

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

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| IN THE MATTER OF THE APPLICATION OF) | |
| NOBLE ENERGY, INC. FOR AN ORDER) | CAUSE NO. 407 |
| VACATING ORDER NO. 407-375, CAUSE 407,) | |
| DKT. NO. 1007-UP-36 IN THE WATTENBERG) | DOCKET NO. 1007-UP-36 |
| 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") to vacate its Order No. 407-375 in Cause 407, which involuntarily pooled certain non-consenting interests in the below-described lands in the Wattenberg Field, Weld County, Colorado. 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 previously-offered for pooling:

Township 5 North, Range 62 West
Section 6: S½

(hereafter "Application Lands").

3. On March 17, 2010, Applicant filed an Application: (A) seeking to pool all interests in the Application Lands; (B) requesting that the COGCC Order apply to all future wells drilled to the specified formations on the lands and units pooled therein; and (C) seeking such other findings and orders as the COGCC deemed proper or advisable in this matter. The March 22, 2010 Application is attached hereto as Exhibit A.

4. The March 17, 2010 Application listed Donald C. Flynn, Margaret E. Flynn Calder, and Patrick Henry Flynn and Marilyn F. Flynn (hereafter collectively referred to as "the Flynns") as non-consenting parties.

5. On August 12, 2010, the COGCC issued an Order granting all relief requested by Applicant's March 17, 2010 Application, thereby force pooling the Flynns. Order No. 407-375 is attached hereto as Exhibit B.

6. On May 1, 2010, Applicant and each of the Flynns ("the Parties") entered into a contractual agreement. This agreement provided, among other things, that the Parties acknowledged Applicant's then-pending Application in Cause No. 407, Docket No. 1007-UP-36 before the COGCC, for the involuntary pooling of the Flynns. This agreement also provided that the Parties would file a Joint Unopposed Motion for Vacation of such involuntary pooling Order

issued by the COGCC if and when the Flynns established their undivided fractional marketable record title in the Application Lands.

7. On March 3, 2011, the District Court of Weld County, Colorado issued a Final Order of Default Judgment and Decree Quieting Title. The Final Order of Default Judgment and Decree Quieting Title quieted title in the Flynns as to the Application Lands.

8. Applicant therefore seeks to vacate the Order No. 407-375 in Cause No. 407, Docket No. 1007-UP-36, pursuant to the Parties' above-referenced May 1, 2010 contractual agreement.

9. The Flynns have no objection to this Application and expressly consent to this Application relating to their interests. See Exhibit C attached hereto.

10. The names of the interested parties are listed as Exhibit 2 of the March 17, 2010 Application and attached hereto as Exhibit D. 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.

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

A. Vacating its Order No. 407-375 in Cause No. 407, Docket No. 1007-UP-36.

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

RESPECTFULLY SUBMITTED THIS 17th DAY OF MARCH, 2011.

BEATTY & WOZNIAK, P.C.

By: _____
Jamie L. Jost
Elizabeth Y. Gallaway
216 16th Street, Suite 1100
Denver, CO 80202
303-407-4499

ATTORNEYS FOR NOBLE ENERGY, INC.

Exhibit D

Steven T. Wells
32010 CR 63
Gill, CO 80624

Teresa L. Wells
32010 CR 63
Gill, CO 80624

Wells Ranch, LLLP,
A Colorado limited liability limited partnership
32010 CR 63
Gill, CO 80624

Donald C. Flynn
2599 Flynn Road
Penn Yan, NY 14527-9741

Margaret E. Flynn Calder
1232 Rockhaven Beach Road
Penn Yan, NY 14527-9741

Patrick Henry Flynn and Marilyn F. Flynn
2621 Flynn Road
Penn Yan, NY 14527

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, 2011.

Witness my hand and official seal.

My commission expires:_____

Notary Public

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. 1007-UP-36

AFFIDAVIT OF MAILING

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

Jamie L. Jost, of lawful age, and being first duly sworn upon his oath, states and declares:

That she is the attorney for Noble Energy, Inc., that on or before March ____,
2011, she caused a copy of the attached Application to be delivered to each
interested party as noted on Exhibit D to the Application.

By: _____
Jamie L. Jost

Subscribed and sworn to before me this _____ day of March, 2011.

Witness my hand and official seal.

My commission expires:

Notary Public