

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 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 Camp H30-31 Well ("Well") (API No. 05-123-31838) to produce from the Codell-Niobrara and J Sand Formations located in the following lands:

Township 3 North, Range 65 West, 6th P.M.
Section 30: W $\frac{1}{2}$ NW $\frac{1}{4}$

Township 3 North, Range 66 West, 6th P.M.
Section 25: E $\frac{1}{2}$ NE $\frac{1}{4}$

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 October 19, 1981, the Commission issued Order No. 232-23 which, among other things, established 320-acre drilling and spacing units for the production of gas and associated hydrocarbons from the J Sand Formation underlying certain lands, including the Application Lands, and allowed up to two (2) wells to be drilled within each 320-acre drilling and spacing unit.
4. 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.
5. 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, and J Sand Formations.

6. 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 and J Sand 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, in the Application Lands in the Codell-Niobrara and J Sand Formations underlying the following designated 160-acre wellbore spacing unit:

Township 3 North, Range 65 West, 6th P.M.
Section 30: W½ NW¼

Township 3 North, Range 66 West, 6th P.M.
Section 25: E½ NE¼

(hereafter "Wellbore Spacing Unit").

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 and J Sand 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-Niobrara and J Sand 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 any well in the Wellbore Spacing Unit to the Codell-Niobrara and 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 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 and J Sand Formations in the Wellbore Spacing 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 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:

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Theresa M. Sauer
Elizabeth Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
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Denver, Colorado 80202
(303) 407-4499

Applicant's Address:

Noble Energy, Inc.
ATTN: Daniel McCoy
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Clyde Raisley and Cornelia E. Raisley
605 40th Avenue
Greeley, CO 80631

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

Anadarko E&P Company, LP
1099 18th Street, Suite 1800
Denver, CO 80202

True Oil, LLC
P.O. Box 2360
Casper, WY 82602

Phyllis Edith Camp Nelson
1454 Red Fox Circle
Windsor, CO 80550

Gregory Family Trust
Dana Ann Glasgow and Gail L. Baitix, Co-Trustees
P.O. Box 6817
Moraga, CA 94570

MRJ Camp Holdings LLLP
c/o Melvin J. Camp
P.O. Box 127
Platteville, CO 80651

Robert B. Tenison
1925 Hospital Place
Abilene, TX 79606

The Pat N. New Family Trust
900 SW 13th Avenue, Suite 210
Portland, OR 97205

Irwin G. Cantor
2 Bay Club Drive, #21W
Bayside, NY 11360

Robert L. Weil Trust, FBO Linda M. Detweiler
AMG National Trust Bank & Linda M. Detweiler, Co-Trustees
6501 E. Belleview Avenue, Suite 400
Englewood, CO 80111

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Smyrna, GA 30082-4118

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AMG National Trust Bank & Ronald L. Weil, Co-Trustees
6501 E. Belleview Avenue, Suite 400
Englewood, CO 80111-6020

Foster Dennis
600 Haverkamp Drive
Glendale, CA 91206

Robert L. Weil Trust, FBO Richard F. Weil
Investors Independent Trust Co. & Richard F. Weil, Co-Trustees
507 Canyon Boulevard
Boulder, CO 80302

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