

**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 TWO DESIGNATED APPROXIMATE 640- ACRE WELLBORE SPACING UNITS LOCATED IN SECTIONS 15, 16, 21, AND 22, TOWNSHIP 7 NORTH, RANGE 64 WEST, 6TH P.M. IN THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.
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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 two designated approximate 640-acre wellbore spacing units for the drilling of the Furrow USX AB 16-62-1HNL Well, API No. 05-123-36125 and Furrow USX AB 21-69-1HNL Well, API No. 05-123-36131 (collectively "Wells") for the development of the Niobrara Formation on the following described lands:

Township 7 North, Range 64 West, 6th P.M.

Section 15: S $\frac{1}{2}$ S $\frac{1}{2}$	
Section 16: S $\frac{1}{2}$ S $\frac{1}{2}$	
Section 21: N $\frac{1}{2}$ N $\frac{1}{2}$	
Section 22: N $\frac{1}{2}$ N $\frac{1}{2}$	(WSU #1 - Furrow USX AB 16-62-1HNL)

Section 15: S $\frac{1}{2}$ S $\frac{1}{2}$	
Section 16: S $\frac{1}{2}$ S $\frac{1}{2}$	
Section 21: N $\frac{1}{2}$ N $\frac{1}{2}$	
Section 22: N $\frac{1}{2}$ N $\frac{1}{2}$	(WSU #2 - Furrow USX AB 21-69-1HNL)

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 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.

4. Applicant designated two 640-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.

5. 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 two designated approximate 640-acre wellbore spacing units:

Township 7 North, Range 64 West, 6th P.M.

Section 15: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 16: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 21: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 22 N $\frac{1}{2}$ N $\frac{1}{2}$ (WSU #1 - Furrow USX AB 16-62-1HNL)

Section 15: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 16: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 21: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 22 N $\frac{1}{2}$ N $\frac{1}{2}$ (WSU #2 - Furrow USX AB 21-69-1HNL)

(hereafter "Wellbore Spacing Units").

6. 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.

7. 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.

8. That in order to prevent waste and to protect correlative rights, all interests in WSU #1 and WSU #2 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 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 Furrow USX AB 16-62-1HNL 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 Furrow USX AB 16-62-1HNL 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 Furrow USX AB 16-62-1HNL Well drilled to develop the Niobrara Formation in WSU #1 comprising the Application Lands.

D. Pooling all interests in the Application Lands and WSU #2 for the development of the Niobrara Formation.

E. 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 Furrow USX AB 21-69-1HNL Well to the Niobrara Formation on the Application Lands.

F. 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 Furrow USX AB 16-62-1HNL 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 Furrow USX AB 21-69-1HNL Well drilled to develop the Niobrara Formation in WSU #2 comprising the Application Lands.

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

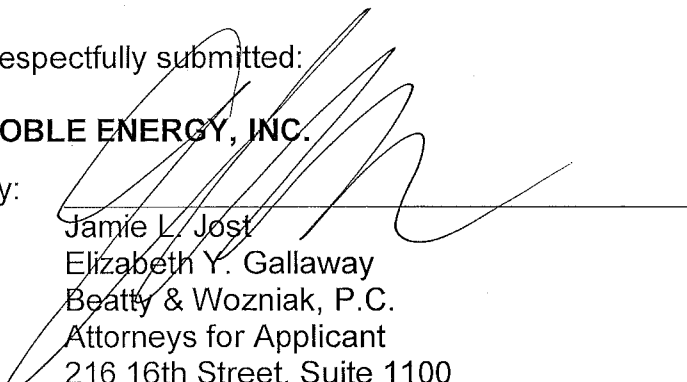
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in February, 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

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: Sam McClung

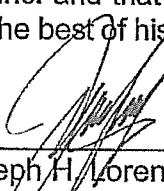
1625 Broadway, Suite 2200

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.

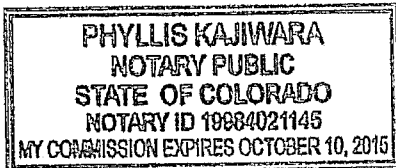
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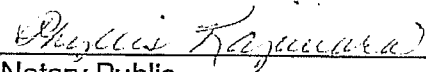
Subscribed and sworn to before this 12th day of December, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 10-10-2015





Notary Public

EXHIBIT A

Anadarko Land Corp.
1099 18th St. #1800
Denver, CO 80202

State of Colorado
1313 Sherman Street, Room 621
Denver, CO 80203

Margaret A. Anderson
616 E. Lake Ct. SE
Rio Rancho, NM 87124

Tammy Underwood fka Tammy Sapp
13060 E. 820th Road
Stockton, MO 65785

Marilyn J. Mouchou
286 SW Airport Park Glen
Lakecity, FL 32025

Shirley Waugh
6050 Wright Street
Arvada, CO 80004

Gina Bough
230 North Dade 51
Lockwood, MO 65682

Laurie Hopkins
411 S. Ingram Mill Rd.
Springfield, MO 65802

Noble Energy, Inc.
1625 Broadway Suite 2200
Denver, CO 80202

Noble Energy WyCo, Inc.
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Saint James Oil Ltd.
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Sandy, UT 84092

Glen N LaBue ATIF for
Gerald Norman Labue
1210 Redwood Court
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Henry F. Kohlhoff
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Erna Kohlhoff Family Trust
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Eaton, CO 80615

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Sean M. English
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Colby, KS 67701

Marilyn J. Carmichael
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Husum, WA 98623

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FORMATION, WATTENBERG FIELD,
WELD COUNTY, COLORADO

DOCKET NO.

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)SS.

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Elizabeth Y. Gallaway

My commission expires: 11/13/2016

Notary Public