

BEFORE THE OIL & 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 FOR SECTION 29, TOWNSHIP 9)
NORTH, RANGE 59 WEST, 6TH P.M. IN AN)
UNNAMED FIELD, WELD COUNTY, COLORADO.)

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW Noble Energy, Inc. (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all interests within an approximate 640-acre drilling and spacing unit for the drilling of the Ptasnik LC 29-72HN Well ("Well") (API No. 05-123-33267) to produce from the Niobrara Formation located in the following lands:

Township 9 North, Range 59 West, 6th P.M.
Section 29: ALL

Weld County, Colorado (hereafter "Application Lands").

In support thereof, the 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 certain leasehold interests in the Application Lands.
3. On February 22, 2011, the Commission issued Order No. 535-3, which among other things, established 640-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands, including the Application Lands, and allowed up to one (1) horizontal well within each unit. The Application Lands are subject to Order No. 535-3.
4. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. § 34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 640-acre drilling and spacing unit:

Township 9 North, Range 59 West, 6th P.M.
Section 29: ALL

(hereafter "Drilling and Spacing Unit").

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 any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the 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 as applicable. The list of such interested parties is attached hereto as Exhibit A.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Drilling and Spacing Unit 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 and Drilling and Spacing Unit 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 any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well in the Drilling and Spacing Unit 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 Well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to the Well drilled to develop the Niobrara Formation in the Drilling and Spacing Unit comprising the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

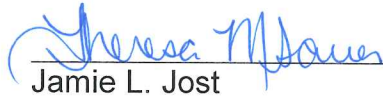
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in November, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

DATED this ____ day of September, 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
(303) 407-4499

Applicant's Address:

Noble Energy, Inc.
ATTN: Erin Struzzieri
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

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

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

Sharon K. Weiss
34091 County Road K
Brush, CO 80723

Doris M. Scofield
3202 17th Avenue
Evans, CO 80620

Marlene L. Chenoweth
356 U.S. Highway 212
Belle Fourche, SD 57717

Janet S. Ferguson
PO Box 780
Dewey, AZ 86327

Leonard D. Weiss
34091 County Road K
Brush, CO 80723

Joyce E. Abrames
5801 Tampa Shores Blvd.
Tampa Bay, FL 33615

James W. Hickman
23518 WCR # 1
Loveland, CO 80537

Robert D. Kickman
806 Loch Lommond Dr.
Hutchinson, KS 67502-2045

Joanne Illene Schweitzer
2433 Eagle Drive
Loveland, CO 80537

Alfred G. Weiss & Sandra L. Weiss,
Joint Tenants
PO Box 416
Moffat, CO 81143

Robert L. Weiss & Sharon E. Weiss,
Joint Tentants
1525 West Azalea Dr.
Chandler, AZ 85248

Alvin W. Weiss & Vicky Maw Weiss,
Joint Tentants
PO Box 422
Moffat, CO81143

John H. Weiss & Carol J. Weiss,
Trustees of the Weiss Family Trust dated
May 15, 2007
2073 N. Pebble Beach Dr.
Casa Grande, AZ 85122

Carol Lea Schweiger
22362 Co. Rd. P
Ft. Morgan, CO 80701

Kathleen Ann Zion
22362 Co. Rd. P
Ft. Morgan, CO 80701

Donna Rose Beyer
19528 Road Y
Ft. Morgan, CO 80701

Faye Louis Weiss
405 Applewood
Brush, CO 80723

Central Stop, Corporation
104 Yale Ave.
Ft. Collins, CO 80525

Centennial Mineral Holdings, LLC
8235 Dounglas Ave, Suite 815
Dallas, TX 75225

GTD Land Company, LLP, David L. Sell,
General Partner
12122 West Altantic Drive
Lakewood, CO 80228

Magnolia Minerals Trust, LLC
2273 S. Fillmore St
Denver, CO 80210

John Russell Allen and Rosa Allen
Star Route 9, Box 5
Pine Ridge, AR 71966

Douglas James Allen and Barbara Allen
Star Route 9, Box 5
Pine Ridge, AR 71966

Janet H. Johnson
3991 W. Fountain Road
Joplin, CO 64801

James Roy Carlson
99 Moosewood Lane
Sagle, ID 83860

Carl Jerry Carlson
345 Merrydale Drive
Fayetteville, GA 30215

Heirs of Assigns of Louie Wente
Address Unknown

Margaret H. Templeton
c/o The Regency at South Shore
322 Washington Plaza
Erie, PA 16505

Adda L. Dean Donald L. Dean
P.O. Box 971
Bailey, CO 80421

H. B. Ferguson
3798 Pete Seay Rd.
Sulphur, LA 70663

Lory E. Ferguson, Jr.
P.O. Box 362
Kiowa, CO 80117

Harry Weiss
324 Cambridge Street
Brush, CO 80723

VERIFICATION

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

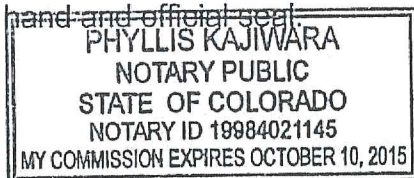
Joseph H. Lorenzo, of lawful age, being first duly sworn upon oath, deposes and says that he is Attorney-in-Fact for Noble Energy, Inc. and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

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

Subscribed and sworn to before this 14th day of September, 2012.

Witness my ~~hand and official seal~~:

[SEAL]



My commission expires: 12/10/2015

Christie K. Jarama
Notary Public

BEFORE THE OIL & GAS CONSERVATION COMMISSION
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AFFIDAVIT OF MAILING

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

Theresa M. Sauer, 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 24, 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.

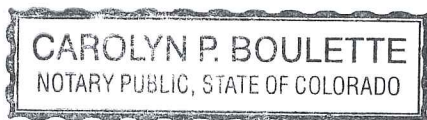


Theresa M. Sauer


Subscribed and sworn to before me on September 17, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015



Notary Public