

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

IN THE MATTER OF THE APPLICATION OF)
NOBLE ENERGY, INC. TO ESTABLISH)
FIELD RULES TO GOVERN OPERATIONS) Cause No. _____
FOR THE DEVELOPMENT OF THE)
NIOBRARA FORMATION FOR CERTAIN) Docket No. _____
DESCRIBED LANDS IN WELD COUNTY,)
COLORADO)

APPLICATION

Noble Energy, Inc. ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to: (i) vacate an existing 640-acre drilling and spacing unit, (ii) establish one (1) approximate 320-acre drilling and spacing unit, and (iii) allow one (1) horizontal well to be drilled within the 320-acre drilling and spacing unit for production of gas from the Niobrara Formation underlying the following 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 holds certain leasehold interests in the following lands:

Township 8 North, Range 63 West, 6th P.M.
Section 33: S½

Weld County, Colorado ("Application Lands").

A reference map of the Application Lands is attached hereto.

3. On June 30, 2011, the Commission entered Order No. 535-39 which, among other things, established 640-acre drilling and spacing units for certain lands, including the Application Lands, approved up to two (2) horizontal wells within each unit, and provided that the treated interval of the wellbore for any permitted horizontal well shall be located no closer than 600' from the boundary of the unit without exception being granted by the Director of the Commission.

4. Applicant requests that the Commission (i) vacate the 640-acre drilling and spacing unit established by Order No. 535-39 as to Section 33, Township 8 North, Range 63 West, (ii) establish a 320-acre drilling and spacing unit for the Application Lands, and (iii) allow a total of one (1) horizontal well to be drilled within the 320-acre drilling and spacing unit for production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

5. Applicant asserts that the requested relief will promote economical and efficient drainage, protect correlative rights, avoid waste, reduce surface impacts, and will effectively

recover oil, gas and associated hydrocarbons from the Niobrara Formation for the Application Lands. Drilling and spacing units of the size and shape specified above are not smaller than the maximum area that can be economically and efficiently drained by the proposed well in each such drilling and spacing unit.

6. In addition to the one (1) horizontal well, the Applicant also requests that the Commission establish that one or more vertical wells may be drilled and completed in the established 320-acre drilling and spacing unit comprising the Application Lands. Applicant states that any vertical well proposed to be drilled and completed shall be located anywhere on the surface within the drilling and spacing unit, with the treated interval of the wellbore not less than 150' from any existing or permitted oil or gas wellbore, unless an exception is authorized by the Director.

7. Applicant is requesting to drill and complete one (1) horizontal well in the 320-acre drilling and spacing units comprised of the Application Lands. The proposed horizontal well shall be located on the surface anywhere within the designated drilling and spacing unit with treated interval of the horizontal well to be no closer than 600' from the boundaries of the drilling and spacing unit. The Applicant further maintains that the proposed horizontal wells will have no adverse effect on correlative rights of adjacent owners.

8. That the names and addresses of the interested parties 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 ___ day of August, 2011.

Respectfully submitted,

NOBLE ENERGY, INC.

By: _____
Elizabeth Gallaway
Kenneth Wonstolen
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:
1625 Broadway, Suite 2200
Denver, CO 80202

VERIFICATION

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

Joseph 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 Lorenzo
Senior Land Manager

Subscribed and sworn to before this ____ day of August, 2011.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

Notary Public

EXHIBIT A

Noble Energy
1625 Broadway, Suite 2200
Denver, CO 80202

The United States of America
U. S. Dept. of the Interior
Bureau of Land Management
Colorado State Office
2850 Youngfield Street
Lakewood, Colorado 80215

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

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

David Bauer
Weld County
1111 H Street
Greeley, Co 80632

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)ss.
CITY AND COUNTY OF DENVER)

Elizabeth Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Noble Energy, Inc. and that on or before _____ 2011, 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 attached hereto.

Elizabeth Gallaway

Subscribed and sworn to before me _____ 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public