

**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, RANGE 64 WEST,)	Docket No. 1208-SP _____
ARAPAHOE COUNTY, COLORADO)	

APPLICATION

ConocoPhillips Company ("ConocoPhillips") by and through its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order establishing three (3) approximately 640-acre drilling and spacing units and establishing well location rules applicable to the drilling and producing of wells to the Niobrara Formation 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 certain oil and gas leasehold interests in each of the following lands in, Arapahoe County, Colorado (the "Application Lands").

Township 4 South, Range 64 West of the 6th P.M.
Sections 12, 14 & 22

3. The Application Lands are unspaced with respect to the Niobrara Formation and are subject to Rule 318A, which among other things establishes drilling windows to be utilized to drill, deepen 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.
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 horizontal wells to the Niobrara Formation.
5. ConocoPhillips requests an order allowing it to drill and complete one horizontal well 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 318A.

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.

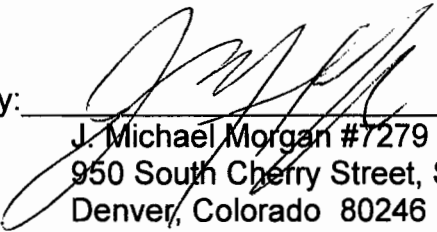
10. The names and addresses of the interested parties according to the information and belief of ConocoPhillips are set forth in the annexed Exhibit A. The undersigned certifies that copies of this Application shall be served on each interested party within the next seven days as required by Rule 503.e.

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 21st day of June, 2012.

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

By: _____


J. Michael Morgan #7279
950 South Cherry Street, Suite 900
Denver, Colorado 80246
(303) 753-9000
(303) 753-9997 (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

Anadarko E&P Company LP, a subsidiary of Anadarko Petroleum Corporation P.O. Box 1330 Houston, TX 77251	Anadarko Land Corp., A Nebraska Corporation 1099 18 th Street, Suite 1800 Denver, CO 80202
Anadarko Land Corporation P.O. Box 4995 The Woodlands, TX 77387	Albert H. Barber and Donna Louise Barber, JT 77 South Tombay Road Bennett, CO 80102
George Wayne Barthol and Donna Barthol, JT 42400 County Road 6 Bennett, CO 80102	Barber Ventures, LLC 2331 Adams Court Strasburg, CO 80136
Thomas Bieth and Kathryn M. Bieth 1348 Leeds Avenue Montrose, CO 81401	Booker Family Revocable Living Trust Represented by Lois Brassfield, Trustee 6437 Geddes Drive Littleton, CO 80128
Box Elder Royalties, LLC P.O. Box 29 Denver, CO 80201	Shirley Butler 308 South Manila Road Bennett, CO 80102
The Campfield Trust 505 South Schumaker Road Bennett, CO 80102	Diane F. Carlson 3059 Noble Court Grand Junction, CO 81504
Chesapeake Exploration, LLC P.O. Box 5705 No 25 Chaoyangmenbei Dajie Doncheng District Beijing, P.R. China 10010	Douglas F. Cline P.O. Box 24527 Denver, CO 80224
Converse Family Limited Partnership 500 North County Road 133 Bennett, CO 80102	Countrywide Home Loans 400 Countrywide Way Simi Valley, CA 93065
Antolino De La Torre 3971 Starflower Road Castle Rock, CO 80109	Irma De La Torre 3971 Starflower Road Castle Rock, CO 80109
Norma A. De La Torre 3971 Starflower Road Castle Rock, CO 80109	Rodolfo De La Torea 3971 Starflower Road Castle Rock, CO 80109

John William Dishong and Carol Jeanne Dishong 39314 East County Road 6 Bennett, CO 80102	Alan S. Douglas and Kathina L. Douglas 4871 South Dunkirk Way Aurora, CO 80015
John J. Duncan P.O. Box 743 Bennett, CO 80102	Darlene Jo Enger Living Trust Dated July 16, 2010 15371 East 33 rd Avenue Aurora, CO 80011
EOG Resources 600 17 th Street, Suite 100N Denver, CO 80202	C. Randol Forehand and Betty M. Forehand 55673 East 39 th Avenue Strasburg, CO 80136
Dan R. Guernsey and Cloann Y. Guernsey, JT 404 East Washington Street Canon City, CO 81212	Domingo Guzman 40968 East 6 th Avenue Bennett, CO 80102
Jess Harriss, III 13124 North MacArthur Oklahoma City, OK 73142	Frederick J. Herr 9405 Highway 34 Star Route Granby, CO 80446
Jerri Ann Hoover Living Trust Dated May 6, 2004 Jerri A. Hoover, Trustee 2237 East Aire Libre Avenue Phoenix, AZ 85022	John D. Jordan (Patricia) 94 South Tombay Road Bennett, CO 80102
Kimball L. Jordan 95 South Schumaker Road Bennett, CO 80102	Kimball L. Jordan 94 South Tombay Road Bennett, CO 80102
Lois D. Kelley 1348 Leeds Avenue Montrose, CO 81401	Lunda D. Kost, a widow 301 Schumaker Road Bennett, CO 80102
Timothy Lee Krout a/k/a Timothy L. Krout 1430 East Adams Street Phoenix, AZ 85034	Lynda A. Lynch 5223 Quinter Court Centennial, CO 80015
Antonio Marquez and Maxine Marquez 335 Peterson Road Bennett, CO 50102	David L. Peterson and Evelyn Peterson 1348 Leeds Avenue Montrose, CO 81401

Paul A. Peters and Joyce L. Peters 360 Manila Road Bennett, CO 80102	Stephen D. Quick 143 Tombay Road Bennett, CO 80102
Juan Ramos and Angela S. Ramos, JT 410 Peterson Road Bennett, CO 80102	Carolyn J. Steckel 1348 Leeds Avenue Montrose, CO 81401
Deolores L. Stephenson 2501 Freshwater Land El Dorado, CA 95623	Dennis Gene Taylor and Diane Christine Taylor, JT NO ADDRESS OF RECORD
Velma Van Leer 308 South Manila Road Bennett, CO 80102	Marlene R. Wade and William J. Jenks 39750 East 6 th Avenue Bennett, CO 80102
Jennifer Feldman Walters a/k/a Jennifer H. Walters 1285 Olive Street Denver, CO 80220	Raymond Walker 4593 Fraser Way Denver, CO 80239
Webster Living Trust c/o Yvonne G. Webster 308 South Manila Road Bennett, CO 80102	Yvonne G. Webster 308 South Manila Road Bennett, CO 80102
Charles K. Witcher and Doris R. Witcher as Trustees of The Witcher Living Trust, dated 4/15/09 1132 South Crystal Street Porterville, CA 93257	Dana R. Worlock f/k/a Dana R. Feldman 56 Salem Road Poundridge, NY 10576
Carl D. Youngberg 219 North Last Chance Road Bennett, CO 80102	Richard Zanett and Sandra Lea Zanett 1348 Leeds Avenue Montrose, CO 81401
Arapahoe County 5334 South Prince Street Littleton, CO 80166	Sherry Campbell 3942 Cliff Point Circle West Colorado Springs, CO 80919
Pauline T. Cavanaugh a/k/a Theresia Pauline Cavanaugh 1441 East 105 th Place Northglenn, CO 80233	Chesapeake Exploration, LLC P.O. Box 18496 Oklahoma City, OK 73154

DEOSH Limited Partnership P.O. Box 13308 Denver, CO 80201	Lawrence E. Edgar and Karen M. Edgar 853 South Kiefer Street Bennett, CO 80102
Humberto Haro 4552 South Crystal Way, Unit B Aurora, CO 80015	David C. Hart and Richelle Hart 710 South County Road 113 Bennett, CO 80102
Raymond Hawkins and Kristin Hawkins 11630 Cranston Drive Peyton, CO 80831	John J. Houlihan, IV 8933 East Union Avenue, #295 Englewood, CO 80113
John J. Houlihan, IV 29 East Huntwick Lane Englewood, CO 80113	John B. James 2420 Uravan Street Aurora, CO 80011
John B. James and Maureen James 39963 East Arizona Avenue Bennett, CO 80102	David and Christine Kissler 12 Cavanaugh Road Bennett, CO 80102
Gene F. Lang and Barbara A. Lang 6995 South Chapparral Circle West Centennial, CO 80016	Mildridge M. Long, Jr. and Linda E. Long 3530 Gaylord Street Denver, CO 80205
Lawrence V. McNeil, Sr. and Lavonne J. McNeil 750 South Manila Road Bennett, CO 80102	Bill J. Nichtman and Laura A. Nichtman 40269 East Arizona Avenue Bennett, CO 80102
OOGC America, Inc. c/o CNOOC International Limited P.O. Box 5705 No. 25 Chaoyangmenbei Dajie Doncheng District Beijing PR China 10010	Pamco Investments Corp. 5520 Blue Sage Drive Littleton, CO 80123
Pamco Investments Corporation 7112 West Jefferson Avenue, Suite 105 Lakewood, CO 80235	James Albert Peterson Bonaventure Place 5850 Apartment 212 North 5 Mile Road Boise, ID 83713

Renegade Oil and Gas Company LLC P.O. Box 460413 Aurora, CO 80046	S&D LLC 4942 Cliff Point Circle Colorado Springs, CO 80919
US AgBank, FCB f/k/a Farm Credit Bank of Wichita P.O. Box 2940 Wichita, KS 67202	Michael A. Valencia 1145 South Split Rock Road Bennett, CO 80102
Kurt Whitney and Cindy Willis 3010 North 129 th Drive Avondale, AZ 85392	Brian A. Windecker and Melody A. Windecker 750 South Manila Road Bennett, CO 80102
Carla J. Albright 1214 Greenbriar Drive Norman, OK 73072	Andele Energy, LLC 119 Mare Cove Fort Collins, CO 80525
Antelope Estates, LLC 2400 Ranch Reserve Ridge Denver, CO 80234	Boda Western Corporation Dr. Theo Espey Pamco Investments Corporation 712 West Jefferson Avenue Littleton, CO 80235
Gary G. Bryan and Jodette M. Bryan 15700 East 104 th Avenue Commerce City, CO 80022	Larry Lee Burleson, Jr. and Sandra P. Burleson 5353 South Genoa Way Centennial, CO 80015
Jackie K. Dalrymple 302 8 th Avenue Haddon Heights, NJ 80350	Michael L. Davis and Traci E. Davis P.O. Box 213 Watkins, CO 80137
Eclipse Energy, LLC 1600 Preston Trail Fort Collins, CO 80525	Kenneth Lamar Etter 1001 South County Road 129 Bennett, CO 80102
Jerry J. Francis and Linda M. Francis 16167 East 8 th Place Aurora, CO 80011	Fremont Energy Corporation 3030 NW Expressway, Suite 1602 Oklahoma City, OK 73112
Donald Fritzler P.O. Box 1015 Gunnison, CO 81230	Shirley A. Fritzler, Trustee of The Dale Fritzler Trust B 35358 CR 39 Two Buttes, CO 81084

Gaspetro Holdings U.S.A. Inc. Willy Oil Company 3921 South Grape Street Denver, CO 80237	Glenlake Energy Company 705 Glenlake Drive Edmond, OK 73031
Lucille B. Grant and William B. Grant NO ADDRESS OF RECORD	Donna Guerrieri P.O. Box 1015 Gunnison, CO 81230
Donna Guerrieri SE Route Two Buttes, CO 81084	John W. Hanks and Leslie J. Hanks 275 University Denver, CO 80206
Dwayne Haselip and Amber Haselip 2367 South Flint Ridge Court Watkins, CO 80137	Charles D. Haunschild 15217 Stoney Spring Road Edmond, OK 73013
Jan Oil Company P.O. Box 20370 Oklahoma City, OK 73156	J & M Drilling Partnership (2.5%) 3030 NW Expressway, Suite 1602 Oklahoma City, OK 73112
Thomas G. Kenney and Mona Kenney 3542 Sleepy Hollow Amarillo, TX 79121	Gene F. Lang and Barbara A. Lang 6993 South Chapparral Circle West Centennial, CO 80016
The Langstroth Family Limited I 3111 North Andrews Avenue Ft. Lauderdale, FL 33309	Tom Luetkemeyer P.O. Box 271388 Oklahoma City, OK 73137
Robert L. Mabardy and Paula J. Mabardy 10 Pearl Street Lexington, MA 02421	Matrix Energy, LLC 201 Linden Street, Suite 301 Fort Collins, CO 80524
Daniel P. Moore and Sandy Moore 29709 East Yale Avenue Watkins, CO 80137	Marvin A. Morgan c/o Terry Bunn Route 6, Box 118 Duncan, OK 73534
Darrel W. Muller 1720 South Ulm Street Watkins, CO 80137	New Frontier Homes, Inc. 3551 South Lookout Hill Street Watkins, CO 80137

Osbro, LLC P.O. Box 2167 Elizabeth, CO 80107	William E. Osborn and Vicki L. Osborn 180 South Ulm Street Watkins, CO 80137
Aurello Padilla 4105 South Wadsworth Boulevard Wheat Ridge, CO 80033	Pfeiffer Living Trust 418 Dana Lane Barrington, IL 60010
Powell Resources, Inc. 3030 NW Expressway, Suite 1602 Oklahoma City, OK 73112	Robin Oil & Gas Corporation P.O. Box 271388 Oklahoma City, OK 73137
John N. Rosholt, III NO ADDRESS OF RECORD	Milton Shaw and Natalie B. Shaw 7309 Pomander Lane Chevy Chase, MD 20815
Daniel J. Shockman and Kimberley A. Shockman 2004 South Kyle Circle Bennett, CO 80102	Richard A. Skiles and Monica D. Layman 5519 East Prescott Avenue Castle Rock, CO 80104
Gerald R. Snyder P.O. Box 12207 Oklahoma City, OK 73157	Phillip Sprankle 171 East Upjohn Ridgecrest, CA 9355
The State of Colorado Board of Land Commissioners 1127 South Sherman Street, Suite 300 Denver, CO 80203	Eric C. Swenson 9850 66 th Avenue Arvada, CO 80004
Julia M. Swenson and Mark D. Swenson 9035 Cole Drive Arvada, CO 80004	Leif H. Swenson 9025 West 96 th Drive Westminster, CO 80020
James B. Tollerton and Susan S. Tollerton P.O. Box 1059 Sarasota, FL 34230	Vernon J. Troyer 1120 South Bonnie Lane Watkins, CO 80137
Richard J. Valentine c/o The MBA Group 135 Wood Road Braintree, MA 02184	Velma Van Leer 308 South Manila Road Bennett, CO 80102

Anthony E. Veruchi 1924 South Ulm Street Watkins, CO 80137	Steven M. Wakeman and Amy Wakeman 1250 South Bonnie Lane Watkins, CO 80137
Michael J. Waldren and Kimberly J. Waldren 7300 32 nd Avenue Wheat Ridge, CO 80033	Thomas Waskosky and Gee Mei Tan 410 East 78 th Place Thornton, CO 80229
Ron Hovland Arapahoe County Public Works and Development 10730 E. Briarwood Ave., Suite 100 Centennial, Colorado 80112-3853	Celia Greenman Colorado Division of Wildlife 6060 Broadway Denver, Colorado 80214
Kent Kuster Colorado Department of State Health and Environment 4300 Cherry Creek Drive South Denver, Colorado 80246-1530	ConocoPhillips Company 3300 North A Street Midland, TX 79707
Daniel Monte McCormick, Jr. and Jeanette E. McCormick 9977 East Louisiana Drive Denver, CO 80231	Gary A. Peterson and Kimberly Peterson 1348 Leeds Avenue Montrose, CO 81401
Barr Lake Estates LLC 1515 Arapahoe Street, Suite 1200 Denver, CO 80202	Capuchin Poor Clares of Denver 3325 Pecos Street Denver, CO 80211
Carla C. Craig 224 Newport Street Denver, CO 80220	John James Doubrava and Jeanna Rae Doubrava 2949 South Espana Court Aurora, CO 80013

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 600 N. Dairy Ashford Dr. Houston, TX 77079.
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.

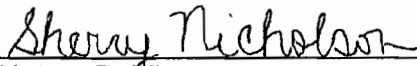

Tami N. Hughes

Subscribed and sworn to before me this 21st day of June, 2012.

Witness my hand and official seal.

My commission expires: 12-10-2012




Notary Public

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

IN THE MATTER OF THE APPLICATION OF)
CONOCOPHILLIPS COMPANY FOR AN)
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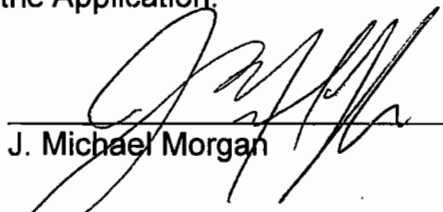
Docket No. 1208-SP _____

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:

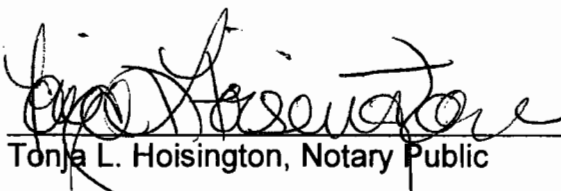
That he is the attorney for ConocoPhillips Company, that on June 21, 2012, and he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on **Exhibit A** to the Application.



J. Michael Morgan

Subscribed and sworn to before me this 21st day of June, 2012.

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



Tonja L. Hoisington, Notary Public

