

**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 640- ACRE DRILLING AND SPACING UNIT IN SECTION 31, TOWNSHIP 4 SOUTH, RANGE 63 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 a 640-acre drilling and spacing unit for the drilling of The Murphy Family 4-63 31 2H 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 63 West, 6th P.M.
Section 31: 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. 535-155 which established 5 approximate 640-acre drilling and spacing units, and approved the drilling of one horizontal well with the option to drill a second horizontal well in each proposed unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.
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 640-acre drilling and spacing unit for the development of the Niobrara Formation, said order to apply to The Murphy Family 4-63 31 2H 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 640-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 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.

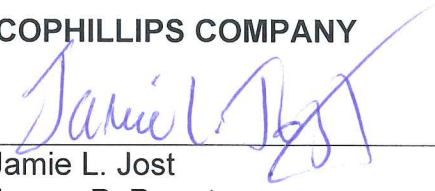
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in October 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: August 31, 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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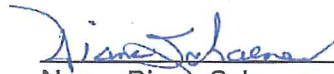
t)ss.

COUNTY OF HARRIS

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Diane Schaenen, as Staff Landman with ConocoPhillips Company, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

CONOCOPHILLIPS COMPANY



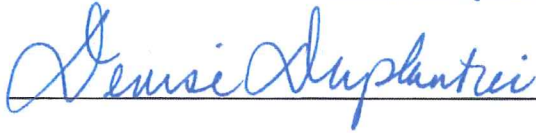
Name: Diane Schaenen

Title: Staff Landman

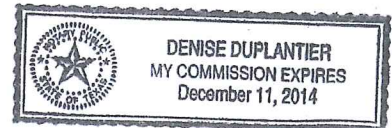
Subscribed and sworn to before me this 28th day of August, 2013, by Diane Schaenen, as Staff Landman, of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: 12-11-2014



Notary Public



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IN THE MATTER OF THE APPLICATION OF
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SECTION 31, TOWNSHIP 4 SOUTH, RANGE
63 WEST, 6th P.M., IN THE NIOBRARA
FORMATION, UNNAMED FIELD, IN
ARAPAHOE COUNTY, COLORADO

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

Metro Mortgage, Inc.
6905 S. 1300, E #150
Midvale, UT 84047

Estate of W. Vincent Murphy, Deceased;
Dale Murphy as Independent Executor of the
Estate of W. Vincent Murphy, Deceased;
Donnie Park as Independent Executor of the
Estate of W. Vincent Murphy, Deceased;
Dale Murphy, Trustee of the Double D II
Trust; or D & J Properties, Ltd.
c/o Robert W. Goff, Jr.
Sherrill, Crosnoe & Goff
P.O. Box 97511
Wichita Falls, TX 76307-7511

W. Vincent Murphy, Jr., Trustee of the W.
Vincent Murphy, Jr. GST Trust
W. Vincent Murphy, Jr.
2900 Speedway
Wichita Falls, TX 76308

ConocoPhillips Company
P.O. Box 2197
Houston, T 77252

Murphy Family Partnership, Ltd.; Dottie Murphy
Morison, Trustee of the Dottie Murphy GST Trust;
Debbie K. Phillips, Trustee of the Evan Murphy
Phillips Trust; Laura Phillips Hampton, Trustee of
the Kate Rebecca Phillips Trust, the Madeline
Marie Phillips Trust or the J.D. Phillips Trust;
Jennifer Murphy Morgan; or Harold Vincent
Murphy
c/o Dottie Murphy Morrison
4245 Kemp Blvd., Suite 712
Wichita Falls, TX 76308

William Terry Gardner, Trustee of the Terry and
Anne Gardner Management Trust; Arme L.
Gardner, Trustee of the Terry and Anne Gardner
Management Trust; Robert E. Aldrich, Jr.' Travis
Gregory Gardner; Helen K. Barrett; or Shannon,
Gracey, Ratliff & Miller, LLP
c/o William Terry Gardner
1130 Forth Worth Club Tower
777 Taylor Street
Fort Worth, TX 76102

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