

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
VACATING ORDER NO. 535-3, IN PART,
VACATING ORDER NO. 535-282,
VACATING ORDER NO. 535-257, AND
VACATING ORDER NO. 535-434 AND
ESTABLISHING AN APPROXIMATE 3200
ACRE UNCONVENTIONAL RESOURCE
UNIT IN SECTIONS 25, 26, 27, 34 AND 35,
TOWNSHIP 9 NORTH, RANGE 59 WEST,
6TH P.M., WITH 300 FOOT SETBACKS
FROM THE UNIT BOUNDARIES EXCEPT
THE EASTERN SECTION BOUNDARY OF
SECTION 25 AND THE SOUTHERN
SECTION BOUNDARY OF SECTION 35
FOR SUCH UNCONVENTIONAL
RESOURCE UNIT IN AN UNNAMED FIELD,
CODELL-NIOBRARA FORMATION, WELD
COUNTY, COLORADO

CAUSE NO. _____

DOCKET NO. _____

APPLICATION

Noble Energy, Inc. ("Applicant"), by and through its attorneys, Jost & Shelton Energy Group, P.C., respectfully submits this Application to the Colorado Oil and Gas Conservation Commission ("Commission") for an order vacating Order No. 535-3, in part, vacating Order No. 535-282, vacating Order No. 535-257, vacating Order No. 535-434, and establishing a 3,200 acre unconventional resource unit ("URU"), with 300 foot setbacks from the unit boundary except the eastern section boundary of Section 25 and the southern section boundary of Section 35, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation covering certain described lands in Weld County, Colorado and in support of its Application, Applicant states and alleges as follows:

General Information

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 holds a majority of the leasehold interests in the lands described below (hereafter the "Application Lands"):

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

Section 25: ALL

Section 26: ALL

Section 27: ALL
Section 34: ALL
Section 35: ALL

3,200 acres, more or less, Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

3. The Codell-Niobrara Formation in this area is defined as the stratigraphic equivalent of the interval between 5,587 feet and 5,921 feet as found in the Rohn PC LD09-01 Well located in the NE/4NE/4 of Section 9, Township 9 North, Range 58 West, 6th P.M., Weld County, Colorado. The Codell-Niobrara Formation should be considered a common source of supply underlying the Application Lands because there is no significant stratigraphic barrier between the formations and could be completed as a single completion.

Existing Commission Orders

4. Order No. 535-3, entered by the Commission on February 22, 2011, established 640 acre drilling and spacing units for Sections 25, 26, 27, 34, and 35 of the Application Lands, allowed one (1) horizontal well in each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and approved the surface location for any permitted horizontal well to be located anywhere in the drilling and spacing unit with the initial perforation and ultimate bottomhole to be located no closer than 600 feet from the unit boundary without exception being granted by the Director.

5. Order No. 535-282, entered by the Commission on March 25, 2013, allowed all non-consenting interests in the 640 acre drilling and spacing unit established for Section 25 of the Application Lands (Castor LC 25-72HN Well, API No. 05-123-33166) to be pooled pursuant to 34-60-116, C.R.S. for the Niobrara formation.

6. Order No. 535-257, entered by the Commission on January 7, 2013, allowed all non-consenting interests in the 640 acre drilling and spacing unit established for Section 34 of the Application Lands (Castor LC 34-68HN Well, API No. 05-123-33451) to be pooled pursuant to 34-60-116, C.R.S. for the Niobrara formation.

7. Order No. 535-434, entered by the Commission on October 28, 2013, allowed all non-consenting interests in the 640 acre drilling and spacing unit established for Section 35 of the Application Lands (Castor LC35-62HN Well, API No. 05-123-37507) to be pooled pursuant to 34-60-116, C.R.S. for the Niobrara formation.

Treatment of Existing Commission Orders

8. Applicant requests that the Commission vacate Order No. 535-3 only as it applies to Sections 25, 26, 27, 34 and 35 of the Application Lands and apply the unit method set forth below.

9. Applicant requests that the Commission vacate Order No. 535-282.

10. Applicant requests that the Commission vacate Order No. 535-257.

11. Applicant requests that the Commission vacate Order No. 535-434.

Request for 3,200 acre Unit

12. To promote efficient drainage within the Codell-Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish a unit of approximately 3,200 acres for the Application Lands.

13. That the above-proposed unit will allow efficient drainage of the Codell-Niobrara Formation; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs. The unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed well(s) in the unit.

14. That the Applicant is requesting to drill and complete the appropriate number of wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the proposed unit. The proposed unit will be governed by a unit agreement and unit operating agreement that Applicant will present to the working interest owners within the unit.

15. The Applicant states that each proposed horizontal well shall be located on the surface anywhere within the unit, or on adjacent lands, with the equivalent of no more than sixteen new wellpads in the Unit, with no more than eight (8) new wellpads in any one (1) section unless an exception is granted by the Director or the surface owner of the lands upon which the well or associated facilities are located requests specific placement of the wellpads. Applicant is in negotiations to obtain surface use agreements with the surface owners covering the proposed well pads and associated facilities.

16. The Applicant states that the treated interval of any horizontal well shall be no closer than 300 feet from the boundaries of the 3,200 acre unit, with the exception of the eastern section line of Section 25, Township 9 North, Range 59 West and the southern section line of Section 35, Township 9 North, Range 59 West, and no closer than 150 feet from another horizontal wellbore in the unit unless an exception is granted

by the Director. The establishment of such unit will have no adverse effect on the correlative rights of adjacent owners.

Treatment of Wells in Proposed Unit

17. Applicant requests that the Commission exclude any and all existing vertical or directional wells drilled and completed to the Codell-Niobrara Formation (or the Codell or Niobrara Formation individually, as indicated on the applicable Application for Permit to Drill – “APD”) from the proposed 3,200 acre unit. Any production from existing vertical or directional wells drilled and completed to the Codell-Niobrara Formation (or the Codell or Niobrara Formation individually, as indicated on the applicable APD) shall continue to be allocated on the current payment of production basis and such allocation shall not be effected by the approval of this Application.

18. Applicant requests that the Commission include any and all existing horizontal wells drilled and completed to the Codell-Niobrara Formation (or the Codell or Niobrara Formation individually, as indicated on the applicable Application for Permit to Drill – “APD”) from the proposed 3,200 acre unit. Any production from existing horizontal wells drilled and completed to the Codell-Niobrara Formation (or the Codell or Niobrara Formation individually, as indicated on the applicable APD) shall be re-allocated on the 3,200 acre unit basis as of the first day of the month following approval by the Commission.

19. That the names and addresses of the interested parties (both within the proposed unit and those required to be noticed for the 300’ setbacks) according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within the next seven days as required by Rule 503.e.

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: Jamie L. Jost

Jamie L. Jost

James P. Parrot

Jost & Shelton Energy Group, P.C.

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Applicant's Address:

Noble Energy, Inc.

ATTN: Carol Myers


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.

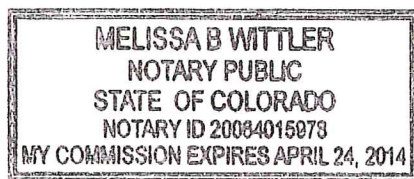
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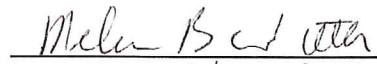
Subscribed and sworn to before this 27th day of February, 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014





Notary Public

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COUNTY, COLORADO

DOCKET NO. _____

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

Jamie L. Jost

My commission expires: 9/18/11

Vanille Carroll
Notary Public

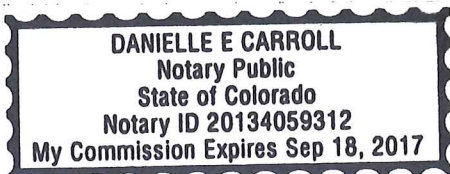


EXHIBIT A

Noble Energy, Inc.
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Denver, CO 80202

Noble Energy WyCo, LLC
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Carrizo (Niobrara) LLC.
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Robert Joseph Ebersole
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Metucen, NJ 08840-2403

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Erie, PA 16505-1859

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Noble Energy, Inc. Spacing Application 3,200 Acre Unconventional Resource Unit (URU)

