

**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 2, 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 Cline 4-64 2 1H Well and one other well (API Nos. – 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 2: 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 Amended Order No. 535-246 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. 535-246 was approved at the January 7, 2013 Commission hearing and Amended Order No. 535-246 was approved at the March 25, 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 Cline 4-64 2 1H Well and one other 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: June 11, 2013.

Respectfully submitted:

CONOCOPHILLIPS COMPANY

By:

A handwritten signature in black ink, appearing to read "Jamie L. Jost", is written over a horizontal line.

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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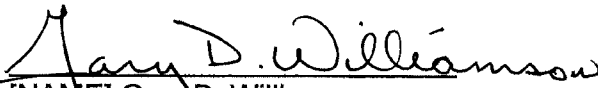
)ss.

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
[POSITION] Staff Landman

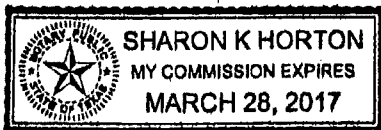
Subscribed and sworn to before me this 11th day of June, 2013, by Gary D. Williamson, as a Staff Landman, of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: March 28, 2017



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
AN EXPLORATORY 640-ACRE DRILLING
AND SPACING UNIT IN SECTION 2,
TOWNSHIP 4 SOUTH, RANGE 64 WEST,
6th 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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James P. Parrot of lawful age, and being first duly sworn upon his oath, states and declares:

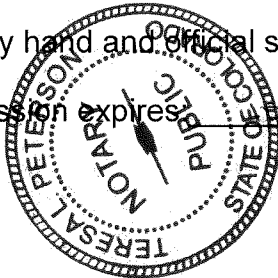
That he is an attorney for ConocoPhillips Company, that on or before June 11, 2013, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.


James P. Parrot

Subscribed and sworn to before me this 11th day of June, 2013.

Witness my hand and official seal.

My commission expires



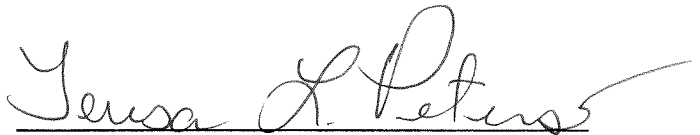

Notary Public

EXHIBIT A
INTERESTED PARTIES

SW Manila, LLC
905 W. 124th Ave., Suite 200
Westminster, CO 80234

Shirley Buller
111 Edgewood Drive, Apt C
Attica, IN 47918

Velma Van Leer
a/k/a Velma Surdam
58575 Cedar Creek Road
Scappoose, OR 97056

Yvonne G. Webster
308 South Manila Road
Bennett, CO 80102

Gary G. Bryan and Jodelle M.
Bryan, as joint tenants
39801 E. County Road 6
Bennett, CO 80102

Douglas F. Cline
P.O. Box 24527
Denver, CO 80224

Marilyn J. Cloud
2886 W. Long Circle, #B
Littleton, CO 80120

Terry Edward Olson and
Gail Darlene Olson,
as joint tenants
7323 S. Vance St.
Littleton, CO 80128

James William Martin Klein and
Florence Jane Klein,
as joint tenants
1025 Alkire St.
Golden, CO 80401

Betty N. Langhauser
40 Sunshine Court, #3
Durango, CO 81301

Phillip N. Faulkner and Patricia L.
Faulkner, as joint tenants
9200 Cherry Creek Dr South, #29
Denver, CO 80231

Kreszenz Jaensch a/k/a Kreszenz
C. Jaensch, surviving Trustee of the
Kurt & Kreszenz Jaensch Trust
(dated September 19, 1990)
5415 North Sheridan Rd, Apt. 2109
Chicago IL 60640

David R. Helma, while in joint
tenancy with Adeline S. Helma,
Donald J. Helma, J. Scott Helma,
and Laurie K. Isherwood (nee
Hellman)
3331 South Telluride Street
Aurora, CO 80013

Donald J. Helma, while in joint
tenancy with J. Scott Helma, David
R. Helma and Laurie K. Isherwood
(nee Helma)
19750 E. Flora Place
Aurora, CO 80013

J. Scott Helma, while in joint
tenancy with Donald J. Helma,
David R. Helma and Laurie K.
Isherwood (nee Helma)
3805 Ella Lee Lane
Houston, TX 77027

Laurie K. Isherwood (nee Helma),
while in joint tenancy with J. Scott
Helma, David R. Helma and Donald
J. Helma
752 Club Circle
Louisville, CO 80027

Florence Jane Klein
1025 Alkire St.
Golden, CO 80401

James William Klein
1025 Alkire St.
Golden, CO 80401

Willie B. Nelson
P.O. Box 1147
Seminole, OK 74818

Eric M. Ricke
40755 E. 6th Ave.
Aurora, CO 80102

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

OOGC America, Inc.
c/o CNOOC International Limited
P.O. Box 4705, No. 25
Chaoyangmenbei Dajie
Dongcheng District
Beijing 100010, P.R. China

United States of America
1601 Lind Avenue SW
Renton, WA 98055

Box Elder Royalties, LLC
P.O. Box 29
Denver, CO 80201

BLM
2850 Youngfield St
Lakewood, CO 80215

Georgina J. Cline
1771 S. Eudora Street
Denver, CO 80222

David M. Cline
7070 South Unitah St.
Centennial, CO 80112

Linda I. Jeannelle
7929 South Buchanan Way
Aurora, CO 80016

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COUNTY, COLORADO

CAUSE NO. 535

DOCKET NO.

Intake No. 83

SUPPLEMENTAL 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 an attorney for ConocoPhillips Company, that on June 12, 2013, she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the following additional party:

Colorado Department of Transportation
4201 E Arkansas Ave.
Denver, CO 80222

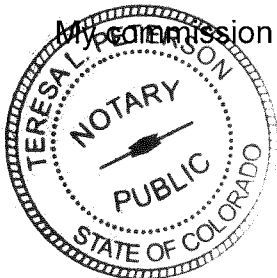


Jamie L. Jost

Subscribed and sworn to before me this 12th day of June, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13



Notary Public