

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

IN THE MATTER OF THE APPLICATION OF NOBLE) CAUSE NOS. 232 & 407
ENERGY, INC. FOR AN ORDER TO POOL ALL)
INTERESTS IN AN APPROXIMATE 160-ACRE) DOCKET NO. 1305-UP-83
DESIGNATED WELLBORE SPACING UNIT FOR)
SECTIONS 2 AND 3, TOWNSHIP 3 NORTH, RANGE)
64 WEST, 6TH P.M., FOR THE CODELL-NIOBRARA)
AND J SAND FORMATIONS, WATTENBERG FIELD,)
WELD COUNTY, COLORADO)

NOTICE OF HEARING

TO ALL INTERESTED PARTIES AND TO WHOM IT MAY CONCERN:

On October 19, 1981, the Commission entered Order No. 232-23 which, among other things, amended and made subject to Order 232-20, multiple 320-acre drilling and spacing units. Additionally, Order No. 232-23 approved up to two wells within each unit, for the production of oil, gas and associated hydrocarbons from the J Sand Formation. Sections 2 and 3, Township 3 North, Range 64 West, 6th P.M. are subject to these Orders for the J Sand Formation.

On December 19, 1983, the Commission entered Order No. 407-1 (amended March 29, 2000) which, among other things, established 80-acre drilling and spacing units, for the production of oil, gas and associated hydrocarbons from the Codell Formation, with the unit to be designated by the operator drilling the first well in the quarter section. The permitted well shall be located in the center of either 40-acre tract within the unit with a tolerance of 200 feet in any direction. The operator shall have the option to drill an additional well on the undrilled 40-acre tract in each 80-acre drilling and spacing unit. Sections 2 and 3, Township 3 North, Range 64 West, 6th P.M. are subject to this Order for the Codell Formation.

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, gas and associated hydrocarbons from the Codell and Niobrara Formations, with the permitted well locations in accordance with the provisions of Order No. 407-1. Sections 2 and 3, Township 3 North, Range 64 West, 6th P.M. are subject to this Order for the Codell-Niobrara Formation.

On April 27, 1988, 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 Cretaceous Age Formations from the base of the Dakota Formation to the surface. Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area wells. On December 5, 2005, Rule 318A was amended, among other things, 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, among other things, to address drilling of horizontal wells. Sections 2 and 3, Township 3 North, Range 64 West, 6th P.M. are subject to Rule 318A for the Codell-Niobrara and J Sand Formations.

On March 7, 2013, Noble Energy, Inc. ("Noble" or "Applicant"), by its attorneys, filed with

the Commission pursuant to §34-60-116 C.R.S., a verified application ("Application") for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit established for the below-described lands ("Application Lands"), for the development and operation of the Codell-Niobrara and J Sand Formations, effective as of the earlier of the date of the Application, or the date that any of the costs specified in C.R.S. §34-60-116(7)(b)(II) were first incurred for the drilling of the Guttersen D02-33D Well (API No. 05-123-35036) ("Well"), and to subject any nonconsenting interests to the cost recovery provisions of C.R.S. §34-60-116(7):

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

Section 2: W½ SW¼

Section 3: E½ SE¼

NOTICE IS HEREBY GIVEN, pursuant to: 1) the general jurisdiction granted to the Oil and Gas Conservation Commission of the State of Colorado under §34-60-105 C.R.S.; 2) specific powers granted pursuant to §34-60-106 C.R.S.; 3) the State Administrative Procedure Act at §24-4-105 C.R.S.; and 4) the Commission's Series 500 Rules at 2 CCR 404-1, that the Commission has scheduled the above-entitled matter for hearing on:

Date: Monday, May 6, 2013
Tuesday, May 7, 2013

Time: 9:00 a.m.

Place: Weld County Southwest Services Complex
4209 Weld County Road 24 1/2
Longmont, CO 80501

In accordance with the Americans with Disabilities Act, if any party requires special accommodations as a result of a disability for this hearing, please contact Margaret Humecki at (303) 894-2100 ext. 5139, prior to the hearing and arrangements will be made.

Pursuant to said hearing in the above-entitled matter at the time and place aforesaid, or at any adjourned meeting, the Commission will enter such orders as it deems appropriate to protect the health, safety and welfare of the public and to prevent the waste of oil and gas, either or both, in the operations of said field, and to carry out the purposes of the statute.

In accordance with Rule 509., any interested party desiring to protest the granting of the application or to intervene on the application should file with the Commission a written protest or intervention no later than April 22, 2013, briefly stating the basis of the protest or intervention. Such interested party shall, at the same time, serve a copy of the protest or intervention to the person filing the application. An original and 13 copies shall be filed with the Commission. **Anyone who files a protest or intervention must be able to participate in a prehearing conference during the week of April 22, 2013.** Pursuant to Rule 503.g., if a party who has received notice under Rule 503.b. wishes to receive further pleadings in the above-referenced matter, that party must file a protest or intervention in accordance with these rules. In accordance with the practices of the Commission, should no protests or interventions be filed in this matter by **April 22, 2013, the Applicant may request that an administrative hearing be scheduled beginning April 22, 2013.** In the alternative, pursuant to Rule 511., if the matter is uncontested, the applicant may request, and the Director may recommend approval on the basis of the merits of the verified application and the supporting exhibits.

OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



By _____
Robert J. Frick, Secretary

Dated: April 3, 2013

Colorado Oil and Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, Colorado 80203
Website: <http://cogcc.state.co.us>
Phone: (303) 894-2100
Fax: (303) 894-2109

Attorneys for Noble:
Jamie L. Jost
Elizabeth Y. Gallaway
Gregory J. Nibert Jr.
Beatty & Wozniak, P.C.
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jjost@bwenergylaw.com
egallaway@bwenergylaw.com
gnibert@bwenergylaw.com