

**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 17, TOWNSHIP 8 NORTH,  
RANGE 61 WEST, 6TH P.M. IN THE 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 this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests within an approximate 647.94-acre drilling and spacing unit for the drilling of the Sievers LE 17-62HN Well ("Well") for the development of the Niobrara Formation on the following described lands:

Township 8 North, Range 61 West, 6<sup>th</sup> P.M.  
Section 17: All

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 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, including Application Lands, and authorized one horizontal well within each unit, for development and production of oil, gas and related hydrocarbons from the Niobrara Formation.
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 8 North, Range 61 West, 6<sup>th</sup> P.M.

Section 17: 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 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.

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 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 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: January 23, 2013.

Respectfully submitted:

**NOBLE ENERGY, INC.**

By: 

Jamie L. Jost  
Elizabeth Y. Gallaway  
Gregory Nibert  
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: Ashley Stokes  
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.

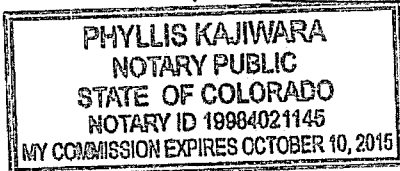
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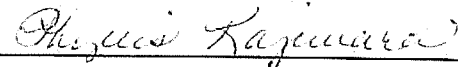
Subscribed and sworn to before this 22<sup>nd</sup> day of January 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: \_\_\_\_\_



  
\_\_\_\_\_

## EXHIBIT A

Barbara Rouse, a widow  
8143 East Mountain Spring Road  
Scottsdale, AZ 85255

Barbara Simmons,  
widow of V. H. Simmons, Jr.  
17031 East El Lago, Unit 2163  
Fountain Hills, AZ 85268

Carolyn Cox Howard  
2151 Green Oaks Rd.  
Ft. Worth, TX 76106

Gary J. Sievers  
44750 WCD 89  
Briggsdale, CO 80611

Gloria Rust  
15260 Willow Rd.  
Lakeside, CA 92040

J. M. Friedlander  
201 South Grove Avenue  
Barrington, IL 60010

J. W. Meehan  
622 Oak Road  
Barrington, IL 60010

James E. Sievers  
43605 County Road 92  
Briggsdale, CO 80611

James Jackson Simmons  
27303 West Reunion Court  
Buckeye, AZ 85396

John David Robinett  
1100 University St., Apt. #16D  
Seattle, WA 98101

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

RLW Energy, LLC  
Address Unknown

Robert L. Salmon,  
widower of Sarah Ann Salmon  
1968 Flagstone Ranch Ln.  
Henderson, NV 89012

Robert P. Gwinn  
144 Fairbank Road  
Riverside, IL 60546

Rodeo Energy Partners, LLC  
P.O. Box 4631  
Englewood, CO 80155-4631

Ronnie E. Settles  
3204 Copper Sunset Ave, North  
Las Vegas, NV 89081

Roscoe Earl Cox III  
4903 Westbriar Dr.  
Ft. Worth, TX 76109

Sam B. Ross  
800 Chelsea Blvd.  
Houston, TX 77002

Sievers Family Minerals, LLC  
43605 County Road 92  
Briggsdale, CO 80611

SKV, LLC  
P.O. Box 300687  
Denver, CO 802818

Susan I. McClellan, individually and  
as heir of William P. Simmons and  
Frances J. Simmons, and  
James L. McClellan  
4700 Alexander Street  
Wichita, KS 67204

The Northern Trust Company, as Trustee of the  
Virginia Hellyer Living  
Trust Agreement dated August 23, 1966  
50 South La Salle Street  
Chicago, IL 60675

U.S. AgBank, FCB  
245 N. Waco St.  
Wichita, KS 67202

Whitman Interests, LLC  
c/o P.O. Box 22948  
Houston, TX 77227-2948

William J. Sievers  
43605 County Road 92  
Briggsdale, CO 80611

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## )

)SS.

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Elizabeth Y. Gallaway

My commission expires: 11/13/2016.

