

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 3 North, Range 64 West, 6th P.M

Section 8: NW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

Section 5: SE $\frac{1}{4}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ 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. 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 29, 2010, the Commission issued Order No. 407-363, which among other things, pooled all nonconsenting interests in a designated 160-acre wellbore spacing unit consisting of the certain land, including a portion of the Application Lands, for the development and operation of the Codell-Niobrara Formation.

5. On August 8, 2011, the Commission issued Order No. 407-476, which among other things, pooled all interests in an approximate 160-acre wellbore spacing unit consisting of certain lands, including a portion of the Application Lands, for the development and operation of the Codell-Niobrara Formation.

6. 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 Formation.

7. 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.

8. 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 following designated 160-acre wellbore spacing unit, located within the Application lands, for production from the Codell-Niobrara Formation:

Township 3 North, Range 64 West, 6th P.M

Section 8: NW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

Section 5: SE $\frac{1}{4}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ SE $\frac{1}{4}$

(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.

9. Applicant proposes to directionally drill the LDS D08-28D Well ("Well") within the designated Wellbore Spacing Unit with a surface location of 189' FSL, 1362' FWL of Section 5, Township 3 North, Range 64 West, and bottomhole location of 150' FSL and 2371' FWL of Section 5, Township 3 North, Range 64 West. A well location certificate showing the location of the Well is attached hereto.

10. 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.

11. 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.

12. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Well 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 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 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: K. Wade Pollard
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

Kerr-McGee Oil & Gas Onshore LP
PO Box 1330
Houston, NY77251-1330

Alvin J. Herman and Barbara M. Herman,
JT
1411 East 24th St.
Greeley, CO 80631

Pauline DeWinter
PO Box 890288
Temecula, CA 92589

Janet M. Krause and
Michael R. Krause, JT
2892 44th Avenue
Greeley, CO 80634

Janis L. Burger
2892 44th Avenue
Greeley, CO 80634

Marcia R. Burger
2892 44th Avenue
Greeley, CO 80634

Corporation of the Presiding Bishop of the
Church of Jesus Christ of Latter-Day Saints
50 East North Temple
Salt Lake City, Utah 84150

The Paul and Billie McReynolds Family
Trust,
Paul W. McReynolds and Billie B.
McReynolds, Co-Trustees
6162 Wycliffe Circle
Reno, NV 89509

Richard Lee Becker and Lillian E. Becker,
JT
25517 WCR 36
LaSalle, CO 80645

Becker Ranch, LLC
25517 WCR 36
LaSalle, CO 80645

Violet V. Becker
25605 WCR 36
LaSalle, CO 80645

Carol J. Apker
3256 S. Leyden Street
Denver, CO 80222

Norman Goldman
890 Field Street
Lakewood, CO 80215

Estate of Harold Friedland
640 Brentwood
Lakewood, CO 80215

Merit Management Partners I, L.P.
1560 Broadway Ste. 2090
Denver, CO 80202

Merit Energy Partners III, L.P.
1560 Broadway Ste. 2090
Denver, CO 80202

Merit Energy Partners D-III, L.P.
1560 Broadway Ste. 2090
Denver, CO 80202

Debra June Gaymon, aka Debra J. Gaymon
20043 East Tufts Drive
Centennial, CO 80015

Connaghan Ltd.
PO Box 566
Cheyenne, WY 82003

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