

**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 CODELL-NIOBRARA FORMATION IN AN APPROXIMATE 640-ACRE DRILLING AND SPACING UNIT LOCATED IN SECTION 18, TOWNSHIP 8 NORTH, RANGE 60 WEST, 6TH P.M. IN THE AN UNKNOWN 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 an approximate 640-acre drilling and spacing unit for the drilling of the Hunt LF 18-62HN well ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 8 North, Range 60 West, 6th P.M.
Section 18: 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 Codell-Niobrara Formation underlying the following approximate 640-acre drilling and spacing unit:

Township 8 North, Range 60 West, 6th P.M.
Section 18: All

(hereinafter "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 Codell-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 Codell-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 Codell-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 Codell-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 Codell-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 March, 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
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

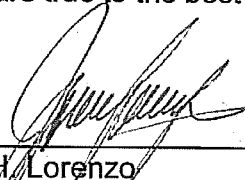
Applicant's Address:

Noble Energy, Inc.
ATTN: Hunter Hibbard
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.

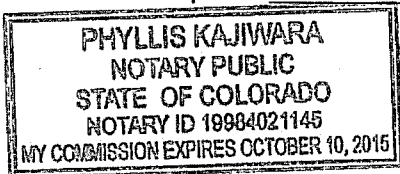

CMK


Subscribed and sworn to before this 22nd day of January 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: _____





Phyllis Kajiwarra

EXHIBIT A

Poco Minerals, LLC
PO BOX 601673
Dallas, TX 75360

Patricia Ann Adolf
710 62nd Avenue
Greeley, CO 80634

Broadmoor Land and Minerals, LLC
PO BOX 192726
Dallas, TX 75219

Midland Trust
C/O Stephen J Flanagan TTEE
PO BOX 9257
Dallas, TX 75209

Ronald W. Thomas and Lynne C. Thomas
11923 Granite Woods Loop
Venice, FL 34292

Calf Creek Royalty Ltd.
400 W Illinois STE 1070
PO BOX 3240
Midland, TX 79702

Robin T. Walter
410 Oakview Road
Santa Ynez, CA 93460

Centennial Mineral Holdings, LLC
8235 Douglas Avenue, Suite 815
Dallas, TX 75225

Ray Everett Butler, III, Trustee under the Vivion
L. Butler Family Trust
1466 Recado Rd.
La Habra Heights, CA 90631

Benjamin Stackpole Strout
508 Chateau La Salle Drive
San Jose, CA 95111-3044

Black Hollow Royalty, LLC
P.O. Box 13308
Denver, CO 80201

Katherine L. McCorkle
55 San Benito Way
San Francisco, CA 94127

Heirs and Devisees of A. M. Gildersleeve
Address Unknown

Laura Blacklund Bauer
P.O. Box 883
Sedona, AZ 86336

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

Carrizo (Niobrara) LLC
500 Dallas Street, Suite 2300
Houston, TX 77002

Oil India (USA) Inc.
333 Clay Street, Suite 3300
Houston, TX 77002

IOCL (USA) Inc.
333 Clay Street, Suite 3300
Houston, TX 77002

Suzanne M. Nyhus
414 Denslow Avenue
Los Angeles, CA 90048

Ray Everett Butler, III,
Trustee under the Vivion L. Butler Family Trust
1466 Recado Rd.
La Habra Heights, CA 90631

Heirs and Devisees of A. M.
Gildersleeve,
Address Unknown

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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 January 24, 2013, 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 January 23, 2013.

My commission expires: 11/13/2016

