

**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
160-ACRE DESIGNATED WELLBORE
SPACING UNIT ESTABLISHED FOR
SECTIONS 13 AND 14, TOWNSHIP 4 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 to pool all interests within an approximate 160-acre wellbore spacing unit for the drilling of the Stinar C 13-32 Well, (API No. 05-123-30941) ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 4 North, Range 64 West, 6th P.M.

Section 13: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 14: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ 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 entered 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, 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.

5. Applicant designated the 160-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 Application Lands in the Codell-Niobrara Formation underlying the following approximate 160-acre designated wellbore spacing unit:

Township 4 North, Range 64 West, 6th P.M.

Section 13: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 14: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ 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 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 the Well 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.

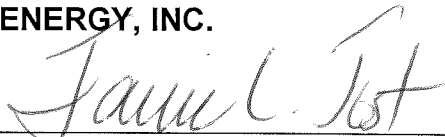
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: May 30, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Gregory J. Nibert Jr.
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

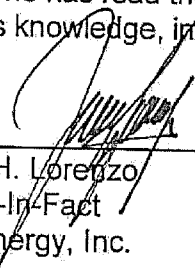
Applicant's Address:

Noble Energy, Inc.
ATTN: Eddy Roberts
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 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.



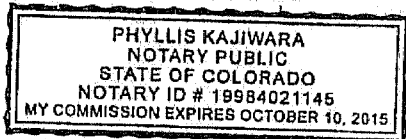
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.



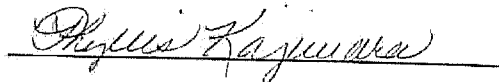
Subscribed and sworn to before this 29th day of May 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 10-10-2015



Phyllis Kajiwar

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
160-ACRE DESIGNATED WELLBORE
SPACING UNIT ESTABLISHED FOR SECTIONS
13 AND 14, TOWNSHIP 4 NORTH, RANGE 64
WEST, 6TH P.M., FOR THE CODELL-
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

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

Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

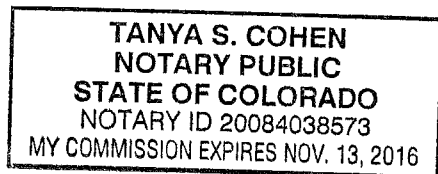
That she is the attorney for Noble Energy, Inc., that on or before June 7, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

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, Board of County Commissioners
915 Tenth Street, P.O. Box 758
Greeley, CO 80632

Buddy Baker,
Trustee of the Buddy Wayne Baker Revocable Trust
Box 9190
Denver, CO 80209

Kerr-McGee Oil & Gas Onshore, LP
1099 18th Street, Suite 1800
Denver, CO 80202

Christina L. Snyder
3205 W. 31st Ave.
Denver, CO 80211

Laurence N. Watts
P.O. Box 280642
Lakewood, CO 80228

Vicki L. Wambolt
9668 W. Dorado Drive
Littleton, CO 80123

Jeanne A. Anderson
7490 W. Coal Mine Avenue, #A
Littleton, CO 80123

Taku Resources, LLC
P.O. Box 3190
Centennial, CO 80161-3190

Dorman E. Followwill
2645 Mount Royal Drive
Castle Rock, CO 80104-2773

Larry D. Krause
205 Petroleum Building
Billings, MT 59101

John M. Ouzts
9064 Old Tom Morris Circle
Highlands Ranch, CO 80129

Gertrude Weber
249 Malvern Farm Drive
Charlottesville, VA 22903

Denver Mineral & Royalty Company, LLC
8450 E. Crescent Parkway, Suite 400
Greenwood Village, CO 80111

Barry L. Snyder
7551 W. Alameda Ave., Belmar Tower, Suite 402
Lakewood, CO 80226

Brown & Stanwood, c/o Michael Stanwood
8505 Monroe
Houston, TX 77061

R.R. Pennington
P.O. Box 266724
Houston, TX 77207

The Estate of Sam Brown
8610 Pasture View Lane
Houston, TX 77024

Oncken Family Partnership c/o Ricky Oncken
1400 Valley Wind Lane
Missoula, MT 59804

S&S, a joint venture between Sunset Producing
Company
and Schreider & Company, Inc.
240 West Jessup
Brighton, CO 80601

**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
160-ACRE DESIGNATED WELLBORE
SPACING UNIT ESTABLISHED FOR
SECTIONS 13 AND 14, TOWNSHIP 4 NORTH,
RANGE 64 WEST, 6TH P.M., FOR THE
CODELL-NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.


INTAKE NO. 26

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Gregory J. Nibert, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is an attorney for Noble Energy, Inc. and that on or before June 21, 2013 he 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.


Gregory J. Nibert

Subscribed and sworn to before me June 20, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13



Gensia L. Peters
Notary Public

EXHIBIT A

Anadarko E&P Onshore LLC
P.O. Box 730875
Dallas, TX 75373-0875

Ardis Kerns
1811 Montview Blvd.
Greeley, CO 80631

Bettie Kaye Miller
14200 Upper Fredericktown Rd
Fredericktown, OH 43019

BLG Resources LLC
2218 Worthington St.
Dallas, TX 75204

Bonnie J. Glover
P.O. Box 81
Kersey, CO 80644

Branzan Alternative Investment
Fund LLLP
475 17th St., STE 520
Denver, CO 80202

Bruce Glen Duell
1575 Monroe
Denver, CO 80206

Carl Stinar
28850 Weld County Road 46
Kersey, CO 80644

Carol S. Fowler
3808 168th PL SE
Bothell, WA 98012

Centennial Mineral Holdings LLC
5950 Cedar Springs Rd, STE 200
Dallas, TX 75235

Charles R. Miller
14200 Upper Fredericktown Rd.
Fredericktown, OH 43019

Clyde Nelson
7455 Centennial Glen Dr.
Colorado Springs, CO 80919

Cozzens Living Trust dtd
8/25/2010
3170 Soaring Bird Circle
Colorado Springs, CO 80920

Cynthia M. Spurlock
325 Washington Ave S, #342
Kent, WA 98032

Grayrock Minerals LLC
5950 Cedar Springs Rd., STE
200
Dallas, TX 75235

Helen Crews
6600 W 20th St., #35
Greeley, CO 80634

Herbert Duell
1601 Rosewood Dr.
Brentwood, TN 37027

Irene Duell
2252 Oleada Court
Englewood, FL 34224

John R. & Lucille C. Duell Living
Trust
26542 WCR 51
Greeley, CO 80631

Judy Brannberg
7871 S. Estes St.
Littleton, CO 80128

Kenneth D. Jacobs
45 Northwood Dr.
Nashua, NH 03063

Larry Dewayne Duell
321 E. 29th St. Rd.
Greeley, CO 80631

Larry L. Bohlender
1476 43rd Ave.
Greeley, CO 80634-2413

LHB Ventures LLC
P.O. Box 46063
Denver, CO 80201-6063

Lois E. Knittle
1901 Westridge Drive
Edmond, OK 73013-7611

Lori K. Bohlender
7405 W. US Hwy 50 #118
Salida, CO 81201

Marlys Allison
7246 Flowering Almond Dr.
Colorado Springs, CO 80923

Martha H. Salser
P.O. Box 571
Kersey, CO 80644

Mildred R. Nelson
7576 Vardon Way
Fort Collins, CO 80528

Miriam R. Key
3836 Drexmore Rd.
Keller, TX 76244

Pearl H Cozzens
3170 Soaring Bird Circle
Colorado Springs, CO 80920-
1675

Ray E Duell
1019 CR 330
Ignacio, CO 81137

Rayne Donald Leroy Carlson
P.O. Box 283
Kersey, CO 80644

Steven K Bohlender
2020 65th Avenue
Greeley, CO 80634

Troy A Glover
13811 Beal Road
Sterling, CO 80751

Winefred H. Jacobs
45 Northwood Dr.
Nashua, NH 03063

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

IN THE MATTER OF THE APPLICATION OF NOBLE) CAUSE NO. 407
ENERGY, INC. FOR AN ORDER TO POOL ALL)
INTERESTS IN AN APPROXIMATE 160-ACRE) DOCKET NO. 1307-UP-145
DESIGNATED WELLBORE SPACING UNIT)
ESTABLISHED FOR SECTIONS 13 AND 14,)
TOWNSHIP 4 NORTH, RANGE 64 WEST, 6TH P.M.,)
FOR THE CODELL-NIOBRARA FORMATION,)
WATTENBERG FIELD, WELD COUNTY, COLORADO)

SUPPLEMENTAL 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:

8 That she is an attorney for Noble Energy, Inc. and that on or before July
8, 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
below.

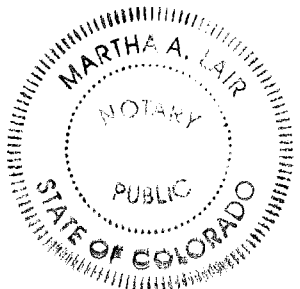
Alma Bohlender
1476 43rd Ave.
Greeley, CO 80634



Elizabeth Y. Gallaway

Subscribed and sworn to before me July 8, 2013.

Witness my hand and official seal.

My commission expires: April 16, 2016.




Notary Public