

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

IN THE MATTER OF THE APPLICATION OF )	
NOBLE ENERGY INC. FOR AN ORDER )	Cause No. 407
POOLING ALL NONCONSENTING )	
INTERESTS IN THE NIOBRARA/CODELL )	Docket No.
FORMATION IN AN ESTABLISHED DRILLING )	
AND SPACING UNIT LOCATED IN THE )	
WATTENBERG FIELD, WELD COUNTY, )	
COLORADO )	

APPLICATION

COMES NOW Noble Energy Inc. and United States Exploration, Inc. (“USX”) (collectively referred to herein as “Applicant”), by and through its undersigned counsel, and makes application to the Oil and Gas Conservation Commission of the State of Colorado (“COGCC”), for an order to pool all non-consenting interests for the drilling of wells in an approximate 80-acre drilling and spacing unit in the Niobrara/Codell Formation in the lands more particularly described in Paragraph 3 below located in Township 4 North, Range 68 West, 6<sup>th</sup> P.M., Weld County, Colorado. In support thereof, the Applicant states and alleges as follows:

- 1. That the Applicant is a corporation duly authorized to conduct business in the State of Colorado.
- 2. That the Applicant has leasehold interests in the unit requested for pooling.

Township 4 North, Range 68 West, 6<sup>th</sup> P.M.  
Section 29: E/2SW/4

Weld County, Colorado (“Application Lands”)

- 3. Pursuant to Order No. 407-1, the Commission established 80-acre drilling and spacing units, consisting of the E/2, W/2, N/2 or S/2 of a quarter sectional according to the governmental survey, the unit to be designated by the operator upon drilling the first well in the quarter section, for the production of oil and/or gas and associated hydrocarbons from the Codell Formation. Order 407-1 established that wells shall be located in the center of the 40-acre tract or quarter quarter section with a tolerance of 200 feet in any direction. In Orders No. 407-10 and 407-13, the Commission amended 407-1 to include production from the Niobrara Formation. Order No. 407-87 extended the lands in which 80-acre drilling and spacing units applied, and includes the Application Lands. The permitted well locations shall be in accordance with the Order 407-1 concerning location in the center of the 40-acre tract or quarter quarter section with a tolerance of 200 feet in any direction.
- 4. Applicant has proposed one well, the Dewolf-USX S 29-11, to the Niobrara/Codell Formation within the drilling and spacing unit described in paragraph 3 above.
- 5. That some of the parties listed on Exhibit A hereto own separate leased mineral interests in the referenced drilling and spacing unit located in Section 29 encompassed within the drilling and spacing unit, and such parties have been offered the option to participate in the drilling of the well in the unit, but to date one or more of such parties have refused to participate by bearing their proportionate shares of the costs and risks of drilling or operating the well. An AFE for the well containing the information required by COGCC Rule 530.a. was sent respecting the well more than thirty (30) days prior to the date of the hearing on this Application. A copy of an example of such AFE and letter is attached hereto as Exhibit B.
- 6. Moreover, that with respect to any non-consenting owners of unleased mineral interests listed on Exhibit A, Applicant has made reasonable attempts pursuant to COGCC Rule 530.b. to enter into leases with such parties but has as of yet been unsuccessful in such attempts.
- 7. That in order to prevent waste, protect correlative rights and in the best interests of conservation, all interests owned by the nonconsenting parties listed on Exhibit A should be pooled

in the Codell/Niobrara Formations in accordance with C.R.S. § 34-60-116 and Rule 530 of the COGCC.

8. That the names and addresses of the interested parties with respect to this Application are as set forth in Exhibit A hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order:

A. That all leasehold interest owners with whom Applicant has been unable to secure an agreement for the drilling of the proposed wells and all unleased mineral interests owners who refuse to execute a lease as described in paragraphs 4 and 5 be pooled involuntarily with respect to the Niobrara/Codell Formation, and that such owners be treated as non-consenting owners under C.R.S. § 34-60-116 and made subject to the terms and penalties provided for therein.

B. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 6<sup>th</sup> day of July, 2007.

Respectfully submitted,

NOBLE ENERGY INC.

By:

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Susan L. Aldridge  
Michael J. Wozniak  
BEATTY & WOZNIAK, P.C.  
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Denver, CO 80202  
(303) 407-4499

Applicants' Address:

1625 Broadway, Suite 2000  
Denver, Colorado 80202

## VERIFICATION

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

Chuck Snure, Land Supervisor, Wattenberg of Noble Energy Inc., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

NOBLE ENERGY INC.

By: \_\_\_\_\_  
Chuck Snure, Land Supervisor, Wattenberg

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2007, by Chuck Snure,  
Land Supervisor of Noble Energy Inc.

Witness my hand and official seal. My commission expires:\_\_\_\_\_

Notary Public

**EXHIBIT A**

Interested Parties

Non-Consenting and Unleased

Richardson Oil Company  
6400 S. Fiddler Green Circle, Suite 1330  
Greenwood Village, CO 80111