

**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 320-ACRE DESIGNATED WELLBORE SPACING UNIT ESTABLISHED FOR SECTION 5, TOWNSHIP 6 NORTH, RANGE 62 WEST, 6TH P.M. AND SECTION 32, TOWNSHIP 7 NORTH, RANGE 62 WEST, 6TH P.M., FOR THE NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO		CAUSE NO. DOCKET NO.
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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 320-acre wellbore spacing unit for the drilling of the Wells Ranch AE05-69-1HN Well, (API No. 05-123-36980) ("Well") for the development of the Niobrara Formation on the following described lands:

Township 6 North, Range 62 West, 6th P.M.
Section 5: N $\frac{1}{2}$ N $\frac{1}{2}$

Township 7 North, Range 62 West, 6th P.M.
Section 32: S $\frac{1}{2}$ S $\frac{1}{2}$

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 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 and allow wellbore spacing units to be established on unspaced lands within GWA pursuant to the notice and hearing procedures established by the Rule.

4. Applicant designated the 320-acre wellbore spacing unit, as 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.

5. 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 in the Niobrara Formation underlying the following approximate 320-acre designated wellbore spacing unit:

Township 6 North, Range 62 West, 6th P.M.
Section 5: N½N½

Township 7 North, Range 62 West, 6th P.M.

(hereafter "Wellbore Spacing Unit").

6. 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.

7. 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.

8. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore 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 Wellbore 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 Wellbore 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 Wellbore 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 July 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: May 30, 2013.

Respectfully submitted:

NOBLE ENERGY, INC.

By:



Jamie L. Jost
Gregory J. Nibert Jr.
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

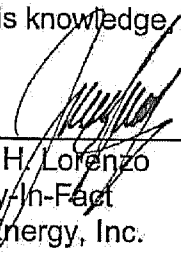
Applicant's Address:

Noble Energy, Inc.
ATTN: Sam McClung
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.



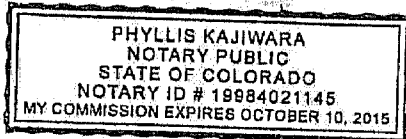
Joseph H. Lorenzo
Attorney-In-Fact
Noble Energy, Inc.

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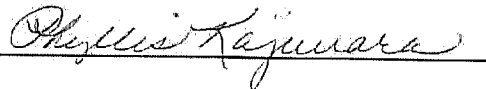
Subscribed and sworn to before this 29th day of May 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: 10-10-2015



Phyllis Kajiwar

IN THE MATTER OF THE APPLICATION OF
NOBLE ENERGY, INC. FOR AN ORDER TO
POOL ALL INTERESTS IN AN APPROXIMATE
160-ACRE DESIGNATED WELLBORE
SPACING UNIT ESTABLISHED FOR SECTION
5, TOWNSHIP 6 NORTH, RANGE 62 WEST, 6TH
P.M. AND SECTION 32, TOWNSHIP 7 NORTH,
RANGE 62 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

DOCKET NO.

Notary Public

EXHIBIT A

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

OG&A LLC
70 SW Century Drive, Suite 100-333
Bend, OR 97702

Pleasant Grove Holdings, LLC
1410 CR 4759
Sulfur Springs, TX 75482

Laurie M. Kelso
PO Box 3064
Overgaard, AZ 85933

Estate of Helene Antholz,
c/o Lila Anna Niefeld as Personal
Representative
1009 13th Avenue, Unit #301
Greeley, CO 80631

E. Marie Wickland Family Trust U/I
dated May 7, 1991,
c/o E. Marie Wickland, Trustee
1468 44th Avenue
Greeley, CO 80634

Hat Creek Royalty, LTD
P.O. Box 3240
Midland, TX 79702

Thomas C. Butterweck
5830 Hohokam Trail
Tucson, AZ 85750-1521

James L. Witt
33233 State Highway 52
Keenesburg, CO 80643

Juanita J. Ball
2574 19th Ave.
Greeley CO, 80631

Carolyn J. Truitt
9830 Ellison Ave.
Omaha, NE 68134

Jacquelyn J. Cone
2611 Everett Ave.
North Bend, OR 97459

Jerold C. Witt
2808 W. 25th Street Road
Greeley, CO 80634

Joseph B. Parker
4040 Broadway
San Antonio, TX 78209

John M. Parker Revocable Trust,
c/o George Lewis Parker, Jane Parker Valach
and
Mary Elizabeth Parker, Co-Trustees
#5 Lazzee Trail
Houston, TX 77024

The Parker Family Mineral 2007 Trust,
c/o Mary Olivia Handy Parker, Managing
Trustee
P.O. Box 6303
San Antonio, TX 78209

Ann Ehrlich
178 Kittyhawk Court
Windsor, CO 80550

William Thomas Rhodes
2300 East Hubbard Rd.
Ponca City, OK 74601

Estate of George Parker Jr.,
c/o P.J. Fleming as Independent Executor
306 W. Sunset Rd., Suite 115
San Antonio, TX 78209

Marathon Oil Company
5555 San Filipe
Houston, TX 77056

Marubeni Denver Julesberg LLC
2800 Post Oak Blvd., Suite 6000
Houston, TX 77056