

**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 MODIFY ORDER
NO. 535-3, ALLOWING FOR 300 FOOT SETBACKS IN
A PORTION OF SECTION 7, TOWNSHIP 9 NORTH,
RANGE 58 WEST, 6TH P.M. FOR THE CODELL AND
NIOBRARA FORMATIONS, UNNAMED FIELD, WELD
COUNTY, COLORADO

Cause No. 535

Docket No.

APPLICATION

Noble Energy, Inc. ("Applicant"), by and through its attorneys, Jost & Shelton Energy Group, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order modifying Order No. 535-3 to allow 300 foot setbacks for the western section line of Section 7, Township 9 North, Range 58 West, 6th P.M. In support of its Application, 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 leasehold interests or holds the right to operate on the following lands (hereafter "Application Lands"):

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

Section 7: All (specific to the western unit boundary line only)

640 acres, more or less, Weld County, Colorado.

A reference map of the Application Lands is attached hereto as Exhibit A, with the affected boundaries depicted thereon.

3. Applicant previously submitted an application for Section 12, Township 9 North, Range 59 West, 6th P.M. directly adjacent to the Application Lands (to the west of the Application Lands), which application was approved at the Commission's April 28, 2014 hearing in Docket No. 1404-SP-2040. Docket No. 1404-SP-2040 requested that 1) Order No. 535-3 be vacated only as to said Section 12, 2) that the Commission establish a 640-acre drilling and spacing unit for the development of the oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation for the appropriate number of wells in order to efficiently and economically develop the Codell-Niobrara Formation, and 3) that the Commission establish 300' setbacks from the boundaries of the 640-acre drilling and spacing unit on the north, south and east sides of the unit. As part of the approval for the application in Docket No. 1404-SP-2040, and as a result of the resolution of the Bureau of Land Management's ("BLM") protest of such application, the Commission conditioned approval of 300' setbacks on the east side of such unit

upon application and approval of 300 foot setbacks for the western section line of Section 7, Township 9 North, Range 58 West, 6th P.M., for the Codell Formation AND Niobrara Formation, unless an exception is granted by director.

This condition on the order and the BLM resolution necessitated the filing of this Application.

4. Rule 318.a. specifies that a well drilled two thousand five hundred (2,500) feet or greater shall be located not less than six hundred (600) feet from any lease line. Rule 318.a. currently applies to the Codell Formation underlying the Application Lands.

5. Order No. 535-3, entered by the Commission on February 22, 2011, established 640 acre drilling and spacing units, 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. Section 7, Township 9 North, Range 58 West, 6th P.M. is subject to Order No. 535-3 for the Niobrara Formation. Applicant requests that Order No. 535-3 be modified only as to the western section line of Section 7, Township 9 North, Range 58 West, 6th P.M.

6. The records of the Commission reflect that only one well is currently producing from the Application Lands, the Timbro Federal LD #07-78HN (API No. 05-123-37002), a horizontal well spud on June 24, 2013, operated by Noble and producing from the Niobrara formation. The records of the Commission reflect that this well's treated intervals are more than 600 feet from the boundaries of the unit composed of the Application Lands.

7. To promote efficient drainage of the Codell and Niobrara Formations within the Application Lands, to protect correlative rights and to avoid waste, the Commission should modify Order No. 535-3, allowing 300 foot boundaries for the western section lines of Section 7, Township 9 North, Range 58 West, 6th P.M. for the Codell AND Niobrara formations.

8. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 within seven (7) days of the filing hereof, as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in June 2014, 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 this ____ day of April, 2014.

Respectfully submitted:

Noble Energy, Inc.

By: _____

A handwritten signature in blue ink, appearing to read "Jamie L. Jost", is written over a horizontal line.

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.

ATTN: Erin Morrison

1625 Broadway, Suite 2200

Denver, Colorado 80202

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


Julie T. Jenkins
Attorney-In-Fact
Noble Energy, Inc.

Melvin B. Wutth
Notary Public

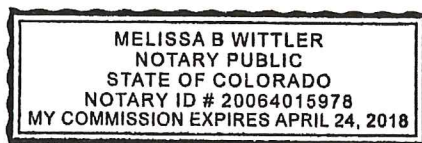
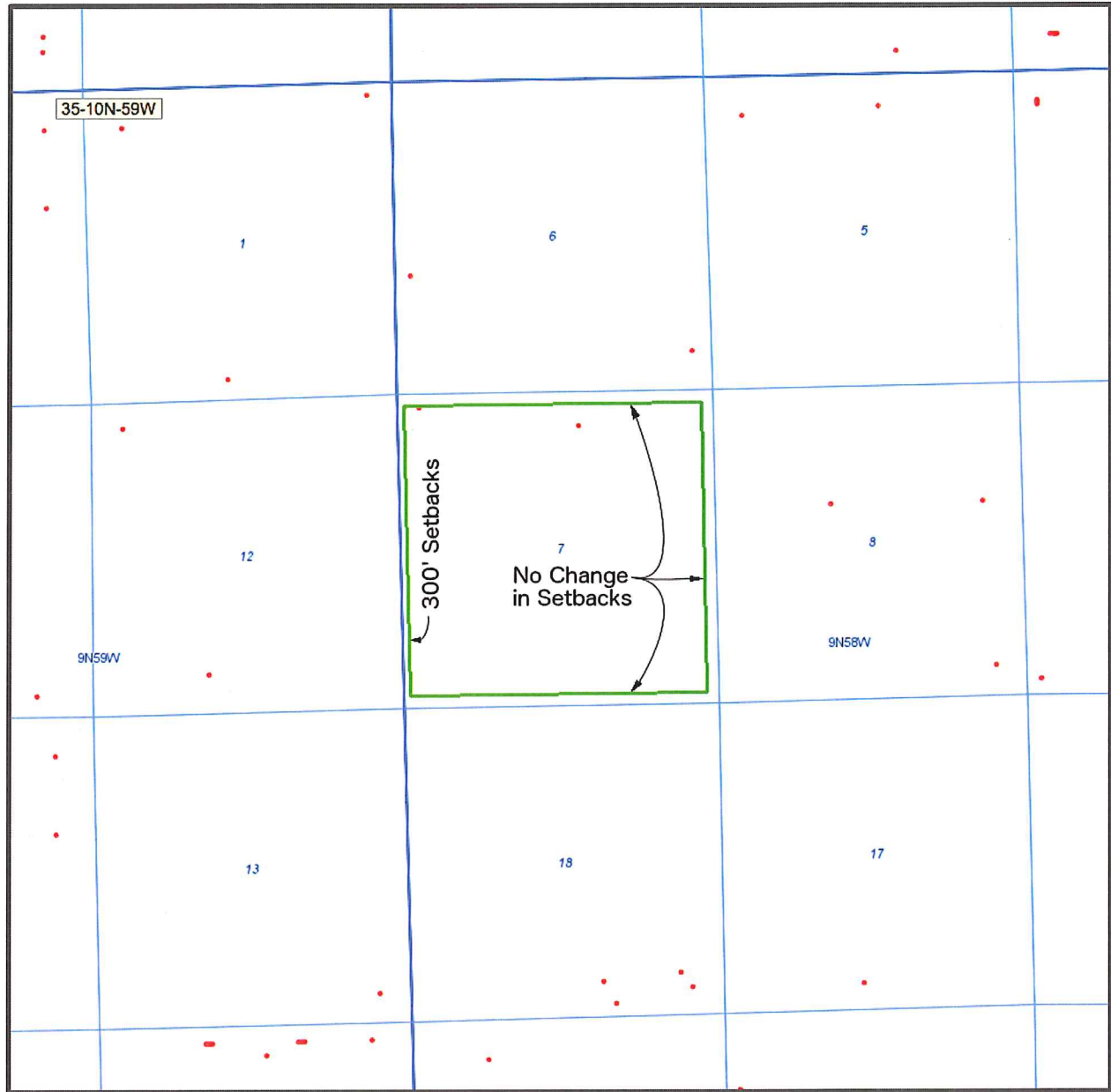


EXHIBIT A

MAP OF APPLICATION LANDS SHOWING AMENDED SETBACK BOUNDARIES



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COUNTY, COLORADO

Cause No. 535

Docket No. 1406-SP-2075

AFFIDAVIT OF MAILING

STATE OF COLORADO

)

)ss.

COUNTY OF DENVER

)

James P. Parrot of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for ConocoPhillips Company, that on or before May 2, 2014, he 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.



James P. Parrot

Subscribed and sworn to before me this 1st day of May, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17



Notary Public

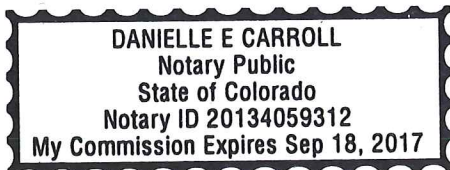


Exhibit A

Catherine Ann Hohl
Addresses Unkown

John M. Hohl
Addresses Unkown

David R. Hohl
1983 Kirby Way
San Jose, CA 95124

James S. Hohl
1983 Kirby Way
San Jose, CA 95124

Diane M. Hohl
1374 Beattie Ct.
San Jose, CA 95120

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

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Carrizo (Niobrara) LLC
500 Dallas St., Suite 2300
Houston, TX 77002

Oil India (USA) Inc.
c/o Thompson Knight LLP
Attn: Arthur J. Wright
333 Clay St., Suite 3300
Houston, TX 77002

IOCL (USA) Inc.
c/o Thompson Knight LLP
Attn: Arthur J. Wright
333 Clay St., Suite 3300
Houston, TX 77002

Haimo Oil & Gas LLC
Mr. Zhi Liu
2901 Wilcrest Dr., Suite 285
Houston, TX 77042

Patrick J. Woods
5564 South Huron
Littleton, CO 80120

Centennial Mineral Holdings, LLC
5950 Cedar Springs Rd., Suite 200
Dallas, TX 75235

Edna Mae Giberson
11822 Beasley Road
Longmont, CO 80504

Alicia D. Nelson
14 Cold Spring Road
Westford, MA 1886

Estate of Ruby F. Stamm, Deceased
Georgene Hale a/k/a
Georgene Daniels Johnson Hale
20036 W. Pasadena Avenue
Litchfield Park, AZ 85340

Estate of Ruby F. Stamm, Deceased
Kacia G. Ball, a/k/a Kay Ball,
a/k/a Kacia G. Stamm Ball
5057 East 97th Place
Denver, CO 80229

Estate of Ruby F. Stamm, Deceased
Albert V. Stamm, a/k/a Albert Stamm,
a/k/a Albert U. Stamm & Cynthia Stamm
400 North 19th Avenue, Apt B106
Brighton, CO 80601

Estate of Ruby F. Stamm, Deceased

Victor A. Browne & Carol Browne
Holgate f/k/a Carol L. Browne
11324 Slate View Drive
South Jordan, UT 84095

Spur Creek Royalty, Ltd.
P.O. Box 3446
Midland, TX 79702

John L. Beecherl
5950 Cedar Springs Rd., Suite 200
Dallas, TX 75235

Timbro Ranch & Cattle Co., LLC
P.O. Box 1826
Sterling, CO 80751

Timbro Ranch & Cattle Co., LLC
4700 West 60th Ave, Unit #4
Arvada, CO 80003

ExxonMobil Oil Corporation
800 Bell Street
Houston, TX 77002

Beverly Ivers
3894 Osceola St.
Denver, CO 80212

United States of America
Bureau of Land Management
2850 Youngfield Street
Lakewood, CO 80215

John R. Hills & Mona J. Hills, JT
225 Kevin Way SE
Salem, OR 97306

Anne M. Klockslem
3855 Brookview Dr.
Casper, WY 82604

Barbara M. Copenhaver
347 Charletown Drive
Hendersonville, NC 28792

Robert P. Tucker
18 Bradbury Lane
Littleton, CO 80120

David E. Uhl and Katherine Jeanne Uhl,
husband and wife
2249 Lauren Dr.
Las Vegas, NV 89134

Grayrock Minerals LLC
5950 Cedar Springs Rd., Suite 200
Dallas, TX 75235

AK Resources LLC
PO Box 6975
Denver, CO 80206

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

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

Haimo Oil & Gas LLC
2901 Wilcrest Drive, Suite 285
Houston, TX 77042

Tom Schreiner
Colorado Parks and Wildlife
6060 Broadway
Denver, CO 80526

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

Ken Kuster
Colorado Department of State Health
and Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Antelope Energy Company, LLC
PO Box 577
Kimball, NE 69145

Naviatas Infinitas LLC
1506 West Oak Street
Fort Collins, CO 80521

Rock Well Petroleum (U.S.), Inc.
2100 W. 5th Street
Sheridan, WY 82801

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

Haimo Oil & Gas LLC
2901 Wilcrest Drive, Suite 285
Houston, TX 77042

Denver Mineral & Royalty Company,
LLC
8450 E. Crescent Parkway, Suite 400
Greenwood Village, CO 80111

Rodeo Mineral Partners, LLC
P.O. Box 4631
Englewood, CO 80155

Cheryl B. Sherrer
7215 El Camino Real
Cheyenne, WY 82009

Glenn E. Best, Jr.
P.O. Box 21582
Cheyenne, WY 82003

Thomasson Partner Associates, Inc.
1410 High Street
Denver, CO 80218

John M. Hohl
1419 North Elm
Wahoo, NE 68066

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

Wayne Shoemaker and Ruth Ann
Shoemaker, joint tenants
51400 WCR 115
Grover, CO 80729

Hat Creek Royalty, Ltd.
PO Box 3240
Midland, TX 79702

Janice A. Hohl
468 E. 16th Street
Wahoo, NE 68066

Robert J. Hohl
1663 North Elm
Wahoo, NE 68066

Rice Family Trust
3860 Armer Ave.
Boulder, CO 80305

David E. Uhl
2249 Lauren Dr.
Las Vegas, NV 89134

Robert P. Tucker
799 W. Littleton Blvd.
Littleton, CO 80120

AED Group, LLC
6301 Gaston Ave., Suite 240
Dallas, TX 75214

JRH Energy, LLC
6931 Coronado Ave.
Dallas, TX 75214

Glenn Eugene Best, Sr.
4925 Trinity Drive
Corpus Christi, TX 78411