

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

IN THE MATTER OF THE APPLICATION OF)	
CONOCOPHILLIPS COMPANY FOR AN ORDER)	
POOLING ALL INTERESTS IN A 640-ACRE)	CAUSE NO. 535
DRILLING AND SPACING UNIT FOR THE)	
HORIZONTAL KROUT 14-1H WELL AND ALL)	DOCKET NO. 1301-UP-_____
FUTURE HORIZONTAL WELLS DRILLED TO)	
THE NIOBRARA FORMATION UNDERLYING)	
UNNAMED FIELD, LOCATED IN SECTION 14,)	
TOWNSHIP 4 SOUTH, RANGE 64 WEST,)	
ARAPAHOE COUNTY, COLORADO)	

VERIFIED APPLICATION

COMES NOW, ConocoPhillips Company ("Applicant"), by its attorneys, Lohf Shaiman Jacobs Hyman & Feiger PC, and submits it's Application to the Oil and Gas Conservation Commission of the State of Colorado, for an order pooling all interests in an approximate 640-acre unit for production of oil, gas and associated hydrocarbons from horizontal wells to the Niobrara Formation in certain lands in an unnamed field in Arapahoe County, Colorado, and in support of its application states as follows:

1. Applicant is duly organized and authorized to conduct business in the State of Colorado.

2. Applicant owns leasehold interests in the following described lands in Arapahoe County, Colorado, containing approximately 640-acres (hereinafter, the "Application Lands"):

Township 4 South, Range 64 West, 6th P.M.
Section 14: All

3. By Order entered October 1, 2012 the Commission established the Application Lands as an approximately 640-acre drilling and spacing unit for horizontal wells drilled to the Niobrara Formation, for production of oil, gas and associated hydrocarbons (the "Unit"). Said Order applies only to production from horizontal wells in the Unit, with production from vertical and directional wells being paid in accordance with units established under Rule 318.a or other orders of the Commission.

4. Applicant proposes to drill and complete the Krout 14-1H, a horizontal well to the Niobrara Formation on the Application Lands.

5. Applicant has been unable to obtain consent to voluntary pooling by all interest owners in the Application Lands. As a result, Applicant requested that all interests in the Unit composed of the Application Lands be involuntarily pooled pursuant to C.R.S. §34-60-116 of the Colorado Oil and Gas Conservation Act.

6. The names and addresses of those persons who own any interest in the mineral estate in the Application Lands, exclusive of overriding royalty interests, according to the information and belief of the Applicant are set forth on **Exhibit A**. Copies of this Verified Application shall be served on all such owners within seven (7) days of the date of this Application, as required by Commission Rule 503.e.

7. At least thirty (30) days prior to the hearing on this Application, the Applicant will have sent all owners listed on **Exhibit A**, who have not previously consented to lease or otherwise participate in the Krout 14-1H well, an Authority for Expenditures (AFE) and/or supporting documents which contain all information required by Commission Rule 530.b., and in case of unleased mineral owners, an offer to lease which is reasonable based on the factors listed in Commission Rule 530.c.

8. Applicant anticipates that one or more of such owners will refuse or fail to respond to such offer to lease and/or to participate in the drilling, completion and operation of such well, and shall be deemed non-consenting parties under Commission Rule 530.b and c.

9. An order of the Commission pooling all interests in the Unit for production from horizontal wells to the Niobrara Formation shall therefore be necessary in order to afford each owner of an interest in the Unit the opportunity to recover and receive its just and equitable share of the oil and/or gas from the common source of supply underlying the Unit.

10. The granting of the requested order would not be prejudicial to the owners in the Unit and would protect correlative rights.

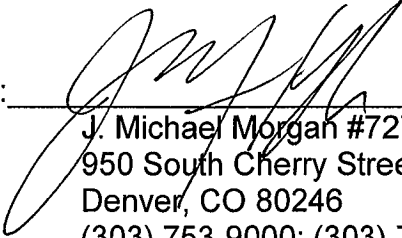
11. The requested pooling order should be effective as of the date of this Application, or the date that costs specified by C.R.S. §34-60-116(7)(b) are first incurred by Applicant for the drilling of the Krout 14-1H well, whichever is first in time.

WHEREFORE, the Applicant respectfully requests this matter be set for hearing, notice be given as required by law, and upon such hearing this Commission enter its order pooling all interests in the Unit for production of oil, gas and associated hydrocarbons from horizontal wells to the Niobrara Formation, under such terms as are fair, reasonable and required by law.

Dated: November 2, 2012

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

By: _____


J. Michael Morgan #7279
950 South Cherry Street, Suite 900
Denver, CO 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 AMENDED APPLICATION OF CONOCOPHILLIPS COMPANY

Applicant: ConocoPhillips Company
Attn: Tami N. Hughes
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:

US AgBank, FCB f/k/a Farm Credit Bank of Wichita Attn: Patricia Gorham, Director, Minerals 245 North Waco Street P.O. Box 2940 Wichita, KS 67202-1121	Webster Living Trust, Daniel H. Webster & Yvonne G. Webster, and Yvonne G. Webster, individually and as an heir to the Estate of Royal F. Van Leer, deceased 308 South Manila Road Bennett, CO 80102
Brian A. & Melody A. Windecker 556 South Manila Road Bennett, CO 80102-8769	Shirley Butler 111 Edgewood Drive, Apt. C Attica, IN 47918
Mildredge M. Long, Jr. a/k/a Mildridge M. Long Linda E. Long P.O. Box 159 Watkins, CO 80137-0159	James A. & Lovella L. Peterson Revocable Living Trust Bonaventure Place 5850 North 5 Mile Rd, Apt 212 Boise, ID 83713
Mildredge M. Long, Jr. a/k/a Linda E. Long 807 Nutmeg Drive Bennett, CO 80102	Cesar L. Loera 147 67 East Wagontrail Drive Aurora, CO 80015
Velma Van Leer c/o Kathryn Johnson 17019 SE Stephens Street Portland, OR 97233	John B. James & Maureen James 1050 South Manila Road Bennett, CO 80102-8725

Lawrence V. McNeil Sr. & Lavonne J. McNeil 750 South Manila Road Bennett, CO 80102-8769	Diane F. and Olyn R. Carlson 3059 Noble Court Grand Junction, CO 81504
Linda A. Lynch 5223 South Quintero Court Centennial, CO 80015	Timothy Lee Krout 1430 East Adams Street Phoenix, AZ 85034
Cindy Willis 3010 North 129th Drive Avondale, AZ 85392-6751	Kurt and Jacqueline Whitney 6448 East Crabtree Place Yuma, AZ 85365-1113
Raymond and Kristin Hawkins 11630 Cranston Drive Peyton, CO 80831	David C. and Richelle Hart 710 South County Road 113 Bennett, CO 80102
Arapahoe County Attn: Nancy N. Sharpe 5334 S. Prince Street Littleton, CO 80120	Humberto Haro 434 South County Road 113 Bennett, CO 80102
Daniel, Jr. & Jeanette McCormick 1050 South Nutmeg Street Bennett, CO 80102	Bill J. & Laurie A. Nitchman 40269 E. Arizona Ave. Bennett, CO 80102
Ross E. & Cindy K. Ritter 853 South Kiefer Street Bennett, CO 80102	Cesar Loera, Ana Soloria & Cesar Loera, Jr. 1721 Danobe Court Aurora, CO 80011
Chesapeake Exploration, LLC Attn: Mr. Nick Watkins P.O. Box 18496 Oklahoma City, OK 73154-0496	Humberto Haro 14767 East Wagontrail Drive Aurora, CO 80015
OOGC America, Inc. c/o CNOOC Internation Ltd Attn: Qing Jiang, President P.O. Box 4705, No. 25 Chaoyangmenbei Dajie, Dongcheng District Beijing, 100010, P. R. China	

VERIFICATION

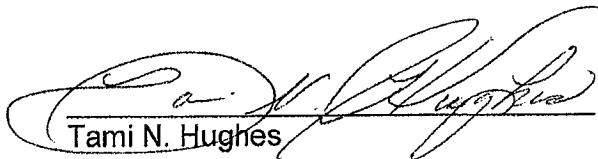
STATE OF TEXAS)
)
COUNTY OF HARRIS) ss.

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.

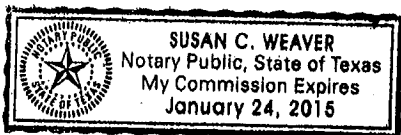
Further Affiant sayeth not.


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

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THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF
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FUTURE HORIZONTAL WELLS DRILLED TO
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AFFIDAVIT OF MAILING

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

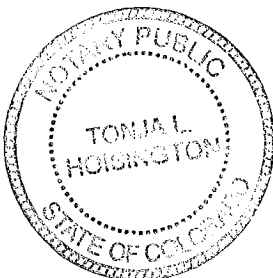
J. Michael Morgan, of lawful age and being first duly sworn upon his oath, states and declares:

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