

**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 NOS. 535-3, 535-102, AND 535-436, ALLOWING FOR 300 FOOT SETBACKS IN PORTIONS OF SECTIONS 3 AND 4, TOWNSHIP 8 NORTH, RANGE 59 WEST, 6TH P.M., AND PORTIONS OF SECTIONS 22, 23, 24, 28, AND 33, TOWNSHIP 9 NORTH, RANGE 59 WEST, 6TH P.M., FOR THE CODELL AND NIOBRARA FORMATIONS, 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 Nos. 535-3, 535-102, and 535-436, allowing 300 foot boundary sections by the Commission for the southern section lines of Sections 22, 23, and 24, Township 9 North, Range 59 West, the eastern section lines of Section 28 and 33, Township 9 North, Range 59 West, and the northern section lines of Sections 3 and 4, Township 8 North, Range 59 West. 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 8 North, Range 59 West, 6th P.M.

Section 3: All (specific to the northern unit boundary line only)

Section 4: All (specific to the northern unit boundary line only)

Township 9 North, Range 59 West, 6th P.M.

Section 22: All (specific to the southern unit boundary line only)

Section 23: All (specific to the southern unit boundary line only)

Section 24: All (specific to the southern unit boundary line only)

Section 28: All (specific to the eastern unit boundary line only)

Section 33: All (specific to the eastern unit boundary line only)

4,480 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 an Unconventional Resource Unit ("URU") for five sections directly adjacent to the Application Lands, which application was approved at the Commission's April 28, 2014 hearing in Docket No. 1404-SP-2041. Docket No. 1404-SP-2041 requests setbacks of 300 feet from the URU's boundary lines, with two exceptions noted below. As part of the URU approval and as a result of the resolution of the Bureau of Land Management's ("BLM") protest of the URU Application, Applicant anticipates that the Commission will include the following language in its final order approving the URU Application:

With respect to the interwell and unit boundary setbacks, the Commission ORDERS as follows:

A. The intrawell distance to be no closer than 150 feet from the productive interval of any other well bore producing from the Codell Formation AND Niobrara Formation,

B. No well shall be closer than 600 feet from the southern section boundary of Section 35, Township 9 North, Range 59 West, and the eastern section boundary of Section 25, Township 9 North, Range 59 West for the Codell Formation AND Niobrara Formation,

C. No well shall be closer than 300 feet from the southern section line of Section 25, Township 9 North, Range 59 West and the eastern section line of Section 35, Township 9 North, Range 59 West for the Codell Formation AND Niobrara Formation, and

D. With a further exception allowing for corresponding reciprocal setbacks of 300 feet along the northern section lines of Sections 25, 26, and 27, Township 9 North, Range 59 West, the western section lines of Sections 27 and 34, Township 9 North, Range 59 West, and the southern section line of Section 34, Township 9 North, Range 59 West, upon application and approval of 300 foot boundary sections by the Commission for the southern section lines of Sections 22, 23, and 24, Township 9 North, Range 59 West, the eastern section lines of Section 28 and 33, Township 9 North, Range 59 West, and the northern section lines of Sections 3 and 4, Township 8 North, Range 59 West for the Codell Formation AND Niobrara Formation, without exception being granted by director.

This language of 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. Previous Orders of the Commission Applicable to the Niobrara Formation in Sections 22, 23, 24 and 33, Township 9 North, Range 59 West, and Section 3, Township 8 North, Range 59 West.

(a) 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. Sections 22, 23, 24 and 33, Township 9 North, Range 59 West, 6th P.M. and Section 3, Township 8 North, Range 59 West, 6th P.M. are subject to Order No. 535-3 for the Niobrara Formation. Applicant requests that Order No. 535-3 be modified only as to the southern section lines of Sections 22, 23, and 24, Township 9 North, Range 59 West, the eastern section line of Section 33, Township 9 North, Range 59 West, and the northern section line of Section 3, Township 8 North, Range 59 West.

(b) Order No. 535-211, entered by the Commission on October 1, 2012, pooled all interests in Section 3, Township 8 North, Range 59 West, 6th P.M. to accommodate the McClellan PC LG03-78HN Well (API No. 05-123-34351) for the Niobrara Formation.

6. Previous Orders of the Commission Applicable to the Niobrara Formation in Section 28, Township 9 North, Range 59 West.

(a) Order No. 535-376, entered by the Commission on July 29, 2013, vacated three approximate 640-acre drilling and spacing units established by Order No. 535-3 for Section 28, Township 9 North, Range 59 West, and other lands, established an approximate 1920-acre unconventional resource unit covering such lands, and approved an appropriate number of wells in order to effectively and efficiently recover the oil, gas and associated hydrocarbons from the Codell-Niobrara Formation within the proposed unit, with the treated interval of the wellbore to be located no closer than 600 feet from the unit boundaries, and no closer than 150 feet from the treated interval of any other wellbore located in the unit, without exception being granted by the Director.

7. Previous Orders of the Commission Applicable to the Niobrara Formation in Section 4, Township 8 North, Range 59 West.

(a) Order No. 535-436, entered by the Commission on December 16, 2013, established an approximate 640-acre drilling and spacing unit for Section 4,

Township 8 North, Range 59 West, and approved one horizontal well within the unit for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation, with the productive interval of the wellbore to be located no closer than 600 feet from the unit boundaries and no closer than 150 feet from the productive interval of any other wellbore located in the unit, without exception being granted by the Director.

8. The records of the Commission reflect that a number of wells are currently producing from the Application Lands. A list of these wells is attached hereto as Exhibit B. The records of the Commission reflect that none of these wells' treated intervals are within 600 feet of the boundaries of the units in which the wells are located.

9. 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 Nos. 535-3, 535-102, and 535-436, allowing 300 foot boundaries for the southern section lines of Sections 22, 23, and 24, Township 9 North, Range 59 West, the eastern section lines of Section 28 and 33, Township 9 North, Range 59 West, and the northern section lines of Sections 3 and 4, Township 8 North, Range 59 West, all for the Codell and Niobrara Formations.

10. 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 29th day of April, 2014.

Respectfully submitted:

Noble Energy, Inc.

By:



Jamie L. Jost

James P. Parrot

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

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Applicant's Address:


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ATTN: Carol Myers

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


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

Melvin B. Wattle
Notary Public

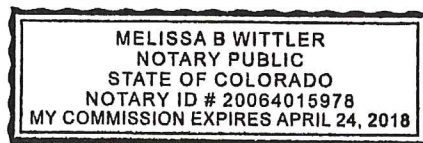


EXHIBIT A

MAP OF APPLICATION LANDS SHOWING AMENDED SETBACK BOUNDARIES

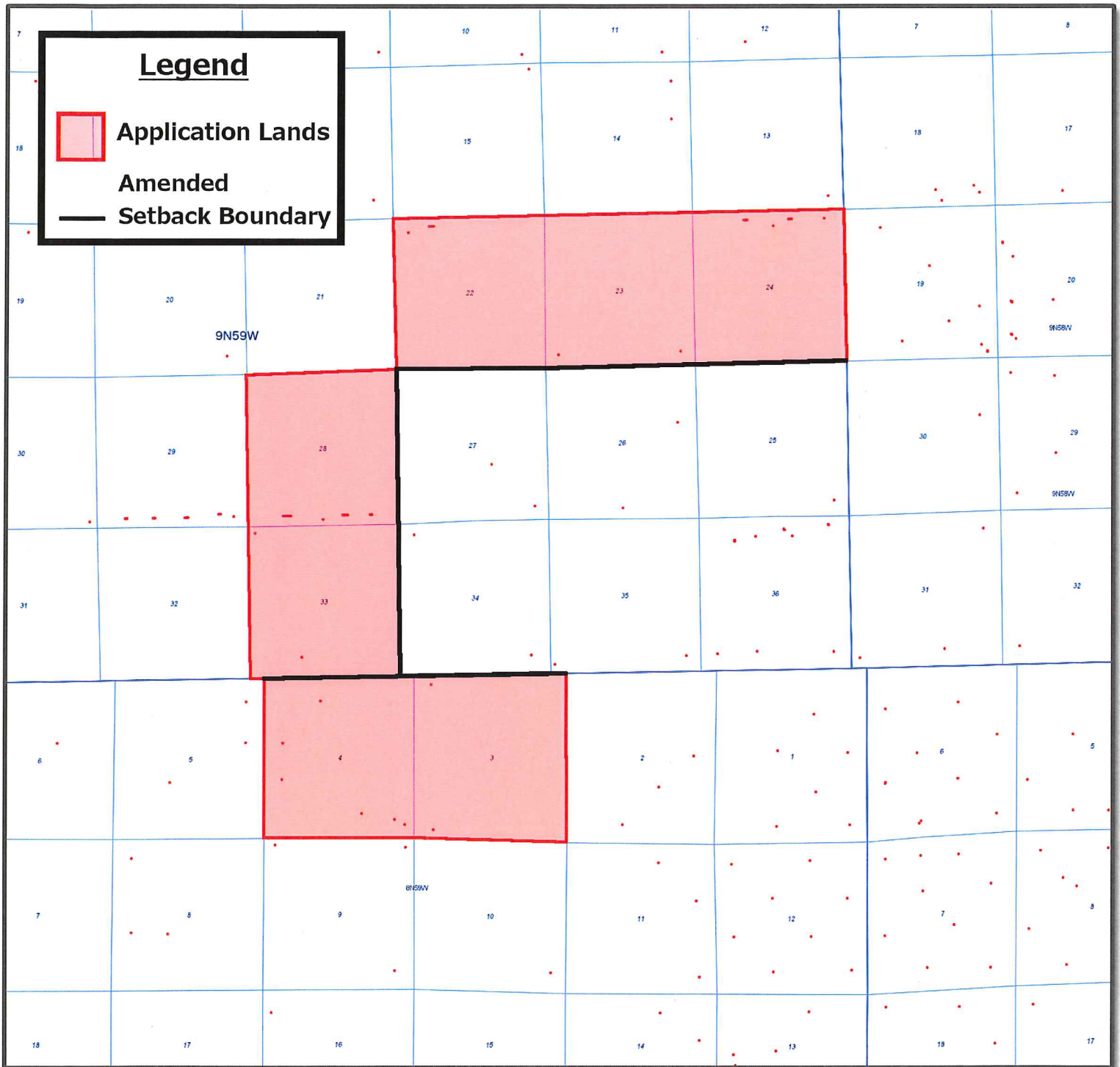


EXHIBIT B

PRODUCING WELLS IN APPLICATION LANDS

Well Name	API No.	Location	Operator	Formation
Mcclellan Federal PC LG03-78HN	05-123-34351	SWSW of Section 3-T8N-R59W	Noble Energy, Inc.	Niobrara
McClellan PC LG04-15	05-123-33457	SWSE of Section 4-T8N-R59W	Noble Energy, Inc.	Niobrara-Codell
Castor Federal LC22-78HN	05-123-33080	NWNW of Section 22-T9N-R59W	Noble Energy, Inc.	Niobrara
Castor Federal LC23-62HN	05-123-36392	SWSW of Section 23-T9N-R59W	Noble Energy, Inc.	Niobrara
Ptsanik LC 28-76HN	05-123-33231	SESW of Section 28-T9N-R59W	Noble Energy, Inc.	Niobrara
Ptsanik Federal PC LC33-68HN	05-123-33945	NWNW of Section 33-T9N-R59W	Noble Energy, Inc.	Niobrara

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Cause No. 535

Docket No. 1406-SP-2076

AFFIDAVIT OF MAILING

STATE OF COLORADO

)

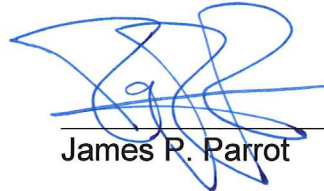
)ss.

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

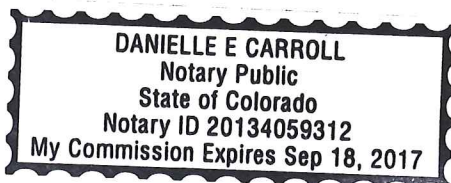


Exhibit A

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Julia Marie Hart
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