

**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 34, TOWNSHIP 9  
NORTH, RANGE 59 WEST, 6TH P.M. IN AN UNKNOWN  
FIELD, 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 within an approximate 640-acre drilling and spacing unit for the drilling of the horizontal Castor LC 34-68HN Well, API No. 05-123-33451 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 9 North, Range 59 West 6th P.M.  
Section 34: 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 for 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 and authorized one horizontal well within each unit, for development and production of oil, gas and related hydrocarbons from the Niobrara Formation. The Application Lands are subject to Order No. 535-3 for 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 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.

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 January, 2013, 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: November 2, 2012.

Respectfully submitted:

**Noble Energy, Inc.**

By:

  
\_\_\_\_\_  
Jamie L. Jost  
Gregory J. Nibert  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202

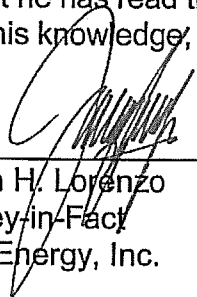
Applicant's Address:

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.

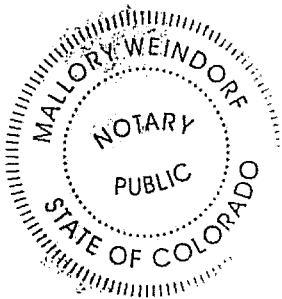
*cm  
EMK*

Subscribed and sworn to before this 11<sup>th</sup> day of October, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 6/10/2016



  
\_\_\_\_\_  
Notary Public

## EXHIBIT A

Beverly Kientz  
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Hat Creek Royalty, LTD  
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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 34, TOWNSHIP 9 NORTH, RANGE 59 WEST, 6TH P.M. IN AN UNKNOWN FIELD, 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 November 13, 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.

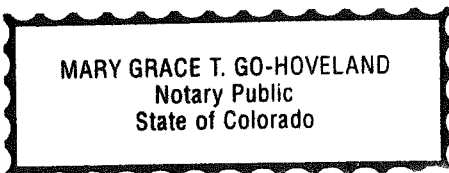
**Jamie L. Jost**

Subscribed and sworn to before me on November \_\_\_\_, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: March 3, 2015



Notary Public