

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

IN THE MATTER OF THE APPLICATION OF	)	CAUSE NO.
CONOCOPHILLIPS COMPANY FOR AN	)	
ORDER TO POOL ALL INTERESTS IN AN	)	DOCKET NO.
APPROXIMATELY 1280-ACRE EXPLORATORY	)	
DRILLING AND SPACING UNIT IN SECTIONS 9	)	
AND 10, TOWNSHIP 4 SOUTH, RANGE 65	)	
WEST, 6 <sup>th</sup> P.M., IN THE NIOBRARA	)	
FORMATION, UNNAMED FIELD, IN	)	
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 pooling all interests in a 1280-acre drilling and spacing unit for the drilling of the Sky Ranch 4-65 9-10 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, 6<sup>th</sup> P.M.

Section 9: All

Section 10: 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. Applicant has concurrently filed with this Application a spacing application ("Spacing Application") requesting that the Commission establish an exploratory 1280-acre drilling and spacing unit for the Application Lands, requesting to drill and complete up to two (2) horizontal wells in order to efficiently and economically develop and recover the oil, gas and associated hydrocarbons from the Niobrara Formation within the unit. Said Spacing Application is scheduled to be heard at the December 16, 2013 Commission Hearings.
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 Sky Ranch 4-65 9-10 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 this 17<sup>th</sup> 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

)

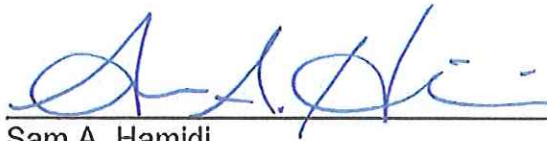
) ss.

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



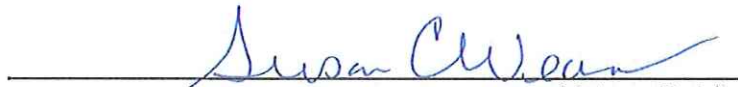
Sam A. Hamidi

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



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

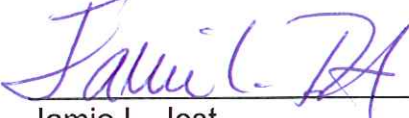
IN THE MATTER OF THE APPLICATION OF	)	CAUSE NO.
CONOCOPHILLIPS COMPANY FOR AN	)	
ORDER TO POOL ALL INTERESTS IN AN	)	DOCKET NO.
APPROXIMATELY 1280-ACRE EXPLORATORY	)	
DRILLING AND SPACING UNIT IN SECTIONS 9	)	
AND 10, TOWNSHIP 4 SOUTH, RANGE 65	)	
WEST, 6 <sup>th</sup> P.M., IN THE NIOBRARA	)	
FORMATION, UNNAMED FIELD, IN	)	
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:

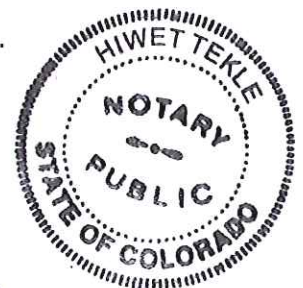
That she is the attorney for ConocoPhillips Company, that on or before October 24, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.


  
\_\_\_\_\_  
Jamie L. Jost

Subscribed and sworn to before me this 17<sup>th</sup> day of October, 2013.

Witness my hand and official seal.

My commission expires: 7/25/2015



  
\_\_\_\_\_  
Notary Public

**EXHIBIT A**  
**INTERESTED PARTY LIST**

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

Purview Associates, LLP  
7400 East Crestline Circle, Suite 150  
Greenwood Village, CO  
80111

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

The Denver Foundation  
55 Madison Street, 8th Floor  
Denver, CO  
80206

Archdiocese of Denver  
1300 South Steele Street  
Denver, CO  
80210

Zonta International Foundation  
1211 West 22nd Street, #900  
Oak Brook , IL  
60523

Melcor Mineral, LLC  
c/o Melcor Developments Arizona, Inc.,  
6990 East Davis Road  
Scottsdale, AZ  
85266

CSC Starfall Investments, LLC  
4915 South Gaylord Street  
Cherry Hills Village, CO  
80113

BLT Investments LLC  
4915 South Gaylord Street  
Cherry Hills Village, CO  
80113

PCY Holdings, LLC  
1490 Lafayette St. Suite 203  
Denver, CO  
80218