

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

Cause No. _____

Docket No. _____

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 the following designated 80-acre wellbore spacing unit for the drilling of the Antholz PC AB 06-16 Well ("Well") to produce from the Codell-Niobrara Formation located in the following lands:

Township 7 North, Range 64 West, 6th P.M
Section 6: E½SE¼

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. The Application Lands are unspaced as to the Codell-Niobrara Formation and are subject to Rule 318A, described below.
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 recompleat 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.
5. On August 8, 2011, Rule 318A was amended to allow, among other things, wellbore spacing units to be established on unspaced lands within GWA pursuant to the notice and hearing procedures established by the Rule. This amendment was

effective on September 30, 2011. The Application Lands are subject to Rule 318A for the Codell-Niobrara Formation.

6. Applicant designated an 80-acre wellbore spacing unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties according to Rule 318A.

7. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. §34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to any nonconsenting interests, in the Codell-Niobrara Formation underlying the following designated 80-acre wellbore spacing located within in the Application Lands:

Township 7 North, Range 64 West, 6th P.M
Section 6: E½SE¼

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

said order to apply to the currently-allowed well and any subsequent well drilled in the Wellbore Spacing Unit.

8. 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.

9. 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 already 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.

10. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Units 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 the currently-allowed well and all subsequent wells drilled to said formations.

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 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 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 with respect to all wells drilled to develop the Codell-Niobrara Formation in the Wellbore Spacing Unit comprised of the Application Lands.

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 April, 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 ____ day of February, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By:

Jamie L. Jost
Elizabeth Y. Gallaway
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: Jim Hull
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

- | | |
|--|--|
| 1) Dorothea Cragholm 4422 Xavier Ct. Livermore, CA 94550-4955 | 7) Audrey Prietz, Deceased Last known address: 8888 S. Layton Blvd. Milwaukee, WI 53215 |
| 2) Leah Gust, Deceased 822 Cheryl Lane Boulder City, NV 89005 | 8) George Prietz, Deceased Last known address: 3102 E. Lombard St. Baltimore, MD 21224 |
| 3) Wisconsin Human Society of Milwaukee 4500 West Wis Ave. Milwaukee, WI 53208 | 9) Maude Schleiger, Deceased Last known address: RR 5 Box 23 Elkhorn, WI 53121-9805 |
| 4) Pearl Bracker, Deceased Last known address: 347 S. 7646 Sprague Road Eagle, WI 53119 | 10) Noble Energy, Inc. 1625 Broadway Suite 2200 Denver, CO 80202 |
| 5) Lorraine Schleiger, Deceased Last known address: 5605 W. Beloit Road #11 Milwaukee, WI 53214 | 11) Anadarko E & P Company LP P.O. Box 173799 Denver, CO 80217-3729 |
| 6) Children of Lawrence Schleiger, Deceased Last known address: 6523 W. Railroad Ave. Winter, WI 54896 | |

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 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 February, 2012.

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 February ____, 2012, 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 February ____, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public