

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

IN THE MATTER OF THE AMENDED APPLICATION)	
OF NOBLE ENERGY, INC. FOR AN ORDER)	Cause No. 407
POOLING ALL INTERESTS IN THE CODELL AND)	
NIOBRARA FORMATIONS IN A 160-ACRE)	Docket No. 1201-UP-33
DRILLING AND SPACING UNIT LOCATED IN WELD)	
COUNTY, COLORADO.)	
)	

AMENDED APPLICATION

COMES NOW Noble Energy, Inc. (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes **amended** application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all interests within a 160-acre drilling and spacing unit, proposed to be established in a companion application, for the drilling of a well to produce from the Codell and Niobrara Formations located on the following lands:

Township 4 North, Range 63 West, 6th P.M.
Section 18: **SE**¹/₄

Weld County, Colorado (hereafter "Application Lands").

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 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. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests in the Application Lands for the development of the Codell and Niobrara Formation, including any nonconsenting interests therein.
5. Applicant drilled one (1) well on the Application Lands. The Sater CC 18-23 Well ("Well") has surface and bottomhole location located 1330' FSL and 1320 FEL of

Section 18, Township 4 North, Range 63 West. A well location certificate showing the location of the Well is attached hereto.

6. Exhibit A attached hereto lists the interest owners in the Application Lands 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 Application Lands. As applicable, all unleased mineral owners (not otherwise voluntarily pooled) have been offered the opportunity to participate in the drilling of the 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.

7. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this **Amended** 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.

8. Notice of this **Amended** 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 Application Lands for the development of the Codell and Niobrara Formations, including any future wells drilled to said formation.

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 Sater CC 18-23 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 January, 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 ____ day of December, 2011.

Respectfully submitted:

Noble Energy, Inc.

By:

Kenneth A. Wonstolen
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:

Noble Energy, Inc.
ATTN: Pat Picune
1625 Broadway # 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

Sunset Plugging & Equipment Co., Inc.
4902 Kiowa Drive
Greeley, CO 80634

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

Schreider & Company, Inc.
240 W Jessup Street
Brighton, CO 80601

Branzan Alternative Investment Fund, LLC
475 17th Street, Suite 520
Denver, CO 80202

VERIFICATION

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

Joseph H. 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 **Amended** Application and that the matters therein contained are true to the best of his knowledge, information and belief.

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

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

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

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

My commission expires: _____.

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