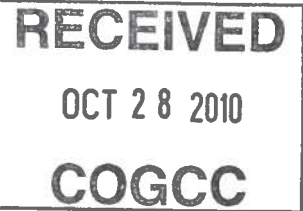




BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



IN THE MATTER OF THE APPLICATION OF)
NOBLE ENERGY, INC. FOR AN ORDER)
POOLING ALL UNLEASED AND/OR)
NONCONSENTING INTERESTS IN THE)
CODELL AND NIOBRARA FORMATIONS IN A)
DESIGNATED WELLBORE SPACING UNIT)
LOCATED IN THE WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

Cause No. 407

Docket No. _____

ORIGINAL

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 wellbore spacing unit for the drilling of a well to produce from the Codell and Niobrara Formations located in Section 35: NW¼, Township 7 North, Range 66 West, 6th P.M. Weld County, Colorado. 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 COGCC.

2. Applicant owns certain leasehold interests in the wellbore spacing unit requested for pooling.

3. 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 lands encompassing the wellbore spacing unit are subject to this Rule, specifically Rule 318A.a.(4)(C) and 318A.e.(2), for the Codell and Niobrara Formations.

4. Applicant previously designated a 160-acre wellbore spacing unit, as described below, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations pursuant to Rule 318A.e.(2) and notified the appropriate parties under Rule 318A.e.(6). Applicant did not receive any objections to the establishment of the proposed wellbore spacing unit within the 20-day response period, and, as such thereafter certified to the Commission that it had not received any objections to the well location, proposed spacing unit or proposed formations. Applicant holds an approved Application for Permit to Drill for the well within the wellbore spacing unit.

5. Applicant, pursuant to Commission Rule 530 and pursuant to the provisions of C.R.S. §34-60-116 (6) and (7), seeks an order to involuntarily pool all interests not voluntarily pooled (including working interests and unleased mineral interests) in the Codell and Niobrara Formations underlying the following described 160-acre wellbore spacing unit:

Township 7 North, Range 66 West, 6th P.M.
Section 35: NW¼

(referred to herein as the "Wellbore Spacing Unit")

6. Applicant proposes to drill the Wilson 35-25 Well (hereinafter the "Wellbore Spacing Unit Well") within the designated Wellbore Spacing Unit with a proposed surface location of 1331' FNL' and 1544' FWL of Section 35, Township 7 North, Range 66 West and a proposed bottomhole location 1331' FNL and 1544' FWL of Section 35, Township 7 North, Range 66 West.

7. Exhibit A attached hereto lists the interest owners for the Wellbore Spacing Unit together with their addresses. All working interest owners (not otherwise voluntarily pooled) have been offered the opportunity to voluntarily participate in the drilling of the Wellbore Spacing Unit Well. As applicable, to date, however, not all of such working interest owners have elected to participate by agreeing to bear their respective proportionate shares of the costs and risks of drilling, completing and operating the well. AFE's containing the information respecting this well required by Commission Rule 530.b. were sent to these working interest owners more than thirty (30) days prior to the date of the hearing on this application.

8. Applicant requests that the Commission's involuntary pooling order issued with respect to this Application be made retroactive to the date of the spudding of the Wellbore Spacing Unit Well.

9. Notice of this Application has been provided to those parties listed on Exhibit A attached hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order:

A. Pooling involuntarily all of the working interest owners listed on Exhibit A with whom Applicant has been unable to secure an agreement for the drilling of the Wellbore Spacing Unit Well as described in Section 5 and that such working interest owners be treated as non-consenting owners under C.R.S. §34-60-116 and made subject to the terms and penalties provided for therein.

B. Pooling involuntarily all of the unleased mineral interest owners listed on Exhibit A with whom Applicant has been unable to secure a lease or an agreement for the drilling of the Wellbore Spacing Unit Well as described in Section 5 and that such owners be treated as non-consenting owners under C.R.S. §34-60-116 and made subject to the terms and penalties provided for therein.

C. That all interest owners in the Wellbore Spacing Unit which are not voluntarily pooled in the Wellbore Spacing Unit be involuntarily pooled.

D. That the effective date of the COGCC's involuntary pooling order will be made retroactive to the date of spudding of the Wellbore Spacing Unit Well.

E. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 28th day of October, 2010.

Respectfully submitted,

NOBLE ENERGY, INC.

By: Jamie L. Jost

Jamie L. Jost
Michael J. Wozniak
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:
1625 Broadway, Suite 2000
Denver, CO 80202

VERIFICATION

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

P. David Padgett, 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.




P. David Padgett CO

Subscribed and sworn to before this 20th day of October, 2010.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/13/14



Notary Public

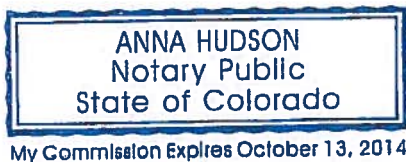


EXHIBIT A
Interested Parties

Merit Partners, L.P.
Merit Energy Partners III, L.P.
Merit Energy Partners D-III, L.P.
Attn: Erin W. Gerner
13727 Noel Road, Suite 500
Dallas, TX 75240



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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 October 28, 2010, 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.



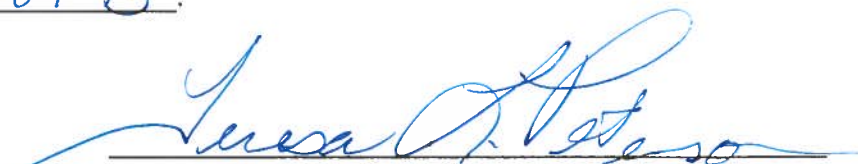
Jamie L. Jost

Subscribed and sworn to before me on October 28, 2010.

Witness my hand and official seal.

My commission expires: 10-04-13.





Notary Public