

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

IN THE MATTER OF THE **AMENDED**
APPLICATION OF NOBLE ENERGY, INC.
FOR AN ORDER TO VACATE TWO 640-
ACRE DRILLING AND SPACING UNITS AND
ESTABLISH A 1,280 ACRE DRILING AND
SPACING UNIT, **WITH UP TO TWO WELLS**
IN THE UNIT, IN SECTIONS 13 AND 24,
TOWNSHIP 8 NORTH, RANGE 61 WEST 6TH
P.M., FOR THE **CODELL-NIOBRARA**
FORMATION, UNNAMED FIELD, WELD
COUNTY, COLORADO

Cause No. 535

Docket No. 1309-SP-1154

AMENDED APPLICATION

Noble Energy, Inc. ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this **AMENDED** Application to the Colorado Oil and Gas Conservation Commission (the "Commission"), pursuant to C.R.S. 34-60-116, for an order 1) vacating a portion of Order No. 535-3 and 2) establishing an exploratory 1,280-acre drilling and spacing unit, **for up to two wells**, for the production of oil, gas, and associated hydrocarbons from the **Codell-Niobrara** Formation in the following lands:

Township 8 North, Range 61 West, 6th P.M.

Section 13: All

Section 24: 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 160 640-acre drilling and spacing units for certain lands, including the Application Lands, and allowed one horizontal well in each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.
4. Applicant requests that the Commission vacate Order No. 535-3 as to Sections 13 and 24, Township 8 North, Range 61 West, 6th P.M.
5. Applicant also requests that the Commission establish an exploratory 1,280-acre drilling and spacing unit on the Application Lands, **with up to two wells authorized in the unit**, for the development and operation of the **Codell-Niobrara** Formation.

6. Applicant requests that it be authorized to drill and complete **up to two** horizontal wells within the exploratory 1,280-acre drilling and spacing unit comprised of the Application Lands with the treated interval of any horizontal well located no closer than 600' from the boundaries of the drilling and spacing unit, **and no closer than 150 feet from another horizontal wellbore in the unit, unless an exception is granted by the Director.**

7. Applicant asserts that establishing an exploratory 1,280-acre drilling and spacing on the Application Lands will allow for economic and efficient drainage of the **Codell-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 said Formations. A 1,280-acre drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the **Codell-Niobrara** Formation within such unit.

8. 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 Sections 13 and 24, Township 8 North, Range 61 West, 6th P.M.

B. Establishing the Application Lands as an exploratory 1,280-acre drilling and spacing unit for the **Codell-Niobrara** Formation and authorizing **up to two** horizontal wells within the unit.

B. Providing that the treated interval of the horizontal wells shall be no closer than 600' from the boundaries of the drilling and spacing unit **and no closer than 150 feet from another horizontal wellbore in the unit, unless an exception is granted by the Director.**

C. Finding that an exploratory 1280-acre drilling and spacing unit will prevent waste, protect correlative rights, and will maximize the efficient and economic production of the **Codell-Niobrara** Formation on the Application Lands; and

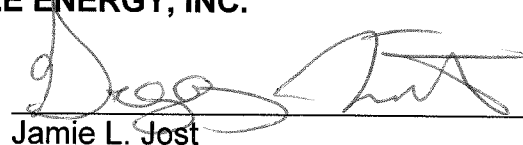
D. Granting any other relief as may be appropriate.

Dated this 19th day of August, 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.

c/o Robert Bram

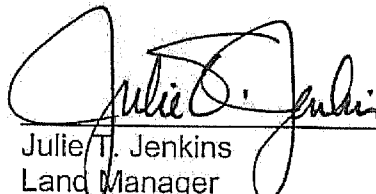
1625 Broadway, Suite 2200

Denver, CO 80202

VERIFICATION

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

Julie T. Jenkins, of lawful age, being first duly sworn upon oath, deposes and says that she is a Land Manager for Noble Energy, Inc., and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

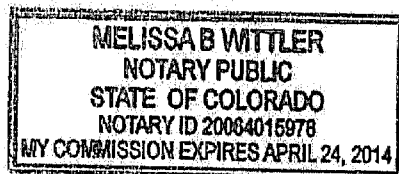


Julie T. Jenkins
Land Manager
Noble Energy, Inc.

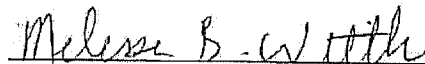
Subscribed and sworn to before this 19th day of August 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 04/24/2014



Melissa B. Wittler

EXHIBIT A
INTERESTED PARTIES

Noble Energy, Inc.
Attn: Casey Kimble
1625 Broadway, Suite 2200
Denver, CO 80202

Noble Energy WyCo, LLC
Attn: Casey Kimble
Same as above

Sharp Energy Resources, LLC
Attn: Wade Pollard
1700 Broadway, Suite 650
Denver, CO 80290

Carrizo (Niobrara) LLC
Attn: Craig Wiest
500 Dallas St., Su. 2300
Houston, TX 77002

IOCL (USA) Inc.
c/o Thompson Knight, LLC
Attn: Arthur J. Wright
333 Clay St., Su. 3300
Houston, TX 77002

OIL India (USA) Inc.
c/o Thompson Knight, LLC
Attn: Arthur J. Wright
333 Clay St., Su. 3300
Houston, TX 77002

Chesapeake Exploration, LLC
Attn: Land Manager, DJ Basin
6100 N. Western Ave.
Oklahoma City, OK 73118

Michael Warren, Energy Liaison
Colorado Parks and Wildlife
Northwest Regional Office
711 Independent Avenue
Grand Junction, CO 81505

Amax Peach Ridge, Inc.
11526 Gallant Ridge Lane
Houston, TX 77082

OOGC America, Inc.
1700 Katy Freeway, Suite 280
Houston, TX 77079

Vextex, LLC
149 Sage Road
Houston, TX 77056-1417

Weldon J. Allen
805 First City National Bldg.
Houston, TX 77002

Diamond Resources Co.
63 Inverness Drive East, #200
Englewood, CO 80112

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

Kent Kuster
Oil & Gas Consultant Coordinator
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

WYOCO Royalty Partners, LLC
P. O. Box 280969
Lakewood, CO 80228

DJ Resources, LLC
Attn: Lisa Lehman
1600 Broadway, Suite 1960
Denver, CO 80202

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AFFIDAVIT OF MAILING

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

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

That he is the attorney for Noble Energy, Inc., that on or before August 26, 2013, he caused a copy of the attached Amended Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

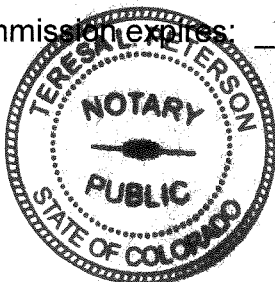


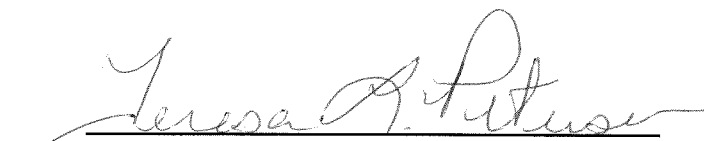
Gregory J. Nibert, Jr.

Subscribed and sworn to before me on August 19, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13.





Notary Public