

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)
FOUR DESIGNATED 320-ACRE WELLBORE)
SPACING UNITS 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 in four (4) designated 320-acre wellbore spacing units for the drilling of the horizontal Furrow Federal PC AB14-62HN Well, API No. 05-123-34920, the horizontal Furrow Federal PC AB14-63HN Well, API No. 05-123-34925, the horizontal Furrow Federal PC AB14-64HN Well, API No. 05-123-34929, and the horizontal Furrow Federal PC AB14-65HN Well, API No. 05-123-34923 ("Wells") to produce from the Niobrara Formation located in the following lands:

Township 7 North, Range 64 West, 6th P.M

Section 14: S $\frac{1}{2}$	(Furrow Federal PC AB14-62HN or WSU #1)
Section 14: S $\frac{1}{2}$	(Furrow Federal PC AB14-63HN or WSU #2)
Section 14: S $\frac{1}{2}$	(Furrow Federal PC AB14-64HN or WSU #3)
Section 14: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$	(Furrow Federal PC AB14-65HN or WSU #4)

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. The Application Lands are unspaced as to the Niobrara Formation and are subject to Rule 318A., described below.
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. 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.

5. 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.

6. Applicant designated a 320-acre wellbore spacing unit for the Furrow Federal PC AB14-62HN Well, as described 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.

7. 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 320-acre wellbore spacing unit, located within the Application lands, for production from the Niobrara Formation:

Township 7 North, Range 64 West, 6th P.M
Section 14: S½

(referred to herein as the "Wellbore Spacing Unit #1").

8. Applicant proposes to horizontally drill the Well within the designated Wellbore Spacing Unit #1 with a surface location of 1,582' FSL, 250' FWL, Section 14, Township 7 North, Range 64 West, 6th P.M. and bottomhole location of 660' FSL, 535' FEL, Section 14, Township 7 North, Range 64 West, 6th P.M..

9. Applicant designated a 320-acre wellbore spacing unit for the Furrow Federal PC AB14-63HN Well, as described 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.

10. 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 320-acre wellbore spacing unit, located within the Application lands, for production from the Niobrara Formation:

Township 7 North, Range 64 West, 6th P.M
Section 14: S½

(referred to herein as the "Wellbore Spacing Unit #2").

11. Applicant proposes to horizontally drill the Well within the designated Wellbore Spacing Unit #2 with a surface location of 1,619' FSL, 250' FWL, Section 14, Township 7 North, Range 64 West, 6th P.M. and bottomhole location of 1,320' FSL, 535' FEL, Section 14, Township 7 North, Range 64 West, 6th P.M..

12. Applicant designated a 320-acre wellbore spacing unit for the Furrow Federal PC AB14-64HN Well, as described 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.

13. 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 320-acre wellbore spacing unit, located within the Application lands, for production from the Niobrara Formation:

Township 7 North, Range 64 West, 6th P.M
Section 14: S½

(referred to herein as the "Wellbore Spacing Unit #3").

14. Applicant proposes to horizontally drill the Well within the designated Wellbore Spacing Unit #3 with a surface location of 1,657' FSL, 250' FWL, Section 14, Township 7 North, Range 64 West, 6th P.M. and bottomhole location of 1,980' FSL, 535' FEL, Section 14, Township 7 North, Range 64 West, 6th P.M..

15. Applicant designated a 320-acre wellbore spacing unit for the Furrow Federal PC AB14-65HN Well, as described 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.

16. 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 320-acre wellbore spacing unit, located within the Application lands, for production from the Niobrara Formation:

Township 7 North, Range 64 West, 6th P.M
Section 14: S½N½, N½S½

(referred to herein as the "Wellbore Spacing Unit #4").

17. Applicant proposes to horizontally drill the Well within the designated Wellbore Spacing Unit #4 with a surface location of 1,695' FSL, 250' FWL, Section 14, Township 7 North, Range 64 West, 6th P.M. and bottomhole location of 2,640' FSL, 535' FEL, Section 14, Township 7 North, Range 64 West, 6th P.M..

18. 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 Wells.

19. 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 Wells, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

20. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Wellbore Spacing Unit #1, Wellbore Spacing Unit #2, Wellbore Spacing Unit #3, and Wellbore Spacing Unit #4 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 Wellbore Spacing Unit #1 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 Furrow Federal PC AB14-62HN Well in Wellbore Spacing Unit #1 to the Niobrara Formation.

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 Furrow Federal PC AB14-62HN 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 Niobrara Formation in Wellbore Spacing Unit #1.

D. Pooling all interests in Wellbore Spacing Unit #2 for the development of the 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 Furrow Federal PC AB14-63HN Well in Wellbore Spacing Unit #2 to the Niobrara Formation.

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 Furrow Federal PC AB14-63HN 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 Niobrara Formation in Wellbore Spacing Unit #2.

G. Pooling all interests in Wellbore Spacing Unit #3 for the development of the 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 of Furrow Federal PC AB14-64HN Well in Wellbore Spacing Unit #3 to the Niobrara Formation.

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 Furrow Federal PC AB14-64HN 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 Niobrara Formation in Wellbore Spacing Unit #3.

J. Pooling all interests in Wellbore Spacing Unit #4 for the development of the Niobrara Formation.

K. 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 Furrow Federal PC AB14-65HN Well in Wellbore Spacing Unit #4 to the Niobrara Formation.

L. 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 Furrow Federal PC AB14-65HN 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 Niobrara Formation in Wellbore Spacing Unit #4.

M. 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 21st day of June, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By: 

Jamie L. Jost
Elizabeth Y. Gallaway
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: Pat Green
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Harold Furrow Family Trust
27529 Hwy 392
Gill, CO 80624

Esther A. Furrow
27529 Hwy 392
Gill, CO 80624

Estate of Erma Jean Palven, deceased
318 E. 90th St., Apt. 2
New York, NY 10028

Marilyn J. Carmichael, individually and as
heir of Erma Jean Palven, deceased
P.O. Box 111
Husum, WA 98623-0111

Sean M. English, individually and as heir
of Erma Jean Palven, deceased
202 Cool Springs Dr
Stephens City, VA 22655

Sandra G Harper, individually and as heir
of Erma Jean Palven, deceased
10 Plymouth Dr
Colby, KS 67701

Naomi D Ward, individually and as heir of
Erma Jean Palven, deceased
430 La Casa Dr.
Colby, KS 67701

Smokey Hill Creek LP
c/o Kent L Hamilton
430 La Casa Dr.
Colby, KS 67701

Bettie J Dinsmore
604 Joyce Ct
Berthoud, CO 80513

John J Spall, individually and as heir to
Kathleen Cleveland
2821 Lotus Place
Loveland, CO 80202

Charles A Spall, individually and as heir
to Kathleen Cleveland
171 Lounsbury Dr
Raynham, MA 02767

William Patrick Tracy, Jr.
4412 East Mulberry St, #252
Fort Collins, CO 80524

Estate of Vera Ma Filleman, deceased
c/o Stephen K. Filleman
2900 Oak Park Dr.
Austin, TX 78704

Stephen K. Filleman
2900 Oak Park Dr.
Austin, TX 78704

Mark C. Filleman
41 Middlesex Dr
Enfield, CT 06082

Raymond George Tracy
600 Sterling Dr.
Cheyenne, WY 82004-5802

Wendi E. Garrett (status unknown)
Address Unknown

Centennial Mineral Holdings, LLC
5950 Cedar Springs Rd. Suite 200
Dallas, TX 75235

AED Group, LLC
6301 Gaston Avenue Suite 620
Dallas, TX 75214

Rodeo Energy Partners, Ltd
PO Box 4631
Englewood, CO 80155

Guttersen & Co.
PO Box 2176
Greeley, CO 80632

HHR Family Farms, LLC
c/o West Greeley Farms
1610-37th Avenue Place
Greeley, CO 80634

Rothe Family Co., LLC
c/o West Greeley Farms
1610-37th Avenue Place
Greeley, CO 80634

United States of America Department of
Interior Bureau of Land Management
Royal Gorge Field Office
3028 E. Main St.
Canon City, CO 81212

Weld County Board of County
Commissioners
915 10th Street
PO Box 758
Greeley, CO 80632

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.

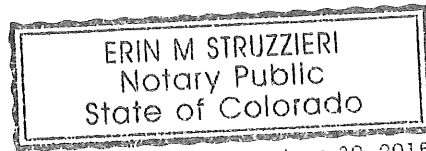


P. David Padgett
Attorney-In-Fact
Noble Energy, Inc.

Subscribed and sworn to before this 20th day of June, 2012.

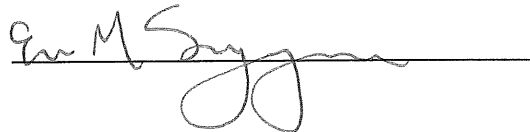
Witness my hand and official seal.

[SEAL]



My Commission Expires June 30, 2015

My commission expires: June 30, 2015



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)
FOUR DESIGNATED 320-ACRE WELLBORE)
SPACING UNITS LOCATED IN WELD COUNTY,)
COLORADO.)
)

Cause No. _____

Docket No. _____

AFFIDAVIT OF MAILING

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

Elizabeth Gallaway of lawful age, and being first duly sworn upon her oath, states and declares:

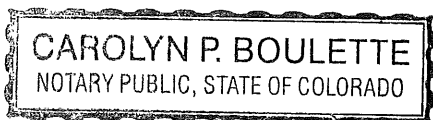
That she is the attorney for Noble Energy, Inc., that on or before June ____, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Elizabeth Y. Gallaway

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

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015


Notary Public