

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 CODELL AND NIOBRARA )	Docket No. _____
FORMATIONS IN ESTABLISHED DRILLING )	
AND SPACING UNIT LOCATED IN THE )	
WATTENBERG FIELD, WELD COUNTY, )	
COLORADO )	

APPLICATION

COMES NOW Noble Energy, Inc. (referred to herein as “Applicant”), by and through its undersigned attorneys, 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 the below described drilling and spacing unit in the Codell and Niobrara Formations in Section 31, Township 5 North, Range 64 West, 6<sup>th</sup> P.M., and Section 36, Township 5 North, Range 65 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 owns certain leasehold interests in the unit requested for pooling.
- 3. COGCC Order No. 407-87 established the 80-acre drilling and spacing units for the production of gas from the Codell and Niobrara Formations underlying certain lands, including the Application Lands described below. 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, among other things, allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. The Application Lands are subject to this Rule for the Codell and Niobrara Formations.
- 4. Applicant seeks an order establishing an approximate 160-acre wellbore spacing unit for the below described Application Lands for the production of oil and associated hydrocarbons from the Codell and Niobrara Formations, and to pool all non-consenting interests in the 160-acre wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Township 5 North, Range 64 West, 6<sup>th</sup> P.M.

Section 31: SW¼NW¼, NW¼SW¼

Township 5 North, Range 65 West, 6<sup>th</sup> P.M.

Section 36: SE¼NE¼, NE¼SE¼

(“Application Lands”).

- 5. Applicant spudded the Thistle Down B31-32D Well within the drilling and spacing unit encompassed in the Application Lands and described in paragraph 4 above on June 7, 2009.

6. That the parties listed on Exhibit A hereto own separate leased mineral interests in the Application Lands encompassed within the drilling and spacing units, and such parties have been offered the option to participate in the drilling of the referenced wells in the units, 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 wells. An AFE containing the information required by COGCC Rule 530.a. was sent respecting this well more than thirty (30) days prior to the date of the hearing on this Application. A copy of such AFE and letter is attached hereto as Exhibit B.

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 and 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 working interest owners with whom Applicant has been unable to secure an agreement for the drilling of the proposed well as described in paragraphs 5 and 6 be pooled involuntarily with respect to the Codell and Niobrara Formations, 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 \_\_\_\_ day of June, 2009.

Respectfully submitted,

NOBLE ENERGY, INC.

By: \_\_\_\_\_

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1625 Broadway, Suite 2200  
Denver, CO 80202

VERIFICATION

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

        P. David Padgett, 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 my knowledge, information and belief.

\_\_\_\_\_  
P. David Padgett

Subscribed and sworn to before this \_\_\_\_ day of June, 2009.

Witness my hand and official seal.

My commission expires:

\_\_\_\_\_  
Notary Public

[SEAL]

## **EXHIBIT A**

### **Working Interest / Consenting and Nonconsenting Owners**

#### **Thistle Down B31-32**

##### **Consenting Owners**

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

Maximillian Production Company  
35 N. Wynden Drive  
Houston, Texas 77056

Dr. Lamar B. Roemer  
35 N. Wynden Drive  
Houston, Texas 77056

Petro-Canada Resources (USA) Inc.  
999 18th Street, Suite 600  
Denver, Colorado 80202

##### **Non-Consenting Owners**

Estate of Richard Haines  
c/o Mary Lou Haines  
P.O. Box 652  
Hominy, Oklahoma 74035

Badger Oil Corporation  
P.O. box 52745  
Lafayette, Louisiana 70505

Key Exploration  
P.O. Box 52963  
Lafayette, Louisiana 70505