

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

IN THE MATTER OF THE APPLICATION OF)
NOBLE ENERGY, INC. FOR AN ORDER)
POOLING ALL NONCONSENTING)
INTERESTS IN THE CODELL AND NIOBRARA)
FORMATIONS IN ESTABLISHED DRILLING)
AND SPACING UNITS LOCATED IN THE)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

CAUSE NO. 407

Docket No. _____

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 units in the Codell and Niobrara Formations in Section 20, Township 4 North, Range 66 West, 6th 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 units 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 two approximate 160-acre wellbore spacing units 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 those 160-acre wellbore spacing units, for the development and operation of the Codell and Niobrara Formations.

Township 4 North, Range 66 West, 6th P.M.

Section 20: NE¼

Township 4 North, Range 66 West, 6th P.M.

Section 20: E½NW¼
W½NE¼

(“Application Lands”).

5. Applicant proposes to drill the following wells within the drilling and spacing units encompassed in the Application Lands and described in paragraph 4 above as follows: Zabka K20-17 and Zabka K20-18.

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 wells 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: _____

Michael J. Wozniak
Susan L. Aldridge
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:
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

Zabka K20-17

Consenting Owners

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

Isadore J. Kahn Management Trust
740 Via Mirada
El Paso, TX 79922

Marc Sirotkin
345 Cedar Hill Avenue
Wyckoff, NJ 07481

James R. Quinn
825 Havana Avenue
Long Beach, CA 90814

William Ogg
8132 E. Smokehouse Trail
Scottsdale, AZ 85266-1301

Willis R. Opp
15096 W. Maple Avenue
Golden, CO 80401

Non-Consenting Owners

Maynard Rome
1340 S. Kendall Street
Lakewood, CO 80232

Leonard & Julia Rome
1340 S. Kendall Street
Lakewood, CO 80232

Lang Trust II
established 7-17-1991
c/o Mildred P. Lang
2008 Yacht Vigilant
Newport Beach, CA 92550

Jimmy & Sharon Light
441 Land Or Drive
Ruther Glen, VA 22546

Dean Boedeker Estate
80 N. Hoyt Street
Lakewood, CO 80226-1071

Sam & Carolyn Chalmers
Revocable Trust
6618 S. Knoxville Avenue
Tulsa, OK 74136

Sam A. & Carolyn Chalmers
Trustees
6618 S. Knoxville Avenue
Tulsa, OK 74136

Louis Dunklin
1206 Teakwood
Duncanville, TX 75137

N & H Partnership
c/o H.B. Russell
P.O Box 30428
Charleston, SC 27417

Est. of Robert & Ruth Hardin
12519 E. 37th Place
Tulsa, OK 74146

Ned Kusuno
P.O. Box 4046
Irvine, CA 92616

Zabka 20-18Consenting Owners

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

Isadore J. Kahn Management Trust
740 Via Mirada
El Paso, TX 79922

Marc Sirotkin
345 Cedar Hill Avenue
Wyckoff, NJ 07481

James R. Quinn
825 Havana Avenue
Long Beach, CA 90814

William Ogg
8132 E. Smokehouse Trail
Scottsdale, AZ 85266-1301

Willis R. Opp
15096 W. Maple Avenue
Golden, CO 80401

Non-Consenting Owners

Merit Partners, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners III, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners D-III, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

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1340 S. Kendall Street
Lakewood, CO 80232

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