

**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 TO POOL ALL INTERESTS IN AN APPROXIMATE 470.76-ACRE DESIGNATED WELLBORE SPACING UNIT ESTABLISHED FOR SECTIONS 14 AND 15, TOWNSHIP 5 NORTH, RANGE 64 WEST, 6TH P.M., FOR 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 to pool all interests within an approximate 470.76-acre wellbore spacing unit for the drilling of the Holman B15-65HNM Well, (API No. 05-123-37200) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 5 North, Range 64 West, 6th P.M.

Section 14: S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$

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

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 19, 1992, the Commission entered Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.
4. 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.

5. Applicant designated the 470.76-acre wellbore spacing unit, 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.

6. 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 the following approximate 470.76-acre designated wellbore spacing unit:

Township 5North, Range 64 West, 6th P.M.

Section 14: S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$

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

(hereafter "Wellbore Spacing Unit").

7. 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 Well to the Niobrara Formation on the Application Lands.

8. 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.

9. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit 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 the Wellbore 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 Wellbore 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 Wellbore Spacing Unit comprising the Application Lands.

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

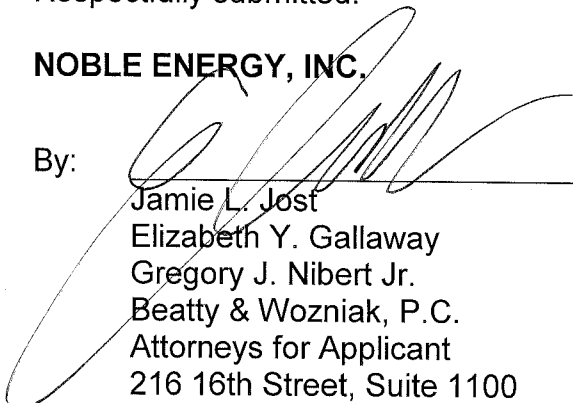
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: May 30, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Elizabeth Y. Gallaway
Gregory J. Nibert Jr.
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

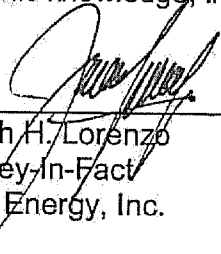
Applicant's Address:

Noble Energy, Inc.
ATTN: 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.



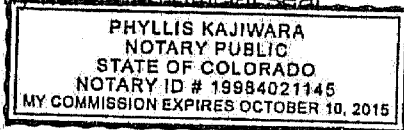
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

CMK

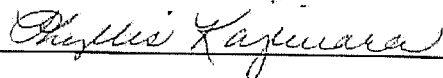
Subscribed and sworn to before this 29th day of May 2013.

Witness my hand and official seal

[SEAL]



My commission expires: 10-10-2015



Phyllis Kajiwar

**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 TO
POOL ALL INTERESTS IN AN APPROXIMATE
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14 AND 15, TOWNSHIP 5 NORTH, RANGE 64
WEST, 6TH P.M., FOR THE NIOBRARA
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

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., that on or before June 1, 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.

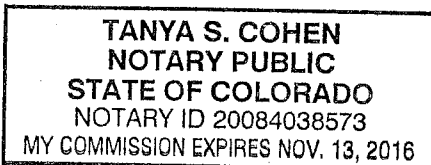


Elizabeth Y. Gallaway

Subscribed and sworn to before me on May 30, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016.





Notary Public

EXHIBIT A

Salter Family Trust
3100-A Pullam St.
Costa Mesa, CA 92626

Scotia Gas, Ltd.
Address unknown

Steven J. Buchanan
400 S. Snowmass Cir.
Superior, CO 80027-6118

Terry D. Meyer and
JoAnne D. Meyer, as Joint Tenants
Address unknown

The heirs, successors,
or assigns of Lyle Mitchell
Address unknown

Trustees of the Frances A. Loustalet Revocable
Trust dated August 15, 1995, as amended
1618 37th Ave. Place
Greeley, CO 80634

Wade Andre Loustalet
10131 South Brady Place
Highlands Ranch, CO 80136

Wild West Joint Venture
c/o Robert Childas,
1220 11th Ave., Suite 300
Greeley, CO 80631

Lavern Glover and
Athlyn K. Glover, as Joint Tenants
1099 18th St., Suite 1800
Denver, CO 80202

Lola K. Mitchell
812 West Merle Hibbs Blvd.
Marshalltown, IA 50158

Marvel Castor
Address unknown

Mildred L. Herbst
2743 25 St.
Greeley, CO 80634

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

Paul L. McCulliss
P.O. Box 3248
Littleton, CO 80161-3248

Petroleum Development Corporation
1775 Sherman St., Suite 3000
Denver, CO 80203

Raymond E. Carpio and
Debra M. Carpio, as Joint Tenants
27503 Weld County Road 55
Kersey, CO 80644

Gary H. Loustalet
15090 East Wagontrail Place
Aurora, CO 80015

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201

Gerald Eugene Mitchell
Address unknown

Jacqueline M. Frank
30 Ravenglass Way
Colorado Springs , CO 80906

James Holman and
Elizabeth Marie Holman, as Joint Tenants
28333 WCR 388
Kersey, CO 80644

JoEll K. Matthews
110 52nd Ave.
Greeley, CO 80634

Joleen A. Mitchell
117 West Jeffereson
Osborne, KS 67473

Joyce L. Matal
P.O. Box 117
Hudson, CO 80642

Kathleen Mitchell-Wade
812 West Merle Hibbs Blvd.
Marshalltown, IA 50158

Kerr-McGee Oil & Gas Onshore LP
1099 18th St., Suite 1800
Denver, CO 80202

Kirk L. Mitchell
1555 South Fivewood
Wichita, KS 67235

Cockroft Dairy Farm, LLLP
Address unknown

Colorado Energy Minerals, Inc.
P.O. Box 899
Denver, CO 80201

David A. Holman
28236 WCR 58 1/2
Greeley, CO 80906

David Clark Littler
Address unknown

Dawn Krupp, f/k/a Dawn Huston
7045 W. 27th Ave.
Wheat Ridge, CO 80033-8018

Dorothy Holman
28236 Weld County Road 58 1/2
Greeley, CO 80631

Douglas J. Guion
P.O. Box 899
Denver, CO 80201-0899

Doyleen J. Miller
311 West Vermont
Osborne, KS 67473

Faith Tabernacle Church, Inc.
7001 W. 28th St.
Greeley, CO 80634

Francis M. Loustalet and
Marilynn L. Loustalet,
as Trustees for the
Francis M. Loustalet Revocable Trust
1618 37th Ave. Place
Greeley, CO 80634

Frederick M. Upham
Address unknown.

Ace Royalties, LLC
1051-D Highway 24
Loveland, CO 80537

Adam C. Buna
1049 West Highway 34
Loveland, CO 80537

Anadarko E&P Company, LP
1099 18th St., Suite 1800
Denver, CO 80202

Ardith Renee Loustalet
2942 Skimmerhorn St.
Fort Collins, CO 80526

Arthur R. and Judith T. Peterson Trust
27602 County Road 388
Kersey, CO 80644

ATCF Partners
One Market, Landmark, Suite 620
San Francisco, CA 94105

Bernard A. Formidoni and
Judy A. Formidoni, as Joint Tenants
4530 N. Scenic Mountain Dr.
Tucson, AZ 85750

Brent J. Morse
410 Seventeenth St., Suite 805
Denver, CO 80202

Clair David Carpenter and
Stacey Renee Carpenter, as Joint Tenants
28608 County Road 388
Kersey, CO 80644

Clark Energy Corporation,
d/b/a CEC of Colorado, Inc.
Address unknown