

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)	
CONOCOPHILLIPS COMPANY FOR AN ORDER)	Cause No.
TO ESTABLISH AN APPROXIMATE 1280-ACRE)	
EXPLORATORY DRILLING AND SPACING UNIT)	Docket No.
AND ESTABLISHING WELL LOCATION RULES)	
FOR THE NIOBRARA FORMATION IN SECTIONS)	
9 AND 10, TOWNSHIP 4 SOUTH, RANGE 65)	
WEST, 6 TH P.M., AN UNNAMED FIELD,)	
ARAPAHOE COUNTY, COLORADO)	

APPLICATION

COMES NOW ConocoPhillips Company ("Applicant"), by and through its attorneys, Jost & Shelton Energy Group, P.C., and respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to establish an exploratory 1280-acre drilling and spacing unit and authorizing up to two (2) horizontal wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons within said 1280-acre drilling and spacing unit from the Niobrara Formation underlying the below-described 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.

2. Applicant owns leasehold interests or holds the right to operate on the following lands (hereafter "Application Lands"):

Township 4 South, Range 65 West, 6th P.M.

Section 9: All

Section 10: All

1,280 acres, more or less, Arapahoe County, Colorado.

A reference map of the Application Lands is attached hereto.

3. Sections 9 and 10 of the Application Lands are subject to Order No. 535-97 which established 640 acre exploratory drilling and spacing units with up to two (2) horizontal wells allowed within each unit, and allowed for the treated interval within the Niobrara Formation to be located not closer than 460 feet from the section line. Applicant requests that Order No. 535-97 be vacated only as to Sections 9 and 10 of the Application Lands.

4. The records of the Commission reflect that no wells have been drilled, and no wells are currently producing nor have they previously produced in the Application Lands.

5. To promote efficient drainage within the Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish an exploratory 1280-acre drilling and spacing unit for the Application Lands.

6. That the above-proposed drilling and spacing unit will allow efficient drainage of the Niobrara Formation; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs. The unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the unit.

7. That the Applicant is requesting to drill and complete up to two (2) horizontal wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons within the exploratory 1280-acre drilling and spacing unit comprised of the Application Lands and that there will be no adverse effect on correlative rights of adjacent owners.

8. The Applicant maintains that there will be no more than two (2) well pads in the unit, unless an exception is granted by the Director.

9. The treated interval of each proposed horizontal well shall be no closer than 460 feet from the boundaries of the unit (regardless of the lease lines within the unit) and all horizontal wells shall be no closer than 150 feet from the treated interval of another well producing from the same source of supply within the unit, unless an exception is granted by the Director.

10. The undersigned certifies that copies of this Application will be served on each interested party within seven (7) days of the filing hereof, as required by Rule 503.e.

WHEREFORE, Applicant respectfully 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 this Commission enter its order:

A. Vacating Order No. 535-97 only as it applies to Sections 9 and 10 of the Application Lands.

B. 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.

C. Providing that the treated interval any horizontal well shall be no closer than 460 feet from the boundaries of the unit and not less than 150 feet from the treated interval of another well within the unit and authorizing up to two (2) well pads in the unit, unless an exception is granted by the Director.

D. Finding that an exploratory 1280-acre drilling and spacing unit for the development of the Niobrara Formation on the Application Lands will prevent waste, protect correlative rights, and maximize the efficient and economic production of the Niobrara Formation on the Application Lands.

E. 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 December 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 this 14th day of October, 2013.

Respectfully submitted:

ConocoPhillips Company

By:



Jamie L. Jost
James P. Parrot
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
1675 Larimer St., Suite 420
Denver, Colorado 80202
720.379.1812

Applicant's Address:

ConocoPhillips Company
600 N. Dairy Ashford Road
Houston, TX 77079-1069

VERIFICATION

STATE OF TEXAS

)

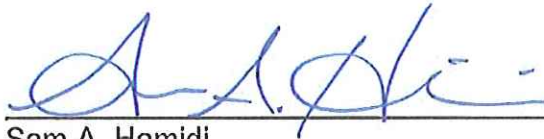
) ss.

COUNTY OF HARRIS

)

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



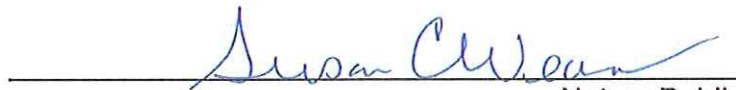
Sam A. Hamidi

Landman, Rockies Business Unit, Niobrara Land

Subscribed and sworn to before me this 17 day of October, 2013, by Sam A. Hamidi, Landman - Rockies of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: 1-24-15



Notary Public

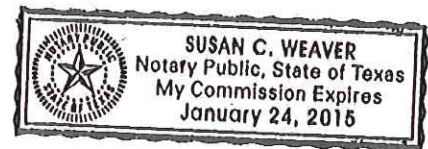


EXHIBIT A
INTERESTED PARTY LIST

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

Denver Metropolitan Ministries of the United
Methodist Church
6110 Greenwood Plaza Blvd.
Greenwood Village, CO
80111

Linnebur Grain and Buffalo, LLLP
74600 U.S. Highway 36
Byers, CO
80103

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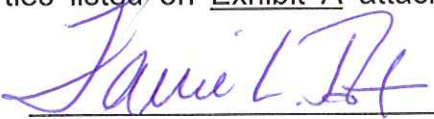
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ARAPAHOE COUNTY, COLORADO)	

AFFIDAVIT OF MAILING

STATE OF COLORADO)	
) ss.	
COUNTY OF DENVER)	

Jamie L. Jost, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for ConocoPhillips Company, that on or before October 24, 2013, she 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.

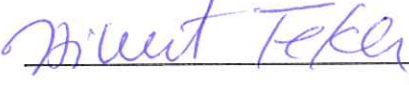


Jamie L. Jost

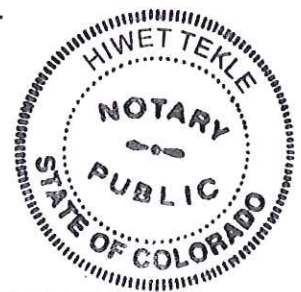
Subscribed and sworn to before me this 17th day of October, 2013.

Witness my hand and official seal.

My commission expires: 7/25/2015



Notary Public



Reference Map
ConocoPhillips Company

Sections 9 and 10, Township 4 South, Range 65 West, 6th P.M.

