

**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 POOL ALL INTERESTS IN AN APPROXIMATE)	DOCKET NO. 1305-UP-__
640-ACRE DRILLING AND SPACING UNIT)	
ESTABLISHED FOR SECTION 17, TOWNSHIP 4)	
SOUTH, RANGE 64 WEST, 6 TH P.M., FOR THE)	
NIOBRARA FORMATION, UNNAMED FIELD,)	
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 17: All

3. On April 16, 2012, the Commission entered Order 535-155, which established five (5) approximate 640-acre drilling and spacing units for horizontal wells drilled to the Niobrara Formation, for production of oil, gas and associated hydrocarbons. Order 535-155 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. Section 17 of Township 4 South, Range 64 West, is subject to Order 535-155.

4. Applicant proposes to drill and complete the Zukowski 17-1H, a horizontal well to the Niobrara Formation on a unit composed of 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 Zukowski 17-1H 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.

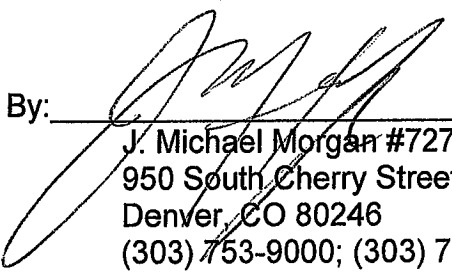
11. The requested pooling order should be effective as of the date of this Application, or the date that costs specified by C.R.S. §34-60-116(7)(b) are first incurred by Applicant for the drilling of the Zukowski 17-1H well, whichever is first in time.

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: March 7, 2013

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
3300 North "A" Street, Bldg 6
Midland, TX 79705

VERIFICATION

STATE OF TEXAS)

COUNTY OF MIDLAND)

ss.

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

1. He is a Landman for the Applicant, ConocoPhillips Company, and he maintains his office at 3300 North "A" Street, Bldg 6, Midland, TX 79705.

2. He 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 his knowledge and belief.

Further Affiant sayeth not.


Carson Buckles

Subscribed and sworn to before me this 7th day of March, 2013.

Witness my hand and official seal.

My commission expires: 11-18-2015



Notary Public



EXHIBIT "A"

TO AMENDED APPLICATION OF CONOCOPHILLIPS COMPANY

Applicant:

ConocoPhillips Company
Attn: Carson Buckles
3300 North "A" Street, Bldg 6

Midland, TX 79705

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:

Dale Fritzler
35358 County Road 39
Two Buttes CO 81084

Shawn and Michelle Lynnes
520 S. Almstead Road
Watkins, CO 80137

Donna Guerrieri
PO Box 1015
Gunnison CO 81230

Kien Quach and Hung Ha
34700 East Alameda Avenue
Watkins CO 80137

Donald Fritzler
317 North 7th Street
Ness City, KS 67560

Joe Quach and Chay Quach
20338 East 46th Avenue
Denver CO 80249

Carlos Barrios
34950 E. Alameda Ave.
Watkins, CO 80137

Arland Richard Berman
and Terri Ellen Berman
6463 South Dallas Court
Englewood, CO 80111

Theodore G. Schmidt, Cheryle P. Schmidt,
Charles F. Loveland, Georgia L. Loveland
and The Schmidt Living Trust (J/T)
325 S. Almstead Road
Watkins, CO 80317

Marsha Mah, *et al*
5665 South Shawnee Way
Aurora CO 80017

Aurora Forty East, LLP
PO Box 441410
Aurora CO 80444

J. Barry McCallan Family Trust
c/o John B. McCallan, Jr. as Trustee
17931 Cielo Court
Poway, CA 92064

J. B. Carraway and Lorian Carraway
PO Box 484
Morrison CO 80465

Roger Strong and Diane Strong
34950 East Alameda Avenue
Watkins CO 80137

Kimberly Pope Zukowski
35055 E. Mississippi Avenue
Watkins CO 80137

Darren Miller and Rhonda Rein
667 South Almstead Road
Watkins CO 80137

Richard Grimm and Lana Gallus-Grimm
35200 E. County Road 10
Watkins, CO 80137

Seija Hackl and John Hackl
757 South Almstead Road
Watkins CO 80137

Plainvu LLC
1090 S. Quail Run Road
Watkins, CO 80137

Janice Green & Evelyn Buchanan
729 South Bonnie Lane
Watkins CO 80137

Gene F. Lang & CO.
19751 E. Mainstreet, Suite 334
Parker CO 80138

Greta R. Green
4821 Bermuda Circle
Sand Springs, OK 74063

Patrick and Mary Laurienti
1055 South Almstead Road
Watkins, CO 80137-8959

Judith A. Roths & Raymond D. Roths
1055 Almstead Road
Watkins, CO 80137

Jeffery P. Szalkowski
760 Salem Street
Aurora, CO 80137

Carol Beatty
658 S. Imnoden Road
Watkins, CO 80137

Randy L. Downey
1035 S. Almstead Road
Watkins CO 80137

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CAUSE NO. 535

DOCKET NO. 1305-UP-__

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:

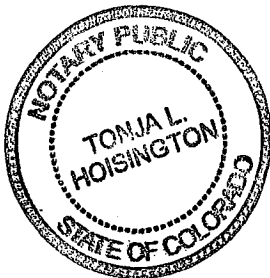
That he is the attorney for ConocoPhillips Company in the above-captioned matter. On March 7, 2013, he caused a copy of the attached Verified Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on **Exhibit A** to the Verified Application.

~~J. Michael Morgan~~

Subscribed and sworn to before me this 7th day of March, 2013.

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

~~Tonja L. Hoisington, Notary Public~~



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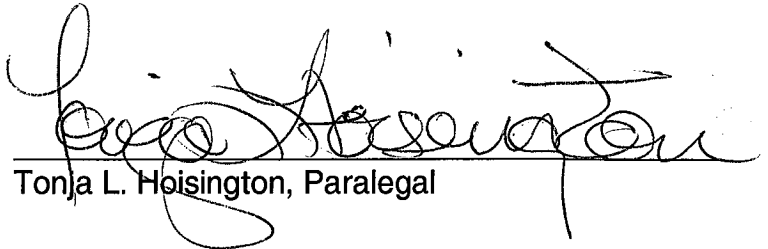
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AMENDED AFFIDAVIT OF MAILING

The undersigned hereby certifies that on the 15th day of March, 2013, she mailed a true and correct copy of the Application filed in this matter to the following:

Kimberly Pope Zukowski
P.O. Box 517
Watkins CO 80137



Tonja L. Hoisington, Paralegal