

**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 POOLING ALL
INTERESTS IN THE NIOBRARA FORMATION IN AN
APPROXIMATE 640-ACRE DRILLING AND SPACING
UNIT LOCATED IN SECTION 12, TOWNSHIP 9
NORTH, RANGE 59 WEST, 6TH P.M., IN WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Noble Energy, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the drilling of the Timbro LC12-78HN Well, API No. 05-123-33086 ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 9 North, Range 59 West, 6th P.M.
Section 12: All

Weld County, Colorado

(hereinafter "Application Lands").

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 holds the right to operate a substantial portion of the Application Lands.
3. On February 22, 2011, the Commission entered Order No. 535-3, which among other things, established 160 approximate 640-acre drilling and spacing units for certain lands, including the Application Lands, and authorized one (1) horizontal well within each drilling and spacing unit, for the development and production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Application Lands are subject to Order No. 535-3.
4. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests in the Application Lands for the development of the Niobrara Formation, including any nonconsenting interests therein.
5. 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 a horizontal well to the Niobrara Formation on the Application Lands.
6. 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 the well, and will be provided with the information required by Rule 530.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the 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 for the development of the 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of a horizontal well to the 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 the authorized well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(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 November, 2012, 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: September 12, 2012.

Respectfully submitted:

Noble Energy, Inc.

By:



Jamie L. Jost
Theresa M. Sauer
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

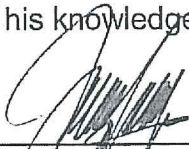
Applicant's Address:

Noble Energy, Inc.
ATTN: Erin Struzzieri
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.

cmk
6/15

Subscribed and sworn to before this 11th day of September, 2012.

Witness my hand and official seal.

[SEAL]



My commission expires: 10/28/16



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

Carrizo Oil & Gas, Inc.
1000 Louisiana, Suite 1500
Houston, TX 77002

Catherine Ann Hohl
Unknown Address

John M. Hohl
Unknown Address

David R. Hohl
Unknown Addresss

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

Diane M. Hohl
Unknown Address

Wayne Shoemaker and Ruth Ann
Shoemaker, joint tenants
51400 Weld County Road 115
Grover, CO 80729

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

Antelope Energy Company, LLC
407 North Big Spring, Suite 240
Midland, TX 79702

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

Robert J. Hohl
1663 North Elm
Wahoo, NE 68066

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

Glenn Eugene Best, Sr.
4925 Trinity Drive
Corpus Christi, TX 78414

Timbro Ranch & Cattle Co., LLC
PO Box 1806
Sterling, CO 80751

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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 September 11, 2012, 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 on Sept. 12, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13



Notary Public