

**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 480-ACRE DESIGNATED WELLBORE SPACING UNIT ESTABLISHED FOR SECTIONS 9, 10, 15 & 16, TOWNSHIP 5 NORTH, RANGE 64 WEST, 6TH P.M., FOR THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.
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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 480-acre wellbore spacing unit for the drilling of the Seyler State B15-79HNM Well, (API No. 05-123-36276) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 64 West, 6th P.M.

Section 9: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 10: W $\frac{1}{2}$ SW $\frac{1}{4}$

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

Section 16: E $\frac{1}{2}$ E $\frac{1}{2}$

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 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 Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. Order Nos. 407-554 and 407-575 also include portions of the Application Lands but do not apply and have no effect on this Application.
4. On October 31, 2011, the Commission issued Order No. 407-495 which, among other things, established a 320-acre wellbore spacing unit on certain lands, including a portion of the Application Lands, and authorized one horizontal well for development and production of oil, gas and related hydrocarbons from the Niobrara Formation.

5. 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.

6. Applicant designated the 480-acre wellbore spacing unit, 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.

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 480-acre designated wellbore spacing unit:

Township 5 North, Range 64 West, 6th P.M.

Section 9: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 10: W $\frac{1}{2}$ SW $\frac{1}{4}$

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

Section 16: E $\frac{1}{2}$ E $\frac{1}{2}$

(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 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 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 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 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 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 September 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: July 18, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Host

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: Ashley Stokes

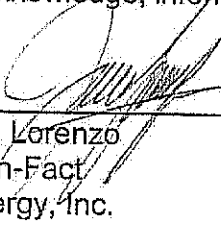
1625 Broadway, Suite 2200

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.



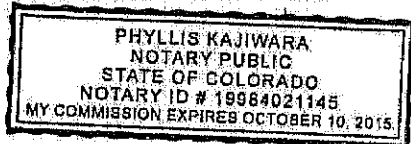
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

cmk
MR. L
EUS

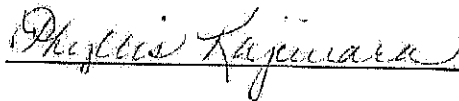
Subscribed and sworn to before this 15th day of July 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: _____



Phyllis Kajiwarra

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
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480-ACRE DESIGNATED WELLBORE
SPACING UNIT ESTABLISHED FOR
SECTIONS 9, 10, 15 & 16, TOWNSHIP 5
NORTH, RANGE 64 WEST, 6TH P.M., FOR
THE NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

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 July 25, 2013, he 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.

Gregory J. Nibert, Jr.

Subscribed and sworn to before me on July 18, 2013.

Witness my hand and official seal.

My commission expires: 3/31/15

Notary Public

MARY GRACE T. GO-HOVELAND
Notary Public
State of Colorado

EXHIBIT A

Anadarko E&P Company, LP
P.O. Box 173779
Denver, CO 80217-3779

Ardith Renee Loustalet
2942 Skimmerhorn Street
Fort Collins, CO 80526

ATCF Partners
One Market, Landmark, Suite 620
San Francisco, CA 94105

Bernard A. Formidoni and Judy A.
Formidoni, Joint Tenants
4530 N. Scenic Mountain Dr.
Tucson, AZ 85750

David Clark Littler
No address

Donald G. Wacker
28639 WCR 58 1/2
Greeley, CO 80631

Frances A. Loustalet Revocable
Trust dated August 15, 1995, as
amended
1618 37th Ave. Place
Greeley, CO 80634

Francis M. Loustalet and
Marilynn L. Loustalet, as Trustees for
the
Francis M. Loustalet Revocable Trust
1618 37th Ave. Place
Greeley, CO 80634

Gary H. Loustalet
15090 East Wagontrail Place
Aurora, CO 80015

Glen Droegemueller
1929 76th Ave. Court
Greeley, CO 80634

Kerr-McGee Oil & Gas Onshore, LP
1099 18th St., Suite 1800
Denver, CO 80202-1918

Norman C. Peterson and
Margaret J. Peterson, Joint Tenants
800 Hawkstone Dr. #8
Eaton, CO 80615

Petroleum Development Corporation
1775 Sherman St., Suite 3000
Denver, CO 80203

Raymond E. Carpio and
Debra M. Carpio, Joint Tenants
27503 Weld County Road 55
Kersey, CO 80644

Rodney L. Marshall
27088 WCR 388
Kersey, CO 80644

Roy F. Boehm
No address

Salter Family Trust
3100-A Pullam St.
Costa Mesa, CA 92626

State of Colorado
1127 Sherman Street, Suite 300
Denver, CO 80203-2206

Steven J. Buchanan
120 S. 32nd St.
Boulder, CO 80305

Terry Ray McClure and Bonnie Sue
McClure, Joint Tenants
No address

Wade Andre Loustalet
10131 South Brady Place
Highlands Ranch, CO 80136

William A. Hange, Jr. and Rene L.
Hange, Joint Tenants
No address