

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 1)	
AND 2, TOWNSHIP 4 SOUTH, RANGE 65)	
WEST, 6th 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 Prosper Farms 4-65 1-2 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, 6th P.M.

Section 1: All

Section 2: 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. 535-461 which, among other things, established an approximate 1280-acre drilling and spacing unit, and approved up to two horizontal wells within the unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbores to be located no closer than 460 feet from the unit boundaries, and no closer than 960 feet from the treated interval of any other wellbore located in the unit, without exception being granted by the Director.

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 Prosper Farms 4-65 1-2 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) 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) 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 April 2014, 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 27th day of February, 2014.

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
COUNTY OF HARRIS

)
) ss.
)

Samual 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

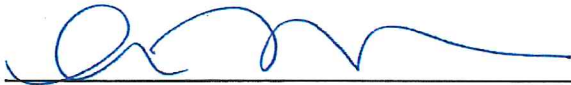


Samual A. Hamidi
Landman, Rockies Business Unit, Niobrara Land

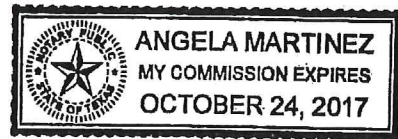
Subscribed and sworn to before me this 27 day of February, 2014, by Samual A. Hamidi, Landman - Rockies of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: October 24, 2017



Notary Public



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OF THE STATE OF COLORADO**

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ARAPAHOE COUNTY, COLORADO)	

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 March 6, 2014, 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 27th day of February, 2014.

Witness my hand and official seal.

My commission expires: 9/18/17



Notary Public

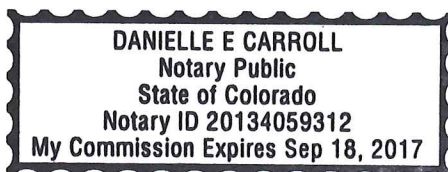


EXHIBIT A
INTERESTED PARTIES

Anadarko Land Corporation
Attn: Manager/Land Administrator
P.O. Box 173779
Denver, CO 80217-3779

Prosper Farms Investments, LLC
5641 N. Broadway
Denver, CO 80216

Bryan Wayne McCoy
186 Four Wheel Drive Road
Durango, CO 81304

United States of America
Colorado State Office
Bureau of Land Management
2850 Youngfield Street
Lakewood, CO 80215

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

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

Clifford Wayne McCoy
185 Four Wheel Drive Road
Durango, CO 81303

Colorado Department of Transportation
Division of Highways, State of Colorado
15285 South Golden Road, bldg 47
Golden, CO 80401

ConocoPhillips Company
600 N. Dairy Ashford
Houston, TX 77079

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

Jason McCoy
16424 W. Dixilota Dr.
Surprise, AZ 85374

Patricia Ann Fischahs
6756 East Exposition Ave.
Denver, CO 80224