

**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 13 AND 14, TOWNSHIP 4 SOUTH,
RANGE 65 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 a 1280-acre drilling and spacing unit for the drilling of the Prosper Farms 4-65 13-14 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 65 West, 6th P.M.

Section 13: All

Section 14: 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. Section 14 of the Application Lands is subject to Order No. 535-97, which established 25 approximate 640-acre exploratory drilling and spacing units with up to two (2) horizontal wells allowed within each unit.
4. Section 13 of the Application Lands is subject to Order No. 535-100 which, among other things, granted a well location exception to the requirements of Commission Rule 318.a. for the development and production of oil, gas and related hydrocarbons from the Niobrara Formation.
5. Applicant has previously applied for an order vacating Order No. 535-97 only as it applies to Section 14 of the Application Lands, vacating Order No. 535-100

only as it applies to Section 13 of the Application Lands, and establishing an exploratory 1280-acre drilling and spacing unit for the Application Lands and allowing up to two (2) horizontal wells in the unit in order to efficiently and economically develop and recover the oil, gas and associated hydrocarbons from of the Niobrara Formation in the unit. Applicant's spacing application is set for hearing in September as Docket No. 1309-SP-1187.

6. 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 unit for the development of the Niobrara Formation, said order to apply to the Prosper Farms 4-65 13-14 1H Well, and one additional well.

7. 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.

8. 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.

9. 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 October 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: August 21, 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 Hamidi, as 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



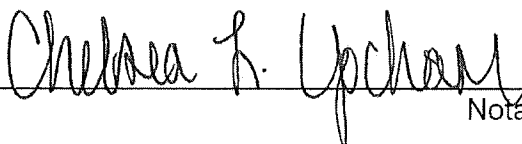
Name: Sam Hamidi

Title: Landman

Subscribed and sworn to before me this 29th day of August, 2013, by Sam Hamidi, as Landman, of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: 11-18-2015


Notary Public



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CAUSE NO.

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:

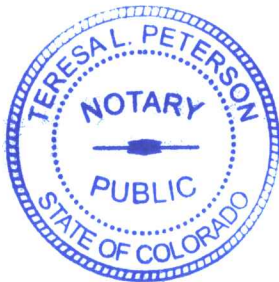
That he is the attorney for ConocoPhillips Company, that on or before September 5, 2013, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.


James P. Parrot

Subscribed and sworn to before me this 29th day of August, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13




Notary Public

EXHIBIT A
INTERESTED PARTIES

Anadarko Land Corp.
1099 18th St, Suite 1800
Denver, CO 80202

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

Heirs or Devisees of Ann Winger
Unknown

Heirs or Devisees of Stephen J. Smith
Unknown

Edward Kelly
12475 Albrook Drive
Denver, CO 80239

G.A. Van Dyk
920 Antelope Drive W
Bennett, CO 80102

G.A. Van Dyk and Dorothy Margaret Van Dyk,
husband and wife
921 Antelope Drive W
Bennett, CO 80103

Prosper Farms Investments, LLC
5641 N. Broadway
Denver, CO 80216

Bravada/Neher 160 LLC
7400 East Crestline Circle, Suite 250
Greenwood Village, CO 80111

Furniture Row COLO, LLC
5603 Broadway
Denver, CO 80216