

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 approximate 160-acre wellbore spacing unit for the drilling of the Adolph F21-25D Well ("Well") (API No. 05-123-33544) to produce from the Codell-Niobrara Formation located in the following lands:

Township 5 North, Range 65 West, 6th P.M.
Section 21: SW¼

Weld County, Colorado (hereafter "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 Formations 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 an approximate 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, in the Application Lands in the Codell-Niobrara Formation underlying the following designated approximate 160-acre wellbore spacing unit:

Township 5 North, Range 65 West, 6th P.M.
Section 21: SW¼

(hereafter "Wellbore Spacing Unit").

7. Applicant directionally drilled the Adolph F21-25D Well within the Wellbore Spacing Unit with a surface location of 986' FSL, 669' FWL of Section 21, Township 5 North, Range 65 West, 6th P.M., and a bottomhole location of 1000' FSL, 1450' FWL of Section 21, Township 5 North, Range 65 West, 6th P.M.

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) are first incurred for the drilling of the Well to the Codell-Niobrara Formation on the Application Lands.

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) are first incurred for the drilling of any well in the Wellbore Spacing Unit to the Codell-Niobrara Formation 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 Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost

recovery provisions thereof with respect to all wells drilled to develop the Codell-Niobrara Formation in the Wellbore Spacing Unit 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 July, 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 May, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By:

Jamie L. Jost
Theresa M. Sauer
Elizabeth 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: Robert Bram
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

David H. Adolph and Hazel B. Adolph,
as Joint Tenants
1022 Indian Trail Dr.
Windsor, CO 80550

Christina Kay Elam
200 37th St. #110
Evans, CO 80620

Donald Lee Harris
20453 Weld County Rd 54
Greeley, CO 80631

Merlyn K. Erickson and Elaine R.
Erickson, as Joint Tenants
3670 1st Ave
Greeley, CO 80631

Eudora Roach
11000 U.S. Hwy 34 Bypass
Greeley, CO 80634

Wanda M. Ardrey and Robert E. Ardrey,
as Joint Tenants
5193 S. Williams Drive
Greenwood Village, CO 80121

Wanda M. Ardrey
5193 S. Williams Drive
Greenwood Village, CO 80121

Lorraine Annis
P.O. Box 194
Firestone, CO 80520

Arlo L. Richardson
P.O. Box 328
Greeley, CO 80632

Mineral Resources, Inc.
P.O. Box 328
Greeley, CO 80632

Merit Partners, L.P.
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Partners III, L.P.
13727 Noel Road, Suite 500
Dallas, TX 75240

Merit Partners D-III, L.P.
13727 Noel Road, Suite 500
Dallas, TX 75240

Kerr McGee Oil and Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

Adam C. Buna
1049 West Highway 34
Loveland, CO 80537

D. Ben Hedgpeth and Carolyn Hedgpeth
7212 Dry Creek Rd.
Niwot, CO 80503

State of Colorado Division of Wildlife
and Wildlife Commission
c/o State Land Board
1127 Sherman Street, Suite 300
Denver, CO 80203-2206

Colorado Division of Wildlife
Denver Headquarters and Northeast
Region Service Center
6060 Broadway
Denver, CO 80216

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 May, 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)

Theresa M. Sauer 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 May ____, 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.

Theresa M. Sauer

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

Witness my hand and official seal.

My commission expires: _____.

Notary Public