

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 FOR
SECTION 17, 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 17: 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 Heather North

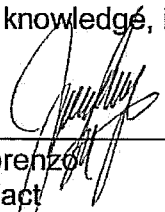
1625 Broadway, Suite 2200

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.

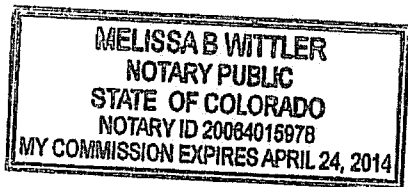
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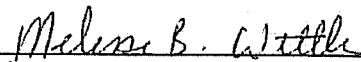
Subscribed and sworn to before this 6th day of March, 2013.

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

EOG Resources, Inc.
600 17th St.
Denver, CO 80202

Anadarko Land Corporation
1099 18th St, Suite 1800
Denver, CO 80202

Verna Lee Kays
12425 Glazer Mountain Lane
Bozeman, MT 59715

First Trust Company of Lincoln,
Trustee fbo the children of Charlotte Jean
Gilbert
440 S. 13th St
PO Box 81667
Lincoln, NE 68501-1667

Daniel E. Kinnison
119 E. 19th St.
Kimball, NE 69145

Marian Lucille McDowall
112 South Berg Street
Kimball, NE 69145

Charles Sidney Foster
Box 173
El Frida, AZ 85610

Howard Andrew Foster
415 E. 4th St.
Pine Bluffs, WY 82082

Howard A. Foster and
Roberta M. Foster, TIC
415 E. 4th St.
Pine Bluffs, WY 82082

Estate of Gladys Irvin Foster

Unknown

POCO Minerals, LLC
PO Box 601673
Dallas, TX 75360

Marshall & Winston, Inc.
PO Box 50880
Midland, TX 79710

McMahon Energy Partners, LP
4545 S. Monaco St., No 144
Denver, CO 80237

Tofte Energy Partners, LP
PO box 4221
Casper, WY 82604

Buffalo Royalties, LLC
3 Hermann Museum Circle Dr., No. 5312
Houston, TX 77004

Hat Creek Royalty Ltd.
400 West Illinois, Suite 1070
Midland, TX 79701

Antelope Energy Company, LLC
PO Box 577
Kimble, NE 69145

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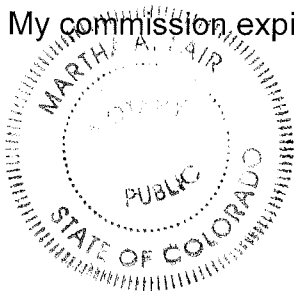
STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

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 Application.

Elizabeth Y. Gallaway

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

My commission expires: April 14, 2016



Notary Public