

**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 9, TOWNSHIP 4
SOUTH, RANGE 64 WEST, 6th P.M., IN THE
NIOBRARA FORMATION, UNNAMED FIELD, IN
ARAPAHOE COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

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 Bomhoff 5 1H Well (No API No.) and one additional well (No API No.), for the development of the Niobrara Formation on the following described lands:

Township 4 South, Range 64 West, 6th P.M.
Section 9: 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. Applicant has concurrently filed with this Application a spacing application ("Spacing Application") requesting that the Commission establish an exploratory 640-acre drilling and spacing unit for the Application Lands, requesting to drill and complete up to two (2) horizontal wells in order to efficiently and economically develop and recover the oil, gas and associated hydrocarbons from the Niobrara Formation within the unit. Said Spacing Application is scheduled to be heard at the September 16 and 17, 2013 Commission Hearings.
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 Bomhoff 5 1H Well and one additional 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 September 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: July 18, 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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Sam A. Hamidi, Landman - Rockies 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



Sam A. Hamidi
Landman, Rockies Business Unit, Niobrara Land

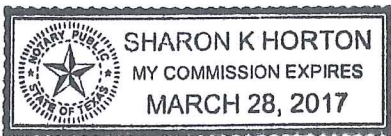
Subscribed and sworn to before me this 18th day of July, 2013, by Sam A. Hamidi, Landman - Rockies of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: March 28, 2017



Notary Public



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IN THE MATTER OF THE APPLICATION OF
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NIOBRARA FORMATION, UNNAMED FIELD, IN
ARAPAHOE COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

STATE OF COLORADO

)

)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 the attorney for ConocoPhillips Company, that on or before July 25, 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 18th day of July, 2013.

Witness my hand and official seal.

My commission expires:

10-04-13



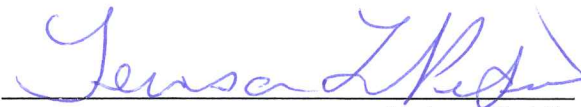

Notary Public

EXHIBIT A
INTERESTED PARTIES

Burlington Resources
Oil & Gas Company LP
600 N. Dairy Ashford
Houston, TX 77079

ConocoPhillips Company
600 N. Dairy Ashford
Houston, TX 77079

B & D Land Company, LLC
11414 N. Panorama Court
Parker, CO 80134

Betty Ann Cavahaugh Williams, deceased
Address Unknown

L. Alice Collister acting individually and as
the wife of William B. Collister, William B.
Collister a/k/a Buchtel Collister, acting
individually as husband of Alice Collister,
ACCE BCEE, LAC Company and the
Madison Company granted certain ORRI to
Las Colinas Minerals, LP
6320 East 4th Avenue
Denver, CO 80220

Anadarko petroleum Corporatio –
Anadarko E&P Company, LP –
Anadarko Land Corp.
1099 18th Street, Suite 1800
Denver, CO 80202

Pauline T. Cavanaugh
1441 East 105th Place
North Glen, CO 80233

Pamco Investments Corporation
5520 Blue Sage Drive
Littleton, CO 80123

David and Christine Kissler
12 Cavanaugh Road
Bennett, CO 80102

Sherry Campbell
4942 Cliff Point Circle
Colorado Springs, CO 80233
David D. Kisser
12 Cavanaugh Road
Bennett, CO 80102

S & D, LLC
4942 Cliff Point Circle
Colorado Springs, CO 80233

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

Gary Vogt
102 Willowleaf Drive
Littleton, CO 80127

Jeffery Vernon Ware, Trustee of the Jeffery
V. Ware Living Trust, dated March 29, 2010
P.O. Box 29
Denver, CO 80201

Gene F. Lang and Barbara A. Lang, Co-
Trustees of the Lang Family Trust
Agreement dated September 1, 2011
P.O. Box 850 Parker CO 80138

David Z. Thorpe
P.O. Box 29
Denver, CO 80201