

**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 DESIGNATED WELLBORE
SPACING UNIT ESTABLISHED FOR
SECTIONS 11 AND 14, TOWNSHIP 5 NORTH,
RANGE 64 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, KERSEY FIELD,
WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

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 Cockroft B11-62-1HN Well, (API No. 05-123-37202) ("Well") for the development of the Niobrara Formation on the following described lands:

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

Section 11: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 14: N $\frac{1}{2}$ N $\frac{1}{2}$

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.
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 64 West, 6th P.M.

Section 11: S½S½

Section 14: N½N½

(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:

A handwritten signature in black ink, appearing to read "Gregory J. Nibert Jr.", written over a horizontal line.

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

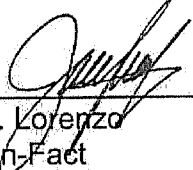
Applicant's Address:

Noble Energy, Inc.
ATTN: Natalie Ehlers
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.



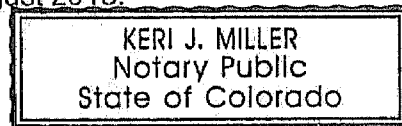
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

NJE
JK

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

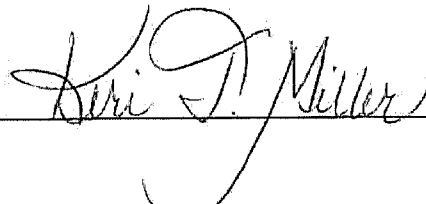
Witness my hand and official seal.

[SEAL]



My Commission Expires July 11, 2015

My commission expires: July 11, 2015



Keri J. Miller

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AFFIDAVIT OF MAILING

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

I, Gregory Nibert, of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for Noble Energy, Inc. and that on or before August 26, 2013, I 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 Nibert

Subscribed and sworn to before me August __, 2013.

Witness my hand and official seal.

My commission expires: 3/31/15.

Mary Grace T. Go-Hoveland
Notary Public

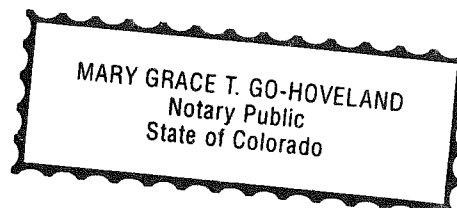


EXHIBIT A

Ace Royalties, LLC
1051-D Hwy 34
Loveland, CO 80537

Andele Energy, LLC
1241 Thoroughbred Rd.
Durango, CO 81303

Arlene Weizenegger
1620 33rd Ave.
Greeley, CO 80634

Brent J. Morse
410 Seventeenth St., Suite 805
Denver, CO 80202

Carol A. Thompson
14017 WCR 251/2
Platteville, CO 80651-7506

Carol Ann Hering
1040 Briarwood Drive
Lakewood, CO 80226

Clark Energy Corporation
d/b/a CEC of Colorado, Inc.
12224 E. Amherst Circle
Denver, CO 80014-3304

Cockroft Dairy Farms, LLLP
27906 County Road 388
Kersey, CO 80644-9608

David A. Holman
28236 WCR 58 ½
Greeley, CO 80906

David J. Bernhardt, Jr.
14701 Southeast 172nd Place
Renton, WA 98058

David S. Boulter
20491 CR 44
LaSalle, CO 80645

David S. Boulter, Custodian for Austin R. Boulter
under the CUTMA
20491 CR 44
LaSalle, CO 80645

Donald Eugene Hoffner
237 SO Mountain View Drive
Eaton, CO 80615

Dorothy M. Holman
28236 Weld County Road 58 ½
Greeley, CO 80631

Eclipse Energy, LLC
P.O. Box 271309
Fort Collins, CO 80527

Fanny J. Ivie
P.O. Box 30
Carr, CO 80612

Frederick M. Upham
5404 Fossil Court North
Fort Collins CO, 80525

Geoquest Corporation
12224 E Amherst Circle
Aurora, CO 80014

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201

George Kagohara
121 Columbia Road
Fort Collins, CO 80525

Harriet H. Leher
Address Unknown

Herbert J. Hoffner
3610 Empire St.
Evans, CO 80620-2229

Jacqueline M. Frank
30 Ravenglass Way
Colorado Springs, CO 80906

James A. Hoffner
435 46th Ave. Unit 7
Greeley, CO 80634

James Holman and
Elizabeth Marie Holman
as Joint Tenants
2833 WCR 388
Kersey, CO 80644

James Holman and
Elizabeth Marie Holman
Co-Trustees of the Holman Family Trust
dated December 8, 1999
2833 WCR 388
Kersey, CO 80644

JoEll K. Matthews
110 52nd Ave.
Greeley, CO 80634

John Arron Rhone
P.O. Box 1486
Grand Lake, CO 80447

John H. Rhone and Sally Blea
as Co-Conservators of the Estate of
Kyle Darren Rhone, a minor
P.O. Box 1486
Grand Lake, CO 80447

KCB, LLC
14339 CR 74
Eaton, CO 80615

James Alvin Hoffner
Power of Attorney for Kenneth D. Hoffner
435 46th Ave. Unit 7
Greeley, CO 80634

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

Meagher Oil & Gas Properties, Inc.
P.O. Box 4782
Englewood, CO 80155-4782

Michael D. Zeitlin Grantor Trust
4181 S. Quebec St.
Denver, CO 80237

Michael J. Boulter
22019 County Road 54
Greeley, CO 80631

Mizel Exploration Corporation
3600 South Yosemite Street
Denver, CO 80237

Nancy Dennis
2209 29th Ave.
Greeley, CO 80634

Paul A. McCullis
P.O. Box 3248
Littleton, CO 80161-3248

Prime Resources
421 Rio Gabriel Dr.
Liberty Hill, TX 78642

Pro-Active Investments, Inc.
4734 S. Clayton Court
Englewood, CO 80113

Ram Land Co., LLC
P.O. Box 3248
Mead, CO 80542

Rema Deon Rhone
P.O. Box 541642
Grand Prairie, TX 75054-1642

Robert L. Hoffner
1954 46th Ave.
Greeley, CO 80634

Roger P. Boulter
2810 N. Expressway 77
Harlingen, TX 78552

Steven Gilliland and Jody Gilliland,
as Joint Tenants
3706 W. 109th Street S
Jenks, OK 74037

Sumie Kagohara
121 Columbia Road
Fort Collins, CO 80525

Tamela J. Boulter
1480 Lone Scout Lookout
Monument, CO 80919

Terry D. Meyer and JoAnne D. Meyer,
as Joint Tenants
9810 Knollview Drive
Pensacola, FL, 32514

Terry J. Hoit
980 Carlson
Colorado Springs, CO 80919

The Heirs or Assigns of
Richard W. Miller, Deceased
P.O. Box 337
Jennings, LA 70546

Thomas A. Jennaway
1700 Laporte
Fort Collins, CO 80521

Thomas L. Hoffman
2630 Meadow Creek Circle
Fargo, ND 58104

Travis Heare
28040 WCR 57 ½
Kersey, CO 80644

Trudy J. Boulter
5770 W. Alamo Dr.
Denver, CO 80123

Wild West Joint Venture,
c/o Robert Childas
1220 11th Ave., Suite 300
Greeley, CO 80631

William F. Boulter
1448 E. Seminole
Springfield , MO 65804

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DOCKET NO.

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Jamie L. Jost, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is an attorney for Noble Energy Inc., that on September 5, 2013, she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the following additional party:

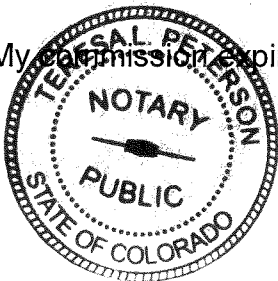
Harriett H. Lehr
2176 Buena Vista Drive
Greeley, CO 80634

Jamie L. Jost
Jamie L. Jost

Subscribed and sworn to before me September 4, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13



Leresa S. Peters
Notary Public