

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 158.794-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 158.794-acre wellbore spacing unit for the drilling of the Marley C01-24D Well ("Well") (API No. 05-123-31340) to produce from the Codell-Niobrara Formation located in the following lands:

Township 4 North, Range 64 West, 6th P.M.
Section 1: W $\frac{1}{2}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$

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 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 and Niobrara Formations.
5. On August 8, 2011, the Commission issued Order No. 407-456, which, among other things, established an approximate 400-acre wellbore spacing unit for the drilling of one horizontal well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands. A portion of the Application Lands are subject to Order No. 407-456.

6. On October 31, 2011, the Commission issued Order No. 407-486, which, among other things, established an approximate 480-acre wellbore spacing unit for the drilling of one horizontal well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands. A portion of the Application Lands are subject to Order No. 407-486.

7. Applicant designated an approximate 158.794-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.

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 Application Lands in the Codell-Niobrara Formation underlying the following designated approximate 158.794-acre wellbore spacing unit:

Township 4 North, Range 64 West, 6th P.M.
Section 1: W $\frac{1}{2}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit").

9. Applicant directionally drilled the Marley C01-24D Well within the Wellbore Spacing Unit with a surface location of 1919' FSL, 1960' FWL of Section 1, Township 4 North, Range 64 West, 6th P.M., and a bottomhole location of 1240' FSL, 2490' FEL of Section 1, Township 4 North, Range 64 West, 6th P.M.

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

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 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 10th 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: Mike Sobecki
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A
Interested Parties

Leroy E. Croissant
7306 East Ponderosa Circle
Parker, CO 80138

Stacey Q. Miller
P.O. Box 342
LaPorte, CO 80535

Delores E. Jamieson
(no address)

Wellstar Corporation
11990 Grant St., Suite 550
Northglenn, CO 80651

Earlynnne D. Long
(no address)

Bank of Oklahoma
Tower, One Williams Center,
Tulsa, Oklahoma 74192

Steven P. Foos and Lisa J. Foos, Joint
Tenants
23435 CR 61
Kersey, CO 80644

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

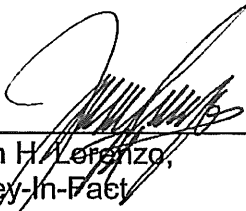
Lila Jean Stewart, Trustee for the
Stewart Living Trust
2011 Ridgeview Drive
Longmont, CO 80504

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

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.



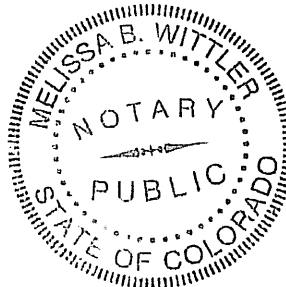
Joseph H. Lorenzo,
Attorney-In-Fact
Noble Energy, Inc.


Subscribed and sworn to before this 10th day of May, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014





Notary Public

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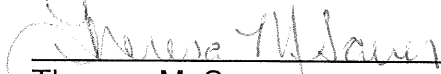
Docket No. _____

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:

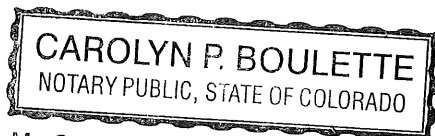
That she is the attorney for Noble Energy, Inc., that on or before May 17, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Theresa M. Sauer


Subscribed and sworn to before me on May 10, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015


Notary Public