

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. 407-765 AS TO PREVIOUSLY UNNOTICED PARTIES LOCATED IN SECTIONS 9, 10, 15 & 16, TOWNSHIP 6 NORTH, RANGE 63 WEST, 6TH P.M., FOR THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO.

Cause No. _____

Docket No. _____

CORRECTED 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. 407-765 as to all interests in the 640-acre designated wellbore spacing unit for the Wells Ranch State PC USX AA16-69-1HNL Well, API No. 05-123-36182 ("Well") for the development of the Niobrara Formation on the following described lands:

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

Section 9: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 10: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 15: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 16 N $\frac{1}{2}$ N $\frac{1}{2}$

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 December 13, 2012, Applicant filed an Application seeking an order to pool all interests in the below described 640-acre designated wellbore spacing unit for the development of the Codell and Niobrara Formations:

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

Section 9: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 10: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 15: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 16 N $\frac{1}{2}$ N $\frac{1}{2}$

Weld County, Colorado ("640-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 March 25, 2013, the Commission entered Order No. 407-765 which established the 640-acre designated wellbore spacing unit and pooled all nonconsenting interests in said unit for the development of the Niobrara Formation.

5. Since the entry of Order No. **407-765** on March 25, 2013, Applicant has learned of additional interested parties within the Application Lands to whom notice of the December 13, 2012 application, as well as AFEs, 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. 407-765 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 640-acre designated wellbore spacing unit for the Niobrara Formation under Order No. 407-765, effective March 25, 2013.
- (c) Applicant drilled the Wells Ranch State PC USX AA16-69-1HNL Well, API No. 05-123-36182 ("Well") to produce oil and associated hydrocarbons from the Niobrara Formation 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.

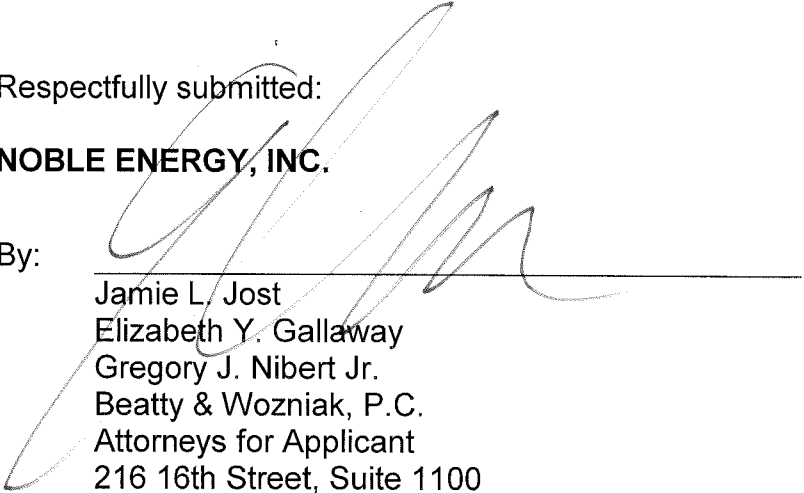
WHEREFORE, Applicant requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order affirming Order No. 407-765 so that it applies to all interest in the Application Lands, including said previously unnotified interest owners, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this ^{5TH}2 day of August, 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: Matthew Campbell
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

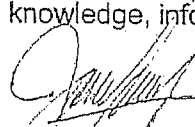
Laurel A. Peterson
Park Apartments
120 Roosevelt Street
Calexico, CA 92231

Elsie Peterson Durham Lewis Bauman
838 Dakota Avenue
Medford, OR 97504

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.



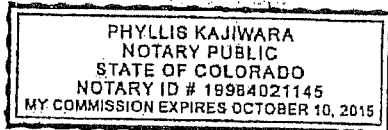
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

CHK
JS

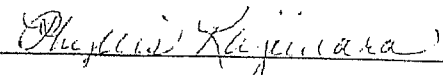
Subscribed and sworn to before this 15th day of July 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: _____



Phyllis Kajiwar

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. 407-765 AS TO PREVIOUSLY UNNOTICED PARTIES LOCATED IN SECTIONS 9, 10, 15 & 16, TOWNSHIP 6 NORTH, RANGE 63 WEST, 6TH P.M., FOR THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO.

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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:

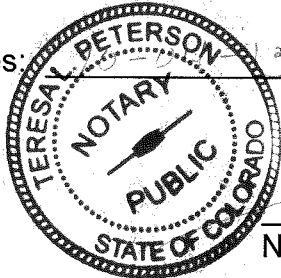
That she is the attorney for Noble Energy, Inc., that on or before August 5, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Y. Gallaway

Subscribed and sworn to before me on August 5, 2013.

Witness my hand and official seal.

My commission expires: 11-1-2011



Notary Public