

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

IN THE MATTER OF THE **AMENDED** APPLICATION )  
OF NOBLE ENERGY, INC. FOR AN ORDER )  
POOLING ALL INTERESTS IN THE NIOBRARA )  
FORMATION IN A DESIGNATED APPROXIMATE )  
160-ACRE WELLBORE SPACING UNIT LOCATED )  
IN SECTION 19, TOWNSHIP 7 NORTH, RANGE 63 )  
WEST, 6TH P.M. IN THE WATTENBERG FIELD, )  
WELD COUNTY, COLORADO )

Cause No. 407

Docket No. 1301-UP-21

**AMENDED APPLICATION**

COMES NOW Noble Energy, Inc. (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes this **amended** application ("**Amended Application**") to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all interests within a designated approximate 160-acre wellbore spacing unit for the drilling of the horizontal Grigsby AC 19-62HN Well, API No. 05-123-34851 ("Well") to produce from the Niobrara Formation located in the following lands:

Township 7 North, Range 63 West, 6<sup>th</sup> P.M  
Section 19: S1/2S1/2

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. The Application Lands are unspaced as to the Niobrara Formation.
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.
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 and addressed the drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Niobrara Formation.

6. Applicant designated an approximate 160-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.

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 approximate 160-acre wellbore spacing unit, located within the Application Lands, for production from the Niobrara Formation:

Township 7 North, Range 63 West, 6<sup>th</sup> P.M  
Section 19: S½S½

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

8. Applicant requests that the Commission's pooling order be made effective as of the earlier of the **of the original November 2, 2012 filing date for 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.

9. Applicant certifies that copies of this **Amended** 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. The list of such interested parties is attached hereto as Exhibit A.

10. 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 earlier **of the original November 2, 2012 filing date for 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 January, 2013, 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 29<sup>th</sup> day of November, 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: Sam McClung  
1625 Broadway, Suite 2200  
Denver, CO 80202

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

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


Missouri Improvement Company  
c/o Farmers National Company  
5110 S. Yale, Suite 400  
Tulsa, OK 74135

Weld County Board of Commissioners  
915 10<sup>th</sup> St.  
Greeley, CO 80632

VERIFICATION

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

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 **Amended** Application and that the matters therein contained are true to the best of his knowledge, information and belief.

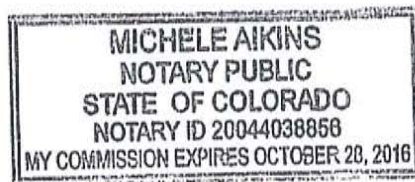
  
\_\_\_\_\_  
Joseph H. Lorenzo,  
Attorney-in-Fact  
Noble Energy, Inc. Jm  
Gmk

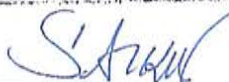
Subscribed and sworn to before this 28<sup>th</sup> day of **November**, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/28/14



  
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Notary Public

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**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 November 29, 2012, she caused a copy of the attached **Amended** 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 this 29 day of November, 2012.

Witness my hand and official seal.



[SEAL]

My commission expires: 10-04-13

  
Notary Public