

**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
1,920-ACRE UNCONVENTIONAL RESOURCE
UNIT ESTABLISHED FOR SECTIONS 20, 28,
AND 29, TOWNSHIP 9 NORTH, RANGE 59
WEST, 6TH P.M., FOR THE CODELL-
NIOBRARA FORMATION, UNNAMED FIELD,
WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Jost & Shelton Energy Group, 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 an approximate 1,920-acre unconventional resource unit ("URU") for the development of the Codell-Niobrara Formation on the following described lands:

Township 9 North, Range 59 West, 6th P.M.

Section 20: All

Section 28: All

Section 29: All

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. Order No. 535-376, entered by the Commission on July 29, 2013, among other things, 1) vacated the approximate 640-acre drilling and spacing unit established by Order No. 535-3 for Sections 20, 28 and 29, Township 9 North, Range 59 West, 6th P.M.; 2) vacated pooling Order Nos. 535-223 and 535-224 for Sections 28 and 29, Township 9 North, Range 59 West, 6th P.M., and 3) established an approximate 1,920-acre URU consisting of the Application Lands and approved the request for an appropriate number of wells within the boundaries of the URU in order to effectively and efficiently recover the oil, gas and associated hydrocarbons from the Codell-Niobrara Formation with the treated interval of any wellbore to be located no closer than 600 feet from the URU boundary, and no closer than 150 feet from the treated interval of any other wellbore located in the URU, without exception being granted by the Director.
4. The 1,920-acre URU is subject to a Unit Agreement ("UA") and Unit Operating Agreement ("UOA") whereby Noble was designated operator. Over 99% percent of the working interest owners have signed the UA and UOA.

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 Application Lands in the Codell-Niobrara Formation underlying the following approximate 1,920-acre URU:

Township 9 North, Range 59 West, 6th P.M.

Section 20: All

Section 28: All

Section 29: All

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) are first incurred for the drilling of any well in the 1,920-acre URU to the Codell-Niobrara Formation.

7. 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 wells in the 1,920-acre URU, and have been provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

8. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and URU 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 Application Lands and 1,920-acre URU 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) are first incurred for the drilling of any well in the 1,920-acre URU 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 any well 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.

D. 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, 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 27th day of February, 2014.

Respectfully submitted,

NOBLE ENERGY, INC.

By:



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James P. Parrot
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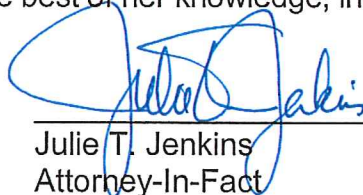
Applicant's Address:

Noble Energy, Inc.
ATTN: Zach Shearon/Peggy Tremayne
1625 Broadway, Suite 2200
Denver, Colorado 80202

VERIFICATION

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

Julie T. Jenkins, of lawful age, being first duly sworn upon oath, deposes and says that she is Attorney-in-Fact for Noble Energy, Inc. and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.



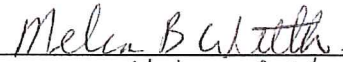
Julie T. Jenkins
Attorney-In-Fact
Noble Energy, Inc. -post
ZS

Subscribed and sworn to before this 27th day of February, 2014.

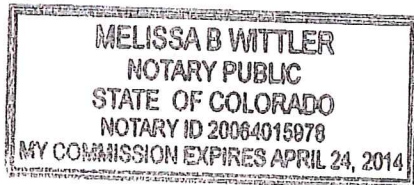
Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014



Notary Public



IN THE MATTER OF THE APPLICATION OF
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POOL ALL INTERESTS IN AN APPROXIMATE
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WELD COUNTY, COLORADO

DOCKET NO.

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

That she is the attorney for Noble Energy, Inc., that on or before March 14, 2014, 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.



Notary Public

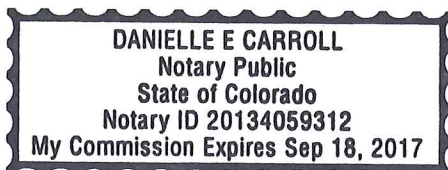


Exhibit A

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

Carrizo (Niobrara) LLC
500 Dallas Street, Suite 2300
Houston, TX 77002

Haimo Oil & Gas LLC
Attn: Mr. Zhi Lin
2901 Wilcrest Drive, Suite 285
Houston, TX 77042
Oil India (USA) Inc.
800 Brazos Street, Suite 400
Austin, TX 78701

IOCL (USA) Inc.
800 Brazos Street, Suite 400
Austin, TX 78701
Martha Penny
Address Unknown

Larimer County Society for Crippled
Children and Adults, Inc.
Address Unknown

U.S. AgBank, FCB fka Farm Credit Bank of
Wichita
245 North Waco Street
Wichita, KS 67202

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Brush, CO 80723

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Alvin W. Weiss and Vicky Mae Weiss, JT
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Trustees of the Weiss Family Trust
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c/o Dennis W. Ricker,
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