

**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 320-ACRE WELLBORE SPACING UNIT
LOCATED IN SECTIONS 13 AND 14, TOWNSHIP 4
NORTH, RANGE 67 WEST, IN THE WATTENBERG
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 for the development of the Niobrara Formation in the following described approximate 320-acre wellbore spacing unit for the horizontal Stroh PC O 13-79HN Well, API No. 05-123-35465 ("Well"):

Township 4 North, Range 67 West, 6th P.M.

Section 13: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 14: E $\frac{1}{2}$ E $\frac{1}{2}$

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 owns leasehold interests in a substantial portion of the Application Lands.
3. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell-Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. Order No. 407-373 also includes portions of the Application Lands, but does not apply to and has no effect on the relief requested in this Application.
4. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formation from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was

amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Niobrara Formation.

5. Applicant designated an approximate 320-acre wellbore spacing unit, as defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and pursuant to 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 320-acre wellbore spacing unit:

Township 4 North, Range 67 West, 6th P.M.

Section 13: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 14: E $\frac{1}{2}$ E $\frac{1}{2}$

(referred to herein as the "Wellbore Spacing Unit").

7. Applicant requests that the Commission's pooling order be made effective as 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, whichever is earlier.

8. 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, or has already been, offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required, as applicable, by Rule 530. The interested parties list shall be filed with the Commission no later than seven (7) days after the filing of this Application. The list of such interested parties is attached hereto as Exhibit A.

9. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and Wellbore 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 Wellbore Spacing Unit for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as 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) were first incurred for the drilling of the Well, whichever is earlier.

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(7), and made subject to the cost recovery provisions thereof with respect to all wells drilled to develop the Niobrara Formation in the Wellbore Spacing Unit comprised of 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 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: October __, 2012

Respectfully submitted:

Noble Energy, Inc.

By: 

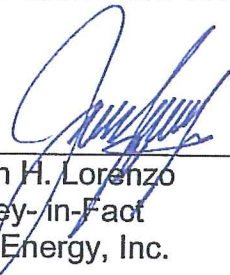
Jamie L. Jost
Elizabeth Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:
Noble Energy, Inc.
ATTN: Brian Bolton
1625 Broadway, Suite 2200
Denver, CO 80202

VERIFICATION

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

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.



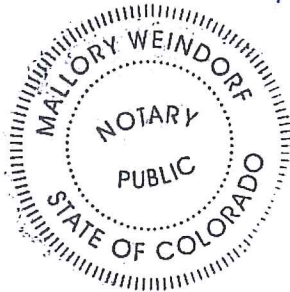
Joseph H. Lorenzo
Attorney-in-Fact
Noble Energy, Inc.

EB
cmk

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

Witness my hand and official seal.

My commission expires: 10/10/2016





Notary Public

EXHIBIT A

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

Anadarko E&P Company, L.P.
1099 18th St.
Denver, CO 80202

Thomas C. Watson
60913 Highway 50
Montrose, CO 81401

Lot Holding Investments, LLC
1760 Broad Street
Milliken, CO 80543

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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 __, 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.

Elizabeth Y. Gallaway

Subscribed and sworn to before me October, 2012.

Witness my hand and official seal.

My commission expires: March 3, 2015

Notary Public

