

**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 A 1280- ACRE DRILLING AND SPACING UNIT IN SECTIONS 10 AND 11, TOWNSHIP 4 SOUTH, RANGE 64 WEST, 6 <sup>th</sup> P.M., IN THE NIOBRARA FORMATION, UNNAMED FIELD, IN ARAPAHOE COUNTY, COLORADO	CAUSE NO. 535  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 a 1280-acre drilling and spacing unit for the drilling of the Youngberg 10-11-1H Well (API No. – to be determined), and one additional well, for the development of the Niobrara Formation on the following described lands:

Township 4 South, Range 64 West, 6<sup>th</sup> P.M.  
Section 10: All  
Section 11: 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. 535-245 which established the 1280-acre drilling and spacing unit for the Application Lands and approved up to two horizontal wells in the unit.
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 1280-acre drilling and spacing for the development of the Niobrara Formation, said order to apply to the Youngberg 10-11-1H Well, and one additional well.

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 1280-acre drilling and spacing 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 1280-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

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

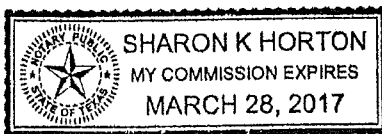
Subscribed and sworn to before me this 30th day of May, 2013, by Gary D. Williamson, as a Staff Landman, of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: March 28, 2017

Sharon K Horton

Notary Public



**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  
A 1280-ACRE DRILLING AND SPACING  
UNIT IN SECTIONS 10 AND 11,  
TOWNSHIP 4 SOUTH, RANGE 64 WEST,  
6<sup>th</sup> P.M., IN THE NIOBRARA FORMATION,  
UNNAMED FIELD, IN ARAPAHOE  
COUNTY, COLORADO

CAUSE NO. 535

DOCKET NO.

**AFFIDAVIT OF MAILING**

STATE OF COLORADO

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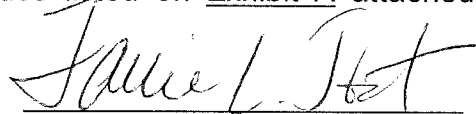
)ss.

COUNTY OF DENVER

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Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

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.



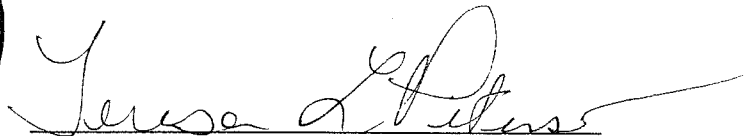
Jamie L. Jost

Subscribed and sworn to before me this 30<sup>th</sup> day of May, 2013.

Witness my hand and official seal

My commission expires





Notary Public

**EXHIBIT A**  
**INTERESTED PARTIES**

ConocoPhillips Company  
600 North Dairy Ashford Drive  
Houston, TX 77079

S&D, LLC  
4942 Cliff Point Circle West  
Colorado Springs, CO 80919

Daniel Kissler, married man dealing in his  
sole and separate property  
12 Cavanaugh Road  
Bennett, CO 80102

Pamco Investments Corporation  
7112 West Jefferson Avenue Suite #105  
Denver, CO 80235

David and Christine Kissler  
12 Cavanaugh Road  
Bennett, CO 80102

Sherry Campbell  
4942 Cliff Point Circle West  
Colorado Springs, CO 80919

BROG  
600 North Dairy Ashford Drive  
Houston, TX 77079

Webster Living Trust dated April 26, 1944,  
Co-Trustees Daniel H. Webster and Yvonne  
G. Webster, and Yvonne G. Webster,  
Individually as an heir to the estate of Royal  
F. Van Leer, deceased  
308 South Manila Road  
Bennett, Colorado 80102

Shirley Butler, individually as an heir to the  
Estate of Royal F. Van Leer, deceased  
111 Edgewood Drive, Apartment C  
Attica, Indiana, 47918

John J. Duncan, a man dealing in his sole  
and separate property  
P.O. Box 743  
Bennett, Colorado, 80102

Jimmie M. Cavanaugh  
1441 East 105th Place  
Northglenn, CO 80233

Jimmie M. Cavanaugh and Pauline T.  
Cavanaugh, his wife  
1441 East 105th Place  
Northglenn, CO 80233

S&D, LLC  
4942 Cliff Point Circle West  
Colorado Springs, CO 80919

Theresia Pauline Cavanaugh, a widow  
1441 East 105th Place  
Northglenn, CO 80233

Antonio Marquez and Maxine Marquez, husband  
and wife  
335 Peterson Rd.  
Bennett, Colorado 80102

Carl D. Youngberg  
219 North Last Chance Road  
Bennett, Colorado 80102

John W. Dishong and Carol J. Dishong,  
individually and as husband and wife  
39314 E. 6th Ave.  
Bennett, Colorado, 80102

Velma Van Leer a/k/a Velma Surdam, Individually  
and as an heir of William Arthur Van Leer,  
Deceased  
2422 SE 89th Avenue  
Portland, OR 97216

Paul A. Peters and Joyce L. Peters, as Joint  
Tenants  
260 South Manila Road  
Bennett, Colorado 80102

David L. Peterson and Evelyn Peterson, Husband  
and Wife, individually and as Successor-In-  
Interest to the Estate of Loyal Peterson, deceased  
15312 6000 Road  
Montrose, CO 81403

Jerri A. Hoover a/k/a Jerri Ann Hoover, f/k/a  
Jerry Ann Crouch, a single woman,  
individually and as sole heir of Richard C.  
Hoover, deceased  
2237 E. Aire Libre Ave.  
Phoenix, AZ, 85022

Lois D. Kelly, a single woman, individually  
and as Successor-In-Interest to the Estate of  
Loyal Peterson, deceased  
4656 Crawford Road  
Crawford, CO 81415

Richard Zanett and Sandra Lea Zanett,  
Husband and Wife, individually and as  
Successor-In-Interest to the Estate of Loyal  
Peterson, deceased  
P.O. Box 91  
Ouray, CO 81427

Velma Van Leer, a widow  
2422 SE 89th Avenue  
Portland, OR 97216

Carolyn J. Steckel, a single woman, individually  
and as Successor-In-Interest to the Estate of  
Loyal Peterson, deceased  
P.O. Box 216  
Crawford, CO 81415

Gary A. Peterson a/k/a Gary Alvin Peterson and  
Kimberley Peterson, Husband and Wife,  
individually and as Successor-In-Interest to the  
Estate of Loyal Peterson, deceased  
1348 Leeds Ave.  
Montrose, CO 81401

Thomas Bieth and Kathryn M. Bieth, Husband and  
Wife, individually and as Successor-In-Interest to  
the Estate of Loyal Peterson, deceased  
21457 South 550  
Montrose, CO, 81401

Jerri A. Hoover, Trustee of the Jerri Ann Hoover  
Living Trust, dated May 6, 2004  
2237 E. Aire Libre Ave.  
Phoenix, AZ, 85022