

**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 TWO
APPROXIMATE 320-ACRE DESIGNATED
WELLBORE SPACING UNITS ESTABLISHED
FOR SECTIONS 14 AND 23, TOWNSHIP 7
NORTH, RANGE 63 WEST, 6TH P.M., FOR
THE 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 to pool all interests within two approximate 320-acre wellbore spacing units for the drilling of the Wahlert AC 23-69-1HN Well, (API No. 05-123-37159), and the Wahlert AC 23-69HN (API No. 05-123-37156) Well (collectively "Wells") for the development of the Niobrara Formation on the following described lands:

Township 7 North, Range 63 West, 6th P.M.

Section 14: S $\frac{1}{2}$ S $\frac{1}{2}$ WSU#1 - Wahlert AC 23-69-1HN

Section 23: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 14: S $\frac{1}{2}$ S $\frac{1}{2}$ WSU#2 - Wahlert AC 23-69HN

Section 23: N $\frac{1}{2}$ N $\frac{1}{2}$

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 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 and allow wellbore spacing units to be established on unspaced lands within GWA pursuant to certain notice and hearing procedures.

4. Applicant designated the two 320-acre wellbore spacing units, as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

5. 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 Application Lands in the Niobrara Formation underlying the following approximate 320-acre designated wellbore spacing unit:

Township 7 North, Range 63 West, 6th P.M.

Section 14: S $\frac{1}{2}$ S $\frac{1}{2}$ WSU#1 - Wahlert AC 23-69-1HN

Section 23: N $\frac{1}{2}$ N $\frac{1}{2}$

6. 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 of the Wahlert AC 23-69-1HN to the Niobrara Formation in WSU#1 on the Application Lands.

7. 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 Application Lands in the Niobrara Formation underlying the following approximate 320-acre designated wellbore spacing unit:

Township 7 North, Range 63 West, 6th P.M.

Section 14: S $\frac{1}{2}$ S $\frac{1}{2}$ WSU#2 - Wahlert AC 23-69HN

Section 23: N $\frac{1}{2}$ N $\frac{1}{2}$

8. Applicant also 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 of the Wahlert AC 23-69HN to the Niobrara Formation in WSU#2 on the Application Lands.

9. 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 each of the Wells, 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.

10. That in order to prevent waste and to protect correlative rights, all interests in the Wahlert AC 23-69-1HN and WSU#1 should be pooled for the orderly development of the Niobrara Formation, including any nonconsenting interests therein.

11. That in order to prevent waste and to protect correlative rights, all interests in the Wahlert AC 23-69HN and WSU#2 should be pooled for the orderly development of the 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 Wahlert AC 23-69-1HN and WSU#1 on the Application Lands for the development of the 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 Wahlert AC 23-69-1HN in WSU#1 to the Niobrara Formation on the Application Lands.

C. Pooling all interests in the Wahlert AC 23-69HN and WSU#2 on the Application Lands for the development of the Niobrara Formation.

D. 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 Wahlert AC 23-69HN in WSU#2 to the Niobrara Formation on the Application Lands.

E. 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 Wells 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 the Wells drilled to develop the Niobrara Formation in WSU#1 and WSU#2 comprising the Application Lands.

F. For such other findings and orders as the Commission may deem proper or advisable in this matter.

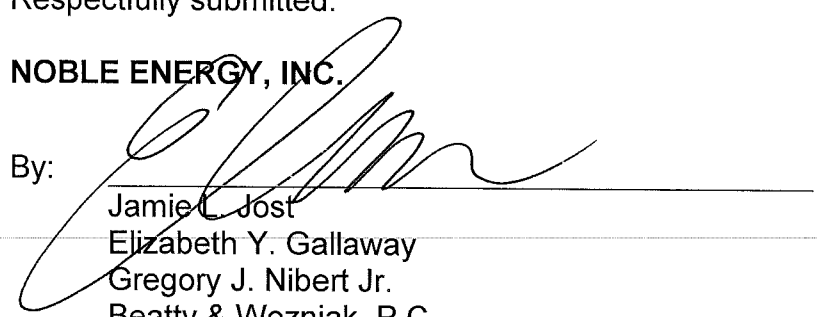
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: May 30, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By:

A large, stylized handwritten signature in black ink, appearing to read 'J. Jost', is written over a horizontal line.

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: Kelli Piatkowski

1625 Broadway, Suite 2200

Denver, CO 80202

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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 June 7, 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.

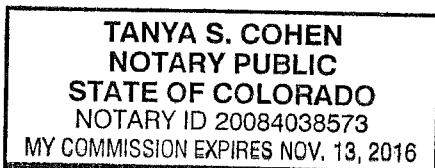



Elizabeth Y. Gallaway

Subscribed and sworn to before me on May 30, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016.





Notary Public

EXHIBIT A

Weld County, Colorado,
a political subdivision of the State of Colorado,
acting by and through the
Board of County Commissioners of the County
of Weld,
for its respective interests
c/o Board of County Commissioners
915 10th Street
P.O. Box 758
Greeley, CO 80632

Joe R. Cook
8 South Lake Terrace
Rehoboth Beach, DE 19971

Barbara Lock
rue Joseph Wauters 25 B7110
Strepy-Bacquegnies Belgium

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New Orleans, LA 70139

John M. Wilson
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New Orleans, LA 70139

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739 Wilder Place
Shreveport, LA 71104

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John Perry Gustafson
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Sonja Clauson
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