

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 the Shable G17-22D Well ("Well") to produce from the Codell-Niobrara Formation located in the following lands:

Township 4 North, Range 65 West, 6th P.M
Section 17: S½NE¼, N½SE¼

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 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.
5. Applicant designated a 160-acre wellbore spacing unit within the Application Lands, as described 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 65 West, 6th P.M
Section 17: S½NE¼, N½SE¼

(hereafter "Wellbore Spacing Unit").

7. Applicant directionally drilled the Well within the Wellbore Spacing Unit with a surface location of 705' FSL, 2007' FEL of Section 17, Township 4 North, Range 65 West, and bottomhole location of 2565' FSL and 1320' FEL of Section 17, Township 4 North, Range 65 West.

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 Wellbore 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 Application Lands and Wellbore Spacing Unit for the development of the Codell-Niobrara Formation.

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.

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 Formation 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 May, 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 March, 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: Ashley Stokes
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

Merit Energy Partners, LP
Merit Energy Partners III, LP
Merit Energy Partners D-III, LP
13727 Noel Road, Suite 500
Dallas, TX 75240

Shable Land Co., LLC
19320 WCR 44
LaSalle, CO 80645

Harold Walker and Janell M. Walker, joint
tenants
21025 WCR 41
LaSalle, CO 80645

Elmer Willard Schmidt
18420 Weld County Road #42
LaSalle, CO 80645

John Walter Schmit
6819 Spanish Bay Dr
Windsor, CO 80550

Patricia JoAnne Adler
17667 W. Buena Vista Dr
Surprise, AZ 85374

Maxine Hurt
2420 10th Avenue Court
Greeley, CO 80631

Sally Jo Schmidt Ashby
PO Box 426
Pine Bluffs, WY 82082

Monte Ray Schmidt
1224 Indian Paint Trail
Lewisville, TX 75067

Janis S. Schmidt
6639 Gleneagles Dr
Pasadena, TX 77505

Grant Phillip Schmidt
6639 Gleneagles
Pasadena, TX 77505

Kent Charles Opel
Address Unknown

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 Senior Land Manager 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,
Senior Land Manager
Noble Energy, Inc.

Subscribed and sworn to before this ____ day of March, 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 Y. 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 March ____, 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 March ____, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public