

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

IN THE MATTER OF THE APPLICATION OF)	CAUSE NO. 535
CONOCOPHILLIPS COMPANY FOR AN ORDER TO)	
ESTABLISH FOUR APPROXIMATE 640-ACRE)	DOCKET NO. 1301-SP-07-
DRILLING AND SPACING UNITS AND APPROVE UP)	
TO TWO HORIZONTAL WELLS WITHIN EACH UNIT)	ORDER NO. 535-246
FOR SECTIONS 8 AND 28, TOWNSHIP 4 SOUTH,)	
RANGE 63 WEST, 6 TH P.M., SECTION 2, TOWNSHIP 4)	
SOUTH, RANGE 64 WEST, 6 TH P.M., AND SECTION 2,)	
TOWNSHIP 5 SOUTH, RANGE 64 WEST, 6 TH P.M.,)	
FOR THE NIOBRARA FORMATION, UNNAMED FIELD,)	
ARAPAHOE COUNTY, COLORADO)	

REQUEST TO RE-OPEN AND AMEND ORDER 535-246

1. In its Verified Application filed November 2, 2012, ConocoPhillips Company ("ConocoPhillips") petitioned the Colorado Oil and Gas Conservation Commission (the "Commission") for an order to establish four approximate 640-acre drilling and spacing units for production of oil, gas and associated hydrocarbons from the Niobrara Formation, and well location rules applicable to such wells, in the above-captioned lands in Arapahoe County, Colorado.

2. The Application and Rule 511 submission requested that the spacing units and well location rules established in the requested order be applicable to the drilling and production of horizontal wells only, with vertical and directional wells to the Niobrara Formation remaining subject to Commission Rule 318.a. or such other orders as may be entered by the Commission.

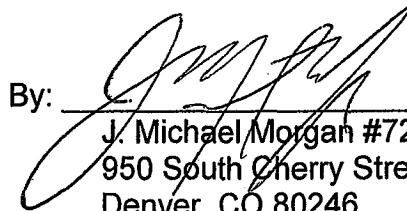
3. However, the resulting Order 535-246 was silent as to whether vertical and directional wells to the Niobrara Formation would remain subject to Commission Rule 318.a. or such other orders as may be entered by the Commission. Order 535-246 provided that the "Commission expressly reserves its right, after notice and hearing, to alter, amend or repeal any and/or all of the above orders."

WHEREFORE, the Applicant, ConocoPhillips respectfully requests that Order 535-246 be amended to expressly provide that vertical and directional wells to the Niobrara Formation in the above-captioned Application Lands will not be subject to said Order, but shall remain subject to Commission Rule 318.a. or such other orders as may be entered by the Commission.

RESPECTFULLY SUBMITTED this 19th day of February 2013.

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

By: _____


J. Michael Morgan #7279
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FOR THE NIOBRARA FORMATION, UNNAMED FIELD,)
ARAPAHOE COUNTY, COLORADO)

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 February 19, 2013, and he caused a copy of the attached Request to Re-Open and Amend Order 535-246 to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on **Exhibit A** attached hereto.

J. Michael Morgan,

Subscribed and sworn to before me this 19th day of February, 2013.

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

Tonja L. Hoisington, Notary Public

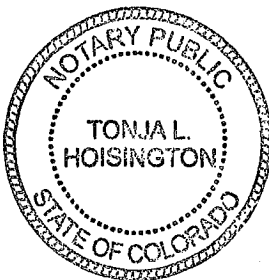


EXHIBIT "A"

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

Other Interested Parties:

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

OOGC America, Inc.
c/o CNOOC International Ltd
Attn: Qing Jiang, President
P.O. Box 4705
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Anadarko E&P Company LP
Anadarko Petroleum Corporation
Attn: Patrick McGraw, Sr. Landman
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Champlin Petroleum Company
c/o Anadarko Land Corp.
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The Woodlands, TX 77387

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Marni McMillan and Sean McMillan
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James Miller
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P. O. Box 210
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Douglas F. Cline
P.O. Box 24527
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Hank Szymanski
US Bureau of Land Management
2850 Youngfield Street
Lakewood, CO 80215

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

Kent Kuster
CO Dept. of State/Health & Environment
4300 Cherry Creek Drive South
Denver, Colorado 80246-1530