

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
VACATING ORDER NO. 535-3, IN PART,
VACATING ORDER NO. 535-69, IN PART,
VACATING ORDER NO. 535-126, AND
ESTABLISHING AN APPROXIMATE 3200
ACRE UNCONVENTIONAL RESOURCE
UNIT IN SECTIONS 1, 2, 11 AND 12,
TOWNSHIP 9 NORTH, RANGE 58 WEST,
AND SECTION 36, TOWNSHIP 10 NORTH,
RANGE 58 WEST, 6TH P.M., WITH 300
FOOT SETBACKS FOR SUCH
UNCONVENTIONAL RESOURCE UNIT IN
AN UNNAMED FIELD, CODELL-NIOBRARA
FORMATION, WELD COUNTY, COLORADO

CAUSE NO. _____

DOCKET NO. _____

APPLICATION

Noble Energy, Inc. ("Applicant"), by and through its attorneys, Jost & Shelton Energy Group, P.C., respectfully submits this Application to the Colorado Oil and Gas Conservation Commission ("Commission") for an order vacating Order No. 535-3, in part, vacating Order No. 535-69, in part, vacating Order No. 535-126, and establishing a 3,200 acre unconventional resource unit ("URU"), with 300 foot setbacks from the unit boundary, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation covering certain described lands in Weld County, Colorado and in support of its Application, Applicant states and alleges as follows:

General Information

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 a majority of the leasehold interests in the lands described below (hereafter the "Application Lands"):

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

Section 1: ALL

Section 2: ALL

Section 11: ALL

Section 12: ALL

Township 10 North, Range 58 West, 6th P.M.

Section 36: ALL

3,200 acres, more or less, Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

3. The Codell-Niobrara Formation in this area is defined as the stratigraphic equivalent of the interval between 5,587 feet and 5,921 feet as found in the Rohn PC LD09-01 Well located in the NE/4NE/4 of Section 9, Township 9 North, Range 58 West, 6th P.M., Weld County, Colorado. The Codell-Niobrara Formation should be considered a common source of supply underlying the Application Lands because there is no significant stratigraphic barrier between the formations and could be completed as a single completion.

Existing Commission Orders

4. Order No. 535-3, entered by the Commission on February 22, 2011, established 640 acre drilling and spacing units for Sections 2, 11, and 12 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.

5. Order No. 535-69, entered by the Commission on September 19, 2011, established 640 acre drilling and spacing unit for Section 1, allowed two (2) horizontal wells in the 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.

6. Order No. 535-126, entered by the Commission on January 23, 2012, established a 640 acre drilling and spacing unit for Section 36 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.

Treatment of Existing Commission Orders

7. Applicant requests that the Commission vacate Order No. 535-3 only as it applies to Sections 2, 11 and 12 of the Application Lands and apply the unit method set forth below.

8. Applicant requests that the Commission vacate Order No. 535-69 only as it applies to Section 1 of the Application Lands and apply the unit method set forth below.

9. Applicant requests that the Commission vacate Order No. 535-126 as it applies to Section 36 of the Application Lands and apply the unit method set forth below.

Request for 3,200 acre Unit

10. To promote efficient drainage within the Codell-Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish a unit of approximately 3,200 acres for the Application Lands.

11. That the above-proposed unit will allow efficient drainage of the Codell-Niobrara Formation; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs. The unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed well(s) in the unit.

12. That the Applicant is requesting to drill and complete the appropriate number of wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the proposed unit. The proposed unit will be governed by a unit agreement and unit operating agreement that Applicant will present to the working interest owners within the unit.

13. The Applicant states that each proposed horizontal well shall be located on the surface anywhere within the unit, or on adjacent lands, with the equivalent of no more than eight wellpads per section in the Unit, unless an exception is granted by the Director or the surface owner of the lands upon which the well or associated facilities are located requests specific placement of the wellpads.

14. The Applicant states that the treated interval of any horizontal well shall be no closer than 300 feet from the boundaries of the 3,200 acre unit and no closer than 150 feet from another horizontal wellbore in the unit unless an exception is granted by the Director. The establishment of such unit will have no adverse effect on the correlative rights of adjacent owners.

Treatment of Wells in Proposed Unit

15. Applicant requests that the Commission exclude any and all existing vertical or directional wells drilled and completed to the Codell-Niobrara Formation (or the Codell or Niobrara Formation individually, as indicated on the applicable Application for Permit to Drill – "APD") from the proposed 3,200 acre unit. Any production from

existing vertical or directional wells drilled and completed to the Codell-Niobrara Formation (or the Codell or Niobrara Formation individually, as indicated on the applicable APD) shall continue to be allocated on the current payment of production basis and such allocation shall not be effected by the approval of this Application.

16. Applicant requests that the Commission include any and all existing horizontal wells drilled and completed to the Codell-Niobrara Formation (or the Codell or Niobrara Formation individually, as indicated on the applicable Application for Permit to Drill – "APD") from the proposed 3,200 acre unit. Any production from existing horizontal wells drilled and completed to the Codell-Niobrara Formation (or the Codell or Niobrara Formation individually, as indicated on the applicable APD) shall be re-allocated on the 3,200 acre unit basis as of the first day of the month following approval by the Commission.

17. That the names and addresses of the interested parties (both within the proposed unit and those required to be noticed for the 300' setbacks) 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 consistent with Applicant's proposals as set forth above.

Dated this 17th day of October, 2013.

Respectfully submitted,

NOBLE ENERGY, INC.

By: Jamie L. Jost

Jamie L. Jost

James P. Parrot

Jost & Shelton Energy Group, P.C.

1675 Larimer Street, Suite 420

Denver, Colorado 80202

(720) 379-1812 – Main

(720) 379-1813 – Fax

jjost@jsenergygroup.com

jparrot@jsenergygroup.com

Applicant's Address:

Noble Energy, Inc.

ATTN: Zach Shearon


1625 Broadway, Suite 2200

Denver, Colorado 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.

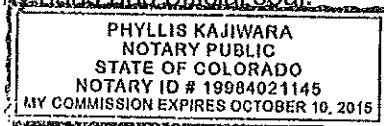


Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc. JS
 JR

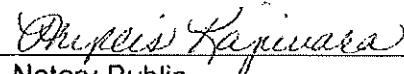
Subscribed and sworn to before this 15th day of October, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: _____



Notary Public

EXHIBIT A
Interested Party List

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
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AN UNNAMED FIELD, CODELL-NIOBRARA
FORMATION, WELD COUNTY, COLORADO

CAUSE NO. _____


DOCKET NO. _____

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 the attorney for Noble Energy, Inc., that on or before October 24, 2013, she 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.



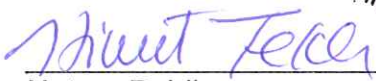
Jamie L. Jost

Subscribed and sworn to before me October 17th, 2013.

Witness my hand and official seal.

My commission expires: 07/25/15.





Notary Public

Noble Energy, Inc. Spacing Application

3,200 Acre Unconventional Resource Unit (URU)

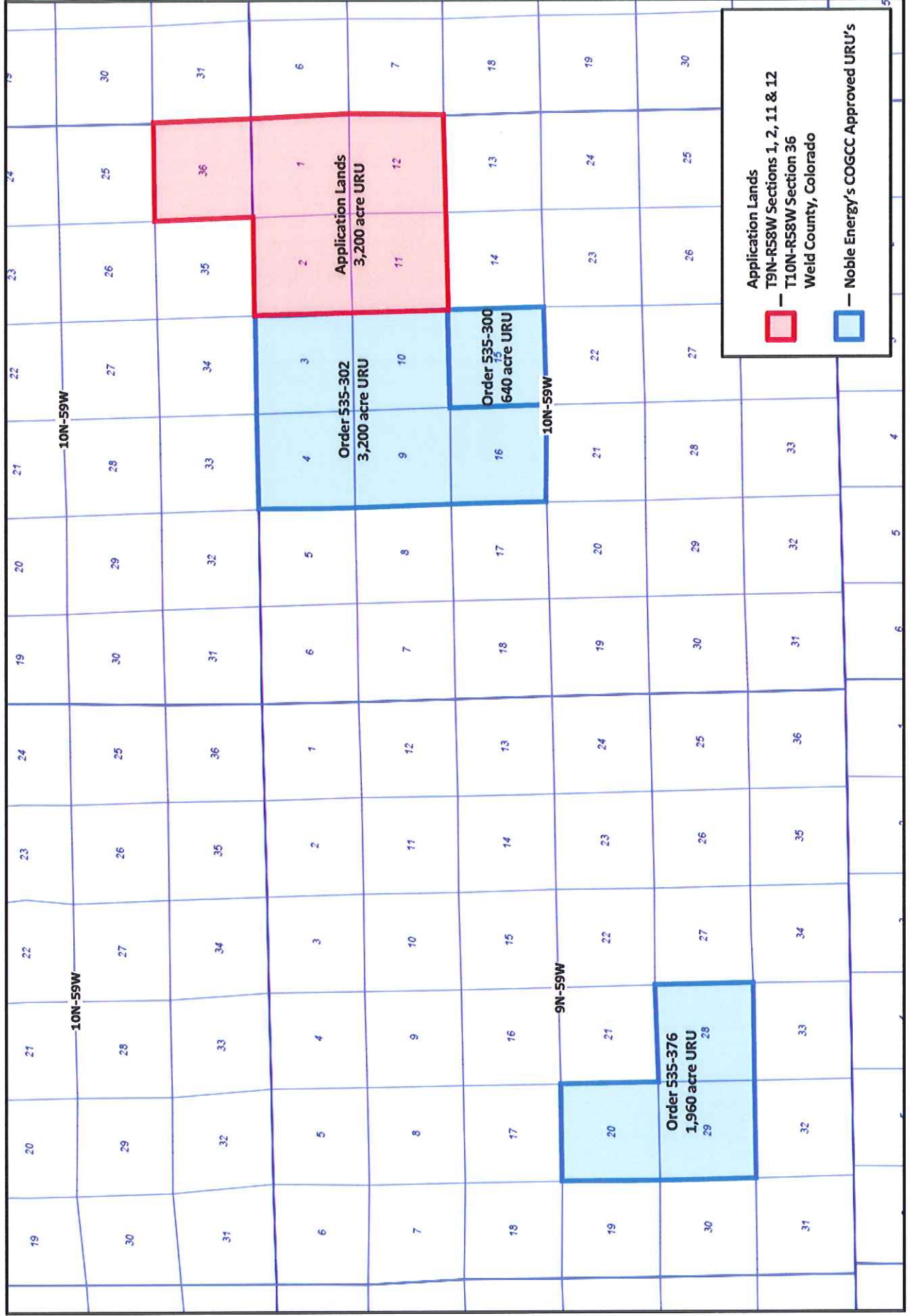


EXHIBIT A
Interested Party List

The Prospect Company
P.O. Box 1100
Edmond, OK 73083

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

Lance A. Julander
4185 South Oneida Street
Denver, CO 80237

Mary Fischer Banks
681 Heather Ct.
Blue Bell, PA 19422

Charles A. Fischer
250 Barrington Drive
St. Peters, MO 63376

Daniel J. Motis
C/O Daniel J. Motis
P.O. Box 374
Kersey, CO 80644

Edward Deane Motis
C/O Daniel J. Motis
P.O. Box 374
Kersey, CO 80644

Robert F. Motis
C/O Daniel J. Motis
P.O. Box 374
Kersey, CO 80644

Clarence R. Motis
P.O. Box 46
Centennial, WY 82055

Mary Ann Motis Ritz
56 W. Ranch Trail
Morrison, CO 80465

Lane G. Williams
4470 S. Lemay #306
Ft. Collins, CO 80525

Dale E. Williams
1908 North County Rd. 23
Berthoud, CO 80513

Carol Williams Fox
P.O. Box 137
Allision, TX 79003

Nancy J. Williams
60300 Highway 14
New Raymer, CO 80742

Ruth J. Tolsma, Trustee of the Trust of Helen V.
Jackson
1208 Stirrup Way
Payson, AZ 85541

Bonnie D. Etzler
12460 Tibbets
Sylmar, CA 91342

Theodora L. Brumage
P.O. Box 40253
Grand Junction, CO 81504

Ruth J. Tolsma
1208 Stirrup Way
Payson, AZ 85541

Lorraine Denise Brumage Goldhammer
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Florence, AZ 85232

Karl Alexander Brumage
812 6th Avenue N.E.
Oelwein, IA 50662

Kurt Stephen Brumage
P.O. Box 307
Florence, AZ 85232

Dennis Clark Brumage
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Florence, AZ 85232

Barbara Harless
51111 Weld County Road 400
New Raymer, CO 80742

Narberth Investment Company
99 Inca Street
Denver, CO 80223

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Interested Party List

Timbro Ranch & Cattle Co., LLC
P.O. Box 367
Springfield, NE 68059

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

McGhee Investment Company, LLC
J. Michael McGhee, Managing partner
P.O. Box 3306
Centennial, CO 80161

Jaime Paul Shoemaker
50679 County Road 32.0
Trinidad, CO 81082

Catherine Auriel Shoemaker
221 W. 57th Street, Lot A76
Loveland, CO 80538

Karen Jean Ames
639 Gramercy Drive
Cheyenne, WY 82009

Janice Arlene Simmons
7842 W. 90th Avenue
Westminster, CO 80021

Ardice Kay Bourg
1616 Larch Street
Fort Collins, CO 80526

Christian K. Johnson
13046 W. 78th Circle
Arvada, CO 80005

Judith A. McLaren
6900 W. Grant Ranch Blvd, Unit 63
Littleton, CO 80123

E & R Royalty Company
C/O George Snyder
866 Milwaukee St.
Denver, CO 80206

Bank of America, N.A.
Trustee of Minnie K. Patton Scholarship Foundation
P.O. Box 830308
Dallas, TX 75283

Charter Royalty 96, LTD
P.O. Box 3253
Midland, TX 79702

Marie P. Gower and Wells Fargo Bank, N.A.
Co-Trustees of the Frank H. Gower Family Trust
P.O. Box 5383
Denver, CO 80217

Michael B. Collins
5000 Burent Road
Austin, TX 78756

Mark A. Gower and Bette Will Gower
P.O. Box 912
Bellevue, Idaho 83313

Tucker B. Royall, individually and Trustee
Tucker B. Royall Trust U/W/O Frances K. Royall
Tucker B. Royall Trust U/W/O Tucker K. Royall
P.O. Box 202
Palestine, TX 75802

Rebecca K. Royall, individually and Trustee
Rebecca Royall Trust U/W/O Frances K. Royall
Rebecca Royall Trust U/W/O Tucker K. Royall
4338 Woodfin Drive
Dallas, TX 75220

Frances Royall, individually and Trustee
Frances Royall Trust U/W/O Frances K. Royall
Frances Royall Trust U/W/O Tucker K. Royall
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Nathan C. Reeder
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Tool, TX 75143

Ann Boyd Royall
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Mauzy's CFO, LLC
2242 Breckenridge Dr.
Berthoud, CO 80513

Gower Family, LLC
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Englewood, CO 80112

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Interested Party List

Gower Oil & Gas, LLC
C/O Matthew L. Gower
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Castle Rock, CO 80108

Paul Davis, Ltd.
P.O. Box 871
Midland, TX 79702

ChivoOil, LLC
P.O. Box 3061
Midland, TX 79702

Steven H. Gower
P.O. Box 912
Bellevue, Idaho 83313

Charles R. West and Mary Jo West Trust,
dated July 28, 1997
Charles R. West and Mary Jo West, Trustees
2088 South Sailors Way
Gilbert, AZ 95295

William R. Maddy
7707 NE 19th Lane
Ankeny, IA 50021

Dorothy Parker
650 Forrest Court
Des Moines, IA 50331

Romona T. Seber
3440 W. 66th Ave
Denver, CO 80221

Wanda Ellenwood, deceased
3440 W. 66th Ave
Denver, CO 80221

Hat Creek Royalty LTD
P.O. Box 3240
Midland, TX 79702

Carolyn Sattler
7739 Raleigh
Westminster, CO 80030

Donna J. Deegan
1252 66th Ave NW
Garrison, ND 58540

Grady Hubbard, Deceased
3440 W. 66th Ave
Denver, CO 80221

Ledgerwood Family Trust dated March 28, 1985
William V. Ledgerwood and
Betty C. Ledgerwood, Trustees
2508 Tice Creek Drive #1
Walnut Creek, CA 94595

Mary M. Stewart
40 Eastview Dr.
Hollister, CA 95023

Smith Family Mineral Trust
Nancy A. Smith and Max A. Smith, Trustees
P.O. Box 537
Belle Fourche, SD 57717

Jean Allan Wilson
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Greeley, CO 80634

MK/Colorado, LLC
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Scott Allan
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Moscow, ID 83483

Craig R. Allan
936 Hirschi Road
Moscow, ID 83483

Roxanne Klas
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STA, LLC
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Broken Arrow, OK 74012

Rodella Minerals, LLC
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Littleton, CO 80120

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Bayshore Minerals, LLC
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Centennial Mineral Holdings, LLC
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Principle Energy, LLC
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Houston, TX 77252

Marilyn P. Vitkevich-Wilke
fka Marilyn P. Vitkevich
fka Marilyn Vitkevich
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College Place, WA 99324

United States of America
Bureau of Land Management
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Lakewood, CO 80215

Wells Fargo Bank, N.A.
Conservator for the Betty Jean Castor Conservatorship
P.O. Box 5383
Denver, CO 80217

Grayrock Minerals LLC
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Dallas, TX 75235

AK Resources LLC
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Denver, CO 80206

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Greenwood Village, CO 80121

Joan Ellen Juel
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Little Rock, AR 72223

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aka Eileen S. Wilson
aka Eileen S. Johnson
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Nashville, TN 37215

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Jacksonville, FL 32210

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Hugh Anthony McDermott
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Portland, OR 97293

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Grand Island, NE 68801

Kevin George McDermott
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Holland, NE 68372

Kerry Francis McDermott
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Lincoln, NE 68516

Thomas R. McDermott
John B. McDermott, Trustee
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Thomas J. Brady
Mary Jo Brady
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Grand Island, NE 68801

George D. Brady
John B. McDermott, Trustee
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Grand Island, NE 68801

John E. Corrigan
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Napels, FL 34110

James E. McDermott
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Houston, TX 77057

EXHIBIT A
Interested Party List

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c/o Daniel Brady
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Woodinville, WA 98072-2746

Edward Brady
Thomas J. Brady, Trustee
1016 W Division St
Grand Island, NE 68801-6454

Daniel Brady
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Indianapolis, IN 46278

Mary Ann Peard
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Grand Island, NE 68802

Robert Peard
P.O. Box 173
Grand Island, NE 68802

Michael Peard
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Phillips, NE 68865

Cheryl Peard
RR 1 Box 169A
Phillips, NE 68865

Randall Peard
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Aurora, NE 68818

Patricia Peard
John B. McDermott, AIF
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Grand Island, NE 68801

William Peard
785 SE Bobwhite Ln
Waukee, IA 50263

Thomas Peard
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Grand Island, NE 68802

James Edward McDermott
Hugh A. McDermott, Trustee
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Lincoln, NE 68502

Katharine Corrigan
1823 Imperial Golf Course Blvd.
Naples, FL 34110

Patrick Corrigan
1823 Imperial Golf Course Blvd.
Naples, FL 34110

Leo M. McDermott
738 Benfield Road
Severna Park, MD 21146

E. Marie Wickland Family Trust U/I dated May 7, 1991
E. Marie Wickland, Trustee
1468 44th Avenue
Greeley, CO 80631

Doris L. Cook Living Trust dated April 12, 1994
Doris L. Cook, Trustee
8415 Bay Rd
Pasadena, MD 21122

DJ Resources, LLC
1600 Broadway, Suite 1960
Denver, CO 80202

Marubeni Denver Julesburg LLC
2800 Post Oak Blvd., Suite 6000
Houston, TX 77056

Carrizo Oil & Gas, Inc.
500 Dallas St., Suite 2300
Houston, TX 77002

Oil India (USA) Inc.
333 Clay St., Suite 3300
Houston, TX 77002

IOCL (USA) Inc.
333 Clay St., Suite 3300
Houston, TX 77002

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Interested Party List

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William C. Ward
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Enid, OK 73702-1187

Holton Resources, Ltd.
P.O. Box 667
Perryton, TX 79070-0667

Hofacket-Ward Family Trust
P.O. Box 1187
Enid, OK 73702-1187