

**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 THREE
DESIGNATED APPROXIMATE 320-ACRE
WELLBORE SPACING UNITS LOCATED
IN SECTION 4, TOWNSHIP 4 NORTH,
RANGE 65 WEST, 6TH P.M. 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 this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests within three (3) designated approximate 320-acre wellbore spacing units for the drilling of the Frankie PC G04-65HN well, API No. 05-123-36283, Knaub PC G04-66-1HN well API No. 05-123-36289 and Knaub PC G04-64-1HN well API No. 05-123-36286 (collectively "Wells") for the development of the Niobrara Formation on the following described lands:

Township 4 North, Range 65 West, 6th P.M.

Section 4: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$ (WSU #1 - Frankie PC G04-65HN)

Section 4: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$ (WSU #2 - Knaub PC G04-66-1HN)

Section 4: S $\frac{1}{2}$ (WSU #3 - Knaub PC G04-64-1HN)

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

In support thereof, 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 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 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. 407-497 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 Formations 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 three 320-acre wellbore spacing units, 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/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands in the Niobrara Formation underlying each of the following three designated approximate 320-acre wellbore spacing units:

Township 4 North, Range 65 West, 6th P.M.

Section 4: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$ (WSU #1 - Frankie PC G04-65HN)

Section 4: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$ (WSU #2 - Knaub PC G04-66-1HN)

Section 4: S $\frac{1}{2}$ (WSU #3 - Knaub PC G04-64-1HN)

(hereafter "Wellbore Spacing Units").

7. 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 the Wells to the Niobrara Formation on the Application Lands.

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 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.

9. That in order to prevent waste and to protect correlative rights, all interests in WSU #1, WSU #2 and WSU #3 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 WSU #1, WSU #2 and WSU #3 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 Wells in the WSU #1, WSU #2 and WSU #3 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 Wells 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 Wellbore Spacing Units 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 February, 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: December 12, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Elizabeth Y. Gallaway
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: Brian Bolton
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.

JH
cmK

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

Witness my hand and official seal.

[SEAL]

My commission expires: 10/28/14

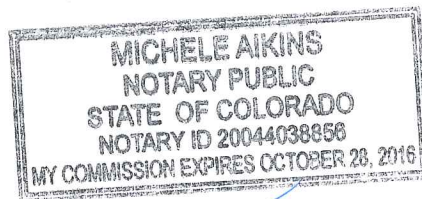




EXHIBIT A

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

Allen G. Cox, LLC
P.O. Box 128
Sand Point, ID 83864

Anna M. Early (Deceased)
114 S. La Senda
Leguna Beach, CA 92651

Anna Marie Wall
1522 44th Avenue Court
Greeley, CO 80634

Art Arndt, c/o Roland Arndt
679 Apalachi
Walled Lake, MI 48390

Audrey M. Norris
1614 Thunderbird Road
Marshall, MN 56258

Beverly B. Auld (Deceased)
23731 Perth Bay
Dana Point, CA 92629

Carl Hill and JoAn Hill
2815 83 AV
Greeley, CO 80634

Charles G. Carlson
1720 60th Avenue, Apt. 209
Greeley, CO 80634

Cletus Carlton, Jr.
16093 Lakewood Place
Victorville, CA 92392

Dale A. Anderson
3475 Rainbow Lane
Highland, CA 92346

Daniel C. and Irene C. Davis
2964 Palm Avenue
Highland, CA 92346

David M. Lewis, Nancy J. Lewis, PR, Estate of
David M. Lewis
P.O. Box 608
Sandpoint, ID 83864

David W. Lonczak
965 Abilene Way
Park City, UT 84098

Diane L. Osgood Trust
P.O. Box 7763
Newport Beach, CA 92658

Donald J. Cox
P.O. Box 182
Sandpoint, ID 83864

Donald D. and Dorothy J. Dana
11612 Casper Place
Sandy, UT 84092

Heirs and Assigns of Deryl E. Collier, Deceased,
Attn. Doug Collier
429 4th Street, P.O. Box 676
Frederick, CO 80530

Edward S. Martinez
1789 28th Avenue
Greeley, CO 80634

Eileen Homrighous (deceased)
4024 N. Lakeside Dr.
Muncie, IN 47304

Erasmio Parras
449 Mountainside Lane
Grand Junction, CO 81504

Everett O. Cummings, Dirk Olsen, Trustee,
Estate of Everett O. Cummings
759 36 3/10 Road,
Palisade, CO 81520

Expro Gas, Inc.
1002 Mi Tierra Way
The Villages, FL 32159

Floyd and Norma Holladay
12411 Ganesta Court,
Victorville, CA 92398

Frederick L. and Mary A. Pumroy
1849 Southlawn Dr.
Fairborne, OH 45324

The Gazze Family Trust
2434 Via La Orilla
Fallbrook, CA 92028

Germaine Diny
1242 Drews Dr.
Depere, WI 54115

Greg and Robin Handgis
29835 Havenwood Lane
Highland, CA 92346

Gus and Francis Jahnke
11825 Apple Valley Road, Apt. 131
Apple Valley, CA 92308

James A. Becker
1401 Welch St.
Fort Collins, CO 80524

Estate of Janet Helms, c/o Joan S. Sholts, POA
16518 W. Sheridan Street
Goodyear, AZ 85395

Jaquita Cox
3276 E. Hayden View Dr.
Coeur D'Alene, ID 83815

Jerry and Daisy Stewart
21121 Calle De Paseo
Lake Forest, CA 92630

Joan J. Tracy
1002 Mi Tierra Way
Lady Lake, FL 32159

John DiTirro, Jr. (Deceased)
1536 James Chisum Drive
El Paso, TX 79936

John R. Lautz
PO Box 1370
San Gabriel, CA 91778

Karen J. Oliver
14021 Cottonwood Cir
Sterling, CO 80751

Larry Rider
7484 Mariana Dr.
Sarasota, FL 34231

M.L. Cogburn and Scott Cogburn
4400 W. 4th Street Road
Greeley, CO 80634

M.E. Wacker (Deceased)
1309 Kirkwood Drive, #404
Fort Collins, CO 80525

Martha Maxwell (F.K.A Swift-Olson)
203 Birch Street
Windsor, CO 80550

Martin J. Harrington, Jr.
2236 South Jackson Street
Denver, CO 80210

Mel and Colleen Jahnke
P.O. Box 6004
Big Bear Lake, CA 92315

Michael Guerin
17002 Grant Street
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Morgan J. Connor
2071 S. Xenia Way
Denver, CO 80231

Neil B. and Ruby Gabriel
1801 Kalmar Court
Fort Collins, CO 80524

Resource Acquisitions Management Company
Attn: Kerry S. Ramsey
PO Box 8958
Denver, CO 80201

Robert C. Martinez
2700 West C Street, #165
Greeley, CO 80631

Robert Allen Reese
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Dayton, OH 45429

Robert N. Green
PO Box 117
Twelve Mile, IN 46988

Roland G. Arndt, Jr., Trustee of the Roland G.
Arndt, Jr. Trust
26405 Meadowview Dr.,
Farmington Hill, MI 48331

Ruben Erlich, c/o Scott Ehrlich, POA
2805 8th Ave
Greeley, CO 80631

Scott Cogburn
4627 W. 20th Street, Room A
Greeley, CO 80634

Stephanie and Michael Murphy
375 Timbercreek Court
Reno, NV 89511

Stephen F. and Susan E. Barzellone
8511 S. 77th E Pl
Tulsa, OK 74133

Suzanne Grandgeorge
4919 82nd Pl E.
Sarasota, FL 34243

T.J. Vessels
730 17th Street, Suite 340
Denver, CO 80202

Tim and Donna Sharp
21588 Weld County Road 52
Greeley, CO 80631
Toby Martinez, (The Hiers and Assigns of)
1632 36th Ave Court
Greeley, CO 80634

Top Operating Company, c/o Rod Herring
10881 W. Asbury Avenue, Suite 230
Lakewood, CO 80227

Van A. Cummings
6800 Clearwater Dr.
Loveland, CO 80538

Vernon R. and Betty J. Rider
7484 Mariana Drive
Sarasota, FL 34231

Estate of Robert Levoy Poundstone, c/o Ms.
Ann Poundstone
1470 S. Quebec Way, #234
Denver, CO 80231

William S. Henderson, c/o Dan Henderson, PR
302 79th Street
Avalon, NJ 08202

William G. McCanne
554 Mountain View Rd.
Carbondale, CO 81623

William Schmidt
P.O. Box 580178
Elk Grove, CA 95758

Gary A. Schissler and Mary Lou Schissler, as
Joint Tennants
20846 WCR 50
Las Salle, CO 80645

George B. and Betty J. McClellan Trust
P.O. Box 378
Gilcrest, CO 80623-0378

Jessie Kallas and Bill Kallas, Joint Tennants
7189 South Eudora Court
Centennial, CO 80122

Kevin D. Walker
20426 WCR 50
La Salle, CO 80645

Kimberly A. Loper
21025 WCR 41
La Salle, CO 80645

Lower Latham Reservoir Company
P.O. Box 398
Kersey, CO

Lura May Lewis Barnard, or her successors
interest
6033 Melody Lane, Apt 437
Dallas, TX 75231

Ruben Schissler and Ruby Schissler, as Joint
Tennants
1735 45th Avenue
Greeley, CO 80634

Kerr-McGee Oil & Gas Onshore LP
1099 18th St., Suite 1800
Denver, CO 80202-1918

ABA Revocable Trust
P.O. Box 400
LaSalle, CO 80645

Betz Farms, a Co-Partnership
22421 CR 43
LaSalle, CO 80645

Mathew J. Doperalski
P.O. Box 1880
Eagle, ID 83616

Olga E. Weigand, c/o Tawnya E. Hopper, POA
Garden Square at Westlake
3151 W 20th Street #227
Greeley, CO 80634

Vernon A. Rexford and Judith S. Rexford, joint
tenants
23159 Weld County 43
LaSalle, CO 80645

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DOCKET NO.

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

That she is the attorney for Noble Energy, Inc., that on or before December ____, 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.

Subscribed and sworn to before me on December 12, 2012.

My commission expires: April 14, 2016



Martha A. Loui
Notary Public