

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF NOBLE
ENERGY, INC. FOR AN ORDER TO AFFIRM
ORDER NO. 407-339 AS TO PREVIOUSLY
UNNOTICED PARTIES LOCATED IN SECTION 22,
TOWNSHIP 3 NORTH, RANGE 65 WEST, 6TH P.M.,
CODELL AND NIOBRARA FORMATIONS,
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 to affirm Order No. 407-610 as to all interests in the 160-acre designated wellbore spacing unit described below. Order No. 407-339 pooled all interests in the 160-acre wellbore spacing unit for the development of the Codell and Niobrara Formations underlying:

Township 3 North, Range 65 West, 6th P.M.
Section 22: S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$

Weld County, Colorado (hereinafter "Application Lands")

In support of its application, Applicant states and avers as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. On February 16, 2012, Applicant filed an Application seeking an order to pool all interests in the below described 160-acre designated wellbore spacing unit for the development of the Codell and Niobrara Formations:

Township 3 North, Range 65 West, 6th P.M.
Section 22: S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$

Weld County, Colorado ("160-acre designated wellbore spacing unit")

3. Applicant provided notice and offers to participate or lease to nonconsenting parties owning an interest in the Application Lands then known to Applicant, in accordance with Commission rules.
4. On April 16, 2012, the Commission entered Order No. 407-610 which established an approximate 160-acre designated wellbore spacing unit and pooled all nonconsenting interests in said unit for the development of the Codell and Niobrara Formations.

5. Since the entry of Order No. 407-339 on April 16, 2012, Applicant has learned of additional interested parties within the Application Lands to whom notice of the February 16, 2012 application, as well as AFE's, election letters, or offers to lease have not been provided.

6. The grounds upon which Applicant originally sought the pooling order, and upon which Order No. 407-610 was entered, still apply to this Application. Specifically:

- (a) Applicant owns substantial leasehold interests in the Application Lands.
- (b) The Application Lands were established as an approximate 160-acre designated wellbore spacing unit for the Codell and Niobrara Formations under Order No. 407-610, effective April 16, 2012.
- (c) Applicant drilled the Frank PC H22-20D Well (API No. 05-123-32579) ("Well") to produce oil and associated hydrocarbons from the Codell and Niobrara Formations underlying the Application Lands.

7. At least 30 days prior to the hearing on this application, Applicant will send to the previously unnotified interested parties an appropriate offer to lease or participate, including an AFE containing the information required under Rule 530.b and Rule 530.c., as applicable.

8. The names and addresses of the all interest owners in the Application Lands are set forth in Exhibit A attached hereto.

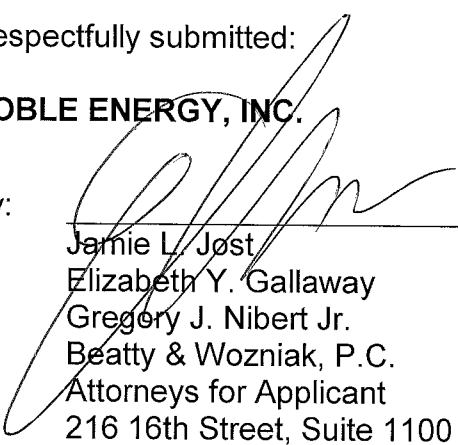
WHEREFORE, Applicant requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order affirming Order No. 407-410 so that it applies to all interest in the Application Lands, including said previously unnotified interest owners, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

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.
ATTN: Jennifer Brennan
1625 Broadway, Suite 2200
Denver, CO 80202

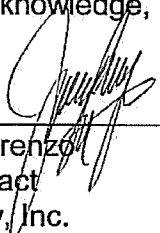
EXHIBIT A

Estate of Ann B. Nice
Attn: Robert C. Nice
16920 E. Easter Ave.
Aurora, CO 80016

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.



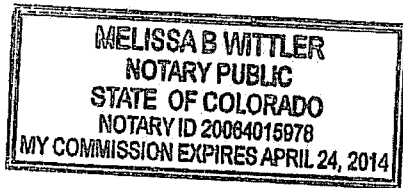
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

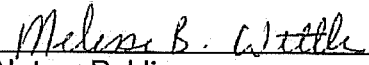
Subscribed and sworn to before this 6th day of March, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 04/24/2014





Notary Public

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF NOBLE ENERGY, INC. FOR AN ORDER TO AFFIRM ORDER NO. 407-339 AS TO PREVIOUSLY UNNOTICED PARTIES LOCATED IN SECTION 22, TOWNSHIP 3 NORTH, RANGE 65 WEST, 6TH P.M., CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO

Cause No. _____

Docket No. _____

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:

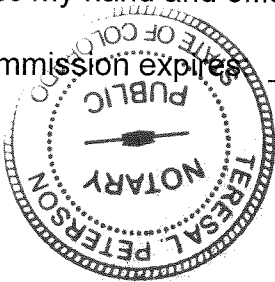
That she is the attorney for Noble Energy, Inc., that on or before March 15, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Y. Gallaway

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

Witness my hand and official seal,

My commission expires 10-04-13



Notary Public