

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)	
FORMATIONS 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 3 North, Range 64 West, 6th P.M
Section 6: SW $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

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 3 North, Range 64 West, 6th P.M
Section 6: SW $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$

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

7. Applicant vertically drilled the Hoff PC D06-21 Well ("Well") within the designated Wellbore Spacing Unit with a surface and bottomhole location of 2519' FNL and 2383' FWL of Section 6, Township 3 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 Hoff PC D06-21 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 Wonstolen
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: Darlene Black
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

Merit Partners, LP
c/o Merit Energy Company
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners III, LP
c/o Merit Energy Company
13727 Noel Road, Suite 500
Dallas, TX 75240

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

Noble Energy WYCo, LLC
1625 Broadway, Suite 2200
Denver, CO 80202

Grace Golden
4000 Summit Circle Drive
Apt. No. 6101
Rochester, NY 14618

Jonathan M. Golden
2211 Tinkham Road
Akron, OH 44313

Susan Golden
2211 Tinkham Road
Akron, OH 44313

Colorado Energy Minerals
PO Box 899
Denver, CO 80202

Todd A. Amen and Rhonda R. Amen,
Joint tenants
24138 CR 38
LaSalle, CO 80645

J. G. Dyer and June M. Dyer,
Trustees of the J. G. Dyer and
June M. Dyer Revocable Intervivos
Trust dated February 3, 1989
41950 Tonopah Road
Rancho Mirage, CA 92270

SEK Oil & Gas Company, LLC
c/o Kathryne E. Shannon
165 Calgary Place
Castle Rock, CO 80108

Our Plum, LLC
c/o Margaret S. Lundock
P.O. Box 218
Lowell, FL 32663

Meadow Oil & Gas, LLC
c/o M. Patricia Schreiber
1480 Combie Road
Meadow Vista, CA 95722

MKL Gas & Oil, LLC
c/o Margaret K. Logan
1005 Rilma Lane
Los Altos, CA 94022

Ann Shannon Oil & Gas, LLC
c/o Ann W. Shannon
5675 DTC Blvd., Suite 145
Greenwood Village, CO 80111

SAE Oil & Gas Company, LLC
c/o Elizabeth A. Shannon
c/o Shannon Management Corp.
5675 DTC Blvd., Suite 145
Greenwood Village, CO 80111

JSWH, LLC
c/o Jennifer W. Hubback
289 Fremont Avenue
Los Altos, CA 94024

Shannon Warnick
1000 Country Place, #73
Houston, TX 77079

Phillip Warnick
5600 Sunny Vista Drive
Austin, TX 78749

Alyson Warnick
2723 D Street
Sacramento, CA 95816

Mary Kathryn Warnick
P.O. Box 14
Grand Lake, CO 80447

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

Margaret Alice Smith
1243 Aikins Way
Boulder, CO 80303

Susan Mackay Smith
3130 Endicott Drive
Boulder, CO 80305

Kathleen A. Doney,
Trustee of the Trust
F/B/O Kathleen A. Doney
U/T/O Neil D. Schwed Revocable Trust
dated July 18, 2001
P.O. Box 547
Ross, CA 94957

Mechanic's Bank,
Trustee of the Trust
F/B/O Neil Dan Schwed II
U/T/O Neil D. Schwed Revocable Trust
dated July 18, 2001
3170 Hilltop Mall Road
Richmond, CA 94806

Marjorie A. Schwed,
Trustee of the Walter E. Schwed
Trust of 1981
12722 NE 28th Street
Bellevue, WA 98005

Linda A. Olmstead,
Trustee of the Linda A. Olmstead Trust
12722 NE 28th Street
Bellevue, WA 98005

Douglas E. Schwed,
Trustee of the Douglas E. Schwed Trust
12722 NE 28th Street
Bellevue, WA 98005

McKenney/Knaub Oil & Gas LLC
8409 Firehorn Drive W
Loveland, CO 80538

Steven G. Ludwig
17978 WCR 39
Platteville, CO 80651

David L. Ludwig
18010 WCR 38
Platteville, CO 80651

Jill J. Dunning
4718 Sandpiper Lane
Birmingham, AL 35244

Starla K. Sapienza
5001 E. Main Street, #560
Mesa, AZ 85205

Donald A. Baker and Faye K. Baker,
Trustees of The Baker Family Trust
1720 Crestview Drive
Durango, CO 81301

Robert N. Kern and Dorothy J. Baker,
joint tenants and
Imogene R. Kern, as Trustee of
the Kern Family Trust B
c/o Imogene R. Kern
20246 WCR 29
Platteville, CO 80651

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

Melvin H. Horst and Patricia D. Horst,
joint tenants
PO Box 1210
Platteville, CO 80651

Estate of Floyd L. Oster
c/o Sandra Jo Oster,
Personal Representative
124 50th Avenue
Greeley, CO 80634

Cindy L. Oster
1499 10th St.
Greeley, CO 80631

Daniel J. Oster
2505 Coronado Bay
Evans, CO 80620

Duane F. Oster
22243 WCR 53
Kersey, CO 80644

Eric Oster
4851 Kit Carson Dr.
Colorado Springs, CO 80902

Garen D. Oster
3315 Bluegrass Circle
Evans, CO 80620

Paul M. Oster
17550 CO Rd 49
LaSalle, CO 80645

Sandra J. Oster
124 50th Ave
Greeley, CO 80634

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

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 160-ACRE)
WELLBORE SPACING UNIT LOCATED IN THE)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

Cause No. _____

Docket No. _____

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