

**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 19, TOWNSHIP 9 NORTH, RANGE 58 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 Timbro LD 19-73HN well, API No. 05-123-36268 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 9 North, Range 58 West, 6th P.M.
Section 19: 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 9 North, Range 58 West, 6th P.M.
Section 19: 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 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, 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 24, 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

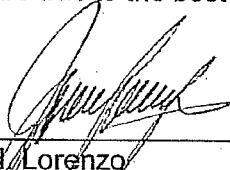
Applicant's Address:

Noble Energy, Inc.
ATTN: 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.

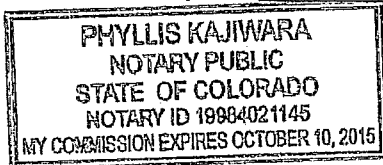

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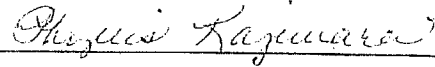
Subscribed and sworn to before this 22nd day of January 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: _____





Phyllis Kajiwar

EXHIBIT A

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

Noble Energy WyCo, LLC
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Denver, CO 80202

Antelope Energy Company, LLC
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AED Group, LLC
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El Segundo, CA 90245

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No Address of Record

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Glendive, MT 59330

Gwynneth K. Pederson
Unknown

James P. Vaught
Unknown

Louis Siefford
Unknown

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Inavale, NE 68952

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Aurora, CO 80015

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Denver, CO 80231

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Las Vegas, NV 89134

David John Uhl
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Las Vegas, NV 89031

Timbro Ranch & Cattle Co., LLC
P.O. Box 367
Springfield, NE 68059

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Cheyenne, Wyoming 82009

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Denver, CO 80204

Edward C. Siefford
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Pueblo, CO 81004

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Portland, OR 97203

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Omaha, AR 72662

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Henderson, NV 89104

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Pueblo, CO 81006

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Alliance, NE 69301

Kay Bowles
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Pueblo, CO 81008

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P.O. Box 103
Burden, KS 67019

Carl Owen Buell
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Winfield, KS 67156

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Kerrville, TX 78028

Beulah Barnes
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San Antonio, TX 78216

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Willis, TX 77378

Linda Cowger Russell
1973 Suffolk Road
Oskaloosa, IA 52577

Loren Crumb
12028 East 49th Street
Kansas City, MO 64133

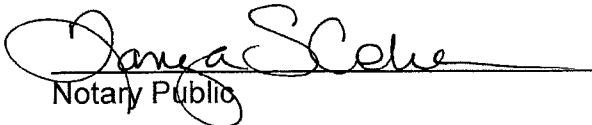
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DOCKET NO.

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

Elizabeth Y. Gallaway

My commission expires: 11/13/2016



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OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF
NOBLE ENERGY, INC. FOR AN ORDER
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SECTION 19, TOWNSHIP 9 NORTH, RANGE
58 WEST, 6TH P.M. IN THE AN UNKNOWN
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 535

DOCKET NO. 1303-UP-61

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Noble Energy, Inc. and that on or before February 26, 2013 she caused a copy of the above-captioned Application and Notice of Hearing to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on the Exhibit A attached to this Affidavit.

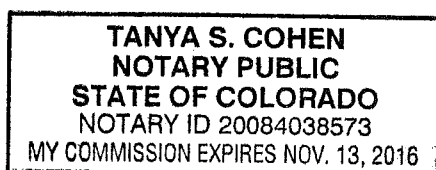
David John Uhl
6117 Browing Way
Las Vegas, NV 89130

~~Elizabeth Y. Galloway~~

Subscribed and sworn to before me ~~February~~ 25, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016



Notary Public