

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

IN THE MATTER OF THE APPLICATION OF
NOBLE ENERGY, INC. FOR AN ORDER TO
POOL ALL INTERESTS IN TWO
APPROXIMATE 80-ACRE TO 160-ACRE
DESIGNATED WELLBORE SPACING UNITS
ESTABLISHED FOR SECTION 9, TOWNSHIP 6
NORTH, RANGE 63 WEST, 6TH P.M., FOR
THE CODELL-NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within two approximate 80-acre to 160-acre designated wellbore spacing units for the drilling of the Bashor PC AA 09-24 Well, (API No. 05-123-32509) and the Bashor PC AA 09-14 Well, (API No. 05-123-32508) (collectively "Wells") for the development of the Codell-Niobrara Formation on the following described lands:

Township 6 North, Range 63 West, 6th P.M.

Section 9: W $\frac{1}{2}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$ (WSU#1 - Bashor PC AA 09-24 - 160-acres)

Section 9: E $\frac{1}{2}$ SW $\frac{1}{4}$ (WSU#2 - Bashor PC AA 09-14 - 80-acres)

Weld County, Colorado (hereinafter "Application Lands").

In support thereof, 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 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. On August 8, 2011, Rule 318A was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Codell-Niobrara Formation. Commission Order 407-764 also includes portions of the Application Lands but does not apply and has no effect on this Application.

4. Applicant designated the 80-acre and 160-acre wellbore spacing units, as defined 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.

5. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Bashor PC AA 09-24 Well for the development and operation of the Codell-Niobrara Formation underlying the following 160-acre wellbore spacing unit:

Township 6 North, Range 63 West, 6th P.M.
Section 9: W½SE¼, E½SW¼ (WSU#1)

6. 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Bashor PC AA 09-24 Well to the Codell-Niobrara Formation in WSU#1 on the Application Lands.

7. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), also requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Bashor PC AA 09-14 Well for the development and operation of the Codell-Niobrara Formation underlying the following 80-acre wellbore spacing unit:

Township 6 North, Range 63 West, 6th P.M.
Section 9: E½SW¼ (WSU#2)

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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of each of the the Bashor PC AA 09-14 Well to the Codell-Niobrara Formation in WSU#2on 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 as applicable. 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 WSU#1 and WSU#2 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 Bashor PC AA 09-24 Well in WSU#1 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 each of the Bashor PC AA 09-24 Well in WSU#1 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 Bashor PC AA 09-24 Well in WSU#1 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 the Bashor PC AA 09-24 Well in WSU#1 drilled to develop the Codell-Niobrara Formation comprising the Application Lands.

D. Pooling all interests in the Bashor PC AA 09-14 Well in WSU#2 for the development of the Codell-Niobrara Formation.

E. 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 each of the Bashor PC AA 09-14 Well in WSU#2 to the Codell-Niobrara Formation on the Application Lands.

F. 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 Bashor PC AA 09-14 Well in WSU#2 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 the Bashor PC AA 09-14 Well in WSU#2 drilled to develop the Codell-Niobrara Formation comprising the Application Lands.

G. 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 June 2013, 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: April 18, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Elizabeth Y. Gallaway
Gregory J. Nibert Jr.
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: Matthew Campbell
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.

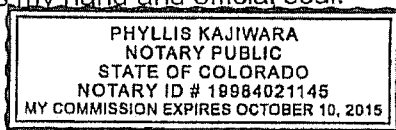
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

CMK
MRC

Subscribed and sworn to before this 18th day of April 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: _____

Phyllis Kujawa

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

IN THE MATTER OF THE APPLICATION OF
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CODELL-NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

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:

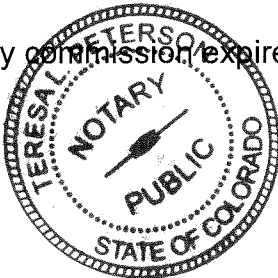
That she is the attorney for Noble Energy, Inc., that on or before April 01, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

Subscribed and sworn to before me on April 18, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13



Notary Public

EXHIBIT A

The New Cache La Poudre Irrigation Company
P.O. Box 104
Lucerne, CO 80646

D and D Bashor Farms, LLC
34492 Hwy 392
Gill, CO 80624

Barbara O. Billingsley
6302 Seward Street
Omaha, NE 68104

Family Tree Corporation
P.O. Box 260498
Lakewood, Colorado 80226

Carroll E. Bishop
2005 6th Street
Limon, CO 80828

Ginny Alftine
1880 Harding Court
Bettendorf, IA 51521

Jeff L. Bishop
5710 Howe Lane
Laramie, WY 82070

Joan Johnson
224 Juniper Road
Acoca, IA 51521

Gary Dixon
2343 1st Street
Greeley, CO 80631

Leta E. Dixon
8447 N 53rd Ave
Glendale, AZ 85302-6101

Nancy McKibben
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Irvine, CA 92612

Sandra K. Miller
HC2 Box 93L
Payson, AZ 85541

Steve R. Bishop
3850 E. 14th Street, Unit O
Casper, WY 82609

Susan D. Miller
3440 North Pecos Road
Las Vegas, NV 89115

Todd D. Bishop
1812 CO Rd 149
Burns, WY 82053

Geraldine L. Shull
2343 1st Street
Greeley, CO 80631

Judy Campbell
HCR 63 Box 166
Jay, OK 74346

Susan E. Dvorak
11367 North 131st Place
Scottsdale, AZ 85259

Kimberly Kay Graham
4929 S Espana Ct
Centennial, CO 80015

Kelly Louise Kincaid
3445 S. Ouray Way
Aurora, CO 80013

Michael O'Dale Campbell
P.O. Box 204
Kila, Montana 59920

Kathleen Louise Twiford
P.O. Box 597
Wright, WY 82732

Anadarko E&P Company LP
P.O. Box 173779
Denver, CO 80217-377

Weld County, Colorado
Board of County Commissioners
1150 O Street
Greeley, CO 80632

Estate of Merna J. Billingsley
1731 E. Sheridan, Apt. 2
Phoenix, AZ 85006

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IN THE MATTER OF THE APPLICATION OF NOBLE ENERGY, INC. FOR AN ORDER TO POOL ALL INTERESTS IN TWO APPROXIMATE 80-ACRE TO 160-ACRE DESIGNATED WELLBORE SPACING UNITS ESTABLISHED FOR SECTION 9, TOWNSHIP 6 NORTH, RANGE 63 WEST, 6TH P.M., FOR THE CODELL-NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 1306-UP-115

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

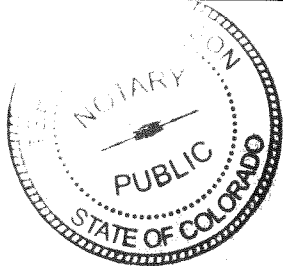
That she is an attorney for Noble Energy, Inc. and that on or before May 13, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the additional parties listed on Exhibit A attached hereto.

Elizabeth Y. Galloway

Subscribed and sworn to before me May 13, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13



Notary Public

Exhibit A

Barbara O. Billingsley
10826 Potter Street
Omaha, NE 68142

Carroll E. Bishop
34707 County Rd 51
Eaton, CO 80615

Gary Dixon
8447 N 53rd Ave.
Glendale, AZ 85302

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Payson, AZ 85541

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Denver, CO 80202

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Dallas, TX 75373