

**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 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 Castor LG10-72HN Well, API No. 05-123-33436 ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 8 North, Range 59 West, 6th P.M.
Section 10: 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.
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.

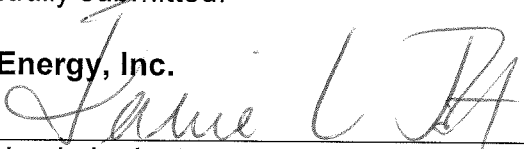
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in November, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: September 13, 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

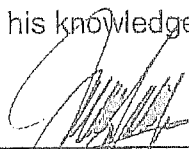
Applicant's Address:

Noble Energy, Inc.
ATTN: Sam McClung
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.



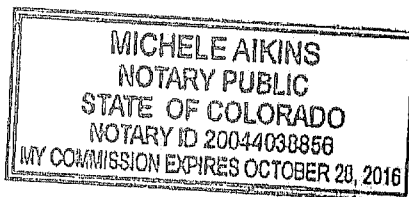
Joseph H. Lorenzo,
Attorney-In-Fact
Noble Energy, Inc.

cmk
qls

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

Barbara A. Mahoney
9332 46th Avenue, SW
Seattle, WA 98136

Bartels Minerals LLC
4511 W. 14th Street
Greeley, CO 80634

Billy Jim Vandagriff and
Judy Vandagriff
13040 C.R. 33
Sterling, CO 80751

Brian A. Mahoney
4510 Stanford Ave. NE
Seattle, WA 98105

C. Travis Mahoney
5330 N. Central Ave. Apartment 12
Phoenix, AZ 85012

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

Charles P. Mahoney
3657 42nd Ave. N.E.
Seattle, WA 98105

Colorado Land Services, LLC
1051-D West Highway 34
Loveland, CO 80537

Daniel J. Mahoney
2934 Chase Street
Wheat Ridge, CO 80214

Deland Todd Castor
22791 Highway 39
Weldona, CO 80653

Delores Folkes (FOLKS)
5226 4th Street, Space #2
Kelseyville, CA 95451

Ellen L. Lawson
10760 E. North park Ave.
Evansville, WY 82636

Emma Josephine Warren
234 Columbine St. Suite 321
Denver, CO 80206

Ermajeau Croissant
2100 13th St.
Greeley, CO 80631

Evan Duval Jr.
2308 56th St.
Lubbock, TX 79412

Everett R. Kirkelie and Dorothy M. Kirkelie
Declaration of Trust of 2001
6059 La Goleta Rd.
Goleta, CA 93117

Heirs or Assigns of Ruth Campbell Palmer and
Frank E. Palmer Jr., as Joint Tenants
110 Park Street, #6
Sterling, CO 80751

Hubert C. Stokes
as Trustee of the Stokes Family Trust
dated December 13, 1996
6059 La Goleta Road
Goleta, CA 93117

Irma J. White and
Jerome W. White, as Joint Tenants
PO Box 343
Ault, CO 80610

J. Brian Mahoney
P.O. Box 69
Arvada, CO 80001

J. Timothy Brittan
208 Delmar St.
Sterling, CO 80751

James B. McNay and Nancy L. McNay
208 Delmar St.
Sterling, CO 80751

Jerry J. Mahoney
10706 Rivera Place NE
Seattle, WA 98125

Jessie G. McArthur
Unknown

Joan S. Newlon
226 Walnut Street
Glenwood, IL 60425

John B. Mahoney
9369 Blue Oak Drive
Orangeville, CA 95662

John C. Edwards
19712 Anita Avenue
Castro Valley, CA 94546

John Richard Gray Revocable Living Trust
dated July 5, 2001
408 Friendship St.
Ashland, OR 97520

Joseph B. Walseth
6129 South Potomac Way
Centennial, CO 80111

Judith Lyn Hagert
18 Aspin Court
Eagle Point, OR 97524

Kathleen "Kay" Whitson
2322 5th Street #105
Santa Monica, CA 90405

Kathleen A. Versteeg
25470 Swiftshore Dr.
West Linn, OR 97068

Kathleen Mahoney Culbert
3027 Steven Marin Dr.
Fairfax, VA 22031

Kevin Mahoney
11321 126th Ave. E.
Bonney Lake, WA 98391

Kimberly McKee Eaton
2053 East Watson Dr.
Tempe, AZ 85283

Lawrence Christopher Eaton
34 W. Julie Court
Bozeman, MT 59718

Lula A. Robinson (LULU)
4551 Wilson Avenue
San Diego, CA 92114

Margaret A. Stephenson
1357 43rd Ave. #27
Greeley, CO 80634-2442

Margaret A. Stephenson
as Trustee of the John D. Stephenson Family
Trust
1357 43rd Ave. #27
Greeley, CO 80634-2442

Marilyn R. Hunt (Individually, and as Sole heir of
Margaret H. Foley)
30 Waterside Plaza Apartment 24-J
New York, NY 10010

Maureen Mahoney Williams
30 Waterside Plaza, Apt. #24-J
New York, NY 10010

Michael J. Mahoney
4019 Fulford Court
Katy, TX 77450

Nancy Leigh Eaton
2802 Sitting Bull Way
Ft. Collins, CO 80525

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

Ollie Ruth Cross
2510 N. Overland Trail
Laporte, CO 80535

P. Colin Mahoney
9140 Kendrick Way
Orangeville, CA 95662

Penny Ann Eaton Hancock
2750 Kootenai
Pocotello, ID 83201

Peter W. Gray
2710 W. 6th St.
Washaugal, WA 98671

Rex C. Eaton, III
4629 W. Leona St.
Tampa, FL 33629

Richard Bartels as Trustee for the Grandchildrens
Trust II
under Trust Agreement dated June 7, 2000
2131 62nd Ave.
Greeley, CO 80634

Richard H. Burris
Unknown

Robert E. McClellan and Dorothy A. McClellan
as Trustees of the McClellan 1994 Revocable
Trust
2348 Nicklaus Drive
Oceanside, CA 90804

Robert Lawrence Eaton
1904 26th Ave.
Greeley, CO 80203

Robin Washburne
2080 Tanazar Rd
Estes Park, CO 80517

Ronald D. Mahoney
6128 Xenon Street
Arvada, CO 80004

Russel Wilson Seaman Revocable Living Trust
dated August 16, 2010
UNKNOWN

S. Patrick Mahoney
524 S. County Road 5
Fort Collins, CO 80521

Sarah J. Coward
7301 NW 1st Street Apt 308
Margate, FL 33063

Sarah Wyscarver-Hall
7024 Mountain Ridge Dr., S.E.
Acworth, GA 30102

Sharon W. Whitson-Pfeiffer
815 S.E. 4th
Loveland, CO 80357

Sherry Lee DeGennaro
28541 Calobria Court #202
Naples, FL 34110

SKV, LLC
PO Box 300687
Denver, CO 80218

Stephen D. Reynolds
730 17th St., Suite 250
Denver, CO 80202

Steven A. Gray
320 N. Main St.
Ashland, OR 97520

Susan L. Gray
949 Spring Way
Ashland, OR 97520

Susan M. Mahoney
620 University Rd.
Friday Harbor, WA 98250

Suzanne Dee Lundahl
584 A Stable RD
Paia, HI 96779

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80615

Telep Family Limited Partnership, LLLP
409 Remuda Dr.
Fort Worth, TX 76108

The Estate of Beverly McKee Eaton Terry
c/o Kimberly McKee Eaton
229 Bouquet Canyon Drive
Palm Desert, CA 92260

Todd Brunhoff
1793 NW Christine Court
Portland, OR 97229

Wade E. Castor
22791 Highway 39
Weldona, CO 80653

Ward Petroleum Corporation
502 South Fillmore
Enid, OK 73702

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UNIT IN 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 Sept. 20, 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
Jamie L. Jost

Subscribed and sworn to before me on Sept. 13, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.

CAROLYN P. BOULETTE
NOTARY PUBLIC, STATE OF COLORADO

My Comm. Expires October 22, 2015

Carolyn P. Boulette
Notary Public

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UNIT LOCATED IN SECTION 10, TOWNSHIP 8
NORTH, RANGE 59 WEST, 6TH PM, WELD COUNTY,
COLORADO.

) CAUSE NO.
)
) DOCKET NO.
)
)

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Noble Energy, Inc. and that on or before September 27, 2012 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

J. Timothy Brittan
730 17th Street, Suite 250
Denver, CO 80202



Elizabeth Y. Gallaway

Subscribed and sworn to before me September 27, 2012.

Witness my hand and official seal.

My commission expires: 6/15/13.





Notary Public

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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NORTH, RANGE 59 WEST, 6TH PM, WELD COUNTY,
COLORADO.

) CAUSE NO. 535
)
) DOCKET NO. 1211-UP-258
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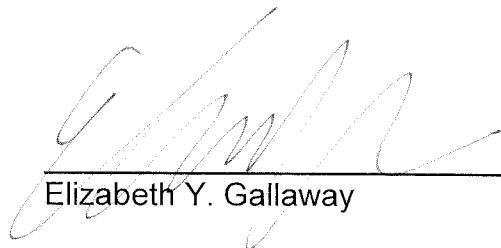
SECOND SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Noble Energy, Inc. and that on or before October 5, 2012 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed below.

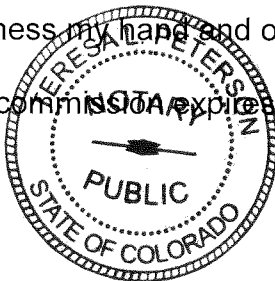
Maureen Mahoney Williams
95-1074 Paemoku Place
Miliani, HI 96789


Elizabeth Y. Gallaway

Subscribed and sworn to before me October 5, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13




Notary Public