

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
ESTABLISHING AN EXPLORATORY 1280-
ACRE DRILLING AND SPACING UNIT IN
THE CODELL-NIOBRARA FORMATION, IN
SECTIONS 22 AND 23, TOWNSHIP 8
NORTH, RANGE 60 WEST 6TH P.M., WELD
COUNTY, COLORADO

Cause No.

Docket No.

APPLICATION

Noble Energy, Inc. ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Colorado Oil and Gas Conservation Commission (the "Commission"), pursuant to C.R.S. 34-60-116, for an order establishing an exploratory 1280-acre drilling and spacing unit for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation in the following lands:

Township 8 North, Range 60 West, 6th P.M.

Section 22: All

Section 23: All

Weld County, Colorado ("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 holds all or substantially all of the leasehold interests in the Application Lands. A reference map of the Application Lands is attached hereto.
3. The Application Lands are subject to Commission Rule 318.a. which provides that a well to be drilled in excess of two thousand five hundred (2,500) feet in depth shall be located not less than six hundred (600) feet from any lease line, and shall be located not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing.
4. Applicant requests that the Commission establish an exploratory 1280-acre drilling and spacing unit on the Application Lands for the development and operation of the Codell-Niobrara Formation.
5. Applicant requests that it be authorized to drill and complete one horizontal well within the exploratory 1280-acre drilling and spacing unit comprised of the Application Lands with the treated interval of the horizontal well located no closer than 600' from the boundaries of the drilling and spacing unit, and no closer than 150' from the treated interval of another horizontal well that may be approved within the unit in the future.

6. Applicant requests that it be authorized to locate surface facilities for the proposed horizontal well anywhere within the designated drilling and spacing unit or on adjacent lands.

7. Applicant asserts that establishing an exploratory 1280-acre drilling and spacing on the Application Lands will allow for economic and efficient drainage of the Codell-Niobrara Formation; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of oil and associated hydrocarbon substances from said Formations. A 1280-acre drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the proposed well in the Codell-Niobrara Formation within such unit.

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:

A. Establishing the Application Lands as an exploratory 1280-acre drilling and spacing unit for the Codell-Niobrara Formation and authorizing one horizontal well within the unit.

B. Providing that the treated interval of the horizontal well shall be no closer than 600' from the boundaries of the drilling and spacing unit, and no closer than 150' from the treated interval of another horizontal well that may be approved within the unit in the future.

C. Applicant requests that it be authorized to locate surface facilities for the proposed horizontal well anywhere within the drilling and spacing unit or on adjacent lands.

D. Finding that an exploratory 1280-acre drilling and spacing unit will prevent waste, protect correlative rights, and will maximize the efficient and economic production of the Codell-Niobrara Formation on the Application Lands; and

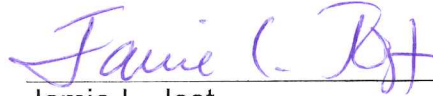
E. Granting any other relief as may be appropriate.

Dated this 14 day of November, 2012.

Respectfully submitted,

NOBLE ENERGY, INC.

By:



Jamie L. Jost

Gregory J. Nibert Jr.

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

(303)407-4499

Applicant's Address:

Noble Energy, Inc.

c/o Zach Shearon

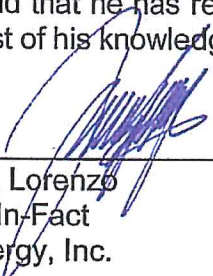
1625 Broadway, Suite 2200

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 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
Noble Energy, Inc.

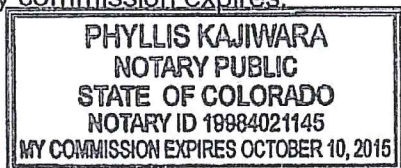
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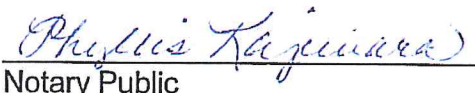
Subscribed and sworn to before this 1st day of November, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: _____





Notary Public

EXHIBIT A
INTERESTED PARTIES

Heirs of G. Edgar Forsyth a/k/a George E.
Forsyth
P.O. Box 25
Dixon, Nebraska 69133

Thomas G. Dorough Trust
PO Box 1196
Englewood, CO 80150

Irene A. Doty
1201 Langhorne Rd
Lynchburg, VA 24503

The Rocky Mountain Conference of Seventh-
day Adventist, f/k/a The Seventh-day Adventist
Association of Colorado, as Trustee of the
Harold F. Doty and Marjorie B. Doty Revocable
Trust (Agreement No. 88005) under written
agreement dated September 8, 1988
2520 S Downing Street
Denver, CO 80210

Theodore M. Doty
9241 Bloomdale Street
Santee, CA 92071

Board of County Commissioners of Weld
County, Colorado
1150 O Street, P.O. Box 758
Greeley, CO 80632

United States Department of the Interior,
Bureau of Land Management
2850 Youngfield Street
Lakewood, CO 80215

Larry E. Denver
147 Bethany Dr
Manhattan, KS 66503

Genevieve E. Duell
1019 County Road # 330
Ignacio, CO 81137

Phyllis M. Doty
PO Box 4366
Dowling Park, FL 32064

Virginia L. Hammond
991 Mistflower Lane
Florence, KY 41042

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

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

Carrizo Oil & Gas, Inc.
1000 Louisiana Street, Suite 1500
Houston, TX 77002

Ward Petroleum Corporation
502 South Fillmore
Enid, OK 73702

SKV, LLC
PO Box 300687
Denver, CO 80218

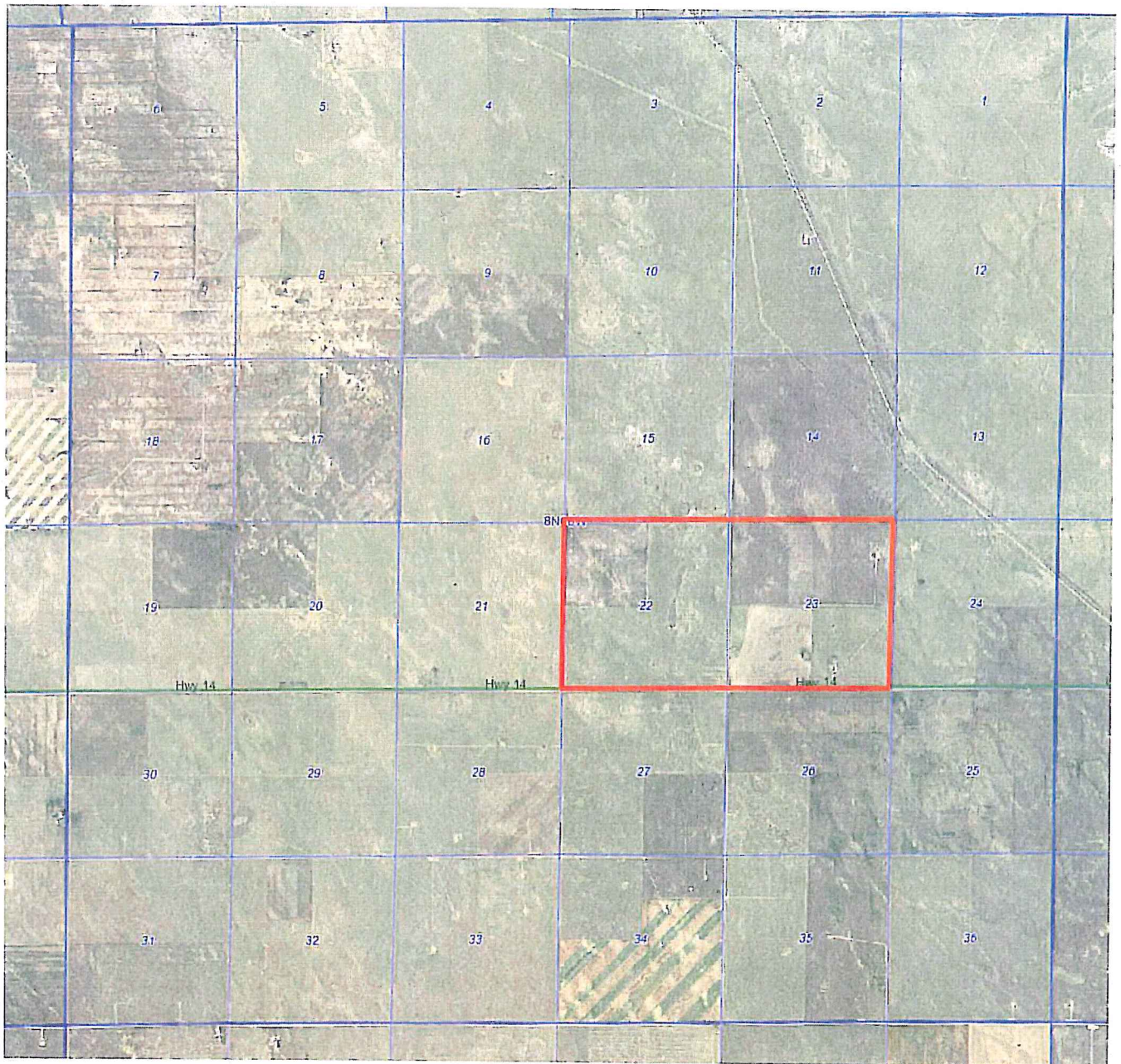
Chesapeake Exploration, LLC
P.O. Box 18496
Oklahoma City, OK 73154

Michael Warren, Energy Liaison
Colorado Parks and Wildlife
Northwest Regional Office
711 Independent Avenue
Grand Junction, CO 81505

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

Kent Kuster
Oil & Gas Consultant Coordinator
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Township 8 North, Range 60 West
Section 22: All
Section 23: All
1280 acres more or less



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