

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

IN THE MATTER OF THE APPLICATION OF)	
NOBLE ENERGY, INC. TO ESTABLISH)	
FIELD RULES TO GOVERN OPERATIONS)	Cause No. 535
FOR THE DEVELOPMENT OF THE)	
NIOBRARA FORMATION FOR CERTAIN)	Docket No. 1208-SP-90
DESCRIBED LANDS IN WELD COUNTY,)	
COLORADO)	

AMENDED APPLICATION

Noble Energy, Inc. ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to: (i) vacate an existing 640-acre drilling and spacing unit, (ii) establish one (1) approximate 320-acre drilling and spacing unit, and (iii) allow **up to four (4) horizontal wells and up to two (2) vertical wells** to be drilled within the 320-acre drilling and spacing unit for production of **oil, gas and associated hydrocarbons** from the Niobrara Formation underlying the following lands. In support of its Application, 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 holds certain leasehold interests in the following lands:

Township 9 North, Range 58 West, 6th P.M.
Section 29: W½

Weld County, Colorado ("Application Lands").

3. On June 30, 2011, the Commission entered Order No. 535-3 which, among other things, established 160 approximate 640-acre drilling and spacing units for certain lands, including the Application Lands, approved one **(1)** horizontal well within each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

4. Applicant requests that the Commission (i) vacate the 640-acre drilling and spacing unit established by Order No. 535-3 as to Section 29, Township 9 North, Range 58 West **as described in Paragraph 2**, (ii) establish **one (1)** 320-acre drilling and spacing unit for the Application Lands, and (iii) allow a total of **up to four (4) horizontal wells and up to two (2) vertical wells** to be drilled within the 320-acre drilling and spacing unit for production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands, **unless an exception is authorized by the Director**.

5. Applicant is requesting to drill and complete **up to four (4)** horizontal wells in the 320-acre drilling and spacing unit comprised of the Application Lands, **unless an exception is authorized by the Director**. Applicant asserts that the requested relief will promote economical and efficient drainage, protect correlative rights, avoid waste, reduce surface impacts, and will effectively recover oil, gas and associated hydrocarbons from the Niobrara Formation for the

Application Lands. A drilling and spacing unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the drilling and spacing unit.

6. In addition to the **up to four (4)** horizontal wells, the Applicant also requests that the Commission establish that **up to two (2)** vertical wells may be drilled and completed in the established 320-acre drilling and spacing unit comprising the Application Lands, **unless an exception is authorized by the Director.**

7. Applicant states that any well proposed to be drilled and completed shall be located anywhere on the surface within the drilling and spacing unit and the treated interval of **any** well **shall** be: (i) no closer than 600' from the boundaries of the drilling and spacing unit, **unless an exception is authorized by the Director**, and (ii) not less than 150' from any existing or permitted oil or gas wellbore, unless an exception is authorized by the Director. The Applicant further maintains that the proposed wells will have no adverse effect on correlative rights of adjacent owners.

8. That the names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within the next seven days as required by Rule 503.e.


WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's proposals as set forth above.

DATED this 23rd day of **July**, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



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

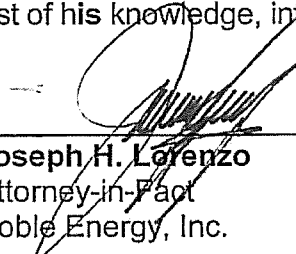
Applicant's Address:

Noble Energy, Inc.
ATTN: Heather North/Julie Jenkins
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 23rd day of **July**, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014

Melissa B. Wittler

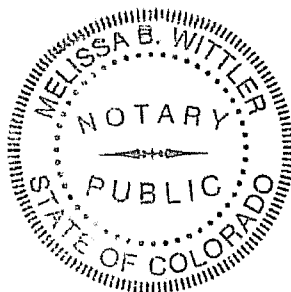


EXHIBIT A

Glenn Eugene Best, Sr.
4925 Trinity Dr.
Corpus Christi, TX 78411

Noble Energy WyCo, LLC
1625 Broadway, Suite 2200
Denver, CO 80202

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

Kim Kaal
Energy Liaison
Colorado Division of Wildlife
711 Independent Ave.
Grand Junction, CO 81505

Kent Kuster
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Bureau of Land Management
Colorado State Office
2850 Youngfield St.
Lakewood, CO 80215

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

Jamie Jost, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Noble Energy, Inc. and that on or before **July 25** 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 attached hereto.

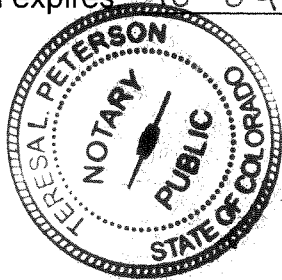


Jamie Jost

Subscribed and sworn to before me on **July 23**, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13.





Notary Public