

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 35, TOWNSHIP 9
NORTH, RANGE 59 WEST, 6TH P.M. IN WELD
COUNTY, COLORADO

CAUSE NO. \\\

DOCKET NO. \\\

APPLICATION

Pursuant to C.R.S. § 34-60-116 and Commission Rule 530, Noble Energy, Inc. ("Applicant") applies to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the drilling of the Castor LC35-62HN Well, API No. 05-123-37507-00 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 9 North, Range 59 West, 6th P.M.
Section 35: All

Weld County, Colorado

("Application Lands").

In support of its application, 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 holds the right to operate a substantial portion of 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 the Application Lands, and authorized one (1) horizontal well within each drilling and spacing unit, for the development and production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Application lands are subject to Order No. 535-3.
4. Applicant seeks an order pooling all interests in the Application Lands for the development of the Niobrara Formation, including any nonconsenting interests therein.
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.
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, as applicable, and will be

provided with the information required by Rule 530. A list of such interested parties is attached as Exhibit A.

7. 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 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well.

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 C.R.S. § 34-60-116(7) and made subject to its cost recovery provisions.


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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in October 2013, that notice be given as required by law, and that upon such hearing the Commission enter its order consistent with this Application.

Dated: August 28, 2013.

Respectfully submitted:

Noble Energy, Inc.

By: 
David Neslin
Davis Graham & Stubbs LLP
Attorneys for Applicant
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202

Applicant's Address:

Noble Energy, Inc.
ATTN: Matthew Campbell
1625 Broadway, Suite 2200
Denver, Colorado 80202

VERIFICATION

STATE OF COLORADO

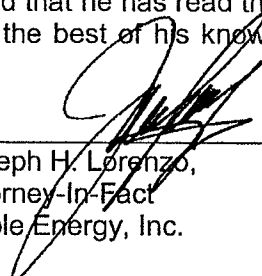
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)ss.

CITY AND COUNTY OF DENVER

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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.

MRC
MT

Subscribed and sworn to before this 27th day of August, 2013

Witness my hand and official seal.

[SEAL]

My commission expires: May 26, 2014



Notary Public

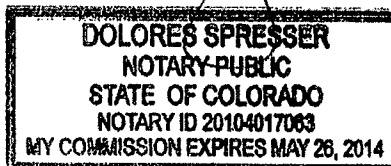


EXHIBIT A

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

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

Carrizo Oil & Gas, Inc.
1000 Louisiana Street, Suite 1500
Houston, TX 77002

IOCL (USA) Inc.
c/o Thompson Knight, LLP
Attn: Mr. Arthur J. Wright
333 Clay Street, Suite 330
Houston, TX 77002

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

Haimo Oil & Gas LLC
Attn: Mr. Zhi Liu
2901 Wincrest Drive, Suite 285
Houston, TX 77042

Heirs or Assigns of W.G. Nichol
ADDRESS UNKNOWN

Ruth Ebersole Zimmer
ADDRESS UNKNOWN

Robert Joseph Ebersole
ADDRESS UNKNOWN

James B. Ebersole
1001 Wildewood Downs Circle
Columbia, SC 29223

Glenna Nichols
238 Crest Ridge
Colorado Springs, CO 80906

Remora Oil Company

P.O. Box 101026

Denver, CO 80250-1026

John R. Hills and Mona J. Hills

225 Kevin Way SE

Salem, OR 97306

Duane L. Haley, as Trustee of the Duane L.
Haley Revocable Trust Agreement

9550 East Orchard Drive

Greenwood Village, CO 80111

Myra E. Hills

5380 Sparta Loop SE

Salem, OR 97306

Lucile Hughes Stahl

37889 Ronald Court

Cathedral City, CA 91134

George A. Doll Trust

101 S Main Street, 2nd FL

Elkhart, IN 46516

Ruth M. Sutherland

37889 Ronald Court

Cathedral City, CA 91134

Wade E. Castor

22791 Highway 39

Weldona, CO 80653

Farmers National Company,
Agent for First National Bank,
as Trustee for the William E. Smoke Trust

P.O. Box 3480

Omaha, NE 68103-0480

Deland Todd Castor

25450 Morgan County Road 10

Weldona, CO 80653

Board of County Commissioners, Weld
County, CO

1150 O Street, P.O. Box 758

Greeley, CO 80632

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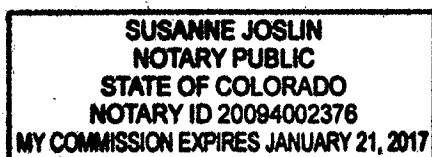
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That he is the attorney for Noble Energy Inc., that on or before August 27, 2013, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

David Neslin

Witness my hand and official seal.

[SEAL]



My commission expires: 12-21-2017

Notary Public