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 AN APPROXIMATE 640-ACRE DRILLING AND SPACING UNIT LOCATED IN SECTION 17, TOWNSHIP 8 NORTH, RANGE 59 WEST, 6TH P.M. FOR THE NIOBRARA FORMATION AN 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 pooling all interests within an approximate 640-acre drilling and spacing unit for the drilling of the Castor Federal LG 17-62HN Well, API No. 05-123-34418 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 8 North, Range 59 West, 6th P.M.
Section 17: 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 September 19, 2011, the Commission issued Order No. 535-69 which, among other things, established forty approximate 640-acre drilling and spacing units, and approved up to two horizontal wells within each unit, with the treated interval of the wellbore for the permitted wells to be no closer than 600 feet from the unit boundaries for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Application Lands are subject to this Order for 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 8 North, Range 59 West, 6th P.M.
Section 17: 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 the 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 13, 2012.

Respectfully submitted:

NOBLE ENERGY, INC.

By: _____

Jamie L. Jost
Elizabeth Y. Gallaway
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)

P. David Padgett, 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.

SM
CMK

P. David Padgett
Attorney-In-Fact
Noble Energy, Inc.

Subscribed and sworn to before this 13th day of December, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/19/2015

JESSICA
NOTARY
PUBLIC
STATE OF COLORADO

EXHIBIT A

Betty G. Boyd
P.O. Box 858
Easton, MD 21601-0858

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

Freeman Investments, a partnership
3415 S. Clayton Blvd.
Englewood, CO 80110

James H. Elliff
31751 County Road 38
Fleming, CO 80728

John E. Elliff
P.O. Box 951
Sterling, CO 80751

John H. (Herbert) Beyers, Jr.
6918 Hidden Brook Lane
Citrus Heights, CA 95621

"M. L. Lee
Address Unknown

Leona Cochran
Address Unknown

Gwendolyn Otzenberger
526 Delmar Street
Sterling, CO 80751

Markus Production, Inc.
2100 W. Littleton Blvd. Suite 245
Littleton, CO 80120

Serah D. Rice
Address Unknown

Stephen James Wilson
261 S. Leyden St.
Denver CO 80224

United States Department of the Interior
Bureau of Land Management
2850 Youngfield St.
Lakewood, CO 80215-7076

Billie Jarboe Davis
1005 W. 66th Terrace
Kansas City, MO 64113

Flatiron Energy Company, Inc.
6666 Gunpark Drive, Suite 200
Boulder, CO 80301

Grindstone Resources, LLC
5228 Lonetree Drive
Loveland, CO 80537

John S. Gibson Production, LLC
P.O. Box 842
Ft. Morgan, CO 80701

Phyllis Jo Allen
512 McKinley St.
Frontenac, KS 66763

Lance Julander, Individually and as Executor of the
Estate of Robert C. Julander, deceased
4625 East Mansfield Avenue
Englewood, CO 80113

Ronald Michael Allen
257 Jaime Jack Dr
Grand Prairie, TX 75052

Wade E. Castor
22791 Highway 39
Weldona, CO 80653

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

Robert D. Wellman
485 High Street
Denver, CO 80218

Deanne M. Wellman
4 Taber Hill Road
North Smithfield, RI 02896

Charles W. Wellman
13747 Rockpoint, Unit 102
Broomfield, CO 80023

Kristin Zinis
1300 South St. Paul Street
Denver, CO 80210

Nina Bonn
978 East Irwin Place
Centennial, CO 80122

Andrew Wellman
c/o Charles Wellman,
13747 Rockpoint, Unit 102
Broomfield, CO 80023

Paul Wellman
C/O Charles Wellman,
13747 Rockpoint, Unit 102
Broomfield, CO 80023

Ella Brown
1061 Elizabeth Street, Unit 104
Denver, CO 80206

Mary Wellman
786 South 3rd Street
Lander, WY 82520

Jay Wellman
485 High Street
Denver, CO 80218

Don Self
11733 Tivoli NE
Albuquerque, NM 87111

Ellen M. Elliott, Glenn S. Elliott and Tom M. Elliott, as Trustees of the Glenn S. Elliott Trust
515 Glenora
Sterling, CO 80751

Frontier Realty Corporation
Address Unknown

Lutin Curlee Family Partnership, LTD, a Colorado Limited Partnership
405 Camino del Mundo
Fort Collins, CO 80524-8901

Sue A. Pischel
6945 E. Main Street Apt#3149
Mesa, AZ 85207

Doran R. Smith
Address Unknown

First Interstate Bank N. A.,
Personal Rep. of the estate of Percy L. Conklin
Address Unknown

George E. McConley Jr.
Address Unknown

J. T. Lee Address
Address Unknown
L. G. Salisbury
Address Unknown

The Advocate Publishing Company
Address Unknown

The L. G. Royalty Co., Lelia G. Salisbury Sole Owner
Address Unknown

EOG Resources, Inc.
600 17th Street #100N
Denver, CO 80202

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 AN APPROXIMATE 640-ACRE DRILLING AND SPACING UNIT LOCATED IN SECTION 17, TOWNSHIP 8 NORTH, RANGE 59 WEST, 6TH P.M. FOR THE NIOBRARA FORMATION AN UNNAMED 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 December 20, 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.

Elizabeth Y. Gallaway

Subscribed and sworn to before me on December 13, 2012.

Witness my hand and official seal.

My commission expires: 11/13/2016.

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

Notary Public