

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 A DESIGNATED 160-ACRE)
WELLBORE SPACING UNIT FOR THE CODELL-)
NIOBRARA FORMATION AND A DESIGNATED)
320-ACRE WELLBORE SPACING UNIT FOR THE J)
SAND FORMATION 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 a designated 160-acre wellbore spacing unit for the drilling of a well to produce from the Codell-Niobrara Formation located in the following lands:

Township 4 North, Range 64 West, 6th P.M
Section 5: NE¹/₄,

and a designated 320-acre wellbore spacing unit to produce from the J Sand Formation located in the following lands

Township 4 North, Range 64 West, 6th P.M
Section 5: N¹/₂

Weld County, Colorado (together "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 October 19, 1981, the Commission issued Order No. 232-23 which, among other things, established 320-acre drilling and spacing units for the production of gas and associated hydrocarbons from the J Sand Formation underlying certain lands, including the Application Lands, and allowed up to two (2) wells to be drilled within each 320-acre drilling and spacing unit.

4. 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.

5. 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, Niobrara, and J Sand Formations.

6. Applicant designated a 160-acre wellbore spacing unit, within the Application Lands 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 under 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, and in the following designated 160-acre wellbore spacing unit, located within the Application lands, for production from the Codell-Niobrara Formation:

Township 4 North, Range 64 West, 6th P.M
Section 5: NE $\frac{1}{4}$ (Wellbore Spacing Unit 1"),

said order to apply to the currently-allowed well and any subsequent well drilled in the subject unit.

8. Applicant also designated a 320-acre wellbore spacing unit, within the Application Lands as defined below, for the production of oil, gas, and associated hydrocarbons from the J Sand Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

9. 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, and in the following designated 320-acre wellbore spacing unit, located within the Application Lands, for production from the J Sand Formation:

Township 4 North, Range 64 West, 6th P.M
Section 5: N½ ("Wellbore Spacing Unit 2"),

said order to apply to the currently-allowed well and any subsequent well drilled in the subject unit.

10. Applicant directionally drilled the Burman C05-17D Well ("Well") within Wellbore Spacing Unit 1 and Wellbore Spacing Unit 2 with a surface location of 1805' FSL, 943' FEL of Section 5, Township 4 North, Range 64 West, and bottomhole location of 1250' FNL and 1450' FEL of Section 5, Township 4 North, Range 64 West. A well location certificate showing the location of the Well is attached hereto.

11. 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.

12. 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.

13. That in order to prevent waste and to protect correlative rights, all interests in Wellbore Spacing Unit 1 and Wellbore Spacing Unit 2, and the Application Lands and should be pooled for the orderly development of the Codell-Niobrara and J Sand Formations, 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 Wellbore Spacing Unit 1 for the development of the Codell-Niobrara Formation, including the currently-allowed well and all subsequent wells drilled to said formations.

B. Pooling all interests in Wellbore Spacing Unit 2 for the development of the J Sand Formation, including the currently-allowed well and all subsequent wells drilled to said formations.

C. 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.

D. 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, and J Sand Formations in the spacing units comprised of the Application Lands.

E. 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: Robert Bram
1625 Broadway, Suite 2200
Denver, CO 80202

Exhibit A
Interested Parties

Merit Management Partners I, L.P.
13727 Noel Rd. Suite 500
Dallas, TX 75240

Colorado Land Services
1051-D West Highway 34
Loveland, CO 80537

Thomas Wilmoth as Trustee for
the Thomas C. Wilmoth, Sr., Trust
11301 E. Mariola Way
Scottsdale, AZ 85262

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

Wellstar Corporation
11990 Grant Street, Suite 550
Northglenn, CO 80233

Silver Dollar Resources
P.O. Box 51110
Casper, WY 82605

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

Wilmoth Farms 3-W LLC
206 South 13th Street, Suite 1425
Lincoln, NE 68508

T.E. McClintock T/W fbo Elizabeth M. Nikoloric
Colorado State Bank and Trust, N.A., Trustee
P.O. Box 5825
Denver, CO 80217

T.E. McClintock T/W fbo Mary M. Swift
U.S. Bank, N.A., Trustee
P.O. Box 17532
Denver, CO 80217

Judith W. Reeves
6000 N. Port Washington
Glendale, WI 53217

Virginia Warren Smith
52 Squire Hill
New Milford, CT 06776

Michael V. Croke
10580 N. McCarran Blvd. #534
Reno, NV 89503

Patrick A. Croke
169 Visalia Court
Ventura, CA 93004

Mary T. Frisselle, Trustee for the
Mary T. Frisselle Children's Trust
123 Larkspur Lane
Aspen, CO 81611

Thomas B. Croke, III
258 S. Ulukoa Place
Lahaina, HI 96761-1973

Laura L. Croke
258 S. Ulukoa Place
Lahaina, HI 96761-1973

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

Crews & Zeren, LLC
P.O. Box 336337
Greeley, CO 80633

Gerald E. Monroe, Jr.
25525 WCR 48
Kersey, CO 80644

Jacqueline R. Monroe
25525 WCR 48
Kersey, CO 80644

Dale Norman Burman and
Loretta Burman, joint tenants
23235 WCR 53
Kersey, CO 80644

William G. Crews and Cynthia A. E. Zeren
4457 S. Meadow Dr.
Boulder, CO 80301

Dorchester Minerals, L.P.
3838 Oak Lawn Avenue, Suite 300
Dallas, TX 75219

JRC Oil
6831 E. Paradise Dr.
Scottsdale, AZ 85254

Robert E. Childress
6547 N. Academy Blvd. #612
Colorado Springs, CO 80918

Douglas J. Guion
P.O. Box 899
Denver, CO 80201

Adam C. Buna
1049 West Highway 34
Loveland, CO 80537

Francis Royalties LLC
36141 S. Ocotillo Canyon Dr.
Tucson, AZ 85739

Geo-Wise, Inc.
7700 San Felipe, Suite 106
Houston, TX 77063

Dawn Krupp
23735 Bluestem Dr.
Golden, CO 80401-9358

Colorado Energy Minerals, Inc.
P.O. Box 899
Denver, CO 80201-0899

John D. Longwell
P.O. Box 338
Kittredge, CO 80457-0338

Pro-Active Investments, Inc.
4734 South Clayton Court
Englewood, CO 80113

Meagher Oil & Gas Properties, Inc.
P.O. Box 4782
Englewood, CO 80155-4782

Michael D. Zeitlin Grantor Trust
215 St. Paul St., Suite 206
Denver, CO 80206

Markus 92, Ltd.
621 17th Street, Suite 1710
Denver, CO 80293

Brenda L. Rayman
66 Oakmont Woods Dr.
Jackson, TN 38305-2280

Paul E. Mendell
402 Orofino Drive
Castle Rock, CO 80104

Markus Production Inc.
2100 W. Littleton Blvd., Suite 245
Littleton, CO 80120

J. Woods Oil & Gas LLC
P.O. Box 775495
Steamboat Springs, CO 80477

Robert C. Nice
16920 E. Easter Avenue
Aurora, CO 80016

Pepco, Inc.
3981 S. Birch Street
Englewood, CO 80113

Brew Oil Company, LLLP
3981 S. Birch Street
Englewood, CO 80113

DBRB LLC
5755 W. Iliff Dr.
Lakewood, CO 80227

Bruce E. Stradley and
Diane R. Stradley, joint tenants
25704 WCR 50
Kersey, CO 80644

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 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