

**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)	
POOLING CERTAIN NONCONSENTING)	CAUSE NO. 407
INTERESTS IN THE CODELL AND NIOBRARA)	
FORMATIONS IN ESTABLISHED DRILLING AND)	DOCKET NO.
SPACING UNITS LOCATED IN THE)	
WATTENBERG FIELD, WELD COUNTY,)	
COLORADO)	

APPLICATION

COMES NOW, Noble Energy, Inc. ("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 pooling certain nonconsenting interests for wells to be drilled to the Codell/Niobrara Formations in the below described lands in the Greater Wattenberg Field, Weld County, for the Codell/Niobrara Formations, pursuant to Commission Rules and Orders applicable thereto. In support thereof, Applicant states 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 COGCC.
2. Applicant owns leasehold interests in the following lands requested for pooling:

Township 6 North, Range 65 West, 6th P.M.
Section 19: S½NW¼

Weld County, Colorado

3. On November 18, 1985, the Commission issued Order No. 407-1 (Amended March 29, 2000) which established 80-acre drilling and spacing units for the production of oil and/or gas and associated hydrocarbons for the Codell and Niobrara Formations underlying certain lands, including the Application lands, with the unit to be designated by the operator upon drilling the first well in the quarter section. Order 407-1 further allowed an additional well to be drilled within each 80-acre drilling and spacing unit on the undrilled 40 acre tract therein.

4. 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 Formations from the Base of the Dakota Formation to the Surface. The Application Lands are subject to this Order and the Rule promulgated thereunder for the Codell and Niobrara Formations.

5. Rule 318A.a(4)(C), in part, states as follows:

When completing a GWA well to an unspaced formation, the operator shall designate a drilling and spacing unit not smaller than a governmental quarter-quarter section, if such well is proposed to be located greater than four hundred sixty (460) feet from the quarter-quarter section boundary in which it is located.

Rule 318A.a(4)(C).

6. Pursuant to Rule 318A.a(4)(C) Applicant designates an 80-acre “laydown” drilling and spacing unit for the production of oil and associated hydrocarbons from the Codell and Niobrara Formations comprising of the Application Lands more particularly described above in Paragraph 2.

7. Applicant owns more than ninety percent (90%) of the leasehold working interests of in the Application lands. The interested parties working interests comprise the remaining leasehold working interests in the Application Lands.

8. Applicant requests an order from the Commission to pool all non-consenting working interests in the designated drilling and spacing unit, for the development and operation of the Codell and Niobrara Formations.

9. Applicant proposes drilling the wells listed below and shown on the plats attached hereto as Exhibits 1a and 1b, for which Applicant is requesting that this order apply, as of the spud dates of the wells:

- Orr E19-05 Well
- Orr E19-06 Well

Applicant spud the Orr E19-05 Well on or about January 12, 2010 and spud the Orr E19-06 Well on or about January 16, 2010.

10. The interested parties listed on Exhibit 2, attached hereto, own leasehold working interests in the referenced lands and have been offered the opportunity to participate in the well, but have failed to respond to such offers.

11. Applicant has not been able to locate the Interested parties on Exhibit 2 despite diligent efforts. Applicant has not otherwise received any response from interested parties concerning the proposed wells.

12. Written notices containing the information required by COGCC Rule 530.b were sent to the interested parties regarding the well more than thirty (30) days prior to the date of the hearing on this Application. Copies of the Notice of 318A well proposal letter, AFEs, and plats of the proposed wells are attached as Exhibit 3.

13. The name and last-known address of the interested parties are set forth in Exhibit 2, and the undersigned certifies that copies of this Application will be served on all interested parties within seven (7) days of the date hereof, as required by COGCC Rule 503.e.

14. That in order to prevent waste, to protect correlative rights, and in the best interests of conservation, the non-consenting interest of the interested parties in the described lands should be pooled for the Codell/Niobrara Formations in accordance with C.R.S 34-60-116 and COGCC Rule 530.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity and that notice thereof be provided as required by law, and that upon such hearing, this Commission enter its order:

A. That all of the leasehold working interests of the interested parties in the lands and well described in this Application be pooled involuntarily with respect to the Codell/Niobrara Formations, and that all interested parties that have not agreed to participate in the wells be treated as nonconsenting owners under C.R.S. 34-60-116 and be made subject to the terms and penalties provided for therein, as of the spud date of the wells described in this Application.

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

RESPECTFULLY SUBMITTED THIS _____ DAY OF FEBRUARY, 2010.

BEATTY & WOZNIAK, P.C.

By: _____
Kenneth A. Wonstolen
Andrew A. Bremner
216 16th Street, Suite 1100
Denver, CO 80202
303-407-4499
kwonstolen@bwenergylaw.com
abremner@bwenergylaw.com

ATTORNEYS FOR NOBLE ENERGY, INC.

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 me this____ day of January, 2010.

Witness my hand and official seal.

My commission expires:_____

Notary Public

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)	
POOLING CERTAIN NONCONSENTING)	CAUSE NO. 407
INTERESTS IN THE CODELL AND NIOBRARA)	
FORMATIONS IN ESTABLISHED DRILLING AND)	DOCKET NO.
SPACING UNITS LOCATED IN THE)	
WATTENBERG FIELD, WELD COUNTY,)	
COLORADO)	

AFFIDAVIT OF MAILING

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

Andrew A. Bremner, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Noble Energy, Inc., that on or before February ____, 2010, he caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit 2 to the Application.

By: _____
Andrew A. Bremner

Subscribed and sworn to before me this _____ day of February, 2010.

Witness my hand and official seal.

My commission expires:

Notary Public

EXHIBIT 2

INTEREST PARTIES

H & I Investments, Ltd.
Attn: Patricia Williams
6900 E. Camelback Road
Scottsdale, AZ 85251