

**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
3,200-ACRE UNCONVENTIONAL RESOURCE
UNIT ESTABLISHED FOR SECTIONS 3, 4, 9,
10, AND 16, TOWNSHIP 9 NORTH, RANGE 58
WEST, 6TH P.M., FOR THE CODELL-
NIOBRARA FORMATION, UNNAMED 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 3,200-acre unconventional resource unit ("URU") for the development of the Codell-Niobrara Formation on the following described lands:

Township 9 North, Range 58 West, 6th P.M.

Section 3: All

Section 4: All

Section 9: All

Section 10: All

Section 16: All

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. Order No. 535-3, entered by the Commission on February 22, 2011, established 640 acre drilling and spacing units for Sections 3, 4, 9 and 10 of the Application Lands, allowed one (1) horizontal well in each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and approved the surface location for any permitted horizontal well to be located anywhere in the drilling and spacing unit with the initial perforation and ultimate bottomhole to be located no closer than 600 feet from the unit boundary without exception being granted by the Director.
4. Order No. 535-110, entered by the Commission on December 12, 2011, allowed all non-consenting interests in the 640 acre drilling and spacing unit established for Section 10 of the Application Lands to be pooled pursuant to 34-60-116, C.R.S. for the Niobrara formation.

5. Order No. 535-125, entered by the Commission on January 23, 2012, established a 640 acre drilling and spacing unit for Section 16 of the Application Lands, allowed one (1) or more horizontal wells and one (1) or more vertical wells for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara formations, approved the treated interval of any permitted well to be drilled no closer than 600 feet from the boundaries of said unit and not less than 150 feet from another well or treated interval of a well, and required that any wells be drilled from no more than four (4) well pads per quarter section, with wells on each pad to be drilled within 50 feet of an adjacent well.

6. Order No. 535-302, entered by the Commission on March 25, 2013, among other things, 1) vacated the approximate 640-acre drilling and spacing unit established by Order No. 535-3 for Sections 3, 4, 9 and 10, Township 9 North, Range 58 West, 6th P.M.; 2) vacated pooling Order No. 535-110 for Section 10, Township 9 North, Range 58 West, 6th P.M.; 3) vacated the approximate 640-acre drilling and spacing unit established by Order No. 535-125 for Section 16, Township 9 North, Range 58 West, 6th P.M.; and 4) established an approximate 3,200-acre URU consisting of the Application Lands and approved the request for an unlimited number of wells within the boundaries of the URU, subject to engineering testimony establishing the appropriate number of wells to efficiently and economically drain the reservoir, for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation

7. The 3,200-acre URU is subject to a Unit Agreement ("UA") and Unit Operating Agreement ("UOA") whereby Noble was designated operator. Over 80 percent of the working interest owners have signed the UA and UOA.

8. 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 Codell-Niobrara Formation underlying the following approximate 3,200-acre URU:

Township 9 North, Range 58 West, 6th P.M.
Section 3: All
Section 4: All
Section 9: All
Section 10: All
Section 16: All

9. 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 of any well in the 3,200-acre URU to the Codell-Niobrara Formation.

10. 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 wells in the 3,200-acre URU, and have been provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

11. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and URU should be pooled for the orderly development of the Codell-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 3,200-acre URU for the development of the Codell-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 any well in the 3,200-acre URU to the Codell-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 any 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.

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 29, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By: Jamie L. Jost

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

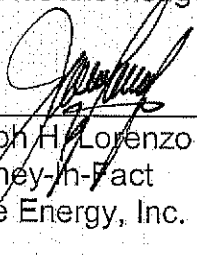
Applicant's Address:

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.



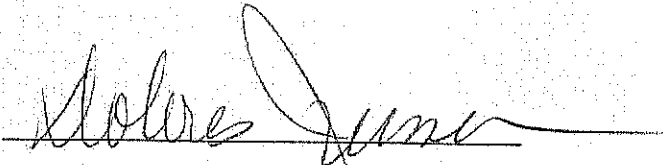
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

Subscribed and sworn to before this 29th day of August 2013.

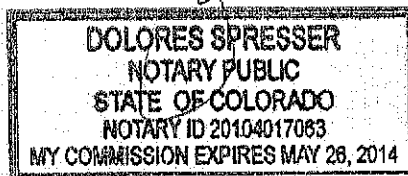
Witness my hand and official seal.

[SEAL]

My commission expires: May 26, 2014



Dolores Spreser



**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 3,200-ACRE UNCONVENTIONAL RESOURCE UNIT ESTABLISHED FOR SECTIONS 3, 4, 9, 10, AND 16, TOWNSHIP 9 NORTH, RANGE 58 WEST, 6TH P.M., FOR THE CODELL-NIOBRARA FORMATION, UNNAMED FIELD, WELD COUNTY, COLORADO

CAUSE NO.

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 29 2013.

Witness my hand and official seal.

My commission expires: 8/3/2015

~~Notary~~ Public

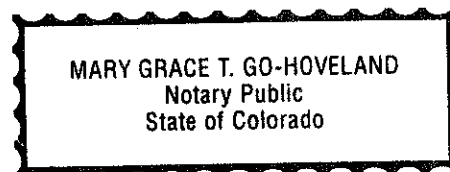


EXHIBIT A

Noble Energy WyCo, LLC
1625 BROADWAY, SUITE 2200
DENVER, CO 80202

Noble Energy, Inc.
1625 BROADWAY, SUITE 2200
DENVER, CO 80202

Whiting Oil & Gas Corporation
1700 BROADWAY, SUITE 2300
DENVER, CO 80290

Craig T. Clifford
818 W. RIVERSIDE, #880
SPOKANE, WA 99201

Melanie Clifford Nedrud
1217 LINCOLN RD.
MISSOULA, MT 59802

Gail Clifford Hutton
16761 CORAL CAY LN.
HUNTINGTON BEACH, CA 92649

Lance Julander 4185
S. ONEIDA ST.
DENVER, CO 80218

SKV, LLC
Attn: Mr. Conley P. Smith
P.O. Box 300687
DENVER, CO 80218

Ward Petroleum Corporation
P.O. BOX 1187
ENID, OK 73702

Carrizo (Niobrara) LLC
Attn: Land Manager
Western U.S. 500 DALLAS ST., SUITE 2300
HOUSTON, TX 77002

Haimo Oil & Gas, LLC
Attn: Mr. Zhi Liu
2901 WILCREST DR., SUITE 285
HOUSTON, TX 77042

OIL India (USA) Inc.
Attn.: Mr. Arthur J. Wright
333 CLAY ST., SUITE 3300
HOUSTON, TX 77002

IOCL (USA) Inc. C/O Thompson Knight, LLP
Attn: Mr. Arthur J. Wright
333 CLAY ST., SUITE 3300
HOUSTON, TX 77002
ACME Oil Corporation

Attn: Mr. Adam C. Buna
1051-D WEST HIGHWAY 34
LOVELAND, CO 80537

Kerr-McGee Oil & Gas Onshore LP
1099 18TH ST.
DENVER, CO 80202

Encore Bank, N.A., dba Encore Trust and
Marian Neal Leyth, Co-Trustees under the Will
of William Bonner Rubey, deceased, for the
benefit of Marian Rubey Mitchell
NINE GREENWAY PLAZA, SUITE 1000
HOUSTON, TX 77056

Encore Bank, N.A., dba Encore Trust and
Marian Neal Leyth, Co-Trustees
under the Will of William Bonner Rubey,
deceased,
for the benefit of Robert Neal Rubey
NINE GREENWAY PLAZA, SUITE 1000
HOUSTON, TX 77056

Mary Elizabeth Ellinghausen
1512 S. DENVER
TULSA, OK 74119-3829

Hosea V. Price
13 E. 3RD WINSTON
SALEM, NC 27101

Emma Griggs, Est.,
c/o Mrs. Susan G. Young
109 S. FULTON AVE.
MT. VERNON, NY 10550-5105

Kansas 4-H Foundation, Inc.
KANSAS STATE UNIVERSITY
116 UMBERGER HALL
MANHATTAN, KS 66506

Kerr-McGee Oil & Gas Onshore LP
1099 18TH STREET
DENVER, CO 80202

Robert Rohn
53228 CO RD 106
GROVER, CO 80729

Antelope Energy Company, LLC
P.O. BOX 577
KIMBALL, NE 69145

Christian K. Johnson
8017 W. 78TH PLACE
ARVADA, CO 80005

Judith A. McLaren 6900
W. GRANT RANCH BLVD., UNIT 63
LITTLETON, CO 80123

Marilyn J. Samber
14311 DAKOTA RD.
STERLING, CO 80751

Charlotte J. Norgren
P.O. BOX 644
BELLEVUE, ID 83313

Daniel Stanley
46779 CR.22
WIGGINS, CO 80654-5210

Bryson E. Baine a.k.a. Bryson E. Bain
C/O Canyon Hills Manor
1210 CANYON HILLS RD.
THERMOPOLIS, WY, 82443

Amroy Company
P.O. BOX 18442
OKLAHOMA CITY, OK 73154

Marie P. Gower and Wells Fargo Bank, N.A.,
successor by merger to First Interstate Bank of
Denver, N.A., as Co-Trustees of the Frank H.
Gower Family Trust
P.O. BOX 5383
DENVER, CO 80217

Mark A. Gower and
Bette Will Gower, joint tenants
P.O. BOX 912
BELLEVUE, ID 83313

Steven H. Gower
P.O. BOX 644
BELLEVUE, ID 83313

Gower Oil & Gas, LLC;
Wells Fargo, Specialty Asset Oper
546 CROSSING CR
AUSTIN, TX 78704

Gower Family, LLC
7827 S. POPLAR WAY
ENGLEWOOD, CO 80112

Mauzy's CFO, LLC
2242 BRECKENRIDGE DR.
BERTHOUD, CO 80513

Donald E. Larkin
1416 MARSH HARBOUR DR.
ROUND ROCK, TX 78664

Edward K. Larkin
394 NEWTON COURT
GAHANNA, OH 43230

Gerald Orville Herman
14606 ANDERSON RD.
KLAMATH FALLS, OR 97603

E. Carol McGuire, trustee of the
E. Carol McGuire Living Trust
dated January 25, 2008;
752 FERNWOOD DR.
MEDFORD, OR 97504-4342

Henrietta A. Witt, a possible heir and/or
devisee of Jerold C. Witt, deceased
2808 W. 25TH STREET
GREELEY, CO 80634

Carolyn J. Truitt 9830
ELLISON AVE.
OMAHA, NE 68134

Juanita J. Ball
2574 19th AVENUE
GREELEY, CO 80631

Jacquelyn J. Cone
2611 EVERETT
NORTH BEND, OR 97459-2233

James L. Witt; Joel Witt, (POA)
9244 WESTON DR.
BRENTWOOD, TN 37027

Mary Anne Malone and Stephen S. Mark,
Co-Trustees of the Marital Deduction Trust
under Will of Ruth Eleanor Mark
6208 WATERFORD BLVD #97
OKLAHOMA CITY, OK 73118

Mary Anne Malone and Stephen S. Mark,
Co-Trustees of Residuary Trusts A and B
under Will of Ruth Eleanor Mark
6208 WATERFORD BLVD #97
OKLAHOMA CITY, OK 73118

Barbara Jane Kirkpatrick
121 MELROSE
LANCASTER, TX 75146-2221

Alvin D. Fisher and Arion S. Fisher, Co-Personal
Representatives of the Estate of Shirley Ann
Fisher, deceased
Alvin D. Fisher
312 ELM COURT
WRAY, CO 80758

Alvin D. Fisher and Arion S. Fisher,
Co-Personal Representatives of the
Estate of Shirley Ann Fisher, deceased
Arion S. Fisher
1120 FULTON FT.
LUPTON, CO 80621

David P. Pierson, a possible heir and/or
devisee of Darlene D. Pierson,
a.k.a. Darlene L. Pierson
102 ROBIN DRIVE
PAULSBORO, NJ 08066

Barbara Jo Atkins
2124 53RD AVE SE
ALBANY, OR 97322

Catherine J. Miller Wash,
a.k.a. Catherine J. Wash
12647 W BAJAD RD.
PEORIA, AZ 85383

Allan L. Turner
1476 S. LEE CT.
LAKEWOOD, CO 80232

Christine J. Miller Dyer,
a.k.a. Christine J. Dyer
3360 CASCINA CIRCLE #D
HIGHLANDS RANCH, CO 80126

Estate of Stanley L. Andres
920 E. KELLY DR.
LOVELAND, CO 80537-5241

Gail F. Langley
2424 WILLOW LANE
LONGMONT, CO 80503

Joel S. Miller
150 E. 29TH ST., SUITE 270
LOVELAND, CO 80538

Alvin R. Andres
3864 E. COUNTY DOWN DR.
CHANDLER, AZ 85249

Lorraine Martin, a possible heir and/or
devisee to Johnnie M. Martin
ROUTE 6, 2601 COCANO SOUTHWEST
ALBUQUERQUE, NM 87106

Jack Clarence Martin
P.O. BOX 1863
MANNFORD, OK 74044

Hunter Curtis Baar
P.O. BOX 8576
ASPEN, CO 81612

Encore Bank, N.A., dba Encore Trust and
Marian Neal Lyeth (formerly Marian Neal
Rubey), Co-Trustees under the Will of
William Bonner Rubey, deceased,
for the benefit of Marian Rubey Mitchell
NINE GREENWAY PLAZA, SUITE 1000
HOUSTON, TX 77056

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Marian Neal Lyeth (formerly Marian Neal
Rubey), Co-Trustees under the Will of
William Bonner Rubey, deceased, for the
benefit of Robert Neal Rubey
NINE GREENWAY PLAZA, SUITE 1000
HOUSTON, TX 77056

Robert Bonner Rubey
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DENVER, CO, 80209

Arthur Carson Rubey, III,
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SAN ANTONIO, TX 78209

Elizabeth Stuart Rubey Bourne
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ANGLETON, TX 77515

Lowe MacKinnon Rubey Figour
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TIBURON, CA 94920

Margaret Sweeney Rubey Gingrass
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SHERMAN OAKS, CA 91403

Adam Knight Rubey
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BOULDER, CO 80304

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TALALA, OK 74080-9675

Dan B. Riddle
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GUNTER, TX 75058-3513

Penn Royalty Company
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OKLAHOMA CITY, OK 73102-4511

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a.k.a. Catherine Bonner Rubey McMurtry
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HOUSTON, TX 77027

Colorado Land Services, LLC
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LOVELAND, CO 80537

Michael Moose Watson
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COTTER, AR 72626

Katrina A. Watson
924 COUNTY RD. 74
COTTER, AR 72626

Hattie Hammer
2167 BLUERIDGE DR.
DUNCANVILLE, TX, 75137-4511

Spindletop Exploration Company, Inc.
P.O. BOX 50787
MIDLAND, TX 79710-0787

Marilyn J. Vitkevich-Wilke,
a.k.a. Marilyn P. Vitkevich-Wilke,
f.k.a. Marilyn J. Vitkevich and as
Marilyn P. Vitkevich
542 S.E. MAGNONI DR.
COLLEGE PLACE, WA 99324

Timbro Ranch & Cattle Co. LLC
PO BOX 367
SPRINGFIELD, NE 68059

Centennial Mineral Holdings, LLC
5950 CEDAR SPRINGS RD STE 200
DALLAS, TX 75235

Lincoln Energy, LLC
978 S CORONA ST
DENVER CO 80209

Wells Fargo, N.A., as Conservator for the
Betty Jean Castor Conservatorship
PO BOX 41779
AUSTIN, TX 78704

Lance A. Julander
4185 SOUTH ONEIDA STREET
DENVER, CO 80237

John W. Julander and
Deborah Julander, joint tenants
90 SILVER FOX DRIVE
GREENWOOD VILLAGE, CO 80121

Joan Ellen Juel
26 Courts Dr.
Little Rock, AR 72223

Eileen McDermott, a.k.a.
Eileen S. Wilson, a.k.a. Eileen S. Johnson
PO BOX 159070
NASHVILLE, TN 37215

Timothy Joseph McDermott
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JACKSONVILLE, FL 32210

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GRAND ISLAND, NE 68803

Hugh Anthony McDermott
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LINCOLN, NE 68502

Mark Daniel McDermott
PO BOX 14632
PORTLAND, OR 97293

John Brian McDermott
PO BOX 460
GRAND ISLE, NE 68802

Leo Martin McDermott
738 BENFIELD RD
SEVERNA PARK, MD 21146

Kevin George McDermott
21950 S 93RD ST
HOLLAND, NE 68372

Kerry Francis McDermott
5709 CHATSWORTH
LINCOLN, NE 68516

John B. McDermott,
as Trustee for Thomas R. McDermott
PO BOX 460
GRAND ISLAND, NE, 68802

Thomas J. Brady
404 WOODLAND DR #22 RIVERSIDE
GRAND ISLAND, NE 68801, (Mary Jo Brady)

John B. McDermott,
as Trustee for George D. Brady
1016 W. DIVISION ST.
GRAND ISLAND, NE 68801-6454

Heirs and/or Devisees of
Marcia McD. Corrigan, deceased
ADDRESS UNKNOWN

James E. McDermott
6363 SAN FELIPE #504
HOUSTON, TX 77057

Mary Jo Brady
9658 AVENEL COURT
CARMEL, IN 40632 (Daniel Brady)

Kathleen A. Brady
PO BOX 2746
WOODINVILLE WA 98072

Thomas J. Brady, as Trustee for Edward Brady
1016 W DIVISION ST
GRAND ISLAND, NE 68801 (John B McDermott AIF)

Daniel Brady
6910 W 71ST ST
INDIANAPOLIS, IN, 46278

Mary Ann Peard
P O BOX 173
GRAND ISLE, NE 68802 (John B McDermott, AIF)

Robert Peard
P O BOX 173
GRAND ISLE, NE 68802 (John B McDermott, AIF)

Michael Peard
507 W 14 RD
PHILLIPS, NE 68865

Cheryl Peard
1217 10TH ST.
AURORA, NE 68818-1633

Randall Peard
1620 M ST
AURORA, NE 68818

Patricia Peard
57556 N 120TH AVE
PALMER, NE 68864

William Peard
785 SE BOBWHITE LN
WAUKEE, IA 50263

Thomas Peard
P O BOX 173
GRAND ISLE, NE 68802 (John B McDermott, AIF)

Hugh A. McDermott,
as Trustee for James Edward McDermott
1636 WOODSVIEW ST
LINCOLN, NE 68502 (Hugh A McDermott TTEE)

Katharine Corrigan
1823 IMPERIAL GOLF COURSE BLVD
NAPLES, FL 34110

Patrick Corrigan
1823 IMPERIAL GOLF COURSE BLVD
NAPLES, FL 34110

Charles D. Bass
44390 POUDRE CANYON RD
BELLVUE, CO 80512

Linda Ann Conrad
6305 W 6TH AVE C-20
LAKEWOOD, CO 80214

John Morgan Wilson
701 POYDRAS ST STE 5000
NEW ORLEANS, LA 70139

William Wayne Wilson
1161 PRIMROSE LN
FRUITA, CO 81521

Arthur James Wilson, III
3596 DILLARDS HILL ROAD
UNION HALL, VA 24176

State of Colorado
1127 SHERMAN ST STE 300
DENVER, CO 80202