

**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 AN APPROXIMATE 556.17-ACRE DESIGNATED WELLBORE SPACING UNIT ESTABLISHED FOR SECTIONS 3, 4, 9, and 10, TOWNSHIP 2 NORTH, RANGE 64 WEST AND SECTIONS 33 AND 34 TOWNSHIP 3 NORTH, RANGE 64 WEST, 6TH P.M., FOR THE CODELL-NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

Pursuant to C.R.S. § 34-60-116 and Commission Rule 530, Noble Energy, Inc. ("Applicant") applies to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the drilling of the Oscar Y10-79-1HC Well (API No. 05-123-38192), Oscar Y10-79-1HN Well (API No. 05-123-38190), and Oscar Y10-79HN Well (API No. 05-123-38191) (collectively "Wells") for the development of the Codell-Niobrara Formations on the following described lands:

Township 2 North, Range 64 West, 6th P.M.

Section 3: W/2W/2

Section 4: E/2E/2

Section 9: E/2NE/4

Section 10: W/2NW/4

Township 3 North, Range 64 West, 6th P.M.

Section 33: SE/4SE/4

Section 34: SW/4SW/4

Weld County, Colorado

("Application 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 owns certain leasehold interests in the Application Lands.
3. On February 19, 1992, the Commission entered 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 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. 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.

5. Applicant designated the 556.17-acre wellbore spacing unit, 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.

6. Applicant seeks an order pooling all interests, including but not limited to, any nonconsenting interests, in the Application Lands for the development of the Codell-Niobrara Formations underlying the following approximate 556.17-acre designated wellbore spacing unit:

Township 2 North, Range 64 West, 6th P.M.

Section 3: W/2W/2

Section 4: E/2E/2

Section 9: E/2NE/4

Section 10: W/2NW/4

Township 3 North, Range 64 West, 6th P.M.

Section 33: SE/4SE/4

Section 34: SW/4SW/4

("Wellbore Spacing Unit")

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 Wells to the Codell and/or Niobrara Formations in the Wellbore Spacing Unit on the Application Lands.

8. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tract 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 Wells, as applicable, and will be provided with the information required by Rule 530. A list of such interested parties is attached as Exhibit A.

9. 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 Oscar Y10-79-1HC Well in the Wellbore Spacing Unit for the development of the Codell Formation.

B. Pooling all interests in the Oscar Y10-79-1HN Well in the Wellbore Spacing Unit for the development of the Niobrara Formation.

C. Pooling all interests in the Oscar Y10-79HN Well in the Wellbore Spacing Unit for the development of the Niobrara 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Wells.

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 C.R.S. § 34-60-116(7) and made subject to its cost recovery provisions.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in December 2013, that notice be given as required by law, and that upon such hearing the Commission enter its order consistent with this Application.

Dated: October ____, 2013.

Respectfully submitted:

Noble Energy, Inc.

By:

David Neslin
Davis Graham & Stubbs LLP
Attorneys for Applicant
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202

Applicant's Address:

Noble Energy, Inc.
ATTN: Hunter Hibbard
1625 Broadway, Suite 2200
Denver, Colorado 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 ____ day of October, 2013

Witness my hand and official seal.

[SEAL]

My commission expires:_____

Notary Public

EXHIBIT A

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

Gary Douglas Myers
30113 Troutdale Scenic Drive
Evergreen, CO 80439

Dora L. Keyes- no known address

Anadarko Land Corp.
1201 Lake Robbins Drive
The Woodlands, TX 77380

Guttersen & Company
P.O. Box 2176
Greeley, CO 80632

The Berglund Trust of 1990
Janet K. Warda and Robert K. Berglund, Co-
Trustees
920 Keswick Place
Glendora, CA 91741

Free Ride, LLC
1801 West Second Street
Roswell, NM 88201

Kerr-McGee Oil & Gas Onshore LP
1099 18th Street
Denver, CO 80202

Spool Holding, LLC
P.O. Box 2825
Amarillo, TX 79105-2825

John T. Jacobs
1613 11th Avenue
Greeley, CO 80631

Anadarko E&P Company LP
1201 Lake Robbins Drive
The Woodlands, TX 77380

Seldin Mineral Trust
Virginia S. Seldin and Bernice S. Frieder,
Trustees
1111 Race Street, Apt. 9-B
Denver, CO 80206

Olen F. Featherstone II
1717 West Second Street
Roswell, NM 88201

IN THE MATTER OF THE APPLICATION OF NOBLE ENERGY, INC. FOR AN ORDER TO POOL ALL INTERESTS IN AN APPROXIMATE 556.17-ACRE DESIGNATED WELLBORE SPACING UNIT ESTABLISHED FOR SECTIONS 3, 4, 9, and 10, TOWNSHIP 2 NORTH, RANGE 64 WEST AND SECTIONS 33 AND 34 TOWNSHIP 3 NORTH, RANGE 64 WEST, 6TH P.M., FOR THE CODELL-NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

DOCKET NO.

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

That he is the attorney for Noble Energy Inc., that on or before October ___, 2013, he 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.

Notary Public