

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 TWO DRILLING AND SPACING
UNITS ESTABLISHED BY ORDER 535-3 AND
ESTABLISH AN APPROXIMATE 1280-ACRE
DRILLING AND SPACING UNIT FOR
SECTIONS 5 AND 6, TOWNSHIP 9 NORTH,
RANGE 58 WEST 6TH P.M., FOR THE
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 1) vacate two approximate 640-acre drilling and spacing units established by Order No. 535-3; and 2) establish an approximate 1280-acre drilling and spacing unit for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation in the following lands:

Township 9 North, Range 58 West, 6th P.M.

Section 5: All

Section 6: 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. 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 approximate 1280-acre drilling and spacing unit on the Application Lands for the development and operation of the Niobrara Formation.
5. Applicant requests that it be authorized to drill and complete one horizontal well within the approximate 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.

6. Applicant asserts that establishing an approximate 1280-acre drilling and spacing on the Application Lands will allow for economic and efficient drainage of the 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 the Niobrara Formation. 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 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 Order No. 535-3 as to the Application Lands.
- B. Establishing the Application Lands as an approximate 1280-acre drilling and spacing unit for the Niobrara Formation and authorizing one horizontal well within the unit.
- C. Providing that the treated interval of the horizontal well shall be no closer than 600' from the boundaries of the drilling and spacing unit.
- D. Finding that an approximate 1280-acre drilling and spacing unit will prevent waste, protect correlative rights, and will maximize the efficient and economic production of the Niobrara Formation on the Application Lands; and
- E. Granting any other relief as may be appropriate.

Dated this 3RD day of April, 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

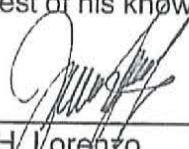
Applicant's Address:

Noble Energy, Inc.
c/o Peggy Tremayne
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.

not
EMK


Subscribed and sworn to before this 2nd day of April, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 10/19/2015



Notary Public

not

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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 April 4, 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.

Subscribed and sworn to before me on April 3, 2013.

My commission expires: April 14, 2016



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

Kerr-McGee Oil & Gas Onshore LP
1099 18th St.
Denver, CO 80202

Carrizo (Niobrara) LLC
1000 Louisiana St., Suite 1500
Houston, TX 77002

Haimo Oil & Gas LLC
c/o Carrizo (Niobrara) LLC
1000 Louisiana St., Suite 1500
Houston, TX 77002

Oil India (USA) Inc.
c/o Carrizo (Niobrara) LLC
1000 Louisiana St., Suite 1500
Houston, TX 77002

IOCL (USA) Inc.
c/o Carrizo (Niobrara) LLC
1000 Louisiana St., Suite 1500
Houston, TX 77002

SKV LLC
PO Box 300687
Denver, CO 80212

ACME Oil Corp., LLC
1051-D W Highway 34
Loveland, CO 80537

Southern Guaranty Trust Company
FBO Robert Neal Rubey
FBO Marian Rubey
2121 Sage Road, Suite 150
Houston, TX 77056-4305

Penn Royalty Company
204 N. Robinson Ave., Suite 1900
Oklahoma City, OK 73102-6890

Craig T. Clifford
N. 221 Wall Street, Suite 446-6
Spokane, WA 99201

Melanie Clifford Nedrud, aka
Melanie P. Nedrud
1217 Lincoln Rd.
Missoula, MT 59802

Gail Clifford Hutton
16761 Coral Cay Lane
Huntington Beach, CA 92649

Ethel Jane Lockwood
Address Unknown

Estate of Emma M. Griggs
Address Unknown

Hosea V. Price
Address Unknown

Hyman I. Fischbach
Address Unknown

Noble Energy Inc.
Reference Map

Township 9 North, Range 58 West, 6th P.M.
Sections 5 & 6

