

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

IN THE MATTER OF THE APPLICATION OF)
NOBLE ENERGY INC. FOR AN ORDER)
ESTABLISHING ONE (1) APPROXIMATE 640-)
ACRE DRILLING AND SPACING UNIT FOR)
ONE (1) HORIZONTAL WELL IN THE)
CODELL-NIOBRARA FORMATION IN THE N½)
OF SECTION 28, AND THE N½ OF SECTION)
29, TOWNSHIP 6 NORTH, RANGE 62 WEST,)
6TH P.M., IN THE WATTENBERG FIELD,)
WELD COUNTY, COLORADO.)
)

Cause No. 407

Docket No. _____

APPLICATION

COMES NOW Noble Energy, Inc. (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission"), for an order establishing one (1) approximate 640-acre drilling and spacing unit for the drilling of one (1) horizontal well for production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation underlying the following lands:

Township 6 North, Range 62 West, 6th P.M.
Section 28: N½
Section 29: N½

Weld County, Colorado ("Application Lands").

In support thereof, the 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 a substantial portion of the leasehold interests on the Application Lands.
3. The Application Lands are unspaced and are subject to Rule 318A, which, among other things, established drilling windows and 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.
4. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, established drilling windows and 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. The Application Lands are subject to Rule 318A. Pursuant to Rule 318A.j., Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of GWA wells.
5. Applicant has drilled one (1) horizontal well on the Application Lands. The Wells Ranch USX AE29-68 Well ("Well"), API No. 05-123-33324, has a surface location of 593' FNL and 50' FWL

of Section 29, Township 6 North, Range 62 West and a bottomhole location of 660 FNL and 600' FEL of Section 28, Township 6 North, Range 62 West.

6. Applicant requests that the Commission establish an approximate 640-acre drilling and spacing unit for the Well on the Application Lands. The proposed approximate 640-acre drilling and spacing unit shall consist of the following lands:

Township 6 North, Range 62 West, 6th P.M.

Section 28: N $\frac{1}{2}$

Section 29: N $\frac{1}{2}$

Weld County, Colorado.

A Well Location Certificate is attached hereto.

7. Applicant asserts that an approximate 640-acre drilling and spacing unit for the Well will allow for economic and efficient drainage of the Codell-Niobrara Formation; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the reservoirs. An approximate 640-acre drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by one (1) horizontal well in such unit.

9. The surface location of the Well is not within a designated drilling window, however Applicant has obtained a signed consent letter from the applicable surface owner(s) allowing Applicant to drill from outside a designated window as defined in Commission Rule 318A.a. and further than 50 feet from an existing surface well location as provided in Commission Rule 318A.c.(2).

10. The treated interval of the wellbore for the Well shall be no closer than 460' from the boundaries of the approximate 640-acre drilling and spacing unit. The Applicant maintains that the one (1) horizontal well will have no adverse effect on correlative rights of adjacent owners.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission shall enter its order:

A. Establishing the approximate 640-acre drilling and spacing unit for the Wells Ranch USX AE29-68 Well.

B. Establishing that the treated interval of the wellbore for the Wells Ranch USX AE29-68 Well shall be no closer than 460' from the boundaries of the approximate 640-acre drilling and spacing unit;

C. Finding that the approximate 640-acre drilling and spacing unit will prevent waste, protect correlative rights, and will maximize the efficient and economic production of the Codell-Niobrara Formation on the Application Lands; and

D. Granting any other relief necessary to prevent waste and protect correlative rights of the adjacent owners.

Dated this 10 day of May, 2012.

Respectfully submitted,

NOBLE ENERGY, INC.

By: 

Jamie L. Jost

Elizabeth Y. Gallaway

Matthew J. Lepore

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: Peggy Tremayne

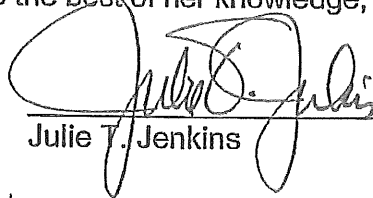
1625 Broadway # 2200

Denver, CO 80202

VERIFICATION

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Julie T. Jenkins, of lawful age, being first duly sworn upon oath, deposes and says that she is Land Manager for Noble Energy, Inc. and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

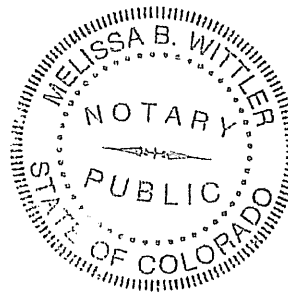


Julie T. Jenkins

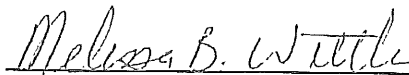
Subscribed and sworn to before this 9th day of May, 2012.

Witness my hand and official seal.

[SEAL]



My commission expires: 04/24/2014



Notary Public

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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 May 17, 2012, she attempted to cause a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.

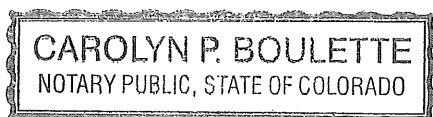


Elizabeth Y. Gallaway

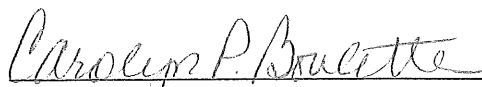
Subscribed and sworn to before me on May 10, 2012.

Witness my hand and official seal.

My commission expires: Oct. 22, 2015.



My Comm. Expires October 22, 2015



Notary Public

EXHIBIT A

Noble Energy, Inc.
ATTN: P. David Padgett
1625 Broadway, Suite 2200
Denver, CO 80202

Kim Kaal
Energy Liaison
DOW
711 Independent Avenue
Grand Junction, CO 81505

Kent Kuster
Colorado Department of Public Health
and Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

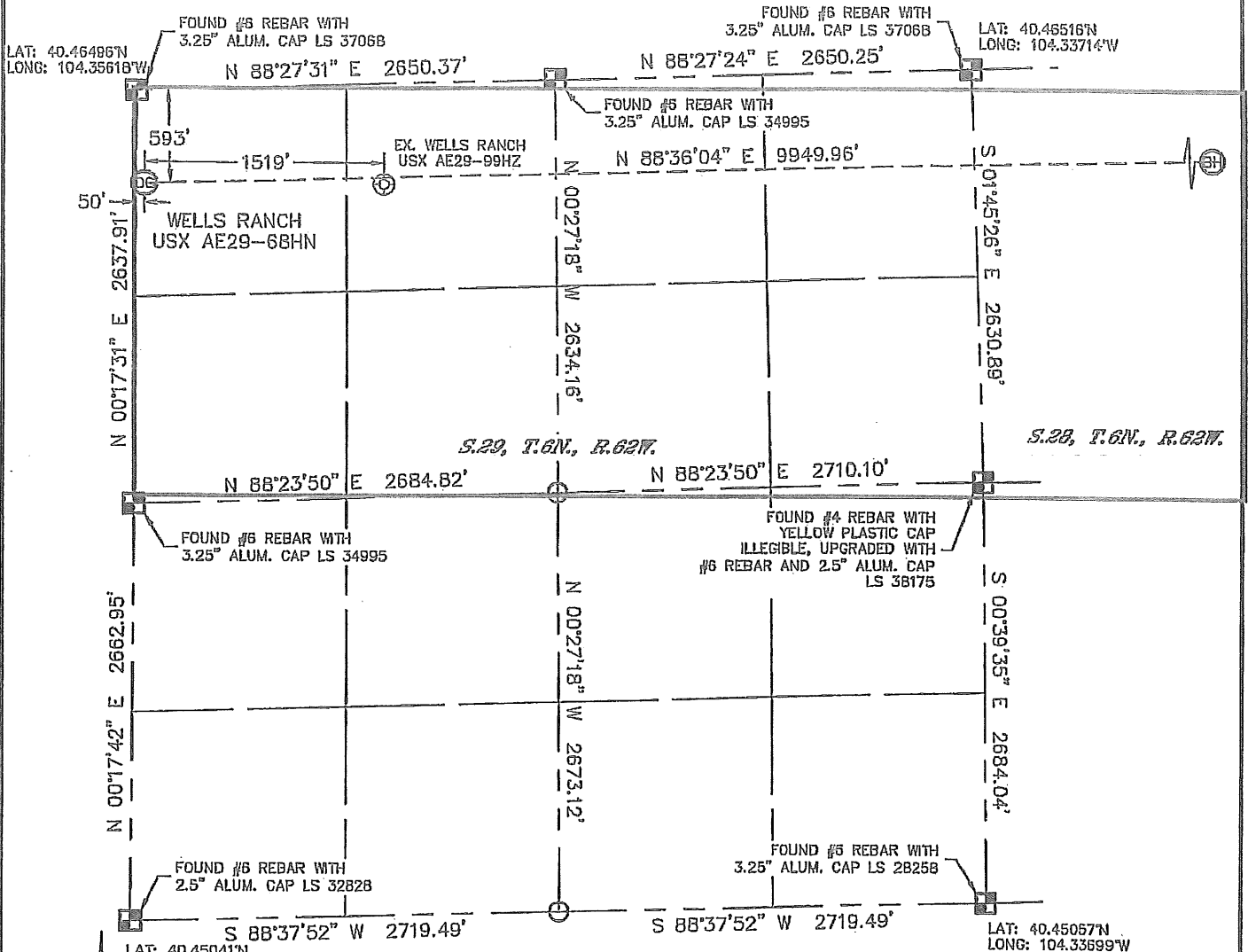
David Bauer
Weld County Government
1111 H Street
Greeley, CO 80632

Lat40°, Inc. 1635 Foxtrail Drive, Suite 325 Loveland, CO 80538

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION: 29
TOWNSHIP: 6N
RANGE: 62W



In accordance with a request from Sean Casper with Noble Energy Inc., Lat40°, Inc. has determined the surface location of the WELLS RANCH USX AE29-68HN, to be 593' from the NORTH line and 50' from the WEST line as measured at right angles from the section lines of Section 29, Township 6 North, Range 62 West and the bottom hole to be 660' from the NORTH line and 600' from the EAST line as measured at right angles from the section lines of Section 28, Township 6 North, Range 62 West of the Sixth Principal Meridian, County of Weld, State of Colorado.

I hereby state that this Well Location Certificate was prepared by me, or under my direct supervision, that the fieldwork was completed on 2/8/11, for and on behalf of Noble Energy Inc. That this is not a Land Survey Plat or an Improvement Survey Plat, and that it is not to be relied upon for establishment of fence, building, or other future improvement lines.

NOTE:

- 1) Bearings shown are Grid Bearings of the Colorado State Plane Coordinate System, North Zone, North American Datum 1983/2007. The lineal dimensions as contained herein are based upon the "U.S. Survey Foot."
- 2) Ground elevations are based on an observed GPS elevation (NAVD 1988 DATUM).
- 3) NEAREST EXISTING WELL: WELLS RANCH USX AE29-99HZ, 1519'
- 4) IMPROVEMENTS: See LOCATION DRAWING for all visible Improvements within 400' of disturbed area.
- 5) SURFACE USE: RANGELAND
- 6) INSTRUMENT OPERATOR: ADAM KELLY

SURFACE LOCATION

LATITUDE: 40.46333°N
LONGITUDE: 104.35604°W
PDOP: 1.4
ELEV: 4771'
1/4, 1/4: NW1/4NW1/4
NEAREST PROPERTY LINE: 50' WEST



BOTTOM HOLE

LATITUDE: 40.46364°N
LONGITUDE: 104.32030°W

NOTE

According to Colorado law, you must commence any legal action based upon any defect in this W.L.C. within three years after you discover such defect. In no event, may any action based upon any defect in this survey be commenced more than ten years after the date of the certificate shown hereon. (13-80-105 C.R.S.)

LEGEND

-  = ALIQUOT MONUMENT AS DESCRIBED
-  = CALCULATED POSITION

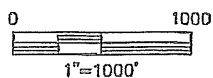
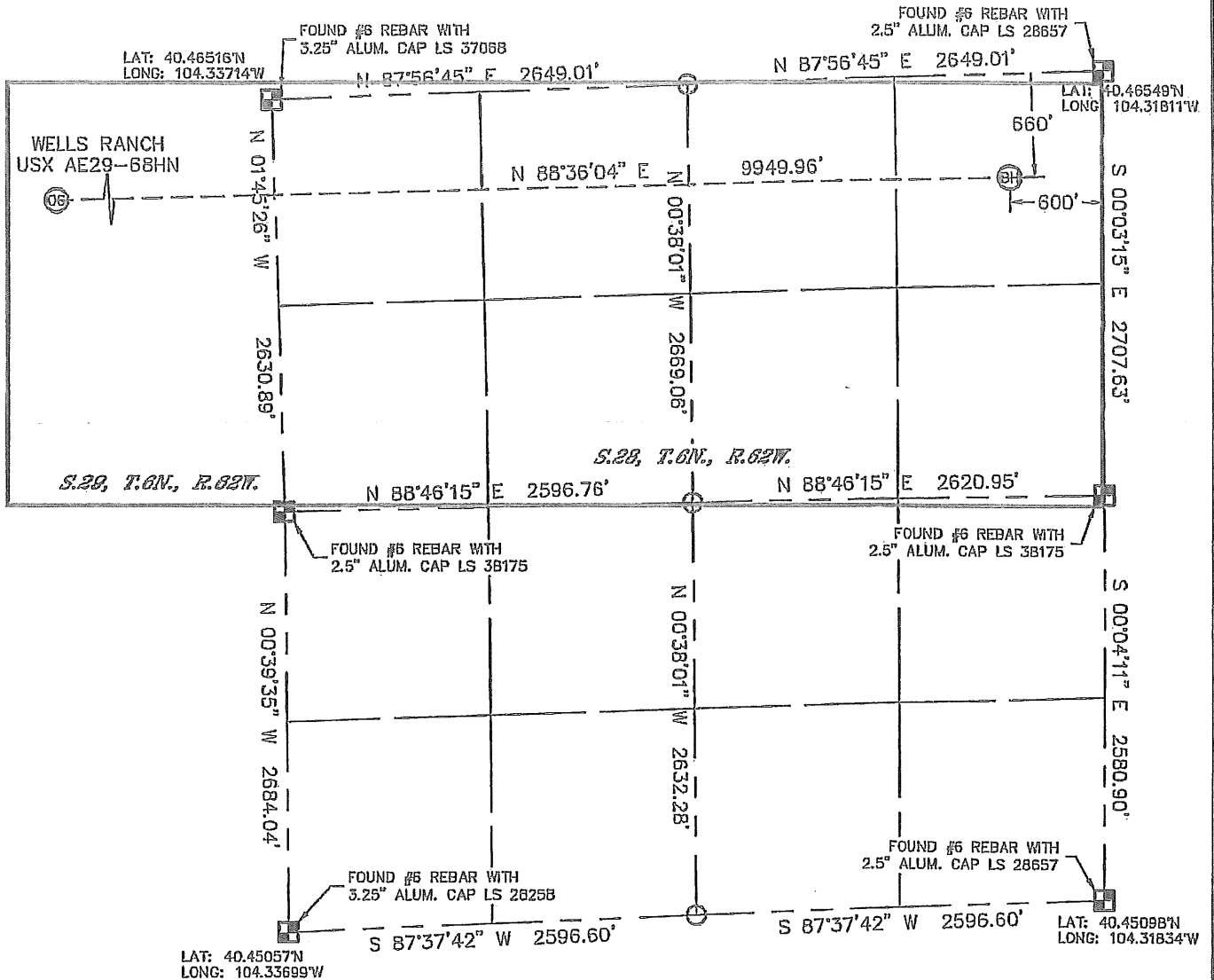
PROJECT#: 2011022

Lat40°, Inc. 1635 Foxtrail Drive, Suite 325 Loveland, CO 80538

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY



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TOWNSHIP: 6N
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