

**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 26, TOWNSHIP 9 NORTH,  
RANGE 60 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 640-acre drilling and spacing unit for the drilling of the Keota PC LB26-62HN well, API No. 05-123-36549 ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 9 North, Range 60 West, 6<sup>th</sup> P.M.  
Section 26: 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 Codell-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 9 North, Range 60 West, 6<sup>th</sup> P.M.  
Section 26: 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 the 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 22, 2013.

Respectfully submitted:

**NOBLE ENERGY, INC.**

By: 

Jamie L. Jost

Elizabeth Y Galloway

Gregory J. Nibert Jr.

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: Gabriel Findlay

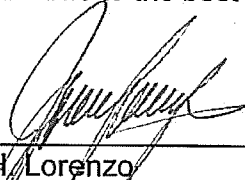
1625 Broadway, Suite 2200

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.

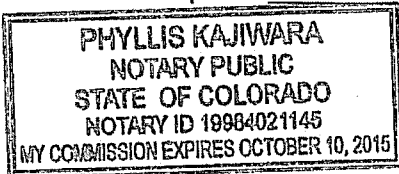
  
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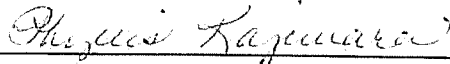
Subscribed and sworn to before this 22<sup>nd</sup> day of January 2013.

Witness my hand and official seal.

[SEAL]

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



  
\_\_\_\_\_  
Phyllis Kajiwarra

## EXHIBIT A

GTD Land Company, LLP  
12122 W. Atlantic Drive  
Lakewood, CO 80228

Central Stop Corp.  
104 Yale Ave.  
Ft. Collins, CO 80525

Margaret H. Templeton  
c/o The Regency @ South Shore  
322 Washington Place  
Erie, PA 16505

Magnolia Minerals Trust, LLC  
600 17th Street, Suite 2125 South  
Denver, CO 80202

Centennial Mineral Holdings, LLC  
5950 Cedar Springs Road, Suite 200  
Dallas, TX 75235

Alvin W. Weiss and  
Vicky Mae Weiss, as Joint Tenants  
P.O. Box 422  
Moffat, CO 81143

John H. Weiss and  
Carol J. Weiss, Trustees of the  
Weiss Family Trust dated May 15, 2007  
2073 N. Pebble Beach Dr.  
Casa Grande, AZ 85122

Alfred G. Weiss and  
Sandra L. Weiss, as Joint Tenants  
P.O. Box 416  
Moffat, CO 81143

Robert L. Weiss and  
Sharon E. Weiss, as Joint Tenants  
1525 W. Azalea Drive  
Chandler, AZ 85248

Doris M. Scofield  
3202 17th Avenue  
Evans, CO 80620-1321

Marlene L. Chenoweth  
356 U.S. Highway 212  
Belle Fourche, SD 57717-1029

Janet S. Ferguson  
P.O. Box 780  
Dewey, AZ 86327-0780

Leonard D. Weiss  
34091 County Road K  
Brush, CO 80723-9316

Robert D. Hickman  
806 Loch Lommond Dr.  
Hutchinson, KS 67502-2045

James W. Hickman  
23518 WCR #1  
Loveland, CO 80537

Joyce E. Abrams  
5801 Tampa Shores Boulevard  
Tampa Bay, FL 33615

Donna Rose Beyer  
19528 Road Y  
Fort Morgan, CO 80701

Faye Louise Weiss  
405 Applewood  
Brush, CO 80723

Joanne Illene Schweitzer  
2433 Eagle Drive  
Loveland, CO 80537

Kathleen Ann Zion  
22362 Co. Rd. P  
Fort Morgan, CO 80701

Carol Lea Schweiger  
22362 Co. Rd. P  
Fort Morgan, CO 80701

H.B. Ferguson  
3798 Pete Seay Road  
Sulphur, LA 70633

Adda L. Dean  
P.O. Box 971  
Bailey, CO 80421-0971

Lory E. Ferguson, Jr.  
P.O. Box 362  
Kiowa, CO 80117

James Roy Carlson  
99 Moosewood Lane  
Sagle, ID 83860

Carl Jerry Carlson  
345 Merrydale Dr.  
Fayetteville, GA 30215

Janet Helen Johnson  
6061 W. 1st Street  
Greeley, CO 80634

Sharon K. Weiss  
34091 County Road K  
Brush, CO 80723-9316

John Russell Allen  
1419 Kenwood Way  
Mena, AZ 71953

Douglas James Allen  
3623 Hwy 88 West  
Oden, AR 71961

Mike D. Shull and Peggy J. Shull,  
as Joint Tenants  
53004 Weld County Road 100  
Grover, CO 80729

Larry T. Shull  
2343 W. 1st Street  
Greeley, CO 80631

Mike Shull  
53004 WCR 100  
Grover, CO 80729

Cory Shull  
1415 E. Boulder Street  
Colorado Springs, CO 80909

MAP 2012-OK, an Oklahoma general  
partnership,  
c/o MAP Royalty, Inc.  
101 N. Robinson, Suite 1000

Oklahoma City, OK 73102-5514  
Black Hawk Royalty III LP,  
c/o Josh Leffler  
7303 North Highway 81  
Duncan, OK 73533

Casper Mountain Royalty LP,  
c/o Josh Leffler  
7303 North Highway 81  
Duncan, OK 73533

Black Hawk Royalty II LP,  
c/o Josh Leffler  
7303 North Highway 81  
Duncan, OK 73533

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

Carrizo (Niobrara) LLC,  
Attn: Craig Wiest  
500 Dallas Street, Suite 2300  
Houston, TX 77002

Anna E. Swanson  
437 Collyer Street  
Longmont, CO 80503

IOCL (USA) Inc.,  
c/o Thompson Knight LLP,  
Attn: Arthur J. Wright  
333 Clay Street, Suite 3300  
Houston, TX 77002

Oil India (USA) Inc.,  
c/o Thompson Knight LLP,  
Attn: Arthur J. Wright  
333 Clay Street, Suite 3300  
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Notary Public