

**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 VACATE PORTIONS OF ORDER
NO. 535-97 AND TO ESTABLISH AN
APPROXIMATE 1280-ACRE DRILLING AND
SPACING UNIT WITH WELL LOCATION
RULES FOR THE NIOBRARA FORMATION IN
SECTIONS 15 AND 16, TOWNSHIP 4 SOUTH,
RANGE 65 WEST, 6TH P.M., AN UNNAMED
FIELD, ARAPAHOE COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

TYPE: SPACING

APPLICATION

ConocoPhillips Company (Operator No. 19160) ("Applicant"), by and through its attorneys, Burleson LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to establish an approximate 1280-acre drilling and spacing unit and authorize 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 15: All

Section 16: All

1280 acres, more or less, Arapahoe County, Colorado.

A reference map of the Application Lands is attached hereto.

3. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that, on unspaced lands, wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply. Section 16 of the Application Lands are subject to Rule 318.a. for the Niobrara formation.

4. On October 31, 2011, the Commission entered Order No. 535-97, which among other things, approves the request for an order establishing 30 approximate 640-acre drilling and spacing units for lands in Townships 4 and 5 South, Ranges 64 and 65 West, 6th P.M., for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Applicant requests that Order No. 535-97 be vacated as it applies to Section 15 of the Application Lands.

5. The records of the Commission reflect that no wells have been drilled to, are currently producing from, or have produced from the Niobrara Formation in the Application Lands.

6. To promote efficient drainage within the Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should vacate portions of Order No. 535-97, and establish an approximate 1280-acre drilling and spacing unit for Sections 15 and 16, Township 4 South, Range 65 West, 6th P.M. for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

7. 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.

8. That the Applicant is requesting to drill and complete up to two (2) horizontal wells within the unit in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the Niobrara Formation within the approximate 1280-acre drilling and spacing unit composed of Sections 15 and 16, Township 4 South, Range 65 West, 6th P.M., and that there will be no adverse effect on correlative rights of adjacent owners.

9. The Applicant maintains that there will be no more than four (4) new well pads in the unit, unless an exception is granted by the Director.

10. 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.

11. 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 as it applies to Section 15 of the Application Lands.

B. Establishing an approximate 1280-acre drilling and spacing unit for Sections 15 and 16, Township 4 South, Range 65 West, 6th P.M. 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 one (1) well pad per quarter-quarter in the unit, unless an exception is granted by the Director.

D. Finding that an approximate 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 in Sections 15 and 16, Township 4 South, Range 65 West, 6th P.M.

E. For such other findings and orders as the Commission may deem proper or advisable in this matter.

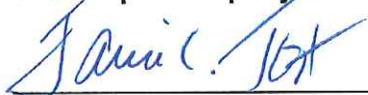
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in September 2015, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

DATED July 16, 2015.

Respectfully submitted:

ConocoPhillips Company

By:



Jamie L. Jost
Zachary P. Sears
Burleson LLP
Attorneys for Applicant
1700 Lincoln Street, Suite 1300
Denver, Colorado 80203
(303) 801-3200

Applicant's Address:

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

VERIFICATION

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

Lance Young, Associate Landman 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

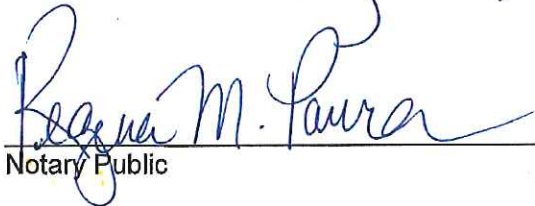


Lance Young
Associate Landman

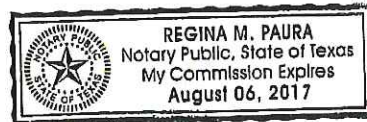
Subscribed and sworn to before me this 15th day of July 2015, by Lance Young, Associate Landman for ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: August 6, 2017



Notary Public



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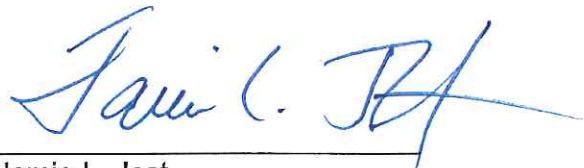
AFFIDAVIT OF MAILING

STATE OF COLORADO)

)ss.

CITY AND COUNTY OF DENVER)

I, Jamie L. Jost of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for ConocoPhillips Company, and that on or before the 22nd day of July 2015, I 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 to the Application.



Jamie L. Jost

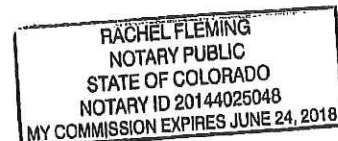
Subscribed and sworn to before me this 16th day of July 2015.

Witness my hand and official seal.

[SEAL]

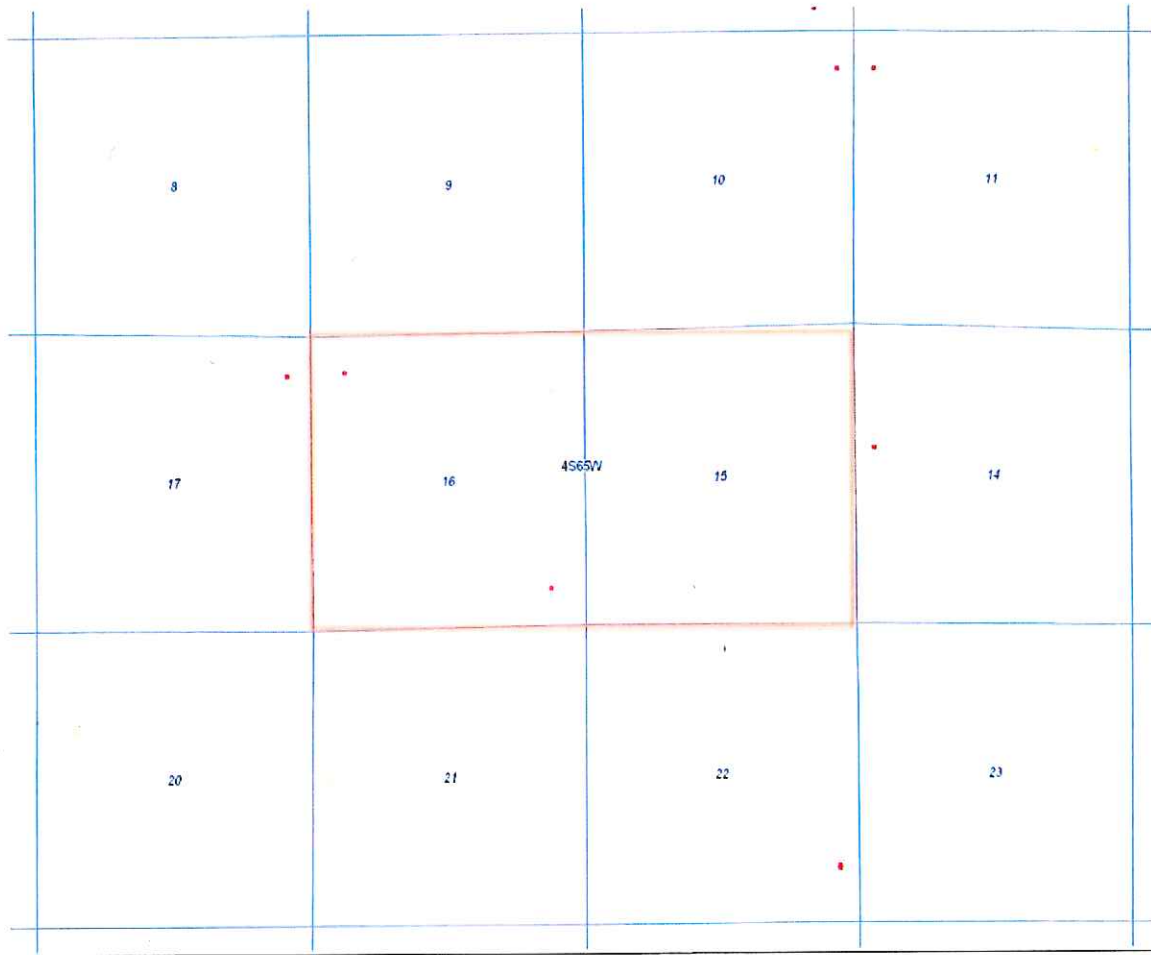
My commission expires: June 24, 2018


Notary Public



Reference Map
ConocoPhillips Company

Sections 15 and 16, Township 4 South, Range 65 West, 6th P.M.



* There are no federally owned minerals within the Application Lands

Exhibit A
SP – Lone Tree 4-65 16-15 3AH

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

Kent Kuster
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Tom Schreiner
Energy Liaison
Colorado Parks and Wildlife
Northeast Regional Office
6060 Broadway
Denver, CO 80216

Diane Kocis
Arapahoe County Public
Works and Development
6924 South Lima Street
Centennial, CO 80112

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Zachary P. Sears

RACHEL FLEMING
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2018

Notary Public

Supplemental Interested Parties
SP – Lone Tree 4-65 16-15 3AH

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

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

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

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

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

Anadarko E&P Onshore LLC
1201 Lake Robbins Drive
The Woodlands, TX 77380

Encana Oil & Gas (USA) Inc.
370 17th Street, Suite 1700
Denver, CO 80202

G.C. & Dorothy Margaret Van Dyk
920 Antelope Drive W
Bennett, CO 80102

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

Bravada/Neher 160 LLC
7400 East Crestline Circle, Suite 250
Greenwood Village, CO 80111

Melcor Developments Arizona Inc.
8800 N. Gainey Center Dr. #160
Scottsdale, AZ 85258

Patricia W. Blakeslee, Trustee of the
Patricia W. Blakeslee Trust
dated 1/17/1998
4811 Lawn Avenue
Western Springs, IL 60558

Richard A. Webster and
Gail R. Webster, Trustees of the
Webster Family Trust under
Agreement dated 11/7/2011
P.O. Box 255 - 7176 Arbor Pines Dr.
Glenn Arbor, MI 49636

Thomas M. Webster, Sr. and
Judith S. Webster, Trustees of the
Thomas M. Webster, Sr. and
Judith S. Webster Family Trust
Agreement
3439 Shady Spring Ln.
Mountain View, CA 94040

BLT Investments, LLC
16 Driver Lane
Littleton, CO 80123

Nancy C. Webster, Trustee under
the Nancy C. Webster Declaration
of Trust dated 5/9/2000
11140 Edgebrook Lane
Indian Head Park, IL 60525

Robert W. Webster, Trustee under
the Robert W. Webster Declaration
of Trust dated 5/9/2000
11140 Edgebrook Lane
Indian Head Park, IL 60525

Amy Volk Minerals, LLC
1708 Willow Springs Way
Fort Collins, CO 80528

Mandy Halsey Minerals, LLC
139 South Garfield St.
Denver, CO 80209

Uncle Jim's LLC
c/o John W. Bauer
1703 Willow Drive
Sandusky, OH 44870

Eastern Hills, LLC
3033 E. 1st Avenue, Suite 501
Denver CO, 80206

State of Colorado
c/o State Board of Land
Commissioners
1127 Sherman Suite 300
Denver, CO 80203

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

Cooper/Alpert #3 LLP
c/o Alpert Corporation
3033 E. 1st Avenue, Suite 501
Denver CO, 80206

Cherry Creek Vista Holding
Partnership, LLP
3515 South Tamarac, Suite 300
Denver CO, 80237

Eastern Hills, LLC
4643 S. Ulster Street
Denver CO, 80237

W.W. Smith Farms,
a Colorado General Partnership
11514 A50 Road
Delta, CO 81416

Cherry Creek Vista Holding
Partnership, LLP
3033 E. 1st Avenue, Suite 501
Denver CO, 80206

Alpert Village 1, LLC
3033 E. 1st Avenue, Suite 501
Denver CO, 80206

Eastern Hills, LLC
3033 E. 1st Avenue, Suite 501
Denver CO, 80206

Public Services Company of
Colorado
1225 Seventeenth Street
Denver CO, 80202

ACJ Partnership
3033 E. 1st Avenue, Suite 501
Denver CO, 80206

East Side Sunset, LLC
7400 East Crestline Circle, Suite 250
Greenwood Village CO, 80111

Katherine E. Avison
P.O. Box 419
Molalla OR, 97038

Bruce A. Theil and Suzanne A. Theil,
as Co-Trustees of the Suzanne Avison
Thiel Trust dated July 19, 2013
10536 Southwest 14th Dr.
Portland OR, 97219

William J. Avison, Trustee of the
William J. Avison Trust
dated May 10, 2010
12638 SW 55th Place
Portland OR, 97219

Carruthers & Associates, Inc.
120 Lafayette St.
Denver CO, 80218

Laura-Neta Temple,
as Trustee of The MPT Trust
110 Thistle Trail Road,
P.O. Box 1732
Idaho Springs CO, 80452-1732

Estate of Albert F. Grimm
2009 Market Street
Denver CO, 80205

Lazy K S Ranch
35200 E. Alameda Ave.
Watkins CO, 80137

Ronald F. Grimm
30075 E. Jewell Avenue, #B
Watkins CO, 80137

Patricia Rowe
30075 E. Jewell Avenue, #A
Watkins CO, 80137

Rhonda Sass
3035 South Manila Road
Watkins CO, 80137

Tina Grimm
18812 East Water Drive, #D
Aurora CO, 80013

Eric Crouse
3013 Zion Street
Aurora CO, 80011

Kimberly Barber
a/k/a Kimberly Aguilar
28900 E. Colfax Ave. Lot 133
Aurora CO, 80018

David McClees
12241 Shadowbrook Drive, SW
Olympia WA, 98512

Cheri Olson
2521 Port Street
Evans CO, 80620

Crystal Archer
2521 Port Street
Evans CO, 80620

Lacy Adamson
19630 East Loyola Circle
Aurora CO, 80013

Elizabeth McClees
7374 Henderson Blvd, SE #10C
Olympia WA, 98501