

**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 IN SECTION 3, TOWNSHIP 5
NORTH, RANGE 64 WEST, 6TH P.M., FOR
THE NIOBRARA FORMATION, WATTENBERG
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 Wolfpack PC B03-63-1HN Well, (API No. 05-123-37323) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 64 West, 6th P.M.
Section 3: S½

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 3: S½

(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 28, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By:

A handwritten signature in black ink, appearing to read "Jamie L. Jost", 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

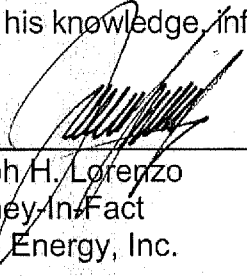
Applicant's Address:

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
cmk

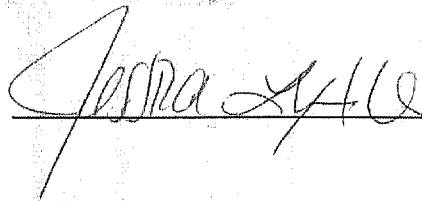
Subscribed and sworn to before this 20th day of August 2013.

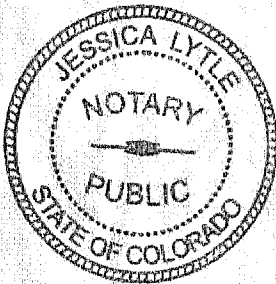
Witness my hand and official seal.

[SEAL]

My commission expires:

10/19/2015





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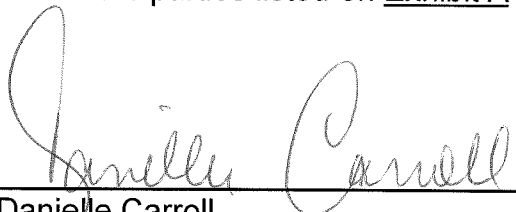
DOCKET NO.

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.

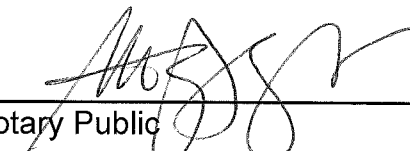


Danielle Carroll

Subscribed and sworn to before me August 28 2013.

Witness my hand and official seal.

My commission expires: 3/3/2015.



Notary Public

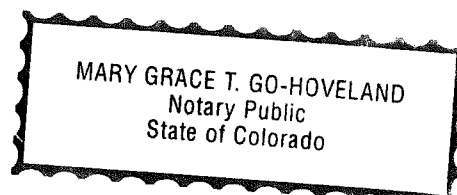


EXHIBIT A

Anita Huerter
3061 W. 92nd #9F
Westminister, CO, 80031

ATCF/Partners/ co TXO Corporation
One Market, Landmark, Suite 620
San Francisco, CA, 94105

Betty Newman
4582 Alamo Drive
San Diego, CA, 92115

Betty Ruosch
PO Box 274
Fifield , WI, 54524

Cynthia A. Zeren
4457 South Meadow Dr.
Boulder, CO, 80301

Deborah Duval Arnold
1261 Aupupu Place
Kailau, HI, 96734

Dorothy C. Sandlin
3716 Marlborough Ct.
Plano, TX, 75075

Dorothy J. Briscoe
304 Eastridge Dr.
Royse City, TX, 75189

Edwin H. Briscoe
14370 SE Oregon Trail Drive Apt.222
Clackamas, OR, 97015

Florence Anderson
3164 South Wheeling Way #411
Aurora, CO, 80014

Frizzell Exploration Company II
Now Enrich Oil Corporation
PO Box 1320
Abilene, TX, 79604

Gary Martin Schack
1023 South Bowie
Amarillo, TX, 79102-1512

George J. Connolly
9978 Wolff St.
Westminister, CO, 80031

Gertrude M. Briscoe
1521 11th Ave #2
Greeley, CO, 80631

Gloria Loflin
2400 Lynn Oak Drive
Greensboro, NC, 27406

Grace Prochnow
11509 NE 3rf Ave.
Vancouver, WA, 98685

Gregory M. Connolly
288 Clayton St., Suite 204
Denver, CO, 80202

Harold E. Briscoe
6450 Outlook Ave
Oakland, CA, 94605

Ivan K. Briscoe
PO Box 188606
Sacramento, CA, 95818

Janet R. Norman
9855 Fountain Rd
Cascade, CO, 80809

Joseph D. Moralez, III and
Lori D. Moralez, as Joint Tenants
27758 WCR 60.5
Greeley, CO, 80631

Joseph Patrick Briscoe
519 Lincoln St.
Sterling, CO, 80751

Josephine Stevens
9317 S Citrus Lane
Sun Lakes, AZ, 85224

Kay L. Paine
5566 Rosemary Pl.
New Orleans, LA, 70124-1842

Kenneth E. Forster and
Jo M. Forster, as Joint Tenants
27710 WCR 60 12
Greeley, CO, 80631

Kevin Pagel and
Brandy Pagel, as Joint Tenants
27904 County Road 60.5
Greeley, CO, 80631

Larry D. Feuerstein
13621 County Road 64
Greeley, CO, 80631

Leon Toelle and
Patricia Toelle, as Joint Tenants
27990 WCR 60.5
Greeley, CO, 80631

Leonard M. Schack
3131 E Alameda #1108
Denver, CO, 80209

Lillian C. Pope
c/o Kay Pope
7900 West Layton, #802
Littleton, CO, 80123

Markham B. Schack
550 Crestview Lane
Morehead, KY, 40351

Marvin Schack,
as attorney in fact for Lucy Harris Schack
1107 Amherst Drive
Tyler, TX, 75701

Maureen C. Connolly
11250 West 38th Ave., Apt. #1
Wheat Ridge, CO, 80033

Michael Frederick Briscoe
21152 County Road 50
Iliff, CO 80736

Millage Brothers, Inc.
a Colorado Corporation
22744 CR 59
Kersey, CO, 80644

Noble Energy WyCo, LLC
1625 Broadway, Suite 2200
Denver, CO, 80202

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

Rachel J. Willhite
6444 Sylvand Road
Citrus Heights, CA 95610

Randall J. Feuerstein
c/o Dufford & Brown, P.C.
1700 Broadway, Suite, 1700
Denver, CO, 80290

Raymond J. Hergenreder and
Judi K. Hergenreder, as Joint Tenants
27622 CR 60.5
Greeley, CO, 80631

Robert Lee Feuerstein
1908 46th Ave.
Greeley, CO 80634

Robert Walter Schack
14 Jupiter Grove Place
The Woodlands, TX 77832

Ruth E. Leuf
1136 Greenhill Way
Caorona, CA 92882

Salter Family Trust c/o Fred Salter
3100-A Pullam St.
Costa Mesa, CA 92626

Shirley and Lennard Johnson
11926 Hickory Hill
Cypress, TX 77429

Stacey L. and Robin K. Schrader
10207 13th St. Road
Greeley, CO 80634

Stanley Gronsten
2621 Grule Ave
Lewiston, ID, 83501

Steven J. Buchanan
400 S. Snowmass Cir.
Superior, CO, 80027-6118

Synergy Resources Corporation
20203 Highway 60
Platteville, CO, 80651-8802

Tammy Jo Burtard
23939 County Road 46
Iliff, CO 80736

Teresa A. Connolly
5765 Dover St.
Arvada, CO 80002

Terry D. Meyer and
JoAnne D. Meyer, as joint tenants
9810 Knollview Drive
Pensacola, FL 32514

The Heirs, Successors, or Devisees of
Marvin H. and Roberta D. Schack
1107 Amherst Drive
Tyler, TX, 75701

William G. Crews
3822 West 11th St. Unit 36
Greeley, CO, 80634