

**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 ALL INTERESTS AND CERTAIN)
DESIGNATED NONCONSENTING INTERESTS)
IN FORMATION SUBJECT TO RULE 318A IN)
THE WATTENBERG FIELD, WELD COUNTY,)
COLORADO)
)

CAUSE NO. 407

DOCKET NO. _____

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 non-consenting interests for wells drilled pursuant to COGCC Rule 318A in the below described lands in the Greater Wattenberg Field, Weld County, pursuant to COGCC 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 5 North, Range 62 West
Section 6: S½¹

("Application Lands").

3. On April 27, 1998, the COGCC adopted Rule 318A, which, among other things, allowed the pre-existing J Sands and Codell/Niobrara drilling windows 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 unspaced lands subject to this Rule.

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

¹ Section 6 is an irregular section, the S½ of which contains approximately 321.48 acres.

5. Applicant has approved APDs for the wells in the table below and are shown on the map attached hereto as Exhibit 1, for which Applicant is requesting that this order apply, as of the spud dates.

<u>Well Name</u>	<u>Anticipated Spud Date</u>
Wells Ranch AF06-09	3/15/2010
Wells Ranch AF06-10	3/30/2010
Wells Ranch AF06-11	4/9/2010
Wells Ranch AF06-12	4/4/2010
Wells Ranch AF06-13	4/14/2010
Wells Ranch AF06-14	3/20/2010
Wells Ranch AF06-15	3/25/2010
Wells Ranch AF06-16	4/19/2010

6. The bottomhole locations for these wells are greater than 460 feet from the boundaries of the quarter-quarter sections in which they are located. The applicant intends to spud these wells in 2010. Pursuant to COGCC Rule 318A.a.(C) Applicant designates the following four “stand-up” drilling and spacing units on the Application Lands:

W $\frac{1}{2}$ SW $\frac{1}{4}$
E $\frac{1}{2}$ SW $\frac{1}{4}$
W $\frac{1}{2}$ SE $\frac{1}{4}$
E $\frac{1}{2}$ SE $\frac{1}{4}$

Each stand-up drilling and spacing unit contains approximately 80 acres subject to the irregular section acreage.

7. Applicant owns a majority of the leasehold working interests in the Application lands. Applicant seeks to involuntarily pool the unleased nonconsenting interested parties who are the putative owners of a portion of the oil interests in the Application lands. Exhibit 2 lists the leasehold interest owners for which this involuntary pooling is sought for the Application Lands.

8. Applicant certifies that more than thirty (30) days before the hearing on this matter, the interested parties on Exhibit 2 will have been offered the opportunity to either lease their mineral interests or participate in the wells described above.

9. 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 these interested parties within seven (7) days of the date hereof, as required by COGCC Rule 503.e.

10. 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 non-consenting 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 COGCC enter its order:

- A. Applicant requests an Order from the COGCC to pool all interests in the designated GWA drilling and spacing unit for the wells listed in Paragraph 5, above, 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 formations underlying the application lands subject to COGCC Rule 318A.
- B. Applicant requests that the COGCC Order apply to all future wells drilled to the specified formations on the lands and units pooled therein.
- C. For such other findings and orders as the COGCC may deem proper or advisable in this matter.

RESPECTFULLY SUBMITTED THIS ____ DAY OF MARCH, 2010.

BEATTY & WOZNIAK, P.C.

By: _____

Andrew A. Bremner
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Denver, CO 80202
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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 to be delivered to each interested party as noted 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
Interested Parties

Consenting

Steven T. Wells
32010 CR 63
Gill, CO 80624 – **VIA HAND DELIVERY**

Teresa L. Wells
32010 CR 63
Gill, CO 80624 – **VIA HAND DELIVERY**

Wells Ranch, LLLP,
A Colorado limited liability limited partnership
32010 CR 63
Gill, CO 80624 – **VIA HAND DELIVERY**

Non-consenting

Donald C. Flynn
2599 Flynn Road
Penn Yan, NY 14527-9741 – **VIA U.S. MAIL**

Margaret E. Flynn Calder
1232 Rockhaven Beach Road
Penn Yan, NY 14527-9741 – **VIA U.S. MAIL**

Patrick Henry Flynn and Marilyn F. Flynn
2621 Flynn Road
Penn Yan, NY 14527 – **VIA U.S. MAIL**