

**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  
640-ACRE DRILLING AND SPACING UNIT  
ESTABLISHED FOR SECTION 19, TOWNSHIP  
9 NORTH, RANGE 60 WEST, 6TH P.M., FOR  
THE NIOBRARA FORMATION, UNNAMED  
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 to pool all interests within an approximate 640-acre drilling and spacing unit for the drilling of the Lone Pine LB19-78HN Well, (API No. 05-123-36726) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 9 North, Range 60 West, 6<sup>th</sup> 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/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 640-acre drilling and spacing unit:

Township 9 North, Range 60 West, 6<sup>th</sup> P.M.  
Section 19: 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 the 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 Drilling and 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 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.

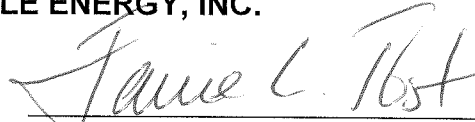
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: May 30, 2013.

Respectfully submitted:

**NOBLE ENERGY, INC.**

By:

A handwritten signature in cursive script, appearing to read "Jamie L. Jost", written over a horizontal line.

Jamie L. Jost

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: Sam McClung

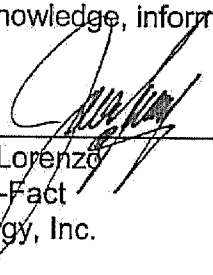
1625 Broadway, Suite 2200

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.

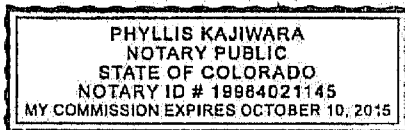
  
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Joseph H. Lorenzo  
Attorney-In-Fact  
Noble Energy, Inc.

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cmk

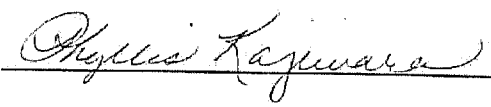
Subscribed and sworn to before this 29<sup>th</sup> day of May 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 10-10-2015

  
\_\_\_\_\_  
Phyllis Kajiwar


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WELD COUNTY, COLORADO

DOCKET NO.

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

Jamie L. Jost  
Jamie L. Jost

**TANYA S. COHEN**  
**NOTARY PUBLIC**  
**STATE OF COLORADO**  
NOTARY ID 20084038573  
MY COMMISSION EXPIRES NOV. 13, 2016

  
Notary Public

## **EXHIBIT A**

Carlson Oil and Gas, Inc.  
941 School Street  
Craig, CO 81625

Ray Everett Butler, III, Trustee  
under the Vivion L. Butler Family Trust  
dated June 9, 1995  
1466 Recado Road  
La Habra Heights, CA 90631

David Leslie Bashor  
56971 Weld County Road 87  
Grover, CO 80729

William Clyde Bashor  
57001 County Road 390  
Grover, CO 80729

Norma Pfeiffer  
2004 Arbor Ave.  
Beatrice, NE 68310

Linda G. Tharp Arnn  
500 Mohawk Drive #207  
Boulder, CO 80303

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

Lone Pine Livestock, Inc.  
4568 CR 74E  
Livermore, CO 80536

D-Dart Ranch, Inc.  
6708 N. County Road 19  
Fort Collins, CO 80524

Quarter Circle Lazy H Ranch, Inc.  
4000 CR 74 E  
Livermore, CO 80536

Taylor Gandy  
4250 Sarita Ct.  
Fort Worth, TX 76109

Jeffrey Mark Fleming  
6927 Summer Bridge Lane  
Spring, TX 77379

Greg H. Johnson  
P.O. Box 1551  
Wichita Falls, TX 76307-1551

Phil Rugeley  
2410 Dartmouth  
Wichita Falls, TX 76308

Jeffery S. Williams  
2406 Fossil Tract Dr.  
Golden, CO 80401

Coyote Petroleum  
306 W. 7th St., Ste. 701  
Ft. Worth, TX 76102

John G. Osborne  
3973 West Vickery, Suite 101  
Fort Worth, TX 76107

Todd M. Waggoner  
3973 West Vickery, Suite 101  
Fort Worth, TX 76107

Timothy S. Hager  
155 E. Boardwalk Dr., Ste. 400  
Fort Collins, CO 80525

James F. Seeton  
7680 Weld County Rd. 74  
Windsor, CO 80550

Brooks Ratzlaff  
2000 Kell Blvd.  
Wichita Falls, TX 76301

Kenneth Mueck  
180 Sunlight Drive  
Grand Junction, CO 81507

Sundance Energy, Inc.  
390 Interlocken Crescent, Suite 640  
Broomfield, CO 80021

McElvain Energy Fund 2010, LLC  
1050 17th Street, Suite 2500  
Denver, CO 80625

Marathon Oil Company  
5555 San Felipe Rd.  
Houston, TX 77056

SKV, LLC  
P.O. Box 300687  
Denver, CO 80218