

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

IN THE MATTER OF THE APPLICATION OF CONOCOPHILLIPS COMPANY FOR AN ORDER TO POOL ALL INTERESTS IN AN EXPLORATORY 640-ACRE DRILLING AND SPACING UNIT IN SECTION 33, TOWNSHIP 4 SOUTH, RANGE 64 WEST, 6 th P.M., IN THE NIOBRARA FORMATION, UNNAMED FIELD, IN ARAPAHOE COUNTY, COLORADO	CAUSE NO. DOCKET NO.
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APPLICATION

COMES NOW ConocoPhillips Company ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in an exploratory 640-acre drilling and spacing unit for the drilling of the Tebo 33-1H Well (API No. 05-005-07205-01) and the Tebo 33-2H Well (API No. – to be determined), for the development of the Niobrara Formation on the following described lands:

Township 4 South, Range 64 West, 6th P.M.
Section 33: All

Arapahoe County, Colorado (hereinafter "Application Lands").

In support of its application, Applicant states and alleges as follows:

1. Applicant is a Delaware corporation duly organized and authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests and holds the right to operate in the Application Lands.
3. The Application Lands are subject to Order No. 535-313 which established a 640 acre exploratory drilling and spacing unit for the Application Lands and allowed the drilling of up to two (2) horizontal wells for the development of oil, gas and associated hydrocarbons from the Niobrara Formation. Order No. 535-313 was approved at the May 6, 2013 Commission hearing.
4. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. § 34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands consisting of the exploratory 640-acre drilling and spacing unit for the development of the Niobrara Formation, said order to apply to the Tebo 33-1H Well and the Tebo 33-2H Well, to be drilled in the 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 of each of the wells in the unit for the development of 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.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and the exploratory 640-acre 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 exploratory 640-acre drilling and spacing unit on the Application Lands 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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of each of the wells in the unit for the development of 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 authorized wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

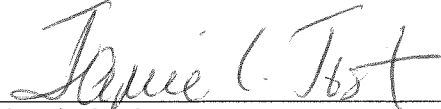
D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

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:

CONOCOPHILLIPS COMPANY

By: 

Jamie L. Jost
James P. Parrot
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:
ConocoPhillips Company
600 N. Dairy Ashford Road
Houston, TX 77079-1069

VERIFICATION

STATE OF TEXAS

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)ss.

COUNTY OF HARRIS

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Gary D. Williamson, as a Staff Landman, with ConocoPhillips Company, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

CONOCOPHILLIPS COMPANY


Name: Gary D. Williamson
Title: Staff Landman

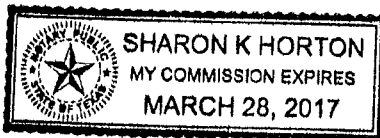
Subscribed and sworn to before me this 30th day of May, 2013, by Gary D. Williamson, as a Staff Landman, of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: March 28, 2017

Sharon K Horton

Notary Public



IN THE MATTER OF THE APPLICATION
OF CONOCOPHILLIPS COMPANY FOR
AN ORDER TO POOL ALL INTERESTS IN
AN EXPLORATORY 640-ACRE DRILLING
AND SPACING UNIT IN SECTION 33,
TOWNSHIP 4 SOUTH, RANGE 64 WEST,
6th P.M., IN THE NIOBRARA FORMATION,
UNNAMED FIELD, IN ARAPAHOE
COUNTY, COLORADO

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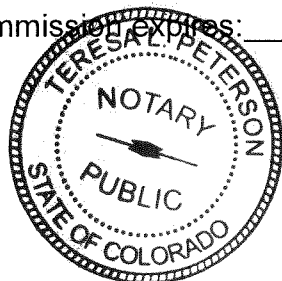
7 That she is the attorney for ConocoPhillips Company, that on or before June 7, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.

Jamie L. Jost
Jamie L. Jost

Subscribed and sworn to before me this 30th day of May, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13



Teresa R. Peters
Notary Public

EXHIBIT A
INTERESTED PARTIES

Stephen D. Tebo
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