

**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 AN APPROXIMATE
640-ACRE EXPLORATORY DRILLING AND
SPACING UNIT ESTABLISHED FOR SECTION
20, TOWNSHIP 11 NORTH, RANGE 60 WEST,
6TH P.M., FOR THE NIOBRARA FORMATION,
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 to pool all interests within an approximate 640-acre exploratory drilling and spacing unit for the drilling of the Kaufman PC GL20-68HN Well, API No. 05-123-35887 ("Well") for the development of the Niobrara Formation on the following described lands:

Township 11 North, Range 60 West, 6th P.M.
Section 20: 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 January 23, 2012, the Commission entered Order No. 535-124, which among other things, established an approximate 640-acre exploratory drilling and spacing unit underlying Section 20, Township 11 North, Range 60 West 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/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 Application Lands for the development of the Niobrara Formation underlying the following approximate 640-acre exploratory drilling and spacing unit:

Township 11 North, Range 60 West, 6th P.M.
Section 20: All

(hereinafter "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 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 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 the 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.

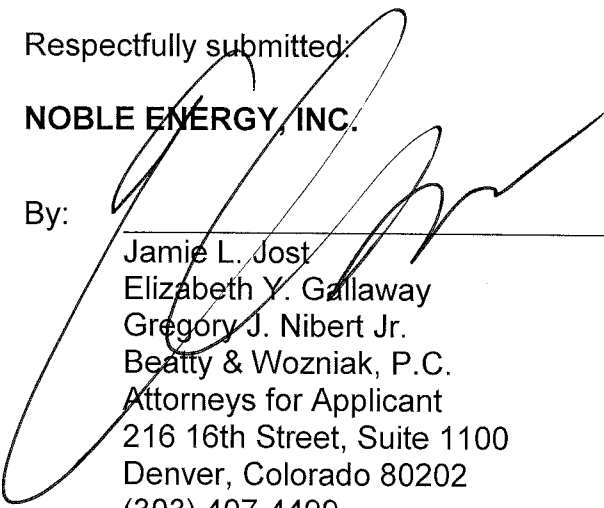
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in June 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: April , 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

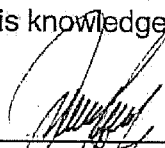
Applicant's Address:

Noble Energy, Inc.
ATTN: Brian Bolton
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.

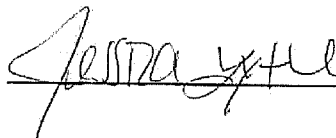
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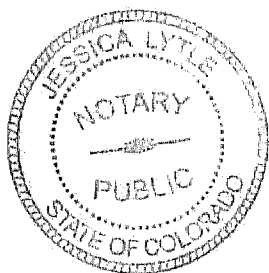
Subscribed and sworn to before this 15th day of April 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 10/19/2015





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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 April 26, 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.

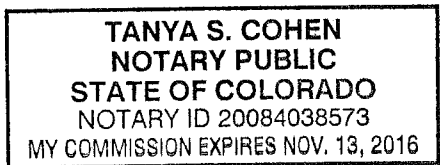


Elizabeth Y. Gallaway

Subscribed and sworn to before me on April 19, 2013.

Witness my hand and official seal.

My commission expires: 11/13/2016.





Notary Public

EXHIBIT A

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

EOG Resources, Inc.
600 17th Street, Suite 1000N
Denver, CO 80202

Kaufman/GNCF Real Estate, LLC – Executive
Rights
c/o Ruth C. Kaufman
129 Blake Ave.
Roundridge, KS 67107

Charles S. Foster – Executive Rights
Box 173
El Frida, AZ 85610

Marian L. McDowall – Executive Rights
112 South Berg St.
Kimball, NE 69145

Howard A. Foster & Roberta M. Foster –
Executive Rights
415 East 4th St.
Pine Bluffs, WY 82082

Penny L. Everitt – Executive Rights
746 27th Ave.
Greeley, CO 80634

Marian H. Smock
1004 East Jefferson Road, Apt. 203E
Cheyenne, WY 82007

Antelope Energy Company
P.O. Box 577
Kimball, NE 69145

Crystal Cathedral Ministries
13280 Chapman Avenue
Garden Grove, CA 92840