

**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)	CAUSE NO. 407
NONCONSENTING INTERESTS IN THE)	
CODELL AND NIOBRARA FORMATIONS)	DOCKET NO.
IN ESTABLISHED DRILLING AND)	
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 all interests in the subject lands and involuntarily pooling certain designated nonconsenting interests for wells drilled to the Codell and Niobrara Formations on lands located in the Greater Wattenberg Field in Weld County, pursuant to applicable Commission Orders and Rules. 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 5 North, Range 65 West, 6th P.M.
Section 23: S½NW¼, N½SW¼

Weld County, Colorado

("Application Lands").

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. On December 5, 2005, the Commission issued Order 1R-100

which amended Rule 318A 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 Order and the Rule promulgated thereunder for the Codell and Niobrara Formations.

5. Rule 318A.e(2) states as follows:

Additional bottom hole locations for the “J” Sand, Codell and Niobrara Formations are hereby established less than four hundred sixty (460) feet from the outer boundary of a 320-acre governmental half section or from the outer boundary of an existing 320-acre drilling and spacing unit (“boundary wells”). A wellbore spacing unit as defined in a.(4)C., above, shall be designated by the operator for such well.

Rule 318A.e(2).

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

If a well is proposed to be located less than four hundred sixty (460) feet from the quarter-quarter section boundary, a wellbore spacing unit (“wellbore spacing unit”) shall be comprised of the four (4) governmental quarter-quarter sections nearest to the wellbore regardless of section or quarter section lines.

Rule 318A(4).C.

7. Applicant designates a “boundary well” wellbore spacing unit, comprised of the Application Lands described in Paragraph 2 above, which includes the four governmental quarter-quarter sections nearest to the proposed wellbore.

8. Applicant requests for an order pooling all interests in the subject lands and involuntarily pooling certain designated nonconsenting interests in the designated wellbore spacing unit for the development and operation of the Codell and Niobrara Formations on the Application Lands.

9. Applicant proposes drilling the well listed below and shown on the plat attached hereto as Exhibit 1, for which it is requesting that this order apply, as of the spud date of the well:

- Doll F23-20D

Applicant spud this well on or about February 17, 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. No unleased mineral owners are sought to be pooled by this Application.

11. Notices and Authorizations for Expenditure ("AFEs") 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.

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 interests of the interested parties in the described lands and drilling units should be pooled, and the designated nonconsenting owners should be involuntarily pooled 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. Applicant requests an Order from the COGCC to pool all interests in the designated Codell/Niobrara drilling and spacing unit for the Doll F23-20D Well, and with respect to the designated non-consenting owners subject such owners to the involuntary pooling provisions of C.R.S. 34-60-116, as of the date specified for each well, for the development and operation of the Codell and Niobrara Formations.

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

RESPECTFULLY SUBMITTED THIS _____ DAY OF MARCH, 2010.

BEATTY & WOZNIAK, P.C.

By: _____

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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 March, 2010.

Witness my hand and official seal.

My commission expires:_____

Notary Public

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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 March ____, 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 March, 2010.

Witness my hand and official seal.

My commission expires:

Notary Public

EXHIBIT 2

INTEREST PARTIES

Merit Energy Partners
Merit Energy Partners III, L.P.
Merit Energy Partners D-III, L.P.
P.O. Box 843727
Dallas, TX 75284-3727