

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 a designated 80-acre wellbore spacing unit for the drilling of a well to produce from the Codell and Niobrara Formations located in the following lands:

Township 7 North, Range 67 West, 6th P.M
Section 14: W $\frac{1}{2}$ 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. The Application Lands are unspaced as to the Codell and Niobrara Formations 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 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.
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 certain notice and hearing procedures. This amendment was effective on September

30, 2011. The Application Lands are subject to Rule 318A for the Codell and Niobrara Formations.

6. Applicant designated an 80-acre Wellbore Spacing Unit, as defined 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.

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 80-acre wellbore spacing unit, located within the Application lands, for production from the Codell and Niobrara Formations:

Township 7 North, Range 67 West, 6th P.M
Section 14: W½SE¼

(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 proposes to directionally drill the Drake PC MM 14-15D Well ("Well") within the designated Wellbore Spacing Unit with a surface location of 1809' FSL, 1870' FEL of Section 14, Township 7 North, Range 67 West, and bottomhole location of 660' FSL and 1980' FEL of Section 14, Township 7 North, Range 67 West. A well location certificate showing the location of the Well is attached hereto.

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. 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.

11. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Wellbore Spacing Unit should be pooled for the orderly development of the Codell and Niobrara 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 the Wellbore Spacing Unit for the development of the Codell and Niobrara Formations, 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
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:

Noble Energy, Inc.
ATTN: Carol Meyers
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

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

Heirs of Clara Hagin
Address Unknown

Heirs of Edward Desserich
Address Unknown

Heirs of Emma Garrett
Address Unknown

Heirs of Emil Desserich
Address Unknown

Shirley Ann Honstein
10323 County Rod 80
Fort Collins, CO 80524

Lois Jean White, Trustee of the Lois Jean White Trust
dated November 13, 1998
450 Michael Drive
Fallon, NV 89406

Drake Family Farms, LLLP
11567 Highways 14
Ault, CO 80610

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 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)

Jamie L. Jost 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.

Jamie L. Jost

Subscribed and sworn to before me on February ____, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public