

**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 TO
POOL ALL INTERESTS IN AN APPROXIMATE
480-ACRE DRILLING AND SPACING UNIT
ESTABLISHED FOR SECTIONS 3, 4, 9 AND 10,
TOWNSHIP 4 NORTH, RANGE 65 WEST, 6TH
P.M., FOR THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 480-acre drilling and spacing unit for the drilling of the Romero PC G10-79HN Well, API No. 05-123-34018 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 4 North, Range 65 West, 6th P.M.

Section 3: SW $\frac{1}{4}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 4: SE $\frac{1}{4}$ NE $\frac{1}{4}$, E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 9: NE $\frac{1}{4}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ NE $\frac{1}{4}$

Section 10: NW $\frac{1}{4}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ NW $\frac{1}{4}$

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

In support thereof, 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 February 19, 1992, the Commission entered 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 Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. The Application Lands are subject to this order for the Niobrara Formation. Commission Order Nos. 407-556 and 407-581 also includes portions of the Application Lands, but do not apply and do not affect the relief requested in this Application.
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 Formations 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. On October 31, 2011, the Commission entered Order No. 407-497, which among other things, established an approximate 480-acre drilling and spacing unit and authorizing one (1) horizontal well for development and production of oil, gas and related hydrocarbons from the Niobrara Formation. The Application Lands are subject to this order for the Niobrara Formation.

6. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands for the development of the Niobrara Formation underlying the following approximate 480-acre drilling and spacing unit:

Township 4 North, Range 65 West, 6th P.M.

Section 3: SW $\frac{1}{4}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 4: SE $\frac{1}{4}$ NE $\frac{1}{4}$, E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 9: NE $\frac{1}{4}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ NE $\frac{1}{4}$

Section 10: NW $\frac{1}{4}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ NW $\frac{1}{4}$

(hereafter "Drilling and Spacing Unit").

8. 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling the Well to the Niobrara Formation on the Application Lands.

9. 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.

10. That in order to prevent waste and to protect correlative rights, all interests in the 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 the 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 the 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 the Well 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 June 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: April 18, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By: 

Jamie L. Jost
Gregory J. Nibert Jr.
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

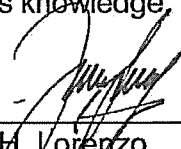
Applicant's Address:

Noble Energy, Inc.
ATTN: Sam McClung
1625 Broadway, Suite 2200
Denver, CO 80202

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 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.

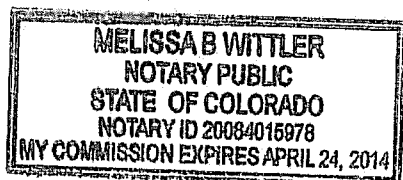
cm
cmk

Subscribed and sworn to before this 18th day of April 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014



Melissa B Wittler

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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P.M., FOR THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

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:

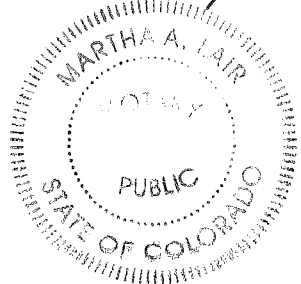
That she is the attorney for Noble Energy, Inc., that on or before April 17, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

Subscribed and sworn to before me on April 18, 2013.

Witness my hand and official seal.

My commission expires: April 14, 2016



Notary Public

EXHIBIT A

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

Noble Energy WyCo, LLC
1625 Broadway,
Suite 2200
Denver, CO 80202

PDC Energy, Inc.
1775 Sherman Street
Suite 3000
Denver, CO 80203

G.A. Simmons, Inc.
1567 Brightwood Rd. SE
New Philadelphia, OH 44663

Jessie Kallas and
Bill Kallas, JT
7189 S Eudora Court
Centennial, CO 80122

Colorado Energy Minerals, Inc.
P.O. Box 899
Denver, CO 80201

Anadarko E&P Company LP
1099 18th St. #1800
Denver, CO 80202

Kerr-McGee Oil & Gas Onshore LP
1099 18th St. #1800
Denver, CO 80202

The George B. and
Betty J. McClellan Trust
P.O. Box 378
Gilcrest, CO 80623

Mary H. Cole
22714 Weld County Road 43
LaSalle, CO 80645

Charles M. Girvan and
Nellie Joan Girvan
21026 Weld County Road 48
LaSalle, CO 80645

Helen H. Lee
12509 Holmes Point Dr NE
Kirkland, WA 98034

Craig Lee
2534 Morgan Lake Dr.
Marietta, GA 30066

Cheryl Lee
525 Chuckanut Dr
Bellingham, WA 98229

David E. Keiser
22380 Latham View Drive
LaSalle, CO 80645

Janice C. Tappy
1600 46th Ave. Ct.
Greeley, CO 80634

Oil and Gas Investors, LLC
P.O. Box 608
Sand Point, ID 83864

ABA Revocable Trust
P.O. Box 400
LaSalle, CO 80645

Kevin D. Walker and
Kimberly Ann Loper
21025 WCR 41
LaSalle, CO 80645

Dawn Krupp, f/k/a Dawn Hutson
23735 Bluestem Dr.
Golden, CO 80401

The Macey Corporation
P O Box 2210
Denver, CO 80201

Mershon, Inc.
P O Box 2210
Denver, CO 80201

Rex Monahan Family Trust,
dated June 16, 1979, and
Restated and Amended on
March 1, 2005,
Doris L. Monahan, Trustee
P.O. Box 1231
Sterling, CO 80751

Richard N. Dodge
1345 9th Street/ P.O. Box 3687
Douglas, AZ 85608

Frederick W. Betz and
Evelyn I. Betz, TIC
22421 County Road 43
La Salle, CO 80645

Oliver Knaub and
Clara Maria Knaub, JT
2329 7th Ave., Apt B
Greeley, CO 80631

Ruben Schissler and
Ruby Schissler, JT
1735 45th Avenue
Greeley, CO 80634

Gary A. Schissler and
Mary Lou Schissler, JT
20846 Weld County Road 50
La Salle, CO 80645

Olga E. Weigand
618 Graefe Avenue
Ault, CO 80618

Betty J. McClellan
P.O. Box 378
Gilcrest, CO 80623

Carolyn Sue Rains and
Gary G. Todd, TIC
1548 41st Avenue
Greeley, CO 80634

The Lower Latham
Reservoir Company
P.O. Box 398
Kersey, CO 80644

Angelina Romero
23736 Weld County Road 43
La Salle, CO 80645

Ralph Michael Sigg
22350 Latham View Dr.
La Salle, CO 80645

Vernon A. Rexford and
Judith S. Rexford, JT
23159 Weld County Road 43
La Salle, CO 80645

Chad A. Mann
22991 Weld County Road 43
La Salle, CO 80645

Gary G. Todd and
Bonnie J. Todd, JT
22761 Weld County Road 43
La Salle, CO 80645

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P.M., FOR THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO. 407

DOCKET NO. 1306-UP-107

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:

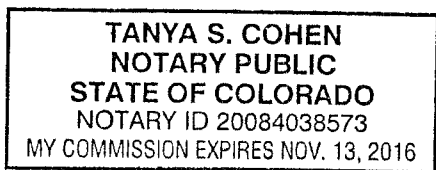
That she is an attorney for Noble Energy, Inc. and that on or before May 17, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the additional parties listed on Exhibit A attached hereto.

~~Elizabeth Y. Galloway~~

Subscribed and sworn to before me May 18, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016



Notary Public

EXHIBIT A

Jack R. McClellan Dynasty Trust
P.O. Box 378
Gilcrest, CO 80623

Roxane Keller Dynasty Trust
1705 21st Avenue
Greeley, CO 80631

Jean Marie Aresco Dynasty Trust
6 Cimarron Trail
Perkins, OK 74059

Linda A Carlson Dynasty Trust
1013 Union Avenue
North Platte, NE 69101