

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-NIOBRARA )  
FORMATION IN A DESIGNATED 160-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 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, 6<sup>th</sup> P.M

Section 4: W $\frac{1}{2}$ NW $\frac{1}{4}$

Section 5: E $\frac{1}{2}$ NE $\frac{1}{4}$

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-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, 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. The Application Lands are subject to Rule 318A for the Codell-Niobrara Formation.

5. Applicant designated a 160-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 under Rule 318A.

6. 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, 6<sup>th</sup> P.M

Section 4: W $\frac{1}{2}$ NW $\frac{1}{4}$

Section 5: E $\frac{1}{2}$ NE $\frac{1}{4}$

("Wellbore Spacing Unit"),

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

7. Applicant drilled the Connell C04-31D Well ("Well") within the designated Wellbore Spacing Unit with a surface location of 355' FNL, 769' FEL of Section 5, Township 4 North, Range 64 West, and bottomhole location of 1225' FNL and 75' FEL of Section 5, Township 4 North, Range 64 West. A well location certificate showing the location of the Well is attached hereto.

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 and Niobrara Formation in the drilling 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  
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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 Energy Partners, L.P.  
Merit Energy Partners III, L.P.  
Merit Energy Partners D-III, L.P.  
Attn: Ms. Erin Gerner  
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Dallas, TX 75240

Rueben Erlich and  
Chris Erlich  
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Greeley, CO 80631-8415

EG, LLC  
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Greeley, CO 80634

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Farmers Reservoir and Irrigation Company  
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Brighton, CO 80601

Sandy Kenney  
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Kansas City, MO 64149

J. Larry Ehrlich  
1490 N. Desert Willow St.  
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Thomas B. Croke, III  
and Laura L. Croke, as tenants in common  
258 S. Ulukoa Place  
Lahaina, HI 96761-1973

Jonathan Ehrlich  
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Virginia Warren Smith  
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New Milford, CT 06776

Judith Warren Reeves  
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Glendale, WI 53217

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7172 W. Mare Ave.  
Coolidge, AZ 85128-9083

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

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

Ace Royalties, LLC  
1051-D W HWY 34  
Loveland, CO 80537

Michael V. Croke  
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DBRB, LLC  
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Ventura, CA 93004

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Greeley, CO 80634

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Raymond L. Kaveny  
1829 74th 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 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