

**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 34 AND 35, TOWNSHIP 3 SOUTH,
RANGE 65 WEST, 6th P.M., IN THE
NIOBRARA FORMATION, UNNAMED FIELD,
IN ADAMS 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 Reserve 3-65 34 & 35 1H Well (API No. – to be determined), and one additional well, for the development of the Niobrara Formation on the following described lands:

Township 3 South, Range 65 West, 6th P.M.

Section 34: All

Section 35: All

Adams 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 34 of the Application Lands is subject to Order No. 535-89 which established 18 approximate 640-acre drilling and spacing units, with up to two (2) horizontal wells allowed within each unit.
4. Section 35 of the Application Lands is subject to Commission Rule 318.a which provides that, on unspaced lands, a well to be drilled in excess of two thousand five hundred (2,500) feet in depth shall be located not less than six hundred (600) feet from any lease line, and shall be located not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing. There

are no other specific Commission Orders applicable to the Niobrara Formation underlying the Application Lands.

5. Applicant has concurrently applied for an order Vacating Order No. 535-89 only as it applies to Section 34 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.

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 Reserve 3-65 34 & 35 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 29, 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)
) ss.
County of Harris)

Gary Williamson, Staff 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

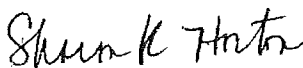


Gary Williamson
Staff Landman - Rockies

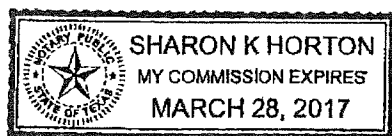
Subscribed and sworn to before me this 29th day of August, 2013, by Gary Williamson, Staff Landman -- Rockies of ConocoPhillips Company.

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 A 1280-
ACRE DRILLING AND SPACING UNIT IN
SECTIONS 34 AND 35, TOWNSHIP 3 SOUTH,
RANGE 65 WEST, 6th P.M., IN THE
NIOBRARA FORMATION, UNNAMED FIELD,
IN ADAMS COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

STATE OF COLORADO

)

)ss.

COUNTY OF DENVER

)

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 24th day of August, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13





Notary Public

EXHIBIT A
INTERESTED PARTIES

Conoco Phillips Company
600 N. Dairy Ashford Drive
Houston, TX 77079

Alexander 1983 Drilling Program
240 West 35th Street
New York, NY 10001

Anadarko E & P Onshore LLC
1099 18th Street, Suite 1800
Denver, CO 80202

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

Andrew D. Scheppi
Address Unknown

Barry Curtiss-Lusher
3430 East 7th Ave Parkway
Denver, CO 80206

Box Elder Royalties
P. O. Box 29
Denver, CO 80201-0029

Brandon 1983 Drilling Program
7 Fairview Terrace
Maplewood, NJ 07040

Brent J. Morse
Address Unknown

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

Carolyn Y. Kiser
Framboyannes 1 Villa 2
Nuevo Vallaria
Nayarit, Mexico 63735

Colfax Land Co.
232 W. 13th Ave.
Denver, CO 80204

Department of Highways, State of Colorado
4201 East Arkansas Ave.
Denver, CO 80222

Fischahs, LLC
280 Columbine Street, # 300
Denver, CO 80206

George G. Vaught, JR.
P.O. Box 13557
Denver, CO 80201

Gibraltar Realty
Address Unknown

Herman G. Fischahs
7636 Wind Ford
Parker, CO 80134

Joseph H. Kiser
6160 Olathe Street
Centennial, CO 80016

McCullis Resources Co., Inc.
620 17th Street, Suite 1320
Denver, CO 80293

Michael N. Appell
225 E. 86th Street
New York, NY 10028

Moreenergy Exploration Corp.
410 17th Street, Suite 810
Denver, CO 80202

PH Basic Partners
7 Fairview Terrace
Maplewood, NJ 07040

Property Reserve, Inc.
15 Triad Center, Suite 650
Salt Lake City, UT 84180

R. S. J., Inc.
600 Beta Drive
Cleveland, OH 44143

Roger A. Matuszcak
Address Unknown

Seymour Roberts
99 Park Avenue
New York, NY 10016

Snobeck Associates
99 Park Avenue
New York, NY 10016

Summit Petroleum Corporation
602 North Baird Street, Suite 200
Midland, TX 79701

Terry L. Sparks and Trena J. Sparks, individually and
as husband and wife
5384 S. Tom Bay Court
Bennett. CO 80102 8727

Tom Brown, Inc. now EnCana
555 17th Street, Suite 1850
Denver, CO 80202

U. S. Bank, Trustee of the Herman Flader Trust,
Under the Last Will and Testament of Herman
Flader, for the Benefit of Laura Britt
950 17th Street, #100
Denver, CO 80202

U. S. Bank, Trustee of the Herman Flader Trust,
Under the Last Will and Testament of Herman
Flader, for the Benefit of Casey Reed
950 17th Street, #100
Denver, CO 80202

United States of America Office of Natural Resources
P.O. Box 25627
Denver, CO 80225-0627

Wilhelmina M. Fischahs
7636 Wind Ford
Parker, CO 80134