

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, 232
POOLING ALL NONCONSENTING)	
INTERESTS IN THE CODELL / NIOBRARA)	Docket No. _____
AND J-SAND FORMATIONS IN DRILLING)	
AND SPACING UNIT LOCATED IN)	
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 establishing a certain wellbore drilling and spacing unit and for an order to pool all non-consenting interests for the drilling of wells in the below described drilling and spacing unit for the Codell / Niobrara and J-Sand Formations in Section 9, Township 1 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 unit 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. Order 232-23 and related orders established 320-acre drilling and spacing units for the production of gas and associated hydrocarbons from the J-Sand for the Application Lands.
- 4. Applicant seeks an order establishing an approximate 160-acre wellbore spacing unit for the below described Application Lands for the production of oil and associated hydrocarbons from the Codell, Niobrara and J-Sand Formations, and to pool all non-consenting interests in that 160-acre wellbore spacing unit, for the development and operation of the Codell, Niobrara and J-Sand Formations.

Township 1 North, Range 66 West, 6th P.M.

Section 9: W/2NE/4 and E/2NW/4

(“Application Lands”).

- 5. Applicant proposes to drill the following well within the drilling and spacing unit encompassed in the Application Lands and described in paragraph 4 above as follows: Ft. Lupton Highlands USX WW09-18D. A plat is attached showing the proposed location.
- 6. 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 wells 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 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, Niobrara and J-Sand 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 well as described in paragraphs 5 and 6 be pooled involuntarily with respect to the Codell, Niobrara and J-Sand 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 November, 2009.

Respectfully submitted,

NOBLE ENERGY, INC.

By: _____

Susan L. Aldridge
Michael J. Wozniak
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 November, 2009.

Witness my hand and official seal.

My commission expires:

Notary Public

[SEAL]

EXHIBIT A

INTERESTED PARTIES

Merit Energy Company
Attn: Laura Dorety
13727 Noel Road, Suite 2000
Dallas, TX 75240

Virginia B. Cranor
5735 S. Ivy
Englewood, CO 80111

H.L. Willett
518 17th Street, Suite 250
Denver, CO 80202