

**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 IN THE CODELL-NIOBRARA FORMATION
IN AN 466.99-ACRE DRILLING AND SPACING UNIT IN
WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests within a designated 466.99-acre wellbore spacing unit for the development of the Codell-Niobrara Formation on the following described lands:

Township 4 North, Range 64 West, 6th P.M.

Section 1: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 2: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 11: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 12: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 4 North, Range 63 West, 6th P.M.

Section 6: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 7: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Weld County, Colorado ("Application Lands").

In support of its application, 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 leasehold interests in a substantial portion of 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-Niobrara Formation 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, 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. The Application Lands are subject to the foregoing Orders and Rule 318A. Pursuant to Rule 318A.j., Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of GWA wells.

5. On October 31, 2011, the Commission verbally approved Docket No. 1110-SP-136, establishing a 466.99-acre wellbore spacing unit co-extensive with the Application Lands for the proposed Bobcat C12-69HN horizontal well (the "Wellbore Spacing Unit"). A well location certificate showing the location of the Bobcat C12-69HN horizontal well and the Wellbore Spacing Unit is attached hereto.

6. 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 Wellbore Spacing Unit for the development of the Codell-Niobrara Formation, including any nonconsenting interests therein.

7. 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 Bobcat C12-69HN well.

8. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not otherwise leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

9. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit should be pooled for the orderly development of the Codell-Niobrara Formation, including any nonconsenting interests therein.

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-Niobrara Formation, 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 Bobcat C12-69HN 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 Bobcat C12-69HN 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, 2012, 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 23rd day of November, 2011.

Respectfully submitted,

NOBLE ENERGY, INC.

By:

Matthew J. Lepore
Elizabeth Y. Gallaway
Michael J. Wozniak
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:

Noble Energy, Inc.
C/O Gabe Findlay
1625 Broadway, Suite 2200
Denver, CO 80202

VERIFICATION

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

Julie Jenkins, of lawful age, being first duly sworn upon oath, deposes and says that she is Senior Land Manager for Noble Energy, Inc. and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

Julie Jenkins

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

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

EXHIBIT A

Jeanette May Sears,
Trustee of the Frank W. Rothe Family Trust
dated July 15, 2009
c/o Jeannete May Sears, Trustee,
1930 23rd Avenue
Greeley, CO 80631

Mary Rothe
39301 WCR 49
Eaton, CO 80615

Shirley Updike Riley Crawford
1930 Endicott Road
San Marino, CA 91108

Daniel B. Goodrich and Barbara H. Goodrich
Trustees of the Goodrich Family Trust,
dated October 20, 2010
No Address Found

Grace P. White
1251 Wellesley Avenue, #102
Los Angeles, CA 90025

Millage Brothers, Inc.
22744 Rd. 59
Kersey, CO 80644

Amy Rittenhouse
22939 WCR 59
Kersey, CO 80644

Lila J. Stewart,
Trustee of the Stewart Living Trust
dated November 20, 2006
2011 Ridgeview Drive
Longmont, CO 80504

The Croissant Family Trust,
dated September 10, 1996,
LeRoy Eugene Croissant and
Barbara Jean Croissant
Trustors and/or Trustees
7306 East Ponderosa Circle
Parker, CO 80138

Dolores E. Jamieson
1814 19th Avenue
Greeley, CO 80631

Earlynn D. Long
1105 East Lake Place
Ft. Collins, CO 80524

Steven P. Foos and Lisa J. Foos, JT
23435 CR 61
Kersey, CO 80644

Paul J. Frank
6611 Road M.M.
Flagler, CO 80815

Norman W. Frank and Wanda J. Frank,
as Co-Trustees of the Norman W. & Wanda J.
Frank Trust Under Trust Agreement Dated
March 13, 1995
1443 41st Avenue
Greeley, CO 80634

Jolene Kay Keck,
Trustee of the Jolene Kay Keck
Revocable Trust
3605 Lynnwood Dr.
Arlington, TX 76013

Guy Allen Frank
4530 14th St. SE
Loveland, CO 80537

Robert V. Frank, LLC
1443 41st Ave.
Greeley, CO 80634

John William Haefeli
1022 11th Street
Greeley, CO 80631

Julianne Fischer Haefeli, Trustee
2008 18th Avenue
Greeley, CO 80631

The Successors of Joseph L. Haefeli, Trustee
2008 18th Avenue
Greeley, CO 80631

Kyle W. Mitchell and Kacy L. Mitchell,
Joint Tenants
28942 WCR 48
Kersey, CO 80644

Merit Partners, L.P.
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners III, L.P.
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Energy Partners D-III, L.P.
13727 Noel Road, Suite 500
Dallas, TX 75240

Gordon L. Saathoff
PO Box 96
Buffalo, WY 82834

Oncken Family Partnership
1400 Valley Wind Lane
Missoula, MT 59804

R.R. Pennington
9819 Sagecourt Drive
Houston, TX 77089

Brown & Stanwood
8505 Monroe
Houston, TX 77061

The Estate of Sam Brown
8610 Pasture View Lane
Houston, TX 77024-7038

Dan M. Mitchell DBA Commanche Drilling
P.O. Box 636
Cut Bank MT 59427

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AFFIDAVIT OF MAILING

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

Matthew J. Lepore, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Noble Energy, Inc., and that on or before November 30, 2011 he 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.

Matthew J. Lepore

Subscribed and sworn to before me November ____, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public