

BEFORE THE OIL & 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 316.37-ACRE WELLBORE SPACING )  
UNIT LOCATED IN WELD COUNTY, COLORADO. )

Cause No. \_\_\_\_\_

Docket No. \_\_\_\_\_

APPLICATION

COMES NOW Noble Energy, Inc. (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all interests within a designated 316.37-acre wellbore spacing unit for the drilling of the horizontal Wells Ranch AE06-69-1HN Well, API No. 05-123-35559 ("Well") to produce from the Niobrara Formation located in the following lands:

Township 6 North, Range 62 West, 6<sup>th</sup> P.M  
Section 6: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 7 North, Range 62 West, 6<sup>th</sup> P.M  
Section 31: S $\frac{1}{2}$ S $\frac{1}{2}$

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 certain leasehold interests in the Application Lands.
3. A portion of the Application Lands are unspaced as to the Niobrara Formation.
4. The Application Lands are subject to Rule 318A., described below.
5. 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. Rule 318A (a)(4)(C) allows an operator to designate a drilling and spacing unit not smaller than a governmental quarter-quarter section if the well is proposed to be located greater than four hundred and sixty (460) feet from the quarter-quarter section boundary in

which it is located. The Application Lands are subject to Rule 318A. Pursuant to Rule 318A.k., Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of GWA wells.

6. On August 8, 2011, Rule 318A was amended to allow, among other things, wellbore spacing units to be established on unspaced lands within GWA pursuant to certain notice and hearing procedures. This amendment was effective on September 30, 2011. The Application Lands are subject to Rule 318A for the Niobrara Formation.

7. On May 29, 2012, the Commission entered Order Nos. 407-642 & 535-163 which, among other things, amended Order No. 407-559 to authorize the drilling of up to four (4) wells within twelve approximate 640-acre drilling and spacing units on certain lands, including a portion of Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

8. Applicant designated a 316.37-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.

9. 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, and in the following designated 316.37-acre wellbore spacing unit, located within the Application lands, for production from the Niobrara Formation:

Township 6 North, Range 62 West, 6<sup>th</sup> P.M  
Section 6: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 7 North, Range 62 West, 6<sup>th</sup> P.M  
Section 31: S $\frac{1}{2}$ S $\frac{1}{2}$

(referred to herein as the "Wellbore Spacing Unit").

10. Applicant proposes to horizontally drill the Well within the designated Wellbore Spacing Unit with a surface location of 1261 FNL, 215 FEL, Section 6, Township 6 North, Range 6 West, 6th P.M. and bottomhole location of 330' FNL, 535' FWL, Section 6, Township 6 North, Range 62 West, 6th P.M..

11. 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 any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Well.

12. 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.

13. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and 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 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) were first incurred for the drilling of the Well.

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(7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in the drilling unit comprised of the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

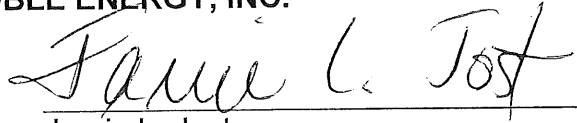
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in August, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

DATED this 9<sup>th</sup> day of June, 2012.

Respectfully submitted:

**NOBLE ENERGY, INC.**

By:



Jamie L. Jost  
Matthew 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: Gabriel Findlay  
1625 Broadway, Suite 2200  
Denver, CO 80202

**EXHIBIT A**  
**Interested Parties**

VERIFICATION

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

P. David Padgett, 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.

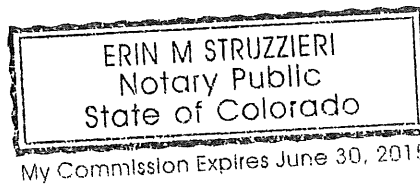


\_\_\_\_\_  
P. David Padgett  
Attorney-In-Fact  
Noble Energy, Inc.

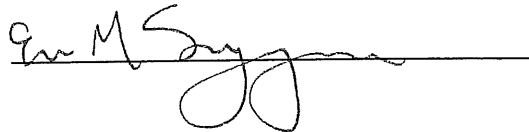
Subscribed and sworn to before this 20<sup>th</sup> day of June, 2012.

Witness my hand and official seal.

[SEAL]



My commission expires: JUNE 30, 2015



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**AFFIDAVIT OF MAILING**

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

Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

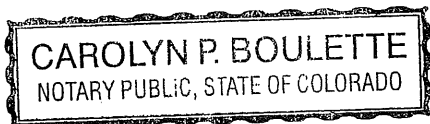
That she is the attorney for Noble Energy, Inc., that on or before June 29, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost  
Jamie L. Jost

Subscribed and sworn to before me on June 21, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015



My Comm. Expires October 22, 2015

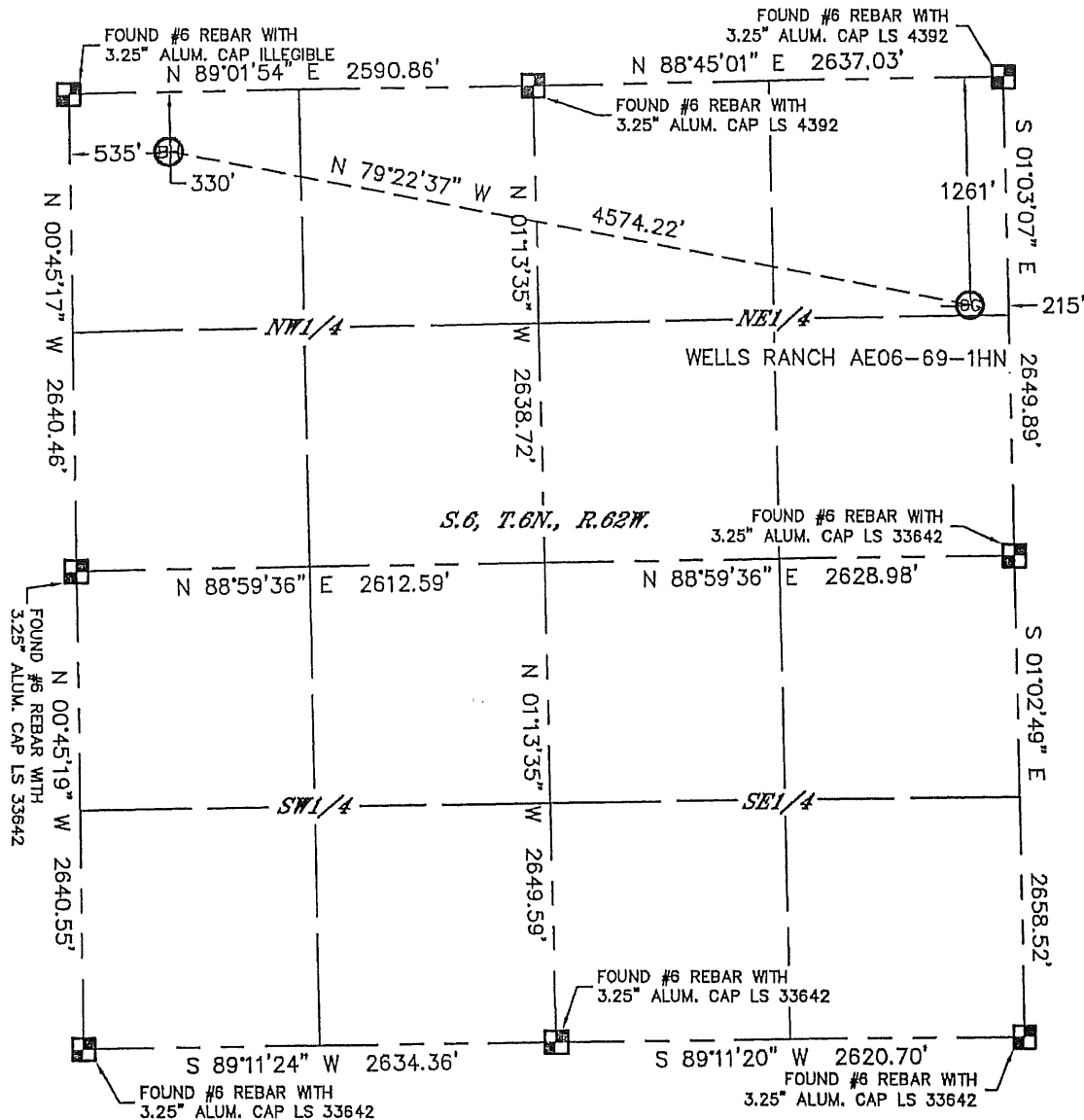
Carolyn P. Boulette  
Notary Public

Lat40°, Inc. 1635 Foxtrail Drive, Suite 325 Loveland, CO 970-776-3321

# WELL LOCATION CERTIFICATE

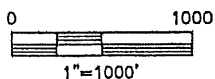
THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION: 6  
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 AE06-69-1HN to be 1261' from the NORTH line and 215' from the EAST line and the bottom hole to be 330' from the NORTH line and 535' from the WEST line as measured at right angles from the section lines of Section 6, 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 2/8/12, 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: (NONE WITHIN SECTION)
- 4) IMPROVEMENTS: See LOCATION DRAWING for all visible Improvements within 400' of disturbed area.
- 5) SURFACE USE: RANGELAND
- 6) INSTRUMENT OPERATOR: WYATT HALL

## SURFACE LOCATION

LAT: 40.51952°N  
LONG: 104.35679°W  
PDOP: 1.5  
ELEV: 4932'  
1/4, 1/4: NE1/4NE1/4  
NEAREST PROPERTY LINE: 215' EAST

## BOTTOM HOLE

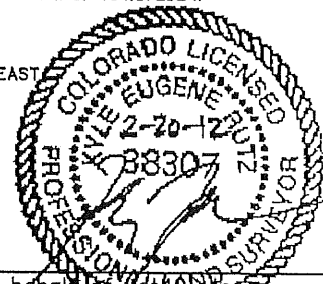
LAT: 40.52200°N  
LONG: 104.37292°W

## 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



Kyle E. Rutz—On behalf of Lat40°  
Colorado Licensed Professional Land Surveyor No. 38307  
DATE: 2/8/2012  
PROJECT#: 2012027

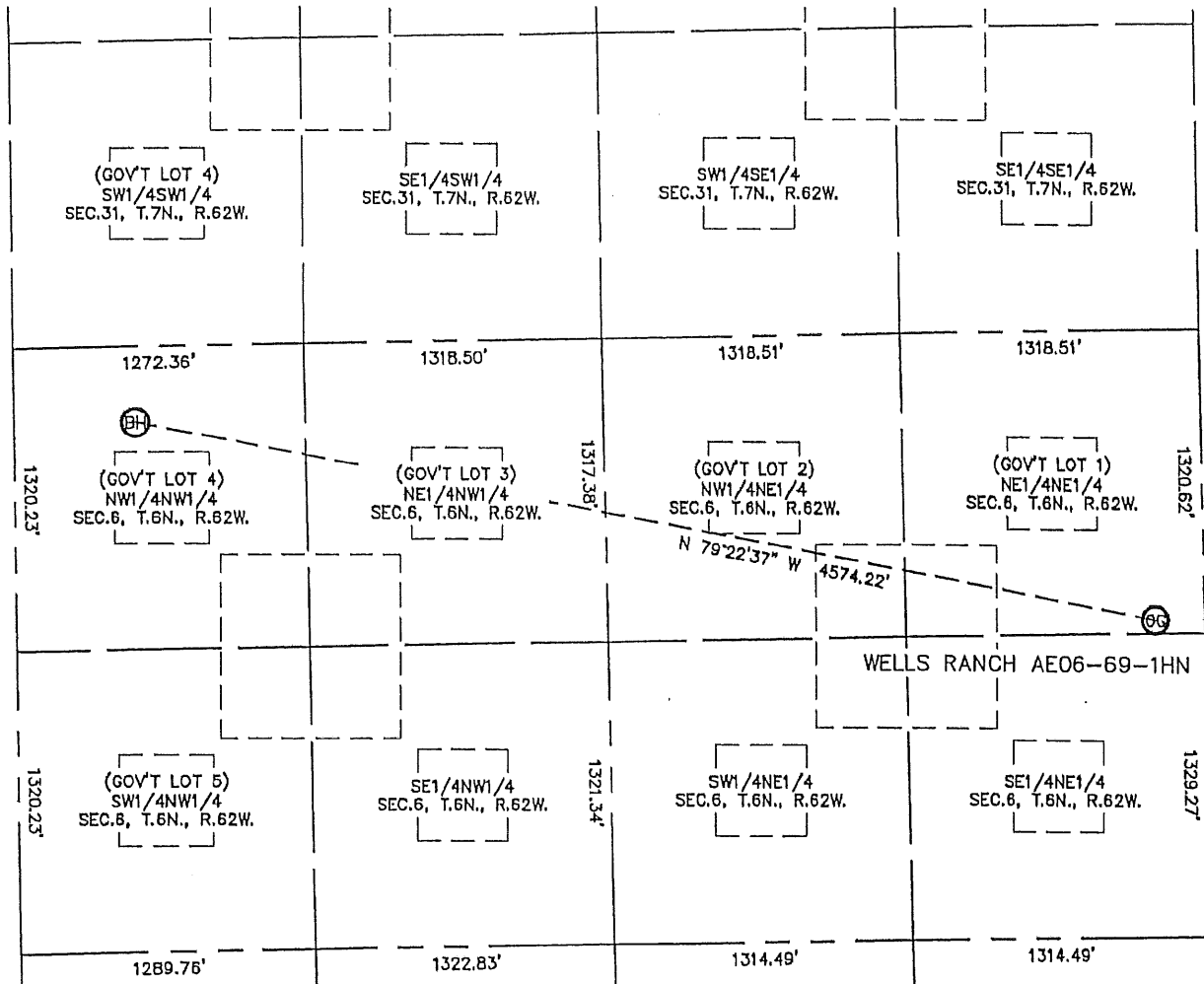


Lat40°, Inc. 1635 Foxtrail Drive, Suite 325 Loveland, CO 970-776-3321

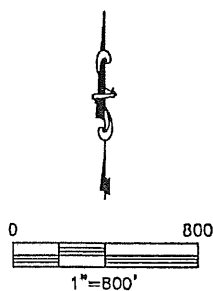
# SITE SKETCH

WELLS RANCH AE06-69-1HN

SECTION: 6  
TOWNSHIP: 6N  
RANGE: 62W



NOTE: NO EXISTING WELLS ALONG PROPOSED WELL BORE.



DATE: 2/8/2012  
PROJECT#: 2012027