

**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 320-ACRE DESIGNATED WELLBORE SPACING UNITS ESTABLISHED FOR SECTION 28, TOWNSHIP 6 NORTH, RANGE 66 WEST, 6TH P.M., FOR THE NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.
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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 320-acre wellbore spacing units for the drilling of the Feuerstein I28-63-1HN Well, (API No. 05-123-36661), and the Feuerstein I28-64-1HC (API No. 05-123-36664) Well (collectively "Wells") for the development of the Codell and Niobrara Formations on the following described lands:

Township 6 North, Range 66 West, 6th P.M.

Section 28: S½ WSU#1 - Feuerstein I28-63-1HN – Niobrara Formation

Section 28: S½ WSU#2 - Feuerstein I28-64-1HC – Codell Formation

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.
4. Applicant designated the two 320-acre wellbore spacing units, as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

5. Commission Order Nos. 381-1, 381-2 and 381-5 include the Application Lands, but do not apply and have no affect the Application as the Wells were designated as wellbore spacing units under Rule 318A.

6. 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 Application Lands in the Niobrara Formation underlying the following approximate 320-acre designated wellbore spacing unit:

Township 6 North, Range 66 West, 6th P.M.
Section 28: S½ WSU#1 - Feuerstein I28-63-1HN

7. 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 Feuerstein I28-63-1HN to the Niobrara Formation in WSU#1 on the Application Lands.

8 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 Application Lands in the Codell Formation underlying the following approximate 320-acre designated wellbore spacing unit:

Township 6 North, Range 66 West, 6th P.M.
Section 28: S½ WSU#2 - Feuerstein I28-64-1HC

9. Applicant also 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 Feuerstein I28-64-1HC to the Codell Formation in WSU#2 on the Application Lands.

10. 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 each of the Wells, 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.

11. That in order to prevent waste and to protect correlative rights, all interests in the Feuerstein I28-63-1HN and WSU#1 should be pooled for the orderly development of the Niobrara Formation, including any nonconsenting interests therein.

12. That in order to prevent waste and to protect correlative rights, all interests in the Feuerstein I28-64-1HC and WSU#2 should be pooled for the orderly development of the Codell 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 Feuerstein I28-63-1HN and WSU#1 on the Application Lands for the development of the 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 the Feuerstein I28-63-1HN in WSU#1 to the Niobrara Formation on the Application Lands.

C. Pooling all interests in the Feuerstein I28-64-1HC and WSU#2 on the Application Lands for the development of the Codell Formation.

D. 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 the Feuerstein I28-64-1HN in WSU#2 to the Codell Formation on the Application Lands.

E. 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 Wells 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 Well drilled to develop the Codell and Niobrara Formations in WSU#1 and WSU#2 comprising the Application Lands.

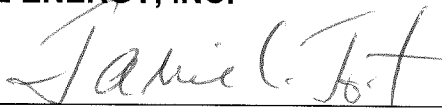
F. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 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: May 30, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By: 

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

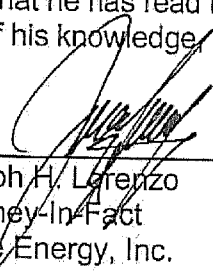
Applicant's Address:

Noble Energy, Inc.
ATTN: Robert Bram
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.



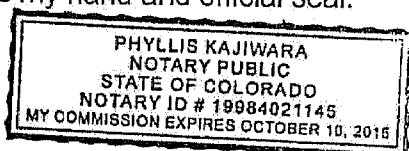
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

PB
cmk

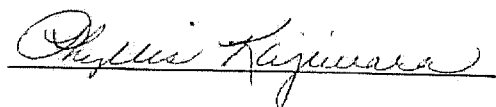
Subscribed and sworn to before this 29th day of May 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 10-10-2015



Phyllis Kajiwar

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 320-ACRE DESIGNATED
WELLBORE SPACING UNITS ESTABLISHED
FOR SECTION 28, TOWNSHIP 6 NORTH,
RANGE 66 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATIONS, 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:

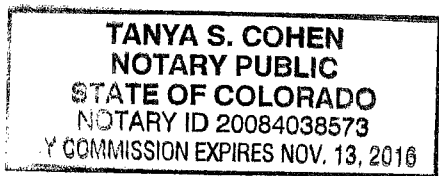
That she is the attorney for Noble Energy, Inc., that on or before June 7, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

Subscribed and sworn to before me on May 30, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016



Notary Public

EXHIBIT A

James W. Nelson and
Julianne Nelson, joint tenants
1621 Fairacres Drive
Greeley, CO 80631

Angela A. Millikan and
Robert I. Millikan, joint tenants
31252 Weld County Rod 29
Greeley, CO 80631

North Colorado Medical Center
Foundation, Inc.
1801 16 Street
Greeley
CO 80631

Triple F Ent. Minerals, LLC
10265 E. Aberdeen Ave.
Englewood, CO 80111

G.W. Doering & Co.
14495 WCR 64
Greeley, CO 80631

Tri State Cattle Feeders, Inc.
2804 Banwick Circle
Bryan, TX 77802

Delaware Royalty Company, Inc.
c/o Meridian Acquisition Acct, P. O. Box
200140
Dallas, TX 75320-0140

The Great Western Sugar Company
1530 16th Street
Denver, CO 80202

Vincent S. Bucki
14687 WCR 64
Greeley, CO 80634

Ivan R. Hays
14731 WCR 64
Greeley, CO 80631

Pamela S. Hays
14731 WCR 64
Greeley, CO 80631

Jerry M. Brehon and
Joan E. Brehon, joint tenants
14653 WCR 64
Greeley, CO 80631

Marvin W. Sitzman and
Kristi S. Sitzman, joint tenants
31495 WCR 31
Greeley, CO 80631
The Estate of H. L. Willett
518 17th Street, #250
Denver, CO 80202

STJ LLC
P. O. Box 100265
Denver, CO 80250-0265

Bayswater Exploration & Production,
LLC
730 17th St., Suite 610
Denver, CO 80202

St. Michael Exploration Co.
14062 Denver West Parkway, Suite 225
Golden, CO 80401

Robert L. Armantrout, Trustee
1068 Visalia Dr.
Costa Mesa, CA 92626-2117

Theodore D. Sheldon
4310 Lafayette St.
Cherry Hills Village, CO 80113

Getty Royalties, LLC
P. O. Box 46063
Denver, CO 80201

Chris L. Christensen, Jr.
800 Washington Street, #310
Denver, CO 80203

Nancy B. Miller
2210 Pine Wood Road
Sedalia, CO 80135

Rebecca B. Cole
1073 W. CO Rd 825 S
Carlisle, IN 47838

Susan Burks-Sztelle
Unknown

High Ridge Petroleum Inc.
501-1949 Beach Avenue
Vancouver, BC, Canada V6G 1Z2

James E. Stubbs
2489 Alkire St
Golden, CO 80401

The Termo Company of California
P. O. Box 2767
Long Beach, CA 90801

Kerr-McGee Oil & Gas Onshore LP
1099 - 18th St., Suite 1200
Denver, CO 80202

Lewis G. Sherrill
P. O. Box 21358
Denver, CO 80221

Burlington Northern Railroad Company
2500 Lou Menk Dr.
Fort Worth, TX 76131

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

IN THE MATTER OF THE APPLICATION OF NOBLE) CAUSE NO. 407
ENERGY, INC. FOR AN ORDER TO POOL ALL)
INTERESTS IN TWO APPROXIMATE 320-ACRE) DOCKET NO. 1307-UP-144
DESIGNATED WELLBORE SPACING UNITS)
ESTABLISHED FOR SECTION 28, TOWNSHIP 6)
NORTH, RANGE 66 WEST, 6TH P.M., FOR THE)
CODELL AND NIOBRARA FORMATIONS,)
WATTENBERG FIELD, WELD COUNTY, COLORADO)

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:

8 That she is an attorney for Noble Energy, Inc. and that on or before July
8, 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
below.

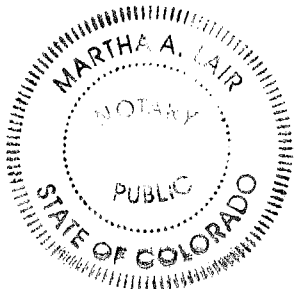
Susan Burks-Sztelle
505 Shining Armor Lane
Longwood, FL 32779



Elizabeth Y. Gallaway

Subscribed and sworn to before me July 8, 2013.

Witness my hand and official seal.

My commission expires: April 16, 2016.




Notary Public

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

IN THE MATTER OF THE APPLICATION OF NOBLE) CAUSE NO. 407
ENERGY, INC. FOR AN ORDER TO POOL ALL)
INTERESTS IN TWO APPROXIMATE 320-ACRE) DOCKET NO. 1307-UP-144
DESIGNATED WELLBORE SPACING UNITS)
ESTABLISHED FOR SECTION 28, TOWNSHIP 6)
NORTH, RANGE 66 WEST, 6TH P.M., FOR THE)
CODELL AND NIOBRARA FORMATIONS,)
WATTENBERG FIELD, WELD COUNTY, COLORADO)

SECOND 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 July
10, 2013 she caused a copy of the above-captioned Application and Notice of
Hearing to be deposited in the United States Mail, postage prepaid, addressed to the
additional parties listed below.

Rebecca B. Cole
P. O. Box 641
Glenn, MI 49416


Elizabeth Y. Gallaway

Subscribed and sworn to before me July 10, 2013.

Witness my hand and official seal.

My commission expires: April 16, 2016.




Notary Public