

**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 TWO
APPROXIMATE 320-ACRE DESIGNATED
WELLBORE SPACING UNITS LOCATED IN
SECTION 36, TOWNSHIP 5 NORTH, RANGE 65
WEST, 6TH P.M., FOR THE NIOBRARA
FORMATION, WATTENBERG 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 two approximate 320-acre designated wellbore spacing unit for the for the development of the Niobrara Formation on the following described lands:

Thistle Down State PC F36-63HN Well, API No. 05-123-35678:

Township 5 North, Range 65 West, 6th P.M.
Section 36: S $\frac{1}{2}$,

and the Thistle Down State PC F36-65HN Well, API No. 05-123-35677:

Township 5 North, Range 65 West, 6th P.M.
Section 36: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

Weld County, Colorado (together "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 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1. Commission Order Nos. 407-458 and 407-465 also include portions of the Application Lands but do not apply and have no effect on this Application.
4. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a

well and to commingle any or all of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A was again amended to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Niobrara Formation.

5. Applicant designated two 320-acre wellbore spacing unit, each defined below, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. 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 Thistle Down State PC F36-63HN Well in the Niobrara Formation underlying the following designated approximate 320-acre wellbore spacing unit:

Township 5 North, Range 65 West, 6th P.M.
Section 36: S½

(hereafter "Wellbore Spacing Unit 1").

7. 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 Thistle Down State PC F36-63HN Well to the Niobrara Formation on the Application Lands.

8. 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 Thistle Down State PC F36-65HN in the Niobrara Formation underlying the following designated approximate 320-acre wellbore spacing unit:

Township 5 North, Range 65 West, 6th P.M.
Section 36: S½N½, N½S½

(hereafter "Wellbore Spacing Unit 2").

9. 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 Thistle Down State PC F36-65HN Well to the Niobrara Formation on the Application Lands.

8. 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 Wells, 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.

9. That in order to prevent waste and to protect correlative rights, all interests in Wellbore Spacing Unit 1 and Wellbore Spacing Unit 2 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 Wellbore Spacing Unit 1 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 Thistle Down State PC F36-63HN Well in Wellbore Spacing Unit 1 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 Thistle Down State PC F36-63HN 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 Thistle Down State PC F36-63HN Well drilled to develop the Niobrara Formation in Wellbore Spacing Unit 1 comprising the Application Lands.

D. Pooling all interests in the Application Lands and Wellbore Spacing Unit 2 for the development of the Niobrara Formation.

E. 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 Thistle Down State PC F36-65HN Well in Wellbore Spacing Unit 2 to the Niobrara Formation on the Application Lands.

F. 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 Thistle Down State PC F36-65HN 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 Thistle Down State PC F36-65HN Well drilled to develop the Niobrara Formation in Wellbore Spacing Unit 2 comprising the Application Lands.

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

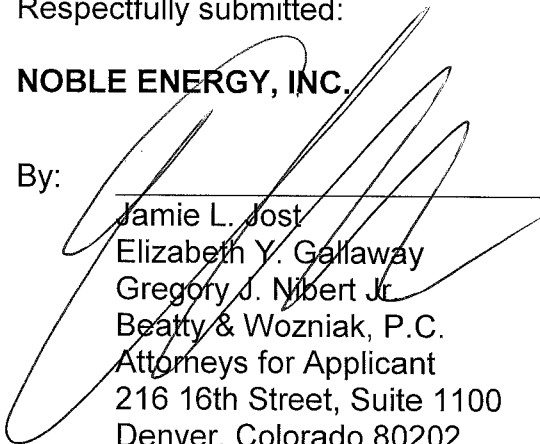
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in May, 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: March 7, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Elizabeth Y. Gallaway
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: Robert Bram
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.

Subscribed and sworn to before this ____ day of March 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: _____

EXHIBIT A

State of Colorado
c/o Board Land of Commissioners
1127 Sherman St. Ste. 300
Denver, CO 80203

Maximillian Production Company
P.O. Box 52745
Lafayette, LA 70505

Dr. Lamar B. Roemer
718 17th Street, Suite 1810
Denver, CO 80202

Badger Oil Corporation
P.O. Box 52745
Lafayette, LA 70505

Dawn Krupp
15010 Echo Dr.
Golden, CO 80401

Colorado Energy Minerals, Inc.
730 17th Street, Suite 300
Denver, CO 80202

Estate of Richard Haines, Deceased
Mary Lou Haines, Trustee, P.O. Box 652
Hominy, OK 74035

Heirs of Norman R. Masters
and June Masters
c/o Marilyn Yopp
1283 Cottonwood St.
Broomfield, CO 80020

Charles J. Hoffman, Trustee
of the Charles J. Hoffman Trust
Under Trust Agreement
dated April 9, 1991
Hoffman Management Corp.
1140 Adams Street
Kansas City, KS 66103

Heirs of Norman R. Masters
and June Masters
c/o Marilyn Yopp
1283 Cottonwood St.
Broomfield, CO 80020

Walter F. McGinnis
1200 N 90th St.
Unit 2019
Scottsdale, AZ 85260

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FORMATION, WATTENBERG 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:

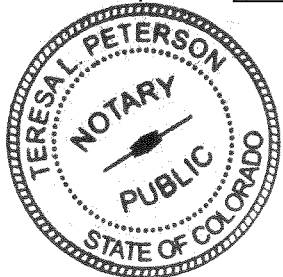
That she is the attorney for Noble Energy, Inc., that on or before March 15, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Y. Gallaway

Subscribed and sworn to before me on March 7, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13.



Teresal Peterson
Notary Public