

**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 320-ACRE WELLBORE SPACING UNIT ESTABLISHED FOR SECTION 14, TOWNSHIP 5 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE NIOBRARA FORMATION, UNNAMED 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 320-acre wellbore spacing unit for the drilling of the Roach N14-651HN Well, (API No. 05-123-35596) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 67 West, 6th P.M.
Section 14: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

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. 407-336 and 407-344 also apply to the Application Lands but have no effect on the relief requested herein.
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 320-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.

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 Niobrara Formation underlying the following approximate 320-acre designated wellbore spacing unit:

Township 5 North, Range 67 West, 6th P.M.
Section 14: S½N½, N½S½

(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 October 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: August 19, 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: Brian Bolton


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.



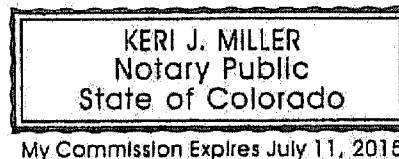
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

JOH

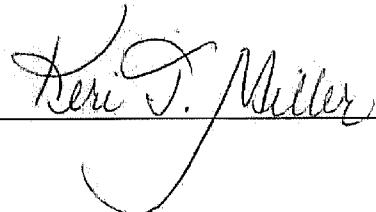
Subscribed and sworn to before this 13 day of August 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: July 11, 2015



Keri J. Miller

IN THE MATTER OF THE APPLICATION OF
NOBLE ENERGY, INC. FOR AN ORDER TO
POOL ALL INTERESTS IN AN APPROXIMATE
320-ACRE WELLBORE UNIT ESTABLISHED
FOR SECTION 14, TOWNSHIP 5 NORTH,
RANGE 67 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, UNNAMED FIELD,
WELD COUNTY, COLORADO

DOCKET NO.

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

[Handwritten signature]

My commission expires: 3/3/2015

Notary Public

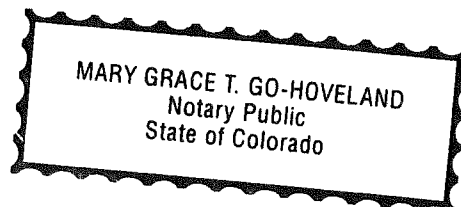


EXHIBIT A

PDC Energy, Inc.
1775 Sherman Street, Suite 3000
Denver, CO 80203

Robert L. Haynie Revocable Trust U/A dated
December 20, 1991, Robert L. Haynie and
James D. Hanegan, Trustees
1625 Broadway, Suite 800
Denver, CO 80202

Bottling Group, LLC
Pepsi Beverages Company
One Pepsi Way
Somers, NY 10589

The Bars S U, Inc.
17168 N. Frontage Rd.
Fort Morgan, CO 80701

TJV, LLC
P.O. Box 392
Greeley, CO 80632

Generation II, LLC
P.O. Box 392
Greeley, CO 80632

Pattlen Enterprises, Inc.
4700 Holly St.
Denver, CO 80216

Roche Investments, LLLP
361 71st Ave.
Greeley, CO 80634

R. Seth Ward
35712 Weld County Road 19
Windsor, CO 80550

Golden Eye Investments LLC
361 71st Ave.
Greeley, CO 80634

Vicki Ragan
109 Sequams Lane E
West Islip, NY 11795

Michael E. Ragan
P.O. Box 1422
Bristol, VA

Jana Price
5151 44th Ave.
Greeley, CO 80634

Gerald D. Lehl
9 Silverweed Court
Pueblo, CO 81001

Marjorie Fair
8900 Middle Pointe Road
Louisville, KY 40241

Elaine Henderson
1615 N.E. Bryant Street
Portland, OR 97211

Linda Diaz
P.O. Box 995
Coulee City, WA 99115

Annette Rogers
8890 S.W. Borders Street
Portland, OR 97223

Heirs and/or Devisees of Clarence Williamson
Unknown

Jerry Lehl
9 Silverweed Court
Pueblo, CO 81001

Mike Ragan
9 Silverweed Court
Pueblo, CO 81001

Judith Diane Leonard, Trustee under the
Elaine Rosamond Goldberg Living Trust,
dated September 10, 2002
12238 E. Louisiana Dr.
Aurora, CO 80012

Tomora Training Center Inc.
11000 US Hwy 34
Greeley, CO 80634