

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 AN)
APPROXIMATE 640-ACRE DRILLING AND)
SPACING UNIT FOR SECTION 15, TOWNSHIP 8)
NORTH, RANGE 62 WEST, 6TH P.M., LOCATED IN)
AN UNNAMED FIELD, 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 an approximate 640-acre drilling and spacing unit for the drilling of the Washburn GX 15-62HN Well ("Well") (API No. 05-123-35475) to produce from the Niobrara Formation located in the following lands:

Township 8 North, Range 62 West, 6th P.M.
Section 15: ALL

Weld County, Colorado (hereafter "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. On June 27, 2011, the Commission issued Order No. 535-39, which among other things, established 640-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands, including the Application Lands, and allowed up to two (2) horizontal wells within each unit and further provided that the treated interval of the wellbore for any permitted horizontal well shall be located no closer than 600 feet from the boundary of the unit without exception being granted by the Director of the Commission.
4. 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, in the Application Lands in the Niobrara Formation underlying the following approximate 640-acre drilling and spacing unit:

Township 8 North, Range 62 West, 6th P.M.
Section 15: ALL

(hereafter "Drilling and Spacing Unit").

5. 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) are first incurred for the drilling of the Well to the Niobrara Formation on the Application Lands.

6. 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.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Drilling and 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 Drilling and 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 any well in the Drilling and 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 all wells drilled to develop the Niobrara Formation in the Drilling and 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 November, 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 ____ day of September, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Theresa M. Sauer
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: Erin Struzzieri
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

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

Continental Resources, Inc.
302 N. Independence
Enid, OK 73701

Anadarko E&P Company, L.P.
PO Box 173779
Denver, CO 80217

Rodeo Energy Partners, LLC
PO Box 4782
Englewood, CO 80155

V.H. Simmons, Jr.
17031 E. El Lago Blvd #2163
Fountain Hills, AZ 85268

William P. Simmon, Trustee u/w/o V.H.
Simmons
PO Box 4797
Wichita, KS 67219

Duangchai Washburn
110 Oak Ave.
Eaton, CO 80615

Bruce Michael Davis
4253 Cheyenne Dr.
Larkspur, CO 80118

Arthur L. Larson
523 Silver Lake Dr.
Danville, CA 94526

Gary Diebert
16016 12th Ave SW
Burien, WA 98166

Billy John Diebert
PO Box 44161
Rio Rancho, NM 87174

U.S. AgBank, FCB
245 North Waco, Suite 230
Wichita, KS 67201

Van Freeman and Beverly Freeman
Trustees for the Van Freeman
Revocable
Trust dated March 23, 2005
PO Box 326
Walsh, CO 81090

Marguerite Freeman, Van Freeman,
and Beverly Freeman
Trustees for the Marguerite Freeman
Revocable Trust
PO Box 326
Walsh, CO 81090

Beverly Freeman
PO Box 326
Walsh, CO 81090

Barbara J. Rouse
8143 E. Mountain Spring Road
Scottsdale, AZ 85255

RLW Energy, LLC
Address Unknown

Ronnie E. Settles
3204 Copper Sunset Ave.
North Las Vegas, NV 89081

McKnight Trust, NPRI
7473 W. Lake Mead Suite 100
Las Vegas, NV 89128

Gloria Rust
15260 Willow Rd
Lakeside, CA 92040

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

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

Witness my hand and official seal

NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19984021145
MY COMMISSION EXPIRES OCTOBER 10, 2015

JIWARA
IBLIC
ORADO
4021145
CTOBER 10, 2015

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NORTH, RANGE 62 WEST, 6TH P.M., LOCATED IN)
AN UNNAMED FIELD, WELD COUNTY,)
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AFFIDAVIT OF MAILING

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

Theresa M. Sauer, of lawful age, and being first duly sworn upon her oath, states and declares:

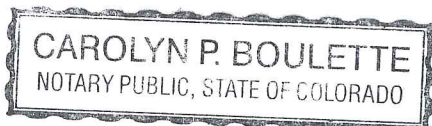
That she is the attorney for Noble Energy, Inc., that on or before September 24, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Theresa M. Sauer


Subscribed and sworn to before me on September 17, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015


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 POOLING ALL
INTERESTS IN THE NIOBRARA FORMATION IN
DESIGNATED DRILLING AND SPACING UNIT
LOCATED IN SECTION 15 TOWNSHIP 8 NORTH,
RANGE 62 WEST, 6TH PM, WELD COUNTY,
COLORADO.

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) CAUSE NO.
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) DOCKET NO. 1211-UP-268
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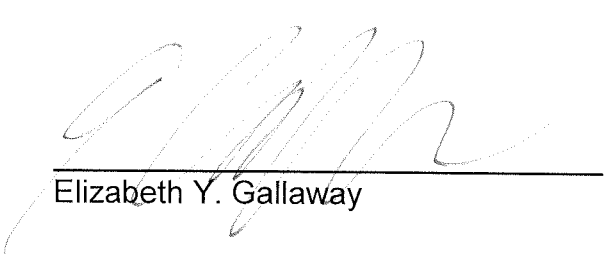
SUPPLEMENTAL AFFIDAVIT OF MAILING

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 the attorney for Noble Energy, Inc. and that on or before October 5, 2012 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

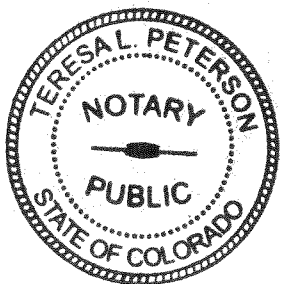
Continental Resources, Inc.
P.O. Box 268836
Oklahoma City, OK 73126


Elizabeth Y. Gallaway

Subscribed and sworn to before me October 5, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13.




Notary Public