

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF NOBLE)
ENERGY, INC. FOR AN ORDER POOLING ALL)
INTERESTS IN THE CODELL AND NIOBRARA)
FORMATIONS IN A DESIGNATED 80-ACRE)
WELLBORE SPACING UNIT LOCATED IN THE)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW Noble Energy, Inc. (referred to herein as “Applicant”), by and through its undersigned attorneys, and makes application to the Colorado Oil and Gas Conservation Commission (“Commission”), for an order to pool all interests within a designated 80-acre wellbore spacing unit for the drilling of a well to produce from the Codell and Niobrara Formations located in Section 20, Township 7 North, Range 63 West, 6th P.M., Weld County, Colorado. In support thereof, the Applicant states and alleges 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 Commission.

2. Applicant owns certain leasehold interests in the following lands:

Township 7 North, Range 63 West, 6th P.M.
Section 20: W $\frac{1}{2}$ SE $\frac{1}{4}$

Weld County, Colorado (hereafter “Application Lands”).

3. The Application Lands are unspaced and are subject to Rule 318A, which, among other things, established drilling windows and 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.

4. Contemporaneous with the filing of this Application, Applicant is filing an application to establish an 80-acre drilling and spacing unit for the Application Lands.

5. Applicant, pursuant to Commission Rule 530 and pursuant to the provisions of C.R.S. §34-60-116 (6) and (7), seeks an order to pool all interests not voluntarily pooled in the Codell and Niobrara Formations underlying the following 80-acre drilling and spacing unit:

Township 7 North, Range 63 West, 6th P.M.
Section 20: W $\frac{1}{2}$ SE $\frac{1}{4}$.

6. Applicant proposes to vertically drill the Wilson PC AC20-10 Well ("Well") within the drilling and spacing unit with a surface location 1980' FSL and 1980' FEL of Section 20, Township 7 North, Range 63 West and a bottomhole location 1980' FSL and 1980' FEL of Section 20, Township 7 North, Range 63 West. A Well Location Certificate showing the location of the Well is attached hereto. Applicant holds an approved Application for Permit to Drill for the Well.

7. Exhibit A attached hereto lists the interest owners for the Wellbore Spacing Unit together with their addresses. All working interest owners (not otherwise voluntarily pooled) have been offered the opportunity to voluntarily participate in the drilling of the Well. As applicable, to date, however, not all of such working interest owners have elected to participate by agreeing to bear their respective proportionate shares of the costs and risks of drilling, completing and operating the well. An Authority for Expenditure ("AFE") and offers to participate containing the information respecting this well required by Commission Rule 530.b. were sent to the working interest owners more than thirty (30) days prior to the date of the hearing on this application. Exhibit A also lists all unleased mineral owners, if any, within the Wellbore Spacing Unit. As applicable, all unleased mineral owners (not otherwise voluntarily pooled) have been offered the opportunity to participate in the drilling of the Wellbore Spacing Unit well described above. To date, however, not all of such owners have elected to participate by agreeing to bear their proportionate shares of the costs and risks of drilling, completing and operating the well. In addition and as applicable, Applicant has made offers to lease each of these unleased mineral owners (not otherwise voluntarily pooled) as required by Commission Rule 530.c. and C.R.S. § 34-60-116(7)(d). To date, however, not all of such unleased mineral owners have accepted such offers. Such offers to participate in drilling or to lease were sent to these unleased mineral interest owners more than thirty (30) days prior to the date of the hearing on this Application.

8. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Well.

9. Notice of this Application has been provided to those parties listed on Exhibit A attached hereto.

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

A. Pooling all interests in the drilling and spacing unit established upon Application Lands for the development of the Codell and Niobrara Formations, including any future wells drilled to said formations.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Wilson PC AC20-10 Well.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well are pooled

by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in October 2011, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated this 1st day of September, 2011.

Respectfully submitted,

NOBLE ENERGY, INC.

By: _____
Elizabeth Y. Gallaway
Kenneth Wonstolen
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)

Joseph Lorenzo, of lawful age, being first duly sworn upon oath, deposes and says that he is Land Manager and 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 his knowledge, information and belief.

Joseph Lorenzo,
Attorney-In-Fact
Noble Energy, Inc.

Subscribed and sworn to before this ____ day of September, 2011.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

EXHIBIT A
Interested Parties

Working Interest Owners:

Noble Energy, Inc.,
1625 Broadway Suite 2200
Denver, CO 80202

Noble Energy, WyCo
1625 Broadway Suite 2200
Denver, CO 80202

Unleased Working Interest Owners:

R. J. Hokr (Non-consenting)
P.O. Box 501
Ellsworth, KS 67439

Royalty Owners:

Bernard F. Hueske
1818 Ocean Drive
McKinleyville, CA 95519

Eda Burbach
P.O. Box 207
Ault, CO 80610

Bertha M. Ostermiller
f/k/a Bertha M. Burbach
324 Princeton St.
Brush, CO 80723

Gabriel H. Carter
2703 Sunset
Denison, TX 75020

Carter L. Anderson
4150 E. County Rd. 20 E
Loveland, CO 80537

Charles Alexander Carter, unknown

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AFFIDAVIT OF MAILING

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

Elizabeth Gallaway of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Noble Energy, Inc., that on or before September 8, 2011, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Gallaway

Subscribed and sworn to before me on September 1, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public