

**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 25, TOWNSHIP 9 NORTH,
RANGE 59 WEST, 6TH P.M. IN THE AN
UNKNOWN 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 pooling all interests within an approximate 640-acre drilling and spacing unit for the drilling of the Castor LC 25-72HN well, API No. 05-123-33166 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 9 North, Range 59 West, 6th P.M.
Section 25: 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 59 West, 6th P.M.
Section 25: 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 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 February, 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: December 12, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By: _____


Jamie L. Jost
Gregory Nibert
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.

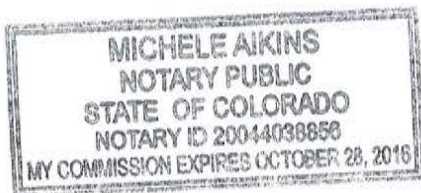


Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

sm
cmk

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

Witness my hand and official seal.




My commission expires: 10/28/16

EXHIBIT A

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

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

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

Regina Redmond
24193 N. Oasis Boulevard
Florence, AZ 85132

John McManus c/o Lois McManus
12194 Ormes Rd.
Presque Isle, WI 54557

Robert McManus
111 S. E. 7th Street
Miami, FL 33131

Wade E. Castor
22791 Highway 39
Weldona, CO 80653

Deland Todd Castor
25450 Morgan County Road 10
Weldona, CO 80653

Farmers National Company,
Agent for First National Bank,
Trustee of the William E. Smoke Trust
5110 S. Yale Ave., Suite 400
Tulsa, OK 74135

Stephen Berry
2152 Skye Dr.
Riverside, CA 92506

George R. Haffke as Trustee
for The George A. Doll Trust
P.O. Box 798
Ft. Morgan, CO 80701

Ann M. Overby
PO Box 27, 215 Knapp Ave.
Chester, IL 62233

Audrey Greer
1016 Home Ave.
Oak Park, IL 60304

Carolyn M. Buckingham
11521 Front Field Lane
Potomac, MD 20854

Grace M. Johnson and Richard M. Johnson,
wife and husband
c/o Joanne M. Johnson
11641 W. Prentice Place
Littleton, CO 80127

Howard A. Frye
1317 Jones Street
Reno, NV 89503

Irene J. Gay, widow
745 Corona St.
Denver, CO 80218

James E. Reilly
45 Savory Drive
Chicopee, MA 1020

Judith M. Ernest u/w
Helen McManus UAD 12/18/2003
11521 Front Field Lane
Potomac, MD 20854

Mary E. King
22190-850 N. Ave.
Princeton, IL 61356-8771

Michael T. Reilly
41 Compass Islands
Ft. Lauderdale, FL 33308

Myra E. Hills
5380 Sparta Loop SE
Salem, OR 97306

Patricia Bush
2815 Club Drive
Rocklin, CA 95765

Patrick O. Reilly
184 NW 114 Lane
Coral Springs, FL 33071

Peter M. McManus u/w
Helen McManus UAD 12/18/2003
11521 Front Field Lane
Potomac, MD 20854

John R. Hills and Mona J. Hills,
husband and wife, in joint tenancy
225 Kevin Way SE
Salem, OR 97306

Rosemary Reilly, aka Rosemary R. Calderone
and her husband Andrew P. Calderone
7300 NW 30 Place #104
Sunrise, FL 33313

The Stillwell Family Trust
9225 Jovic Rd.
Lakeside, CA 92040-4503

Weld County, Colorado,
a Political Subdivision of the State of Colorado
1150 O Street, P. O. Box 758
Greeley, CO 80632

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

IOCL (USA) Inc.
c/o Thompson Knight, LLP
333 Clay Street, Suite 3300
Houston, TX 77002
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)ss.
CITY AND COUNTY OF DENVER)

That she is the attorney for Noble Energy, Inc., that on or before December ____, 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.

Jamie L. Jost

Witness my hand and official seal.

Martha A. Lian
Notary Public