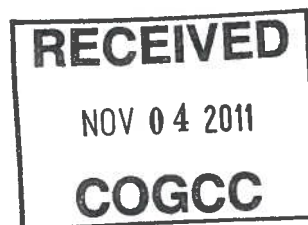


BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



IN THE MATTER OF THE APPLICATION OF)
NOBLE ENERGY INC. FOR AN ORDER)
ESTABLISHING ONE (1) 320-ACRE)
WELLBORE SPACING UNIT FOR ONE (1))
HORIZONTAL WELL IN THE ~~NIORARA~~)
CODELL FORMATION IN THE N½ OF)
SECTION 11, TOWNSHIP 3 NORTH, RANGE)
65 WEST, 6TH P.M., IN THE WATTENBERG)
FIELD, WELD COUNTY, COLORADO.)

Cause No. 407

Docket No. 1110-SP-147

ORIGINAL

AMENDED APPLICATION

COMES NOW Noble Energy, Inc. (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission"), for an order establishing one (1) 320-acre wellbore spacing unit for the drilling of one (1) horizontal well for production of oil, gas, and associated hydrocarbons from the Niebrara-Codell Formation underlying the following lands:

Township 3 North, Range 65 West, 6th P.M.
Section 11: N½

Weld County, Colorado ("Application Lands").

In support thereof, the Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. Applicant owns substantial portion of the leasehold interests on the Application Lands.

3. On February 19, 1992, the Commission issued 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 Codell and Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. Order No. 407-1 (amended on March 29, 2000 in accordance with Order No. 407-17, entered November 18, 1985), among other things, established 80-acre drilling and spacing units for the production of oil and/or gas and associated hydrocarbons from the Niobrara Formation underlying certain lands, including the Application Lands, with the drilling and spacing unit to be designated by the operator drilling the first well in the quarter section, (or the Director, if the operator fails to designate). The permitted well shall be located in the center of either 40-acre tract within the drilling and spacing unit with a tolerance of 200 feet in any direction and 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.

4. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, established drilling windows and 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 Formation from the base of the Dakota Formation to the surface. The Application Lands are subject to the foregoing Orders and Rule 318A. Pursuant to Rule 318A.j., Rule 318A supersedes all prior

Commission drilling and spacing orders affecting well location and density requirements of GWA wells.

5. Applicant plans to drill one (1) horizontal well on the Application Lands. The Aristocrat H11-89HZ Well ("Well") has a proposed surface location of 1564' FNL and 299' FEL of Section 11, Township 3 North, Range 65 West and a proposed bottomhole location of 1350' FNL and 460' FWL of Section 11 Township 3 North, Range 65 West.

6. Applicant requests that the Commission establish a 320-acre wellbore spacing unit for the Well on the Application Lands. The proposed 320-acre wellbore spacing unit shall consist of the following lands:

Township 3 North, Range 65 West, 6th P.M.
Section 11: N½

Weld County, Colorado ("Wellbore Spacing Unit").

A Well Location Certificate is attached hereto.

7. Applicant confirms that it is not changing the established 80-acre drilling and spacing units for any existing vertical Niobrara-Codell Formation wells. Applicant further confirms that it is not changing the established distribution of proceeds for any existing vertical Niobrara-Codell Formation wells subject to Order No. 407-87. Applicant will allocate and distribute proceeds from the Well on a 320-acre basis.

8. Applicant asserts that a 320-acre wellbore spacing unit for the Well will allow for economic and efficient drainage of the Niobrara-Codell 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. A 320-acre wellbore spacing unit is not smaller than the maximum area that can be economically and efficiently drained by one (1) horizontal well in such unit.

9. The surface location of the Well is not within a designated drilling window, however a surface use agreement is in place and Applicant has obtained a signed consent letter from the applicable surface owner(s) allowing Applicant to drill from outside a designated window as defined in Commission Rule 318A.a. and further than 50 feet from an existing surface well location as provided in Commission Rule 318A.c.(2). The Well will be drilled from a new single-well pad.

10. The treated interval of the wellbore for the Well shall be no closer than 460' from the boundaries of the 320-acre Wellbore Spacing Unit. The Applicant maintains that the one (1) horizontal well will have no adverse effect on correlative rights of adjacent owners.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission shall enter its order:

A. Establishing the 320-acre Wellbore Spacing Unit for the Aristocrat H11-89HZ Well;

B. Establishing that the treated interval of the wellbore for the Aristocrat H11-89HZ Well shall be no closer than 460' from the boundaries of the 320-acre Wellbore Spacing Unit;

C. Finding that the 320-acre Wellbore Spacing Unit will prevent waste, protect correlative rights, and will maximize the efficient and economic production of the Codell ~~Niebrara~~ Formation on the Application Lands; and

D. Granting any other relief necessary to prevent waste and protect correlative rights of the adjacent owners.

Dated this 4th day of November, 2011.

Respectfully submitted,

NOBLE ENERGY, INC.

By: 

Michael J. Wozniak
Matthew J. Lepore
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: Zach Shearon
1625 Broadway # 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 Senior Land Manager and 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

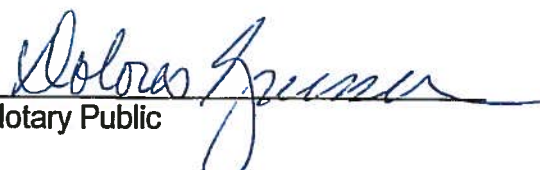
Subscribed and sworn to before this 1st day of November, 2011.

Witness my hand and official seal.

[SEAL]

My commission expires: May 26, 2014





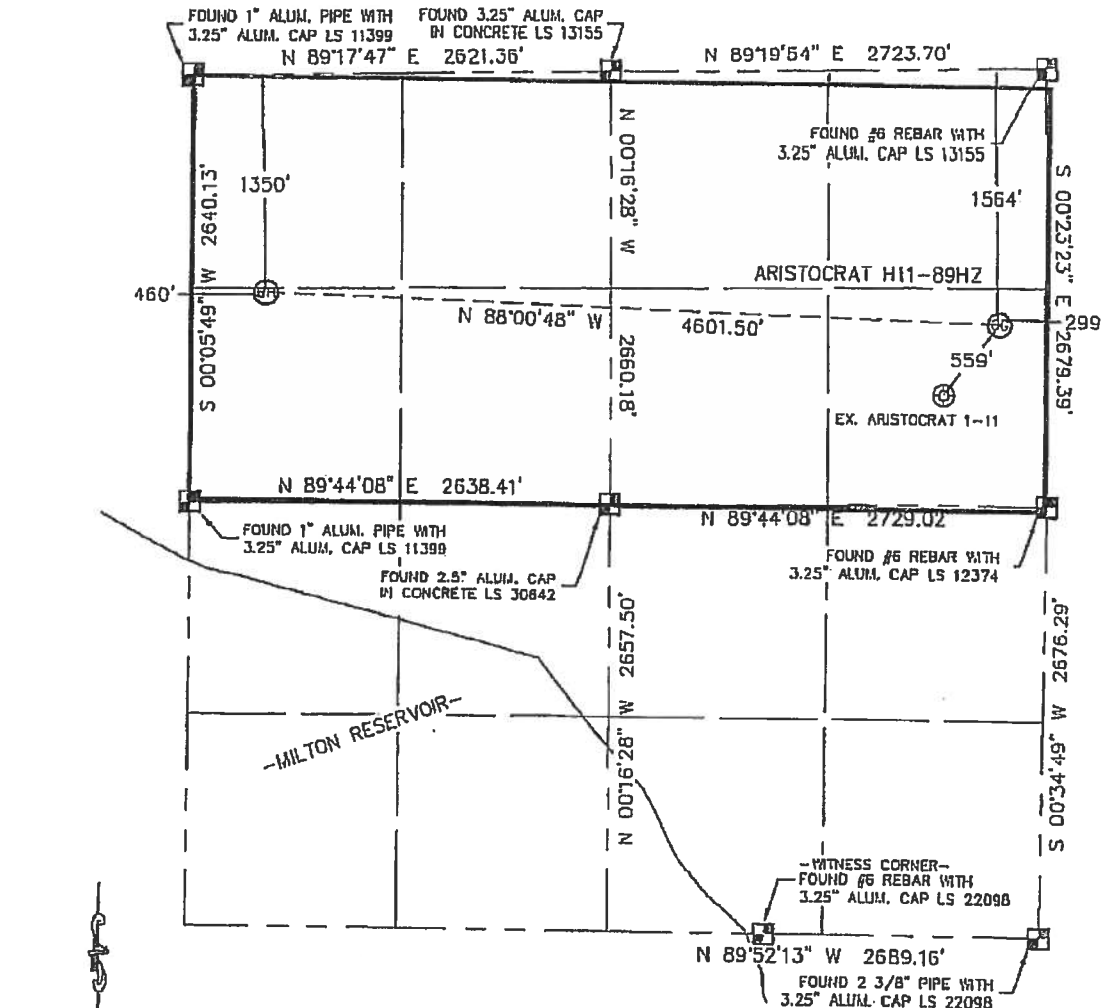
Notary Public

Lat40°, LLC 1635 Foxtrall Drive, Suite 325 Loveland, CO 80538

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION: 11.
TOWNSHIP: 3N
RANGE: 65W



In accordance with a request from Erik Vm Oscar with Noble Energy Inc., Lat40°, LLC has determined the surface location of the ARISTOCRAT H11-89HZ to be 1564' from the NORTH line and 299' from the EAST line and the bottom hole to be 1350' from the NORTH line and 460' from the WEST line as measured at right angles from the section line of Section 11, Township 3 North, Range 65 West of the Sixth Principal Meridian, County of Weld, State of Colorado.

I hereby state that this Well Location Certificate was prepared by me, or under my direct supervision, that the fieldwork was completed on 8/27/10, for and on behalf of Noble Energy Inc. That this is not a Land Survey Plat or an Improvement Survey Plat, and that it is not to be relied upon for establishment of fence, building, or other future improvement lines.

NOTE:

- 1) Bearings shown are Grid Bearings of the Colorado State Plane Coordinate System, North Zone, North American Datum 1983/2007. The lined dimensions as contained herein are based upon the "U.S. Survey Foot."
- 2) Ground elevations are based on an observed GPS elevation (NAVD 1988 DATUM).
- 3) NEAREST EXISTING WELL: ARISTOCRAT 1-11 559'
- 4) IMPROVEMENTS: See LOCATION DRAWING for all visible improvements within 400' of disturbed area.
- 5) SURFACE USE: CROP IRRIGATED
- 6) INSTRUMENT OPERATOR: BRIAN BRINKMAN

NOTE

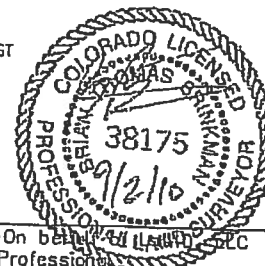
According to Colorado law, you must commence any legal action based upon any defect in this W.L.C. within three years after you discover such defect. In no event, may any action based upon any defect in this survey be commenced more than ten years after the date of the certificate shown hereon. (13-80-105 C.R.S.)

LEGEND

- = ALIQUOT MONUMENT AS DESCRIBED
- = CALCULATED POSITION

SURFACE LOCATION
LATITUDE: 40.24284°N
LONGITUDE: 104.62175°W
PDOP: 1.2
ELEV: 4828'
1/4, 1/4: SE1/4NE1/4
NEAREST PROPERTY LINE: 299' EAST

BOTTOM HOLE
LATITUDE: 40.24340°N
LONGITUDE: 104.63821°W



Brian T. Brinkman-On behalf of Lat40°, LLC
Colorado Licensed Professional
Land Surveyor No. 38175
PROJECT#: 2010021

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AFFIDAVIT OF MAILING

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

Matthew J. Lepore, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Noble Energy, Inc., that on or before November 10 2011, he attempted to cause a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.

Matthew J. Lepore
Matthew J. Lepore

Subscribed and sworn to before me on November 4, 2011.

Witness my hand and official seal.

My commission expires: 3/3/2015.

Kara Konstanty
Notary Public

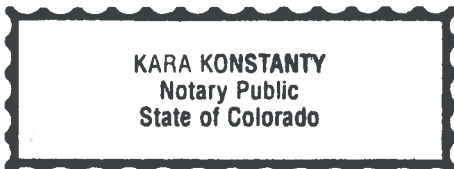


EXHIBIT A

Noble Energy WyCo, LLC
Attention: P. David Padgett
1625 Broadway, Suite 2200
Denver, CO 80202

Colorado Energy Minerals, Inc.
Attn: Ms. Lucy Moore
P.O. Box 899
Denver, CO 80201

Susan Golden
2211 Tinkham Road
Akron, OH 44313

Russell Roundtree
2006 Arapahoe Street
Golden, CO 80401

Anadarko E&P Company LP
1099 18th Street, Suite 1800
Denver, CO 80202

Celia Greenman
Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

Kent Kuster
Colorado Department of Public Health and
Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

David Bauer
Weld County Government
1111 H Street
Greeley, CO 80632