

**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 11 AND 12, TOWNSHIP 5 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 a 1280-acre drilling and spacing unit for the drilling of the Gera Properties 11-12 1H Well (API No. – to be determined), and one additional well, for the development of the Niobrara Formation on the following described lands:

Township 5 South, Range 64 West, 6th P.M.

Section 11: All

Section 12: 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. 535-249, which established two approximate 1280-acre exploratory drilling and spacing units with up to two (2) horizontal wells allowed within each 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 1280-acre drilling and spacing unit for the development of the Niobrara Formation, said order to apply to the Gera Properties 11-12 1H 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 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

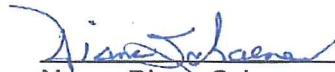
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t)ss.

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



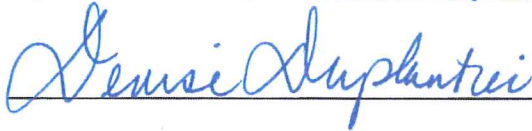
Name: Diane Schaenen

Title: Staff Landman

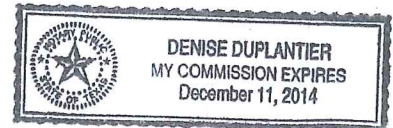
Subscribed and sworn to before me this 28th day of August, 2013, by Diane Schaenen, as Staff Landman, of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: 12-11-2014



Notary Public



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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

Ann J Bow (possible estate)
165 Dalton Dr
Kenmore, NY 80111

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

Chesapeake Exploration LLC
P.O. Box 18496
Oklahoma City, OK 73154-0496

Codv Glade, individually and as an heir of
Kimberly A. Bowker, fka Kimberly A. Glade,
Deceased, and Sara A. McIntosh, Deceased
c/o Michael J. Bowker
16628 1st Ave.
Golden. CO 80401

D& J Murphy Properties, Ltd.
P.O. Box 905
Archer City, TX 76351-0905

Debbie K Phillips, Trustee of the Evan Murphy
Phillips Trust
3220 Audley Street
Houston, TX 77098

Edward L Curran & Pauline Curran, J/T
2346 Ash St.
Denver, CO 80207

Elizabeth Josephine Lauver
267 Pebble Beach Loop
Pittsburg, CA 94565

Elizabeth Joyce Moss
3308 Umber Road
Holiday, FL 34691

EOG Resources
600 17th St., Ste. 1000N
Denver, CO 80202

Estate of Adaline M Bergman, deceased
1909 Forest Parkway
Denver, CO 80220

Estate of Gordon E Olson, deceased
c/o Gordon W. Williams
Law Office of Gordon W Williams
143 Union Blvd., Ste. 270
Lakewood, CO 80228

Estate of John Anderson, deceased
ADDRESS UNKNOWN

Geram Properties, a Partnership: by Joseph H.
Schmitt, as Managing Partner and individually
4521 Tule Lake Dr.
Littleton, CO 80123

Harold Vincent Murphy
2545 Lonestar Rd
Celina, TX 75009

Harrington Family Rev. Trust
c/o Paul Harrington
40200 E. Quincy Ave.
Watkins CO 80137-9311

Helen K. Barrett
852 Saddle Road
Fort Worth, TX 76108

J Michael Bowker, as father & custodian for
Michaela Bowker, a minor child, Individually, and
as an heir of Kimberly A. Bowker, Deceased,
and Sara A. McIntosh, Deceased,
16628 1st Ave.
Golden. CO 80401

J. Michael Bowker Individually and as an heir of
Kimberly A. Bowker. Deceased, and Sara A.
McIntosh, Deceased
16628 1st Ave.
Golden. CO 80401

J. Michael Bowker, as father and custodian of
Taylor Bowker, a minor child. Individually and as
an heir of Kimberly A. Bowker, Deceased, and
Sara A. McIntosh, deceased
16628 1st Ave.
Golden. CO 80401

Jennifer Murphy Morgan
36 Surrey Circle
Iowa Park, TX 76367

Laura Phillips Hampton, Trustee of the Kate Rebecca Phillips Trust, Madeline Marie Phillips Trust, D. J. Phillips Trust
9108 Campbell Ct
Houston, TX 77055

Mary Lynn Freeman
1600 Club House Dr
Dyersburg, TN 38024

Michael J. McIntosh, a married man dealing in his sole and separate property, and as an heir of Sara A. McIntosh. Deceased
416 West San Ysidro Blvd. #1026
San Ysidro, CA 92173

Murphy Family Partnership, Ltd.
c/o Dottie Murphy Morrison
4245 Kemp Blvd., Ste. 712
Wichita Falls, TX 76308

OOGC America, Inc,
11700 Katy Freeway, Ste. 280
Houston, TX 77079

Pure Cycle Corporation
500 E. 8th Avenue. #201
Denver, CO 80203

Robert E. Aldrich, Jr.
1130 Fort Worth Club Tower
777 Taylor St.
Fort Worth, TX 76107

Ron McDaniel & Sunya McDaniel
39302 E. Quincy Ave.
Watkins, CO 80137

Sara Glade. Individually and as an heir of Kimberly A. Bowker, fka Kimberly A. Glade, Deceased, and Sara A. McIntosh, Deceased
c/o Michael J. Bowker
166281 1st Ave.
Golden. CO 80401

Shannon, Gracey, Ratliff & Miller, LLP
777 Main Street, Ste. 3800
Fort Worth, TX 76102

Shirley L Hull
3704 S. Granby Way
Aurora, CO 80203

Thomas E Borne & Christine L Borne
40200 E. Quincy Ave., #16
Watkins, CO 80137-9402

Travis Gregory Gardner
502 W. 113th St., Apt 1D
New York, NY 10025

Virgil M Horton
330 Blackstone Circle
Loveland, CO 80537

William Terry Gardner and Anne L. Gardner,
Trustees of the Terry and Anne Gardner
Management Trust
2005 Highland Oaks
Fort Worth, TX 76107