

**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 WALKER 12-1H WELL AND ALL)	DOCKET NO. 1301-UP-_____
FUTURE HORIZONTAL WELLS DRILLED TO)	
THE NIOBRARA FORMATION UNDERLYING)	
UNNAMED FIELD, LOCATED IN SECTION 12,)	
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 12: 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 Walker 12-1H, 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 Walker 12-1H 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.

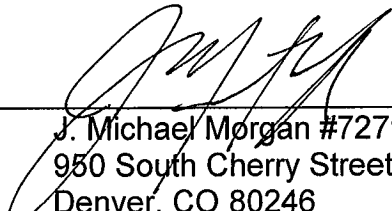
11. The requested pooling order should be effective as of the date of this Application, or the date that costs specified by C.R.S. §34-60-116(7)(b) are first incurred by Applicant for the drilling of the Walker 12-1H well, whichever is first in time.

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@lohfschaiman.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
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:

Raymond L. Walker
4593 Fraser Way
Denver, CO 80239

Dan R. & Cloann Y. Guernsey
404 East Washington Street
Canon City, CO 81212-5224

Kimball L. Jordan, Sr.
95 South Schumaker Road
Bennett, CO 80102

Frederick Herr
222 North Peterson Road
Bennett, CO 80102

George Wayne Barthol & Donna Barthol
42400 County Road 6
Bennett, CO 80102

C. Randol & Betty M. Forehand
55673 East 39th Avenue
Strasburg, CO 80136

Booker Family Revocable Living Trust
Louis Brassfield, Trustee
6437 Geddes Drive
Littleton, CO 80128

John D. Jordan & Patricia Jordan
94 South Tom Bay Road
Bennett, CO 80102

Darlene Jo Enger
15371 East 33rd Avenue
Aurora, CO 80011

Max A. Campfield & Audrey L. Campfield
Trustees of the Campfield Trust
505 South Schumaker Road
Bennett, CO 80102-8707

Domingo Guzman
40968 East Sixth Avenue
Bennett, CO 80102

Stephen D. Quick
143 Tom Bay Road
Bennett, CO 80102-8707

Irina Semenova
42150 East County Road 6
Bennett, CO 80102

Juan & Angelita S. Ramos
410 Peterson Road
Bennett, CO 80102

Jeremiah Mazeau & Zoe Ann Sorber
19452 East 41st Avenue
Denver, CO 80249

Albert H. & Donna Louise Barber
2331 Adams Court
Strasburg, CO 80136

Barber Ventures, LLC
c/o Trent A. Barber
2331 Adams Court
Strasburg, CO 80136

Irma de la Torre, Norma A. de la Torre,
Rodolfo de la Torre and Antolino de la Torre
3971 Starflower Road
Castle Rock, CO 80109

Dennis Gene Taylor
Diane Christine Taylor
203 Schumaker Road
Bennett, CO 80102

Lynda D. Kost
301 South Schumaker Road
Bennett, CO 80102-8707

Chesapeake Exploration, LLC
Attn: Mr. Nick Watkins
P.O. Box 18496
Oklahoma City, OK 73154-0496

OOGC America, Inc.
c/o CNOOC International Ltd.
Attn: Qing Jiang, President
P.O. Box 4705, No. 25
Chaoyangmenbei Dajie, Dongcheng District
Beijing, 100010, P. R. China

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

Patrick McGraw, Sr. Landman
Anadarko Petroleum Corporation
1099 18th Street, Suite 1800
Denver, CO 80202

Jess Harris III
13124 North MacArthur
Oklahoma City, OK 73142

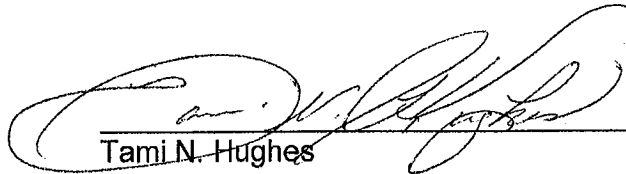
VERIFICATION

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 Verified 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.

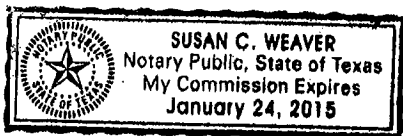
Further Affiant sayeth not.

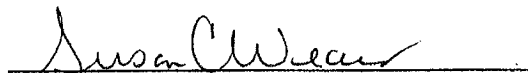

Tami N. Hughes

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

Witness my hand and official seal.

My commission expires: 1-24-15




Notary Public

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

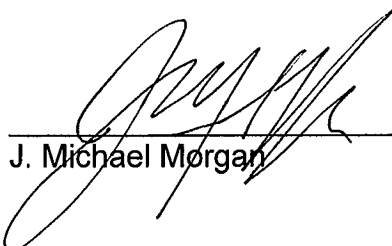
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AFFIDAVIT OF MAILING

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:

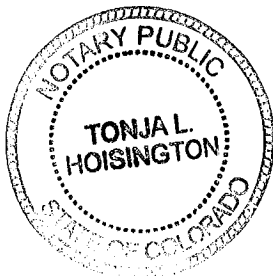
That he is the attorney for ConocoPhillips Company in the above-captioned matter. On November 2, 2012, he caused a copy of the attached Verified Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on **Exhibit A** to the Verified Application.

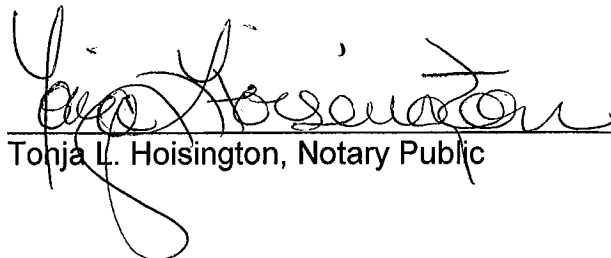


J. Michael Morgan

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. Hoisington, Notary Public