

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)	CAUSE NO.
NOBLE ENERGY, INC FOR AN ORDER TO)	
AFFIRM ORDER NO. 407-734 AS TO)	DOCKET NO.
PREVIOUSLY UNNOTICED PARTIES FOR)	
SECTIONS 3, TOWNSHIP 6 NORTH, RANGE 65)	
WEST, 6 TH P.M. FOR THE CODELL-NIOBRARA)	
FORMATION, WATTENBERG FIELD, WELD)	
COUNTY, COLORADO)	

APPLICATION

COMES NOW, Noble Energy, Inc. ("Noble" or "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission"), to affirm Order No. 407-734 so that it may be applied to additional interested parties. Order No. 407-734 pooled all interests for the development of the Codell-Niobrara Formation underlying:

Township 6 North, Range 65 West, 6th P.M.
Section 3: NE/4SW/4, NW/4SE/4, SW/4NE/4, SE/4NW/4

Weld County, Colorado (hereinafter "Application Lands")

In support of its application, Applicant states and avers as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. On November 15, 2012, the Commission issued Order No. 407-818 approving the pooling of all interests in an approximate 160-acre designated wellbore spacing unit established for the Application Lands, for the development and operation of the Codell-Niobrara Formation, effective as of the earlier of the date of the application, or the date that any of the costs specified in C.R.S. §34-60-116(7)(b)(II) were first incurred for the drilling of the Bickling PC E03-12D Well ("Well") (API No. 05-123-34968), and to subject any nonconsenting interests to the cost recovery provisions of C.R.S. §34-60-116(7).
3. Applicant provided notice and offers to participate or lease to those persons owning an interest in the mineral estate of the Application Lands then known to Applicant, in accordance with Commission rules.
4. Subsequent to the November 15, 2012 hearing, Noble learned of additional mineral interest owners within the Application Lands, to whom notice of the

Pooling Application, as well as an AFE and offer to lease and/or participate, had not been provided by applicable deadlines.

5. The grounds upon which Applicant sought the pooling order, and upon which the Pooling Order was entered, still pertain. Specifically:

(a) Applicant owns substantial leasehold interests in the Application Lands.

(b) The Application Lands were established as an approximate 160 acre designated wellbore spacing unit for the Codell-Niobrara Formation under Order No. 407-734, effective November 15, 2012.

(c) Applicant has drilled the Bickling PC E03-21D Well, a horizontal well designed to test and produce oil and associated hydrocarbons from the Codell-Niobrara Formation underlying the Application Lands.

6. At least 30 days prior to the December 2013 hearing on this application, Applicant will send to the previously unnoticed mineral interest owners an appropriate offer to lease and/or participate, including an AFE containing the information required under Rule 530.a.

7. The names and addresses of the previously unnoticed interest owners in the unit are set forth in Exhibit A attached hereto.

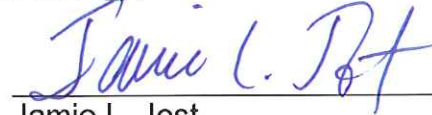
WHEREFORE, Applicant requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order affirming Order No. 407-734 so that it applies to all interest in the Application Lands, including said previously unnoticed interest owners, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 17th day of October, 2013.

Respectfully submitted:

Noble Energy, Inc.

By:



Jamie L. Jost
James P. Parrot
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
1675 Larimer St., Suite 420
Denver, Colorado 80202
720.379.1812


Applicant's Address:

Noble Energy, Inc.
1675 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.

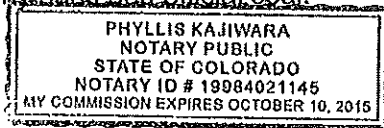


Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc. DS
 Dr

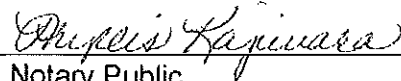
Subscribed and sworn to before this 10th day of October, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: _____



Notary Public

Exhibit A
Interested Parties

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COUNTY, COLORADO)

AFFIDAVIT OF MAILING

STATE OF COLORADO)
) ss.
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 attached hereto.



Jamie L. Jost

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

Witness my hand and official seal.

My commission expires: 07/25/15



Notary Public

