

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 ) Cause No. 407  
NONCONSENTING INTERESTS IN THE CODELL )  
AND NIOBRARA FORMATIONS IN A DESIGNATED ) Docket No. \_\_\_\_\_  
WELLBORE SPACING UNIT LOCATED IN THE )  
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 Colorado Oil and Gas Conservation Commission (“Commission”), for an order to pool all interests within a designated wellbore spacing unit for the drilling of a well to produce from the Codell and Niobrara Formations located in Section 13: SW¼, Township 6 North, Range 65 West, 6<sup>th</sup> 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 COGCC.
2. Applicant owns certain leasehold interests in the wellbore spacing unit requested for pooling.
3. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell and Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. Order No. 407-1 (amended on March 29, 2000 in accordance with Order No. 407-17, entered November 18, 1985), among other things, established 80-acre drilling and spacing units for the production of oil and/or gas and associated hydrocarbons from the Codell Formation underlying certain lands, including the Application Lands, with the drilling and spacing unit to be designated by the operator drilling the first well in the quarter section, (or the Director, if the operator fails to designate). The permitted well shall be located in the center of either 40-acre tract within the drilling and spacing unit with a tolerance of 200 feet in any direction. The operator shall have the option to drill an additional well on the undrilled 40-acre tract in each 80-acre drilling and spacing unit.
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 Formation from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. The lands encompassing the wellbore spacing unit are subject to Rule 318A for the Codell and Niobrara Formations.
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 involuntarily pool all interests not voluntarily pooled (including working interests) in the Codell and Niobrara Formations underlying the following described 160-acre wellbore spacing unit:

Township 6 North, Range 65 West, 6<sup>th</sup> P.M.  
Section 13: SW¼

(referred to herein as the “Wellbore Spacing Unit”)

6. Applicant proposes to drill the Dinner 13-35 Well (hereinafter the “Wellbore Spacing Unit Well”) within the designated Wellbore Spacing Unit with a proposed surface location of 1456’ FSL’ and 1164’ FWL of Section 13, Township 6 North, Range 65 West and a proposed bottomhole location 1456’ FSL and 1164’ FWL of Section 13, Township 6 North, Range 65 West. Applicant holds an approved Application for Permit to Drill for the Wellbore Spacing Unit 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 Wellbore Spacing Unit 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. AFE's containing the information respecting this well required by Commission Rule 530.b. were sent to these working interest owners more than thirty (30) days prior to the date of the hearing on this application.

8. Applicant requests that the Commission's involuntary pooling order issued with respect to this Application be made retroactive to the date of the spudding of the Wellbore Spacing Unit Well.

9. Notice of this Application has been provided to those parties listed on Exhibit A attached 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. Pooling involuntarily all of the working interest owners listed on Exhibit A with whom Applicant has been unable to secure an agreement for the drilling of the Wellbore Spacing Unit Well as described in Paragraph 6 and that such working interest 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. That all interest owners in the Wellbore Spacing Unit which are not voluntarily pooled in the Wellbore Spacing Unit be involuntarily pooled.

C. That the effective date of the COGCC's involuntary pooling order will be made retroactive to the date of spudding of the Wellbore Spacing Unit Well.

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

DATED this \_\_\_\_ day of November, 2010.

Respectfully submitted,

**NOBLE ENERGY, INC.**

By: \_\_\_\_\_

Jamie L. Jost  
Michael J. Wozniak  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16<sup>th</sup> 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 his knowledge, information and belief.

\_\_\_\_\_  
P. David Padgett

Subscribed and sworn to before this \_\_\_\_ day of November, 2010.

Witness my hand and official seal.

[SEAL]

My commission expires: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

**EXHIBIT A**  
**Interested Parties**

Merit Partners, L.P.  
Attn: Erin W. Gerner  
13727 Noel Road, Suite 500  
Dallas, TX 75240

Merit Energy Partners D-III, L.P.  
Attn: Erin W. Gerner  
13727 Noel Road, Suite 500  
Dallas, TX 75240

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 ) ss.  
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That she is the attorney for Noble Energy, Inc., that on or before November \_\_, 2010, 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.

Subscribed and sworn to before me on November \_\_\_\_, 2010.

My commission expires: \_\_\_\_\_.

Notary Public