

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 TO ESTABLISH AN
EXPLORATORY 640-ACRE DRILLING AND
SPACING UNIT LOCATED IN SECTION 29,
TOWNSHIP 11 NORTH, RANGE 60 WEST
6TH P.M., FOR THE CODELL-NIOBRARA
FORMATION, UNNAMED FIELD, 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 640-acre drilling and spacing unit for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation in the following lands:

Township 11 North, Range 60 West, 6th P.M.
Section 29: 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 640-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 640-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.

6. Applicant asserts that establishing an exploratory 640-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 640-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.

7. 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 640-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.

C. Finding that an exploratory 640-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

D. Granting any other relief as may be appropriate.

Dated this 7th day of March, 2013.

Respectfully submitted,

NOBLE ENERGY, INC.

By:



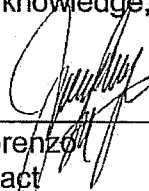
Jamie L. Jost
Elizabeth Y. Gallaway
Gregory J. Nibert Jr.
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303)407-4499

Applicant's Address:
Noble Energy, Inc.
c/o Frank Jimenez
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 a 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.

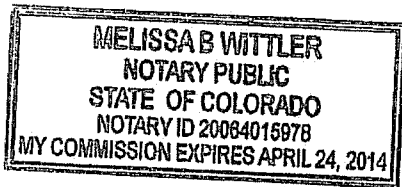
Jo *cmk*


Subscribed and sworn to before this 6th day of March, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014





Notary Public

EXHIBIT A
INTERESTED PARTIES

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Noble Energy Wyco, LLC.
1625 Broadway, Suite 2200
Denver, CO 80202

Anadarko Land Corp.
1201 Lake Robbins Drive
The Woodlands, TX 77380

David S. Wilson and Judy R. Wison
61000 County Road 97
Grover, CO 80729

Antelope Energy Company, LLC
112 W 2nd Street
Kimball, NE 69145

Donald R. Smock
46715 WCR 128
Grover, CO 80729

Carlyle M. Smock, Jr.
P.O. Box 920
Sunray, TX 79086

Melvin L. Smock
3608 Alcott Drive
Bakersfield, CA 93311

Carolyn J. Branigan
20037th Street, Lot 112
Evans, CO 80620

Alvin L. Smock
5147 Road 205
Carpenter, WY 82054

Calf Creek Royalty LTD
P.O. Box 3240
Midland, TX 79702

Dean B. Smock
P.O. Box 23
Grover, CO 80729

Timothy A. Smock
10409 US Highway 6
Merino, CO 80741

Carmela K. Burton
P.O. Box 118
Stratton, CO 80836

Tim Metz
707 S. 13th
Fairview, OK 73737

David B. Smock
2624 Garden Drive
Fort Collins, CO 80526

EOG Resources, Inc.
1111 Bagby St. Sky Lobby 2
Houston, TX 7700

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

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AFFIDAVIT OF MAILING

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

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

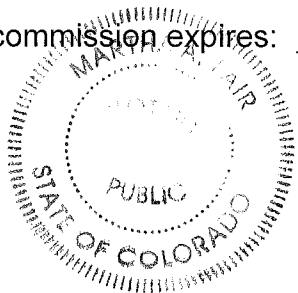
That she is the attorney for Noble Energy, Inc., that on or before March 15, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Amended Application.



Elizabeth Gallaway

Subscribed and sworn to before me on March 7, 2013.

Witness my hand and official seal.

My commission expires: April 16, 2016.




Notary Public