

**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  
640-ACRE DRILLING AND SPACING UNIT  
ESTABLISHED FOR SECTION 7, TOWNSHIP 9  
NORTH, RANGE 60 WEST, 6TH P.M., FOR  
THE NIOBRARA FORMATION, UNNAMED  
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 640-acre drilling and spacing unit for the drilling of the Circle Ranch Federal LB07-62HN Well, API No. 05-123-36738 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 9 North, Range 60 West, 6<sup>th</sup> P.M.  
Section 7: All

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 22, 2011, the Commission entered Order No. 535-3, which among other things, established 160 approximate 640-acre drilling and spacing units for certain lands, including Application Lands, and authorized one horizontal well within each unit, for development and production of oil, gas and related hydrocarbons from the Codell-Niobrara Formation.
4. 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 in the Niobrara Formation underlying the following approximate 640-acre drilling and spacing unit:

Township 9 North, Range 60 West, 6<sup>th</sup> P.M.  
Section 7: 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 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.

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 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.

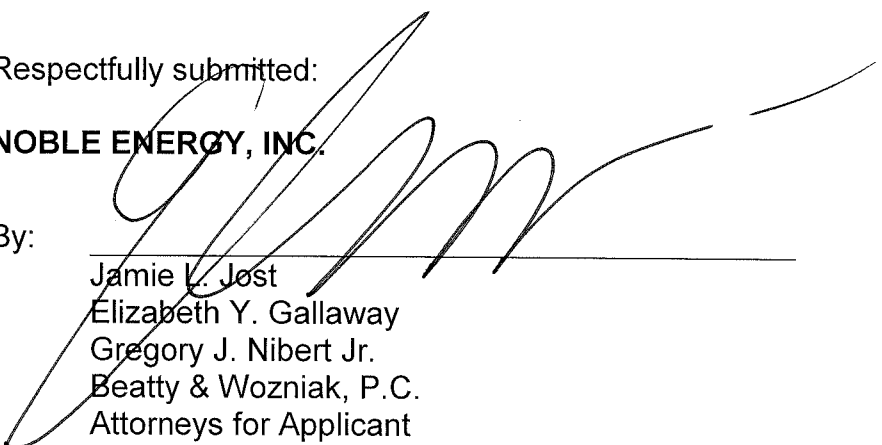
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in June 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: April 17<sup>th</sup>, 2013.

Respectfully submitted:

**NOBLE ENERGY, INC.**

By:



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

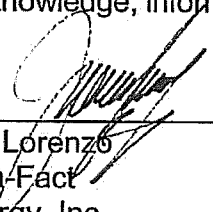
Applicant's Address:

Noble Energy, Inc.  
ATTN: E. Cerise  
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.

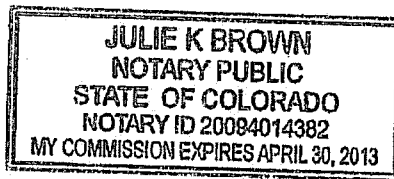
  
\_\_\_\_\_  
Joseph H. Lorenzo  
Attorney-In-Fact  
Noble Energy, Inc.

cc  
CMK

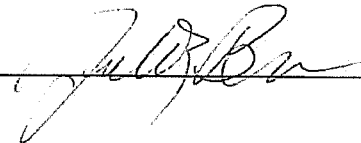
Subscribed and sworn to before this 12<sup>th</sup> day of April 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 04/30/2013

  
\_\_\_\_\_

**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  
640-ACRE DRILLING AND SPACING UNIT  
ESTABLISHED FOR SECTION 7, TOWNSHIP 9  
NORTH, RANGE 60 WEST, 6TH P.M., FOR THE  
NIOBRARA FORMATION, UNNAMED FIELD,  
WELD COUNTY, COLORADO

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:

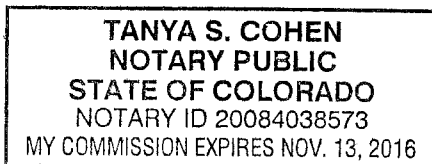
That she is the attorney for Noble Energy, Inc., that on or before April 26, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

  
\_\_\_\_\_  
Elizabeth Y. Gallaway

Subscribed and sworn to before me on April 17, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016.



  
\_\_\_\_\_  
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

EOG Resources, Inc.  
600 17th Street, Suite 1000N  
Denver, CO 80202

Whiting Oil & Gas Corporation  
1700 Broadway, Suite 2300  
Denver, CO 80290

Sundance Energy, Inc  
633 17th Street, Suite 1950  
Denver, CO 80202

McElvain Energy Fund 2010, LLC  
1050 17th Street, Suite 2500  
Denver, CO 80265

BLM Colorado State Office  
2850 Youngfield Street  
Lakewood, Colorado 80215-7093

Clinton N. Bashor  
41455 WCR 106  
Briggsdale, CO 80611

David L. Bashor  
56971 WCR 87  
Grover, CO 80729

D-Dart Ranches, Inc.  
6708 N County Road 19  
Fort Collins, CO 80524

Heirs or devisees of A. C. Barker,  
a/k/a Arthur C. Barker  
740 Bobcat Drive  
Milliken, CO 80543

Black Hawk Mineral Partners, LLC  
C/o Josh Leffner  
7303 North Hwy 81  
Duncan, OK 73533

Lone Pine Livestock, Inc.  
4568 CO RD 74E  
Livermore, CO 80536

Quarter Circle Lazy H Ranch, Inc.  
4000 County Road 74 E  
Livermore, CO 80536

Ray Everett Butler, III, individually  
and as Trustee of the Vivion L. Butler  
Family Trust, dated June 9, 1995  
1466 Recado Rd.  
La Habra Heights, CA 90631-8707

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

William C. Bashor  
57001 WCR 390  
Grover, CO 80729

IN THE MATTER OF THE APPLICATION OF NOBLE ) CAUSE NO. 535  
ENERGY, INC. FOR AN ORDER TO POOL ALL )  
INTERESTS IN AN APPROXIMATE 640-ACRE ) DOCKET NO. 1306-UP-94  
DRILLING AND SPACING UNIT ESTABLISHED FOR )  
SECTION 7, TOWNSHIP 9 NORTH, RANGE 60 WEST, )  
6<sup>TH</sup> P.M., FOR THE NIOBRARA FORMATION, )  
UNNAMED FIELD, WELD COUNTY, COLORADO )

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

That she is an attorney for Noble Energy, Inc. and that on or before May 22, 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 below.

Elizabeth Y. Gallaway

My commission expires: 10-04-13



Notary Public