

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. _____
FORMATION IN AN 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 units in the Codell and Niobrara Formations in 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. 407-1 established 80-acre drilling and spacing units for the production of oil and/or gas and associated hydrocarbons from the Codell Formation. COGCC Order No. 407-87 extended that to include the Niobrara formation. In accordance with Rule 318A, commingling of the Cretaceous Age formations is authorized and a unit designation of not smaller than a governmental quarter section is to be established when completing a well in the 800' x 800' center $\frac{1}{4}$ section window, which includes the following lands at issue in this Application:

Township 5 North, Range 64 West, 6th P.M.

Section 30: W $\frac{1}{2}$ NW $\frac{1}{4}$

Township 5 North, Range 65 West, 6th P.M.

Section 25: E $\frac{1}{2}$ NE $\frac{1}{4}$

("Application Lands")

4. Applicant proposes to drill the following well within the drilling and spacing unit encompassed in the Application Lands and described in paragraph 3 above as follows: Conagra B30-31D at a surface location of 1914' FNL and 631' FWL and a bottom hole location of 1500' FNL and 75 FWL' in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 30.

5. That the parties listed on Exhibit A hereto own separate leased mineral interests in the Application Lands encompassed within the drilling and spacing unit, and such parties have been offered the option to participate in the drilling of the referenced 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 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. An example of such AFE and letter is attached hereto as Exhibit B.

6. 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.

7. 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 paragraph 4 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 4th day of May, 2009.

Respectfully submitted,

By: _____

Susan L. Aldridge
BEATTY & WOZNIAK, P.C.
216 16th Street, Suite 1100
Denver, CO 80202
(303) 407-4499

Applicants' 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
Attorney in Fact

Subscribed and sworn to before this ____ day of May, 2009.

Witness my hand and official seal.

My commission expires:

[SEAL]

Notary Public

EXHIBIT A

Kerr-McGee Oil & Gas Onshore, LP
1099 18th St., Suite 1800
Denver, Colorado 80202
Attn: Matt Miller

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

JRC Oil Company
c/o Calvin Enterprises, Inc.
3050 67th Ave., Suite 200
Greeley, Colorado 80634

Cowan Oil Company
300 E. 16th St., Suite 207
Greeley, Colorado 80631