

BEFORE THE OIL & 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 FOR SECTION 28, TOWNSHIP 9)
NORTH, RANGE 59 WEST, 6TH P.M. IN AN)
UNNAMED FIELD, WELD COUNTY, COLORADO.)

Cause No. _____

Docket No. _____

APPLICATION

COMES NOW Noble Energy, Inc. (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Colorado Oil and Gas Conservation Commission ("Commission"), for an order to pool all interests within an approximate 640-acre drilling and spacing unit for the drilling of the Ptasnik LC 28-76HN Well ("Well") (API No. 05-123-33231) to produce from the Niobrara Formation located in the following lands:

Township 9 North, Range 59 West, 6th P.M.
Section 28: ALL

Weld County, Colorado (hereafter "Application Lands").

In support thereof, the 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 issued Order No. 535-3, which among other things, established 640-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands, including the Application Lands, and allowed up to one (1) horizontal well within each unit. Order No. 535-3 also provided that the initial perforation and ultimate bottomhole location shall be no closer than 600 feet from the boundaries of the drilling and spacing unit without exception being granted by the Director of the Commission. The Application Lands are subject to Order No. 535-3.
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 59 West, 6th P.M.
Section 28: 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 any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of 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 Application Lands and 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 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 any 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 all wells 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 November, 2012, 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 this ____ day of September, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Theresa M. Sauer
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: Erin Struzzieri
1625 Broadway, Suite 2200
Denver, CO 80202

EXHIBIT A

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

Carrizo Oil & Gas, Inc.
500 Dallas St, Suite 2300
Houston, TX 77002

Heirs of Olga Pearl Cottrell
c/o Zeltha Cottrell Talbot
57 South McKinley Ave
Battle Creek, MI 49017
Address Unknown – Returned Mail

Heirs of Zeltha Cottrell Talbot
57 South McKinley Ave
Battle Creek, MI 49017
Address Unknown – Returned Mail

Heirs of Assigns of Louie Wentz
Address Unknown

The George A. Doll Trust
123 East Kiowa
P.O. Box 798
Fort Morgan, CO 80701

Karen R. Haley, as Trustee of the Karen
R. Haley Revocable Trust Agreement
9550 East Orchard Drive
Greenwood Village, CO 80111

Wade E. Castor and Deland Todd
Castor
22199 Hwy. 39
Weldona, CO 80356

David E. Uhl
2249 Lauren Drive
Las Vegas, NV 89134

Robert P. Tucker
799 W. Littleton Blvd
Littleton, CO 80120

Beverly Ivers
3894 Osceola St.
Denver, CO 80212

Richard W. Mann
25310 State Hwy 257
Milliken, CO 80543

Susan Carpenter Leonard
7411 Wood Meadow Drive
Cincinnati, OH 45243

Robert F. Dobbins and Evelyn E. Davis
795 Hickory Lane
Palm Harbor, FL 34683

Charles O. Dobbins, Jr. and Linda
Dobbins
337 N. Madison Street
Marshall, MI 49068

Russell M. Carpenter, Jr.
1400 Wilder Street
Evanston, IL 60202

The Boys Club of Colorado Springs
PO Box 2078
Colorado Springs, CO 80901

Clifford D. Olesen
1025 SW 76th Terrace
Gainesville, FL 32607

Salvation Army
PO Box 2546
Fort Worth, TX 76113

The Colorado College
14 East Cache La Poudre
Colorado Springs, CO 80903

Antonette Cleveland
28 Cobbleston Cir
Richmond, VA 23238-7114

C. Shelton James
504 Cedar Heights Road
Pittsview, AL 36871

Virginia Olansen
2516 Sanctuary Dr
Williamsburg, VA 23185-7675

Todd P. Cromwell
1500 127th Ave. SE
Bellevue, WA 98005

Keith Living Trust
PO Box 5049
Topeka, KS 66605

Ptasnik Land Company
4815 South Vine Street
Englewood, CO 80113

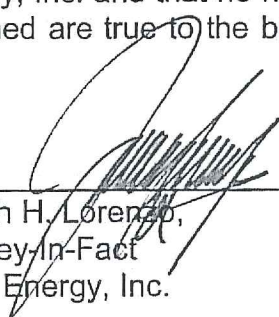
William K. Carpenter, Trustee of the
Living Trust of William K. Carpenter
dated 8/6/2001
PO Box 216
Battle Creek, MI 49016

Stephen C. Olesen
1025 SW 76th Terrace
Gainesville, FL 32607

VERIFICATION

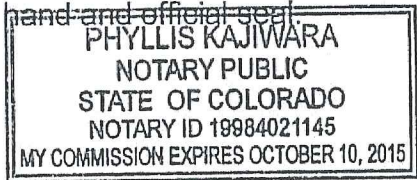
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

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.

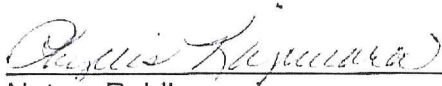


Joseph H. Lorenzo,
Attorney-in-Fact
Noble Energy, Inc. CML
 CWS

Subscribed and sworn to before this 14th day of September, 2012.

Witness my hand and official seal
[SEAL] 

My commission expires: 10/10/2015



Notary Public

BEFORE THE OIL & 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 FOR SECTION 28, TOWNSHIP 9)
NORTH, RANGE 59 WEST, 6TH P.M. IN AN)
UNNAMED FIELD, WELD COUNTY, COLORADO.)

Cause No. _____


Docket No. _____

AFFIDAVIT OF MAILING

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

Theresa M. Sauer, of lawful age, and being first duly sworn upon her oath, states and declares:

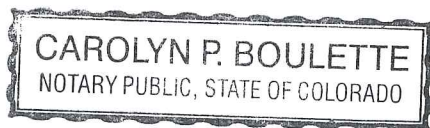
That she is the attorney for Noble Energy, Inc., that on or before September 24, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Theresa M. Sauer

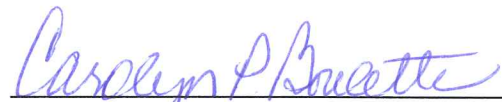
Subscribed and sworn to before me on September 17, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015


Notary Public