

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
VACATE ONE APPROXIMATE 640-ACRE
DRILLING AND SPACING UNIT
ESTABLISHED BY ORDER NO. 535-3, AND
TO ESTABLISH AN APPROXIMATE 320-
ACRE EXPLORATORY DRILLING AND
SPACING UNIT FOR SECTION 21,
TOWNSHIP 9 NORTH, RANGE 58 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 to vacate one approximate 640-acre drilling and spacing unit established by Commission Order No. 535-3, and to establish a 320-acre exploratory drilling and spacing unit for development of and production from the Codell-Niobrara Formation in the following lands:

Township 9 North, Range 58 West, 6th P.M.
Section 21: N½

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. On February 22, 2011, the Commission issued Order No. 535-3, which among other things, established 160 approximate 640-acre drilling and spacing units and allowed up to one horizontal well within each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands, including the Application Lands.
4. Applicant requests that the Commission vacate Order No. 535-3 only as to the Application Lands and create an exploratory 320-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 in the exploratory 320-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 approximate 320-acre drilling and spacing unit for 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 320-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. Vacating the 640-acre drilling and spacing unit established in Order No. 535-3 with respect to the Application Lands and establishing an exploratory 320-acre drilling and spacing unit for the Codell-Niobrara Formation with one horizontal well in the established unit.

B. Establishing that the treated interval of the wellbore may be no closer than 600 feet from the boundaries of the drilling and spacing unit.

C. Authorizing applicant to locate surface facilities for the proposed horizontal well anywhere within the drilling and spacing unit or on adjacent lands.

D. Finding that an approximate exploratory 320-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 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 Sam McClung
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.

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

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014

Melissa B. Wittke
Notary Public

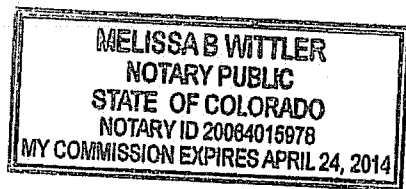


EXHIBIT A
INTERESTED PARTIES

Noble Energy WyCo, LLC
1625 Broadway, Suite 2200
Denver, CO 80202

Dawn G. Huttzell
4825 W. 92nd Place
Westminster, CO 80031

Shable Homestead, LLC
12705 Highway 60
Milliken, CO 80543

Aaron L. Huttzell
4825 W. 92nd Place
Westminster, CO 80031

Shable Swanson Minerals, LLC
9 Belhaven Drive
Springfield, IL 62704

Tara R. Huttzell
4825 W. 92nd Place
Westminster, CO 80031

Shable Albertsen Minerals, LLC
4490 Fruita Drive
Loveland, CO 80538

Kimberly A. Akers
4825 W. 92nd Place
Westminster, CO 80031

Lovejoy Mescal Knoll and Dean E. Knoll
4825 W. 92nd Place
Westminster, CO 80031

Devlin T. Huttzell
4825 W. 92nd Place
Westminster, CO 80031

The Doyle and June D. Mercer
Living Revocable Trust dated
November 21, 2003
7855 S. University Way
Centennial, CO 80122

United States of America
Bureau of Land Management
c/o Office of Natural Resources Revenue
Royalty Management Program
P.O. Box 25627
Denver, CO 80225-0627

IN THE MATTER OF THE APPLICATION OF
NOBLE ENERGY, INC. FOR AN ORDER TO
VACATE ONE APPROXIMATE 640-ACRE
DRILLING AND SPACING UNIT
ESTABLISHED BY ORDER NO. 535-3, AND
TO ESTABLISH AN APPROXIMATE 320-
ACRE EXPLORATORY DRILLING AND
SPACING UNIT FOR SECTION 21,
TOWNSHIP 9 NORTH, RANGE 58 WEST,
6TH P.M., FOR THE CODELL-NIOBRARA
FORMATION, UNNAMED FIELD, WELD
COUNTY, COLORADO

Docket No.

Notary Public