

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

IN THE MATTER OF THE APPLICATION OF)
CONOCOPHILLIPS COMPANY FOR AN ORDER)
AUTHORIZING A SECOND HORIZONTAL WELL)
TO THE NIOBRARA FORMATION IN AN)
APPROXIMATE 640-ACRE DRILLING AND)
SPACING UNIT, UNNAMED FIELD LOCATED)
IN SECTION 32, TOWNSHIP 4 SOUTH, RANGE)
64 WEST, ARAPAHOE COUNTY, COLORADO)

Cause No. 535

Docket No. 1301-AW-_____

VERIFIED APPLICATION

ConocoPhillips Company ("ConocoPhillips") by and through its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, respectfully submits its Verified Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order increasing the number of authorized horizontal wells in an approximate 640-acre spacing unit for production of oil, gas and associated hydrocarbon substances from the Niobrara Formation, in certain lands in Arapahoe County, Colorado, and in support states as follows:

1. ConocoPhillips is a Delaware corporation duly organized and authorized to conduct business in the State of Colorado.
2. ConocoPhillips owns certain oil and gas leasehold interests in the following lands in Arapahoe County, Colorado (the "Application Lands"):

Township 4 South, Range 64 West of the 6th P.M.
Section 32

3. By Order 535-118 entered effective January 23, 2012, the Commission established the Application Lands as an approximately 640-acre exploratory drilling and spacing unit for production of oil, gas and associated hydrocarbons from the Niobrara Formation and authorized one vertical exploratory well, with the option of one additional horizontal well to be either a re-completion of the vertical well or an entirely new well, with the treated interval of the permitted wellbores to be located no closer than 460 feet from the unit boundary, or 920 feet from the completed interval of any other well producing from the Niobrara Formation, without exception being granted by the Director.

4. Section 34-60-116(4) of the Colorado Oil and Gas Conservation Act authorizes the Commission to permit additional wells to be drilled within established drilling and spacing units in order to prevent or assist in preventing waste.

5. To promote efficient drainage of the Niobrara Formation in the Application Lands, to protect correlative rights, avoid waste, and assure the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the Formation, the Commission should permit a second optional horizontal well to be drilled to the Niobrara Formation in the unit consisting of the Application Lands.

6. The additional horizontal well shall be drilled in the spacing unit to the Niobrara Formation, regardless of lease lines within the unit, with the completed interval of such well no closer than 460 feet from the boundaries of the spacing unit, and no closer than 920 feet from the completed interval in another well producing from the same source of supply. The additional horizontal well should be permitted to be located on the surface anywhere within the spacing unit, or on adjacent lands if authorized by the owners thereof.

7. The above-proposed order will allow efficient drainage of the Niobrara Formation, prevent waste, not adversely affect correlative rights of any owner, and assure the greatest ultimate recovery of oil, gas and associated hydrocarbon substances from the reservoirs.

8. The additional horizontal well can be developed in a manner consistent with protection of the environment, public health, safety and welfare.

9. The names and addresses of interested parties according to the information and belief of ConocoPhillips are set forth in the annexed **Exhibit A**. The undersigned certifies that copies of this Verified Application shall be served on each interested party as required by Rule 503.e.

WHEREFORE, ConocoPhillips respectfully requests this matter be set for hearing, notice be given as required by law, and upon such hearing this Commission enter its order:

A. Allowing the drilling of a second optional horizontal well in the 640-acre unit composed of the Application Lands, for production of oil, gas and associated hydrocarbons from the Niobrara Formation, and

B. Providing that the treated interval of the additional horizontal well shall be no closer than four hundred sixty (460) feet from the boundaries of the unit, regardless of the lease lines within the unit, and not less than 920 feet from the completed interval of another well producing from the same source of supply.

C. For such other findings and orders consistent with the requests set forth above which the Commission may determine to be just and proper.

RESPECTFULLY SUBMITTED this 2nd day of November, 2012.

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

By: 

J. Michael Morgan #7279
950 South Cherry Street, Suite 900
Denver, Colorado 80246
(303) 753-9000
(303) 753-9997 (fax)
mmorgan@lohfshaiman.com

Address of Applicant:
ConocoPhillips Company
600 N. Dairy Ashford Drive
Houston, TX 77079

EXHIBIT "A"

TO VERIFIED APPLICATION OF CONOCOPHILLIPS COMPANY

Applicant:

ConocoPhillips Company
600 N. Dairy Ashford Drive
Houston, TX 77079

Applicant's Attorney:

J. Michael Morgan, Esq.
Lohf Shaiman Jacobs Hyman & Feiger PC
950 South Cherry Street, Suite 900
Denver, CO 80246

Local Government Designee:

Diane Kocis
Arapahoe County Public Works & Development
6924 South Lima Street
Centennial, Colorado 80112

Other Interested Parties:

Patrick McGraw, Sr. Landman
Anadarko E&P Company LP
1099 18th Street, Suite 1800
Denver, CO 80202

Stephen D. Tebo
1590 Broadway
P.O. Box T
Boulder, CO 80306-1996

Celia Greenman
Colorado Division of Wildlife
6060 Broadway
Denver, Colorado 80214

Kent Kuster
Colorado Department of State
Health and Environment
4300 Cherry Creek Drive South
Denver, Colorado 80246-1530

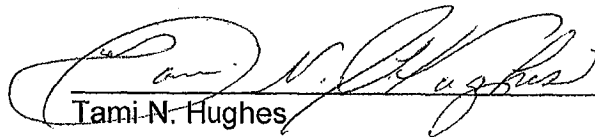
VERIFICATION

STATE OF TEXAS)
)
COUNTY OF HARRIS) ss.

The undersigned, of lawful age, having been first sworn upon her oath, deposes and states that:

1. She is the Landman of the Applicant, ConocoPhillips Company, and that she maintains her office at 600 N. Dairy Ashford Drive, Houston, TX 77079.
2. She has read the within application, is familiar with the facts set forth therein, and states that said facts are true and correct to the best of her knowledge and belief.

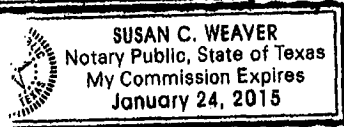
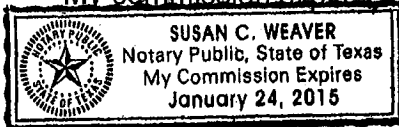
Further Affiant sayeth not.

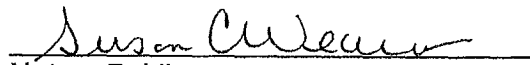

Tami N. Hughes

Subscribed and sworn to before me this 2nd day of November, 2012.

Witness my hand and official seal.

My commission expires: 1-24-2015




Notary Public

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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IN THE MATTER OF THE APPLICATION OF)
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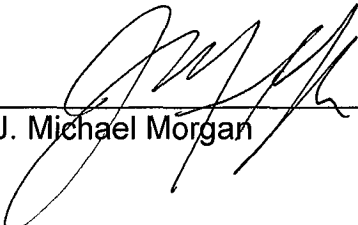
Docket No. 1301-AW- _____

AFFIDAVIT OF MAILING

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

J. Michael Morgan, of lawful age and being first duly sworn upon his oath, states and declares:

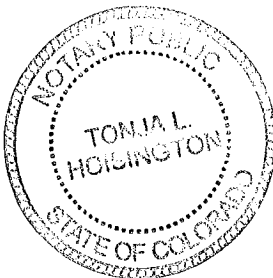
That he is the attorney for ConocoPhillips Company in the above-captioned matter, that on November 2, 2012, and he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on **Exhibit A** to the Application.

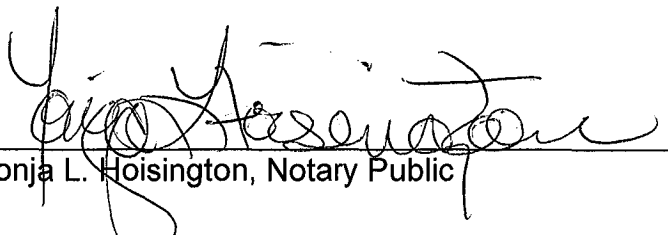


J. Michael Morgan

Subscribed and sworn to before me this 2nd day of November, 2012.

Witness my hand and official seal.
My commission expires: 09-13-2013





Tonja L. Hoisington, Notary Public