

**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 A 320-ACRE WELLBORE SPACING
UNIT IN THE NIOBRARA FORMATION IN SECTION 16,
TOWNSHIP 4 NORTH, RANGE 65 WEST, IN THE
WATTENBERG FIELD, IN WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the development of the Niobrara Formation in the following described 320-acre wellbore spacing unit for the Boulder G 16-75HN Well, API No. 05-123-35233 ("Well"):

Township 4 North, Range 65 West, 6th P.M.
Section 16: W $\frac{1}{2}$ E $\frac{1}{2}$, E $\frac{1}{2}$ W $\frac{1}{2}$

Weld County, Colorado (hereinafter "Application Lands").

In support of its application, 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 leasehold interests in a substantial portion of the Application Lands.
3. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell-Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.
4. 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 Formation 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. The Application Lands are subject to Rule 318A for the Niobrara Formation.
5. Applicant designated a 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 pursuant to 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 designated 320-acre wellbore spacing unit:

Township 4 North, Range 65 West, 6th P.M.
Section 16: W½E½, E½W½

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

7. Applicant requests that the Commission's pooling order be made effective as 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 of the Well to the Niobrara Formation on the Application Lands, whichever is earlier.

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, or has already been, offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required, as applicable, by Rule 530. The interested parties list shall be filed with the Commission no later than seven (7) days after the filing of this Application. 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 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 Wellbore Spacing Unit for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as 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, whichever is earlier.

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 Wellbore Spacing 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 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: September 17, 2012

Respectfully submitted:

Noble Energy, Inc.

By: 

Jamie L. Jost
Elizabeth Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

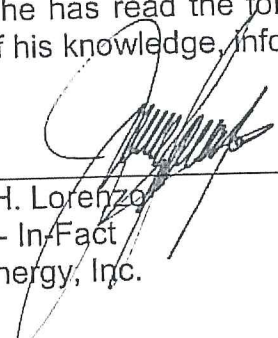
Applicant's Address:

Noble Energy, Inc.
ATTN: Kelli Piatkowski
1625 Broadway, Suite 2200
Denver, CO 80202

VERIFICATION

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

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.



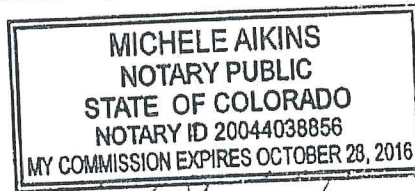
Joseph H. Lorenzo
Attorney- In-Fact
Noble Energy, Inc.

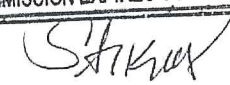
KDP cmk

Subscribed and sworn to before me this 17th day of September, 2012.

Witness my hand and official seal.

My commission expires: 10/28/16





Notary Public

EXHIBIT A

DAVID A. BRUNTZ, FOR LIFE,
REMAINDER TO STANLEY D. BRUNTZ & BEVERLY
A. BRUNTZ
20869 COUNTY ROAD 44
LASALLE, CO 80645

BOULTER, LLC
20491 WCR 44
LASALLE, CO 80645

STATE OF COLORADO
BOARD OF LAND COMMISSIONER
620 CENTENNIAL BLDG
313 SHERMAN ST
DENVER, CO 80203

STEPHEN BOULTER, TRUSTEE FOR AUSTIN R.
BOULTER
20491 WCR 44
LASALLE, CO 80645

THE FARMERS RESERVOIR AND IRRIGATION
COMPANY
80 SOUTH 27TH AVENUE
BRIGHTON, CO 80601

THE MORELAND JOINT LIVING TRUST
WILBUR L. MORELAND, TRUSTEE
2918 PRINCE GEORGE ROAD
HATTIESBURG, MS 39402

JAMES AND BARBARA R. MEYERS
6717 CHERRYWOOD AVE
BAKERSFIELD, CA 93308

RUTH MEYER ACHZIGER
C/O JEANNE BALENT
7897 LAKESHORE COURT, PARKER, CO 80134

JEANNE BALENT
2121 S. COLUMBINE ST.
DENVER, CO 80210

JEFFERY C. BALLENT
2121 S. COLUMBINE ST.
DENVER, CO 80210

HEATHER MASKALENKO
2121 S. COLUMBINE ST.
DENVER, CO 80210

CECIL MEYER AND E. LOUISE HOLMES
1127 WARD DR.
GREELEY, CO 80634

PAMELA S. SHARP
5001 W FLORIDA AVE.
SPC 774, HEMET, CA 92545

ESTATE OF ERMA BLEHM
UNKNOWN

HOWARD MEYER (DECEASED)
MYRTLE MEYER
602 35TH CT
GREELEY, CO 80634

LLOYD E. MEYER AND JOANNE M. MEYER
946 CUMBERLAND CIRCLE
CLERMONT, FL 84711

DORIS SHIPP
C/O MAY SHARP
6730 STREETER AVE, APT #35
RIVERSIDE, CA 92504

CHARLES R. WERNER
7592 PINON DR
YUCCA VALLEY, CA 92284

D.O.B. FARM, LLC
22240 WCR #39
LASALLE, CO 90645

GALEN K. HILL AND KATHERINE STOKER
20570 WCR 46
LASALLE, CO 80645

KLAUS PESCHEL AND ERNA PESCHEL
20308 WELD COUNTY ROAD 39
LASALLE, CO 80645

MARY M. BOHLENDER, FOR LIFE,
REMAINDER TO BRADLEY A. BOHLENDER
1414 10TH AVENUE
GREELEY, CO 80631

BRADLEY A. BOHLENDER
3615 TAM O'SHANTER
RIVERTON, WY 82501

JANET FRASIER
4747 W 10TH ST RD
GREELEY, CO 80634

JAMES L. BOHLENDER
39550 CO RD 20
HOLYOKE, CO 80734

STEWART LIVING TRUST, DATED NOVEMBER 20,
2006
2011 RIDGEVIEW DRIVE
LONGMONT, CO 80504

JACLYNN LESLIE BOHLENDER
22 MILLIMAN WAY
CARSON CITY, NV 89706

LEROY J. BOHLENDER
715 S WORLEY AVE
HOLYOKE, CO 80734

ROBERT E. BOHLENDER
1603 RODEO RD, BOX 1102
NORTH PLATTE, NE 69103

PATRICIA M. BOHLENDER-LOWE
10188 WELD COUNTY ROAD 23
FORT LUPTON, COLORADO 80621

RICHARD L. BOHLENDER
1630 690TH RD
GORDON, NE 69343

TIMOTHY D. BOHLENDER
8701 STONE FIELD CT
GILLETE, WY 82718

BRENT A. BOHLENDER
2352 ROSEBOROUGH COURT
TURLOCK, CA 95380

DIANE M. THOMAS, FOR LIFE, WITH REMAINDER
TO LISA AMARANT AND KAYLEE MARIE AMARANT
617 W GRANGER AVE #53
MOSESTO, CA 95350

CHACE BOHLENDER
UNKNOWN

STEFANO MEZZALIRA AND ROSANNA MEZZALIRA
20448 WCR 46
LASALLE, CO 80645

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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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:

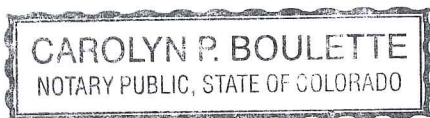
That she is the attorney for Noble Energy, Inc. and that on or before September 24, 2012 she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Y. Gallaway

Subscribed and sworn to before me September 17, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015

Carolyn P. Boulette
Notary Public