

**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 POOLING ALL INTERESTS IN
THE CODELL- NIOBRARA FORMATION
IN A DESIGNATED APPROXIMATE 160-
ACRE WELLBORE SPACING UNIT
LOCATED IN SECTIONS 22 AND 23,
TOWNSHIP 5 NORTH, RANGE 65 WEST,
6TH P.M. IN THE WATTENBERG FIELD,
WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests within a designated approximate 160-acre wellbore spacing unit for the drilling of the Lorenz F 23-31D well, API No. 05-123-35766 ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 5 North, Range 65 West, 6th P.M.

Section 22: E $\frac{1}{2}$ NE $\frac{1}{4}$

Section 23: W $\frac{1}{2}$ NW $\frac{1}{4}$

Weld County, Colorado (hereinafter "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 owns certain leasehold interests in 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-Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. Order No. 407-362 also includes portions of the Application Lands, but does not apply to and has no effect on the relief requested in this Application.
4. On April 27, 1998, 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 of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended 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 to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Codell-Niobrara Formation.

5. Applicant designated a 160-acre wellbore spacing unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations pursuant to Rule 318A, and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. § 34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands in the Codell-Niobrara Formation underlying the following approximate 160-acre wellbore spacing unit:

Township 5 North, Range 65 West, 6th P.M.

Section 22: E $\frac{1}{2}$ NE $\frac{1}{4}$

Section 23: W $\frac{1}{2}$ NW $\frac{1}{4}$

(hereafter "Wellbore Spacing Unit")

7. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling the Well to the Codell-Niobrara Formation on the Application Lands.

8. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Well, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

9. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Codell-Niobrara Formation, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands and Wellbore Spacing Unit for the development of the Codell-Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well in the Wellbore Spacing Unit to the Codell-Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to the Well drilled to develop the Codell-Niobrara Formation in the Wellbore Spacing Unit comprising the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in February, 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: December 12, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By: 

Jamie L. Jost

Elizabeth Y. Gallaway

Gregory Nibert

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: Kelli Piatkowski


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. CMK
RPT

Subscribed and sworn to before this 11th day of December, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/28/14

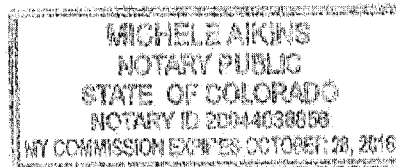




EXHIBIT A

Unioil
1775 Sherman Street, Suite 3000
Denver, CO 80203

Mineral Resources, Inc.
P.O. Box 328
Greeley, CO 80632

David L. Huffman and Sharon K.
Huffman, JT
1741 69th Avenue
Greeley, CO 80634

Kerr-McGee Oil & Gas Onshore LP
1099 18th Street - Suite 1800
Denver, CO 80202

Lorenz Farms, Inc.
26543 Weld County Road 45
Greeley, CO 80631

Benson Mineral Group, Inc.
1560 Broadway, Suite 1900
Denver, CO 80202

Ronald J. Doll Living Trust
26596 Weld County Road 45
Greeley, CO 80631

Ronald J. Doll and Ruth A. Doll
26596 Weld County Road 45
Greeley, CO 80631

James E. Vetting and Michele L.
Vetting, TIC
2143 45th Ave
Greeley, CO 80634

Kenneth E. Ross and Hilda G. Ross, JT
11180 S Oologah Rd
Oologah, OK 74053

Darrel L. Walter
26712 WCR 45
Greeley, CO 80631

Gary K. Wagner and Lisa Marie
Wagner, JT
26990 Weld County Road 45
Greeley, CO 80631

BWAB Incorporated
475 17th Street, Suite 1390
Denver, CO 80202

Kenneth A. Breintenbach
410 17th Street, Suite 1151
Denver, CO 80202

John D. Brownlie
718 17th Street, Suite 808
Denver, CO 80202

Tommy Joe Meyer and Nicole Suzette
Wright-Meyer, JT
22378 Highway 34
Greeley, CO 80631

John R. Wallace
5131 Juniper St
Bow Mar, CO 80123

Erin B. Wallace
PO Box 1394
Englewood, CO 80150

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WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

STATE OF COLORADO)

)ss.

CITY AND COUNTY OF DENVER)

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

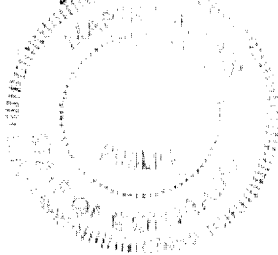
That she is the attorney for Noble Energy, Inc., that on or before December ____,
2012, she caused a copy of the attached Application to be deposited in the United
States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the
Application.


Elizabeth Y. Gallaway

Subscribed and sworn to before me on December 12, 2012.

Witness my hand and official seal.

My commission expires: April 16, 2016.




Notary Public

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CAUSE NO.

DOCKET NO.

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Elizabeth Y. 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 January 9, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

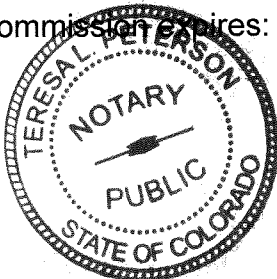
Gary L. Wagner and
Lisa Marie Wagner, JT
Box 200193
Evans, CO 80620

Elizabeth Y. Gallaway

Subscribed and sworn to before me January 9, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13



Notary Public