

**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 ESTABLISH AN APPROXIMATE
640-ACRE DRILLING AND SPACING UNIT
WITH WELL LOCATION RULES FOR THE
NIOBRARA FORMATION IN SECTION 36,
TOWNSHIP 3 SOUTH, RANGE 65 WEST, 6TH
P.M., AN UNNAMED FIELD, ADAMS
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 640-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 640-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 3 South, Range 65 West, 6th P.M.
Section 36: All

640 acres, more or less, Adams 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. The Application Lands are subject to Rule 318.a. for the Niobrara formation.

4. 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.

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 approximate 640-acre drilling and spacing unit for Section 36, Township 3 South, Range 65 West, 6th P.M. for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

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 within the unit in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the Niobrara Formation within the approximate 640-acre drilling and spacing unit composed of Section 36, Township 3 South, Range 65 West, 6th P.M., 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 four (4) new 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. Establishing an approximate 640-acre drilling and spacing unit for Section 36, Township 3 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.

B. 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.

C. Finding that an approximate 640-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 Section 36, Township 3 South, Range 65 West, 6th P.M.

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 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

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

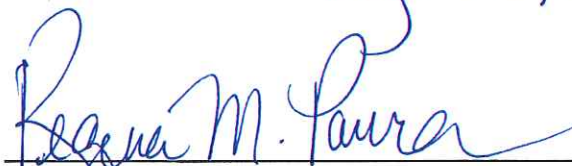


Lance Young
Associate Landman

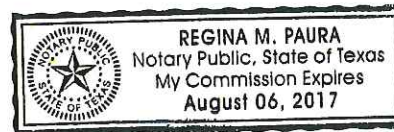
Subscribed and sworn to before me this 15th day of July 2015, by Lance Young, Associate Landman for ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: August 6, 2017

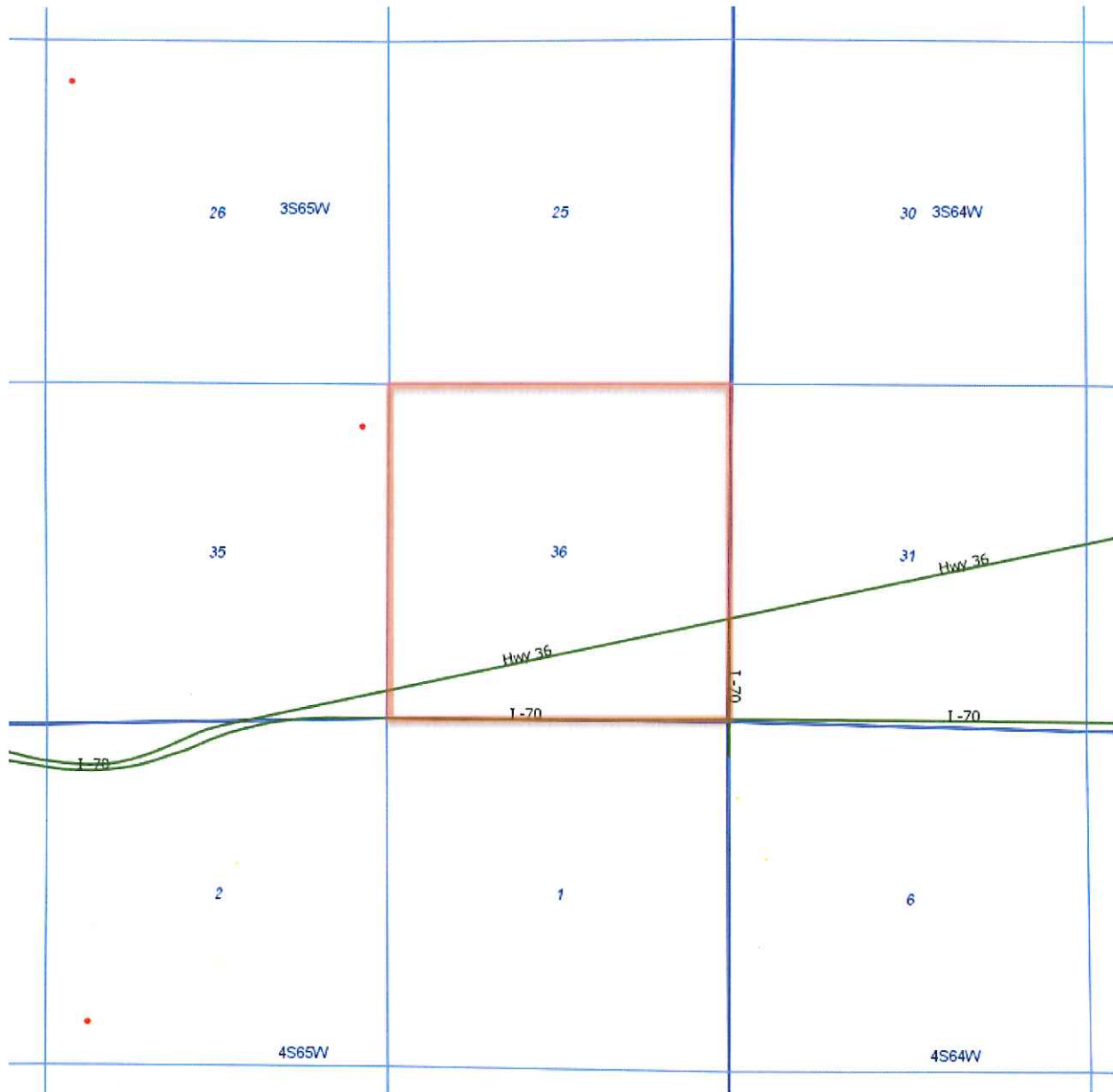


Notary Public



Reference Map
ConocoPhillips Company

Section 36, Township 3 South, Range 65 West, 6th P.M.



* There are no federally owned minerals within the Application Lands

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CAUSE NO.

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TYPE: SPACING

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

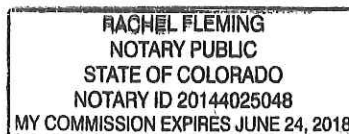


Exhibit A
SP – Big Sandy 3-65 36 3AH

ConocoPhillips Company
600 North Dairy Ashford Drive
Houston, TX 77079

Transcontinent Oil Company
518 17th Street, Suite 900
Denver, CO 80202

Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179

American Storage Centers, Inc.
615 E Platte Ave
Fort Morgan, CO 80701-3338

William A. Young and Madeline S.
Young,
Trustees Of The William A. Young
and
Madeline S. Young Revocable Living
Trust
Dated July 1, 1995, a/k/a
The William A. Young Family Trust
616 E Platte Ave
Fort Morgan, CO 80701

Frederic Watson Young
617 E Platte Ave
Fort Morgan, CO 80701

Francis Melvin White and
Cornelia Young White, Trustees of
The White Family Revocable Trust
Dated June 20, 1995
618 E Platte Ave
Fort Morgan, CO 80701

Silco Oil Co.
181 East 56th Avenue, Suite 600
Denver, CO 80216

Patrick J. McCarthy and
Gloria J. McCarthy, Joint Tenants
31815 E 2nd Ct
Watkins, CO 80137

Robert F. White and
Mary K. White, Joint Tenants
31805 E 2nd Ct
Watkins, CO 80137-6821

John E. Strubhar
t31795 E 2nd Ct
Watkins, CO 80137-6821

Victor R. Padilla and
Ilana C. Padilla, Joint Tenants
31800 2nd Ct
Watkins, CO 80137

Brian Theriault
31810 E 2nd Ct
Watkins, CO 80137-6821

State Of Colorado,
Department Of Highways
4201 East Arkansas Avenue, Room
212
Denver, CO 80222

Watkins Investment Group, Ltd.
7204 N Roxbrough Park Road
Littleton, CO 80125-9352

Ursula Eleanor Larato
96 Lookout Mountain Road
Golden, CO 80401-9517

Ronald F. Moench and
Kelly M. Moench, Joint Tenants
32555 E Front St N
Watkins, CO 80137-6711

Kenneth J. Freund, Sr.
1950 Chambers Road
Aurora, CO 80011-4621

Schat Plumbing Company
P.O. Box 505
Watkins, CO 80137-0505

Harold K. Davis and
Sharron A. Davis, Joint Tenants
135 Anderson St
Watkins, CO 80137

Casper L. Corder and
Martha F. Corder, Joint Tenants
1980 Clay St
Watkins, CO 80137-6817

John Ball and
Mary Ball, Joint Tenants
1981 Clay St
Watkins, CO 80137-6817

Estate of Marilyn Brenzikofer,
Deceased
1950 Gilmore St
Watkins, CO 80137-6811

Marie A. Williams
1951 Gilmore St
Watkins, CO 80137-6811

Mary E. Ball
1981 Clay St
Watkins, CO 80137-6817

Mark L. Sugar and
Tracy B. Sugar, Joint Tenants
1991 Gilmore Street
Watkins, CO 80137-6811

Phyllis R. Johnson
1931 Gilmore Street
Watkins, CO 80137

Elizabeth Wilson
P.O. Box 268
Watkins, CO 80137-0268

Country Manor Properties, LLC
4846 Joplin St
Aurora, CO 80015-1715

Elizabeth Wilson
P.O. Box 268
Watkins, CO 80137-0268

Country Manor Properties, LLC
4846 Joplin St
Aurora, CO 80015-1715

Saisivm Lodging, LLC
32681 E Colfax Ave
Watkins, CO 80137-8727

Juliette Nichols
P.O. Box 1059
Clarksdale, MS 38614-1059

Jesus Casillas and
Teresa Casillas, Joint Tenants
32721 E Colfax Ave
Watkins, CO 80137-8700

Dustin Hein
12991 N Sierra Circle
Parker, CO 80138-8731

Daniel J. Gallegos
P.O. Box 1366
Cheyenne, WY 82003-1366

Daniel J. Gallegos and
Marcia J. Gallegos, Joint Tenants
P.O. Box 1366
Cheyenne, WY 82003-1367

Ruby R. Mielke
780 Iowa Ave
Stratton, CO 80836

Michael E. Loehrig
18239 E Mexico Pl
Aurora, CO 80017

Gerrit A. Van Dyk and
Dorothy M. Van Dyk, Trustees of
The Gerrit A. Van Dyk and
Dorothy M. Van Dyk
Joint Revocable Trust
Dated August 22, 2011
920 Antelope Dr W
Bennett, CO 80102-8676

Cleberne D. Eldridge
1595 S Tennyson St
Denver, CO 80219-4431

State Of Colorado
1127 Sherman, Suite 300
Denver, CO 80203

Frederic L. Berkey and
Jewel D. Berkey, Joint Tenants
31790 E 2nd Ct
Watkins, CO 80137

Donald Elrick and
Janice Elrick, Joint Tenants
1935 Anderson St
Watkins, CO 80137-6818

James E. Ferrell and
Frances Lynn Ferrell, Joint Tenants
1980 Fulton Street
Aurora, CO 80010

Joseph William Ardizzone li
32511 E Colfax Ave
Watkins, CO 80137-8703

Emma K. Watkins
606 Cook St
Denver, CO 80206-3951

Louise Burhardt
6627 S Yukon Way
Littleton, CO 80123-3071

Daniel Mcguire
5832 S Orleans Way
Centennial, CO 80015-3506

Ramon Davis
2261 Talon Pkwy
Greely, CO 80634-9772

George Bonn
756 E Colorado Ave
Bennet, CO 80102-8406

Velma Bonn
1980 W Pecos Road
Chandler, AZ 85224-5606

Zenith Energy, LLC
222 South Marion Parkway
Denver, CO 80209

Anadarko E&P Company LP
1099 18th Street, Suite 1800
Denver, CO 80202

Morenergy Exploration Company
410 17th Street, Suite 810
Denver, CO 80202

Summit Petroleum Corporation
602 North Baird Street, Suite 200
Midland, TX 79701

Brandon 1983 Drilling Program
7 Fairview Terrace
Maplewood, NJ 07040

Alexander 1983 Drilling Program
240 West 35th Street
New York, NY 10001

McCulliss Resources Co., Inc.
620 17th Street, Suite 1320
Denver, CO 80293

George A. Vaught, Jr.
1880 Arapahoe St Apt
Denver, CO 80202-1855

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

Property Reserve, Inc
15 Triad Center, Suite 650
Salt Lake City, UT 84180

Herman A. Flader Trust Under Will
for Benefit Of Laura Britt,
U.S. Bank, N.A., Trustee
P.O. Box 3499
Tulsa, OK 74101

Herman A. Flader Trust Under Will
for Benefit Of Casey Reed,
U.S. Bank, N.A., Trustee
P.O. Box 3499
Tulsa, OK 74102

Anadarko Land Corp.
1099 18th Street, Suite 1800
Denver, CO 80202

Anadarko E&P Onshore LLC
1099 18th Street, Suite 1800
Denver, CO 80202

HRM Resources LLC
410 17th Street #1200
Denver, CO 80202

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201

United States Of America
Office of Natural Resources
Revenue
P.O. Box 25627
Denver, CO 80225-0627

Prosper Farms Investments, LLC
5641 N. Broadway
Denver, CO 80216-1021

Meredith-Stephens, Inc.
1169 Autumn Purple Drive
Loveland, CO 80538-5610

Chesapeake Exploration, LLC
PO Box 18496
Oklahoma City, OK 73154

OOGC America, Inc.
9805 Katy Freeway, Suite 500
Houston, TX 77024

Sijifredo Chapparo
15440 Edna Drive
Brighton, CO 80603-8954

City Of Aurora
15151 E. Alameda Parkway
Aurora, CO 80012

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

Gordon Stevens
Adams County Public Works,
Construction Manager
4430 South Adams County Pkwy
Brighton, CO 80601-8218