

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. _____
INTERESTS IN THE CODELL AND NIOBRARA)
FORMATION IN A DESIGNATED 160-ACRE) 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 160-acre wellbore spacing unit for the drilling of a well to produce from the Codell and Niobrara Formations located in the following lands:

Township 4 North, Range 64 West, 6th P.M.
Section 18: W $\frac{1}{2}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$

Weld County, Colorado ("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. 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.
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 Application Lands are subject to Rule 318A for the Codell and Niobrara Formations.

5. Applicant designated a 160-acre Wellbore Spacing Unit, as described below, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. 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 in the Codell and Niobrara Formations underlying the following designated 160-acre wellbore spacing unit:

Township 4 North, Range 64 West, 6th P.M
Section 18: W $\frac{1}{2}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$

(referred to herein as the "Wellbore Spacing Unit").

7. Applicant proposes to directionally drilled the NEI C18-24D Well ("Well") within the designated Wellbore Spacing Unit with a surface location 2490' FSL, 2094' FWL of Section 18, Township 4 North, Range 64 West, and bottomhole location of 1450' FSL and 2400' FEL of Section 18, Township 4 North, Range 64 West. A well location certificate showing the location of the Well is attached hereto.

8. 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.

9. 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.

10. 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 Wellbore Spacing Unit 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 NEI C18-24D 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 November, 2011.

Respectfully submitted:

NOBLE ENERGY, INC.

By: _____

Elizabeth Y. Gallaway
Kenneth Wonestolen
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:

Noble Energy, Inc.
ATTN: Carol Myers
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

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

Merit Management Partners, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners III, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners D-III, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

Alyson Warnick
2723 D. St.
Sacramento, CA 95816

Ann Shannon Oil & Gas, LLC
5675 DTC Blvd. Ste #145
Greenwood Village, CO 80111

Colorado Land Services
P.O. Box 899
Denver, CO 80201

Dorothy I. Schneider
Address Unknown

Esther A. Furrow
2316 W. 15th St. Apt. 110D
Greeley, CO 80634

Farmers Reservoir and
Irrigation Company
80 South 27th Avenue
Brighton, CO 80601

JSWH, LLC
289 Fremont Avenue
Los Altos, CA 94024

Mary A. Brammer
227 Milton St.
Briggsdale, CO 80611

Mary Kathryne Warnick
P.O. Box 14
Grand lake, CO 80447

Meadow Oil & Gas, LLC
1480 Combie Road
Meadow Vista, CA 95722

MKL Gas & Oil, LLC
1005 Rilma Lane
Los Altos, CA 94022

Our Plum, LLC
P.O. Box 218
Lowell, FL 32663

Phillip Warnick
5600 Sunny Vista Drive
Austin, TX 78749

Richard J. Adamson
P.O. Box 48
Granby, CO 80446

SAE Oil & Gas Company, LLC
5675 DTC Blvd. Ste #145
Greenwood Village, CO 80111

SEK Oil & Gas Company, LLC
165 Glengary Place
Castle Rock, CO 80108

Shannon Warnick
1000 Country Pl. #73
Houston, TX 77079

The Heirs or Assigns of
Alvin G. Schneider
Deceased
Address Unknown

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 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 November, 2011.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

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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 November ___, 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 November ___, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public