grove  
Westminster, CO 80030

DJ Resources, LLC  
1600 Broadway, Suite 1960  
Denver, CO 80202

OOGC America, Inc.  
11700 Katy Freeway, Suite 280  
Houston, TX 77079

XTO Energy, Inc.  
Attn: Mr. Paul L. Keffer  
810 Houston Street  
Fort Worth, TX 76102

Elsie Lewis  
838 Dakota Avenue  
Medford, OR 97501

Laurel Peterson  
Park Apartments, 120 Roosevelt St  
Calexico, CA 92231

WYOTEX Drilling Ventures, LLC  
P.O. Box 280969  
Lakewood, CO 80228

Deanna Louise Scott  
2769 Minerva Lake Road  
Columbus, OH 43231