

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  
VACATE ORDER NO. 407-480 IN SECTION  
25, TOWNSHIP 6 NORTH, RANGE 63 WEST  
6<sup>TH</sup> P.M. FOR THE NIOBRARA FORMATION,  
UNNAMED FIELD, WELD COUNTY,  
COLORADO

Cause No.

Docket No.

APPLICATION

Noble Energy, Inc. ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Colorado Oil and Gas Conservation Commission (the "Commission"), pursuant to C.R.S. 34-60-116, for an order to vacate Order No. 407-480, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation in the following lands:

Township 6 North, Range 63 West, 6<sup>th</sup> P.M.  
Section 25: 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 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.
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. On September 19, 2011, the Commission entered Order No. 407-480 which, among other things, established an approximate 640-acre wellbore spacing unit and approved up to eight horizontal wells in the wellbore spacing unit and approved a variance from Rule 318A.f. to authorize a total of nine producing completions for the NW¼ and NE¼ of the Application Lands.

6. Applicant requests that the Commission vacate Order No. 407-480 and establish that Rule 318A is applicable to the Application Lands.

7. Applicant asserts that ownership is common in the Application Lands and that Order No. 407-480, which was established prior to the 2011 amendments to Rule 318A pertaining to horizontal wells, arbitrarily limited the number of horizontal wells that may be drilled in the Application Lands and such limits impeded effective hydrocarbon production in the Application Lands.

8. Applicant asserts that vacating Order No. 407-480 will allow for economic and efficient drainage of the 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 the Niobrara Formation.

9. 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:

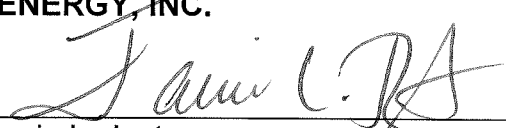
- A. Vacating Order No. 407-480 and establishing that Rule 318A applies to the Application Lands.
- B. Granting any other relief as may be appropriate.

Dated this 28<sup>th</sup> 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

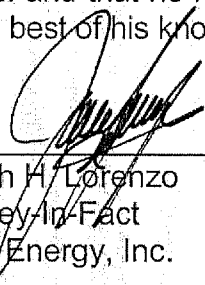
Applicant's Address:

Noble Energy, Inc.  
c/o Gabriel Findlay  
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.

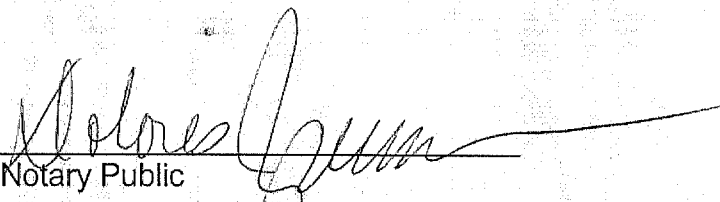
KC  
BT

Subscribed and sworn to before this 27 day of August, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: May 26, 2014

  
\_\_\_\_\_  
Notary Public

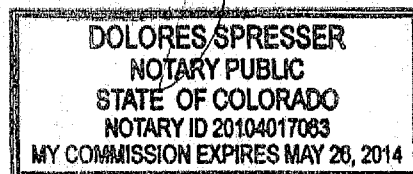


EXHIBIT A  
INTERESTED PARTIES

Noble Energy, Inc.  
ATTN: Gabe Findlay  
1625 Broadway, Suite 2200  
Denver, CO, 80202

Noble Energy WyCo, LLC  
ATTN: Gabe Findlay  
1625 Broadway, Suite 2200  
Denver, CO, 80202

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

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

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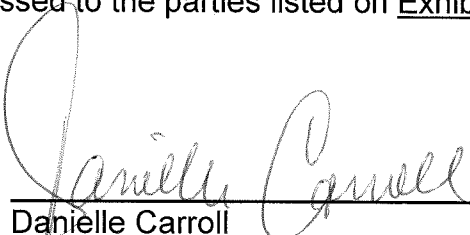
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**AFFIDAVIT OF MAILING**

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

Danielle Carroll of lawful age, and being first duly sworn upon her oath, states and declares:

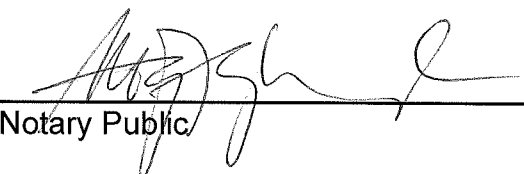
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Noble Energy Inc., and on or before September 5, 2013, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

  
\_\_\_\_\_  
Danielle Carroll

Subscribed and sworn to before me August 28, 2013.

Witness my hand and official seal.

My commission expires: 2/21/15.

  
\_\_\_\_\_  
Notary Public

