

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)	Cause No. _____
INTERESTS IN THE CODELL-NIOBRARA AND J-)	
SAND FORMATIONS IN CERTAIN DRILLING AND)	Docket No. _____
SPACING UNITS LOCATED IN THE WATTENBERG)	
FIELD, WELD COUNTY, COLORADO.)	

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 an 80-acre drilling and spacing unit for the Codell-Niobrara Formation and a 160-acre drilling and spacing unit for the J-Sand Formation for the drilling of the Walcker AB12-08 well ("Well") to produce from the Codell-Niobrara, and J-Sand Formations located in the following lands:

Township 7 North, Range 64 West, 6th P.M
Section 12: E $\frac{1}{2}$ NE $\frac{1}{4}$ (Codell-Niobrara)
Section 12: NE $\frac{1}{4}$ (J-Sand)

Weld County, Colorado (the "Application Lands").

In support thereof, the Applicant states and alleges as follows:

In support of its application, 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 leasehold interests in a substantial portion of the Application Lands.
3. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, established drilling windows and 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. Rule 318A (a)(4)(C) allows an operator to designate a drilling and spacing unit not smaller than a governmental quarter-quarter section if the well is proposed to be located greater than four hundred and sixty (460) feet from the quarter quarter section boundary in which it is located. The Application Lands are subject to Rule 318A. Pursuant to Rule 318A.k., Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of GWA wells.

4. Applicant has filed an application requesting an 80-acre drilling and spacing unit for the development of the Codell-Niobrara Formation and a 160-acre drilling and spacing unit for the development of the J-Sand Formation to be established for the Application Lands concurrently with this Application.

5. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in the Application Lands consisting of the 80-acre drilling and spacing unit for the development of the Codell-Niobrara Formation and the 160-acre drilling and spacing unit for the development of the J-Sand Formation, said order to apply to the currently-allowed Well and any subsequent well drilled in the unit.

6. 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Walcker AB12-08 well to the Codell-Niobrara, and/or J Sand Formations on the Application Lands.

7. 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.

8. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and the requested 80-acre drilling and spacing unit for the Codell-Niobrara Formation and the 160-acre drilling and spacing unit for the J-Sand Formation should be pooled for the orderly development of the 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 Application Lands and 80-acre drilling and spacing unit for the development of the Codell-Niobrara Formation and the 160-acre drilling and spacing unit for the development of the J-Sand Formation, including the currently-allowed Well and all subsequent wells.

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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Walcker AB12-08 well to the Codell-Niobrara, and/or J Sand Formations on the Application Lands.

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 authorized 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 80-acre drilling and spacing unit and the J-Sand Formation in the 160-acre drilling and spacing unit, each comprising 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, 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: 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: Drew Hetherington
1625 Broadway, Suite 2200
Denver, CO 80202

Exhibit A
Interested Parties

Noble Energy, Inc.
ATTN: Drew Hetherington
1625 Broadway, Suite 2200
Denver, CO 80202

Christine Louise Walcker
5355 Kendall
Riverside CA 92508

Chesapeake Exploration, LLC
6100 N. Western Avenue
Oklahoma City, OK 73118

Guttersen & Company, LLLP
P.O. Box 528
Kersey, CO 80044

OOGC America, Inc.
c/o CNOOC International Limited
Box 4705, No. 25
Chaoyangmenbei Dajie
Dongcheng District
Beijing 100010, P.R. China

Lincoln Energy LLC
730 17th Street, Suite 610
Denver, CO 80202

Rothe Family Co., LLC
1010 37th Avenue Place
Greeley, CO 80054

Desert Partners IV, LP
P.O. Box 3570
Midland, TX 70702

HHR Family Farms, LLC
20413 County Road 0
Wiggins, CO 80634

Lambert Land Company LLC
P.O. Box 2401
Midland, TX 70702

Elmer A. Hankins, III
9520 Las Tunas Canyon Road
Sun Valley, CA 91352

J. Chris Statton
P.O. Box 878
Ouray, CO 81427

Paulden C. Evans and Joni K. Evans,
Trustees of the Paulden and Joni
Evans Trust dated July 18, 2005
5195 Victoria Avenue
Riverside, CA 92506

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

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 AND J-)
SAND FORMATIONS IN CERTAIN DRILLING AND)
SPACING UNITS LOCATED IN THE WATTENBERG)
FIELD, WELD COUNTY, COLORADO.)

Cause No. _____

Docket No. _____

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