

**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
POOL ALL INTERESTS IN AN APPROXIMATE
480-ACRE DESIGNATED WELLBORE
SPACING UNIT LOCATED IN SECTIONS 17
AND 18, TOWNSHIP 6 NORTH, RANGE 64
WEST, 6TH P.M., FOR THE CODELL-
NIOBRARA FORMATION, 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 an approximate 480-acre designated wellbore spacing unit for the drilling of the Foose PC A18-65HN well (API No. 05-123-35047) ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 6 North, Range 64 West, 6th P.M.

Section 17: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Section 18: S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$

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.
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 the 480-acre wellbore spacing unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Well in the Codell-Niobrara Formation underlying the following approximate 480-acre designated wellbore spacing unit:

Township 6 North, Range 64 West, 6th P.M.

Section 17: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Section 18: S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$

(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 Wellbore Spacing Unit and 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 the 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 all wells 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 May, 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: March 7th, 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

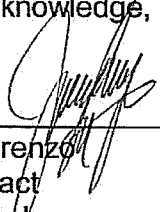
Applicant's Address:

Noble Energy, Inc.
ATTN: 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.



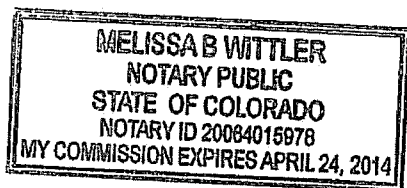
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

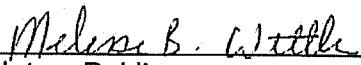
Subscribed and sworn to before this 6th day of March, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014





Notary Public

EXHIBIT A

Anadarko E&P Company LP
1099 18th Street, #1800
Denver, CO 80202

Edward A. Holloway
3892 Tayside Court
Timnath, CO 80547

Heirs or Assigns of Dan A. Dillard, Deceased
Unknown

Jack L. Schreiber
2155 Glenfair Dr.
Greely, CO 80631

James S. Dillard
Unknown

Janell Dawn Foose
33399 WCR 51
Eaton, CO 80615

Jerry L. Dillard
Unknown

Kristal D. Foose
33399 WCR 51
Eaton, CO 80615

Lynn M. Hurt and Maxine Kay Hurt, as Joint
Tenants
2420 10th Avenue Ct.
Greely, CO 80631

Michael E. Leadabrand,
Dohn L. Leadabrand and
Aaron Daymond Arms, as Joint Tenants
Michael E. Leadabrand
20181 Maxwell Dr.
Morrison, CO 80465

Michael E. Leadabrand,
Dohn L. Leadabrand and
Aaron Daymond Arms, as Joint Tenants
c/o Dohn L. Leadabrand
3281 S. Galapago St.
Englewood, CO 80110

Michael E. Leadabrand,
Dohn L. Leadabrand and
Aaron Daymond Arms, as Joint Tenants
Aaron Daymond Arms
3377 S. Clarkson, Mon-Amu Apts. Apt. 206
Englewood, CO 80113

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IN THE MATTER OF THE APPLICATION OF
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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:

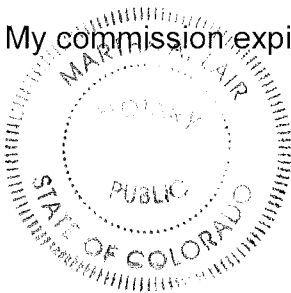
That she is the attorney for Noble Energy, Inc., that on or before March 15 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Y. Gallaway

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

Witness my hand and official seal

My commission expires: April 14, 2016



Notary Public

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DOCKET NO. 1305-UP-82

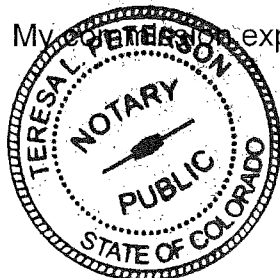
STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

That she is an attorney for Noble Energy, Inc. and that on or before April 1, 2013 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the additional parties listed on Exhibit A attached hereto.

Elizabeth Y. Gallaway

Witness my hand and official seal.

My ~~certification~~ expires: 10-04-13



Notary Public

Exhibit A

Richard L. Foose
33399 WCR 51
Eaton, CO 80615

Robert L. Carlson and Ruby M. Carlson,
as Joint Tenants
24643 WCR 70
Eaton, CO 80615

Steve E. Hurt and Marie A. Hurt,
as Joint Tenants
109 6th Avenue, S.E.
Lemars, IA 51031

William H. Dillard, III
1638 Polk Avenue
San Diego, CA 93103

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

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

Petroleum Development Corporation
1775 Sherman Street, Suite 3000
Denver, CO 80622

Saint James Oil Ltd.
11177 Eagle View Dr.
Sandy, UT 84092