

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION OF)	
CONOCOPHILLIPS COMPANY FOR AN)	
ORDER ESTABLISHING DRILLING AND)	
SPACING UNITS AND ESTABLISHING WELL)	Cause No. 535
LOCATION RULES FOR THE NIOBRARA)	
FORMATION IN CERTAIN LANDS IN)	
TOWNSHIP 4 SOUTH, RANGES)	Docket No. 1204-SP_____
63 AND 64 WEST, ARAPAHOE COUNTY,)	
COLORADO)	

VERIFIED APPLICATION

ConocoPhillips Company ("ConocoPhillips") by and through its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, respectfully submits this Verified Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order establishing five (5) approximately 640-acre drilling and spacing units for production of oil, gas and associated hydrocarbons from the Niobrara Formation and establishing well location rules applicable to the drilling and producing of horizontal wells therein, covering certain lands in Arapahoe County, Colorado. In support of its Application, ConocoPhillips states as follows:

1. ConocoPhillips is a Delaware Corporation duly organized and authorized to conduct business in the State of Colorado.

2. ConocoPhillips owns oil and gas leasehold interests in the following lands in, Arapahoe County, Colorado (the "Application Lands"):

Township 4 South, Range 63 West of the 6th P.M.
Section 31

Township 4 South, Range 64 West of the 6th P.M.
Sections 17, 25 & 36

Township 5 South, Range 64 West of the 6th P.M.
Section 35

3. The Application Lands are unspaced with respect to the Niobrara Formation and are subject to Rule 318.a, which provides that a well drilled in excess of 2,500 feet in depth shall be located not less than 600 feet from any lease line, and not less than 1,200 feet from any other producible or drilling oil and gas well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.

4. To promote efficient drainage of the Niobrara Formation in the Application Lands, to protect correlative rights and avoid waste, the Commission should establish alternative drilling and spacing units of approximately 640 acres, consisting of each section within the Application Lands, applicable to the drilling and producing of oil, gas and associated hydrocarbons from horizontal wells to the Niobrara Formation.

5. ConocoPhillips requests an order allowing it to drill and complete one horizontal well to the Niobrara Formation in each of the established 640-acre drilling and spacing units in the

Application Lands, with the option to drill a second horizontal well in each such unit. Each proposed horizontal well shall be drilled in the designated drilling and spacing unit, regardless of lease lines within the unit, with the completed interval of such well in the Niobrara Formation no closer than 460 feet from the boundaries of the drilling and spacing unit, and no closer than 920 feet from the completed interval in another well producing from the same common source of supply.

6. The proposed drilling and spacing units, and well location rules established in the requested order would be applicable to the drilling of horizontal wells only, with vertical and directional wells in the Niobrara formation remaining subject to Commission Rule 318.a.

7. The above-proposed drilling and spacing units will allow efficient drainage of the Niobrara Formation, prevent waste, not adversely affect correlative rights of any owner, and assure the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the reservoirs.

8. Drilling and spacing units of the size and shape specified above are not smaller than the maximum area that can be economically and efficiently drained by a single horizontal well to the Niobrara Formation in each proposed drilling and spacing unit.

9. The proposed wells can be developed in a manner consistent with protection of the environment, public health, safety and welfare.

10. The names and addresses of the interested parties according to the information and belief of ConocoPhillips are set forth in the annexed Exhibit A. The undersigned certifies that copies of this Application shall be served on each interested party within the next seven days as required by Rule 503.e.

WHEREFORE, ConocoPhillips respectfully requests that this matter be set for hearing, that notice be given as required by law, and upon such hearing this Commission enter its order consistent with ConocoPhillips' requests set forth above.

RESPECTFULLY SUBMITTED this 16th day of February, 2012.

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

By: _____
J. Michael Morgan #7279
950 South Cherry Street, Suite 900
Denver, Colorado 80246
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(303) 75-9997 (fax)
mmorgan@lohfsheiman.com

Address of Applicant:
ConocoPhillips Company
500 Westlake Park Blvd.
P.O. Box 2197
Houston, TX 77252

EXHIBIT "A"

TO APPLICATION OF CONOCOPHILLIPS COMPANY

Transcontinent Oil Company
621 17th Street, Suite 2501
Denver, Colorado 80293

J.B. Carrway
3000 Cole St.
Golden, Colorado 80401-1528

Jeffery P. Szalkowski
760 Salem Street
Aurora, Colorado 80117

Randy L. Downey
1035 South Almstead Road
Watkins, Colorado 80137

Chesapeake Exploration, LLC
P.O. Box 18496
Oklahoma City, Oklahoma 73154

J.P. Kaufmann Company, Inc.
1675 Broadway, Suite 2800
Denver, Colorado 80202

Arapahoe 320 LLC
6624 Willow Broom Trail
Littleton, Colorado 80125

Furniture Row USA, LLC
5641 N. Broadway
Denver, Colorado 80216

Anadarko E&P Company LP
Attn: Ashley Cocciolone
P.O. Box 173779
Denver, Colorado 80202

Iussig Living Trust
Riccardo J. Iussig, Trustee
8541 Gwynedd Way
Springfield, Virginia 22153

Daniel Kissler
22956 Mineral Place
Aurora, Colorado 80016

Arapahoe County
5334 South Prince Street
Littleton, Colorado 80166-0001

The Estate of Phebe E. Green
2150 Gaylord Street
Denver, Colorado 80205-5624

Renegade Oil & Gas Company, LLC
P.O. Box 460413
Aurora, Colorado 80046-0413

The Henry Woodstone Trust
c/o Wilmington Trust of Pennsylvania
795 Lancaster Avenue
Villanova, Pennsylvania 19085

The George L. Caldwell
and Ivalee M. Caldwell Trust
6001 S. Franklin Street
Littleton, Colorado 801

Michael J. Jenkins
6840 Warren Drive
Denver, Colorado 80221-2584

Billi M. Cerrone
6840 Warren Dr.
Denver, Colorado 80221-2584

Ski James Broman
2560 Business Parkway, Suite A
Minden, Nevada 89423

John Ellis Chambers Jr.
4938 East Kentucky Circle
Denver, Colorado 80222

Jay Bloomfield and Nutchaya Bloomfield
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Parker, Colorado 80134-3629

Jose Diaz and Mario V. Alvarado
6885 Jay Street
Arvada, Colorado 80003-4146

Kenneth Lamar Etter
2308 Clipper Way
Fort Collins, Colorado 80524

Helen Swain
c/o Sister Ethel Swain
Immaculate Heart Convent
4544 El Cerrito Drive
San Diego, California 92115

Thomas T. Jefferson and
Mary E. Jefferson
P.O. Box 22
Philomath, Oregon 97324

Colorado Land Services, LLC
1051-D W. Hwy 34
Loveland, Colorado 80537

George E. Urch and
Genevieve A. Urch
330 Meade Street
Denver, Colorado 80219

Estate of Jackie Williamson, Deceased
4264 South Pearl
Englewood, Colorado 80110

William F. Willis and
France M. Willis
814 Sunset
Russell, Kansas 67665

John F. Miller
7202 N. Pennsylvania Street
Indianapolis, Indiana 46240

Phillip E. Roper and
Emily R. Roper
5601 W. US Hwy 6
Union Mills, Indiana 46382

Martha Dobson Johnson
4493 Olentangy Blvd
Columbus, Ohio 43214

Frank A. Swain
221 W. Morris
Modesto, California 95354

Fannie Mae A/KJA Federal National
Mortgage Association
13455 Noel Road, Suite 600
Dallas, Texas 75240

Fremont O. Pearce and
Lource M. Pearce
4889 South Sherman Street
Englewood, Colorado 80110

Hilcorp Energy Company
P.O. Box 61229
Houston, Texas 77208

Charles W. Williamson and
Joyce M. Williamson
3239 W. Tufts Avenue
Englewood, Colorado 80110

Thelma Williamson
13181 NW Highland Circle
Littleton, Colorado 80125

Eugene C. Miller Jr. and
Florence J. Miller
1313 Merchants Bank Building
Indianapolis, Indiana 46204

Elizabeth Ann Dobson
126 West Jeffrey Place
Columbus, Ohio 43214

James N. Roper and
Loretta Roper
P.O. Box 502
Kingsland, Texas 78639

David Newell Dobson
1512 N. Bay
Elkhart, Indiana 46514

VERIFICATION

STATE OF TEXAS)
)
COUNTY OF HARRIS) **ss.**

The undersigned, of lawful age, having been first sworn upon her oath, deposes and states that:

1. She is the Landman of the Applicant, ConocoPhillips Company, and that she maintains her office at NEW uston, TX 77252.
2. She has read the within application, is familiar with the facts set forth therein, and states that said facts are true and correct to the best of her knowledge and belief.

Further Affiant sayeth not.

Tami N. Hughes

Subscribed and sworn to before me this _____ day of February, 2012.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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Cause No. 535

Docket No. 1204-UP_____

AFFIDAVIT OF MAILING

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

J. Michael Morgan, of lawful age and being first duly sworn upon his oath, states and declares:

That he is the attorney for ConocoPhillips Company, that on February 16, 2012, and he 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.

J. Michael Morgan

Subscribed and sworn to before me this 16th day of February, 2012.

Witness my hand and official seal.
My commission expires: 09-13-2013

Tonja L. Hoisington, Notary Public