

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

IN THE MATTER OF THE APPLICATION OF CONOCOPHILLIPS COMPANY FOR AN ORDER TO POOL ALL INTERESTS IN AN EXPLORATORY 1280-ACRE DRILLING AND SPACING UNIT IN SECTIONS 26 AND 27, TOWNSHIP 4 SOUTH, RANGE 64 WEST, 6 th P.M., IN THE NIOBRARA FORMATION, UNNAMED FIELD, IN ARAPAHOE COUNTY, COLORADO	CAUSE NO. DOCKET NO.
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APPLICATION

COMES NOW ConocoPhillips Company ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in an exploratory 1280-acre drilling and spacing unit for the drilling of the Etter 26-27 1 H Well (API No. – to be determined) and the Etter 26-27 2H Well (API No. – to be determined), for the development of the Niobrara Formation on the following described lands:

Township 4 South, Range 64 West, 6th P.M.
Section 26: All
Section 27: All

Arapahoe County, Colorado (hereinafter "Application Lands").

In support of its application, Applicant states and alleges as follows:

1. Applicant is a Delaware corporation duly organized and authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests and holds the right to operate in the Application Lands.
3. Applicant has concurrently filed with this Application a spacing application ("Spacing Application") requesting that the Commission establish an exploratory 1280-acre drilling and spacing unit for the Application Lands, requesting to drill and complete up to two (2) horizontal wells in order to efficiently and economically develop and recover the oil, gas and associated hydrocarbons from the Niobrara Formation within the unit. Said Spacing Application is scheduled to be heard at the July 29 and 30, 2013 Commission Hearings.

4. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. § 34-60-116 (6) and (7), seeks an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands consisting of the exploratory 1280-acre drilling and spacing unit for the development of the Niobrara Formation, said order to apply to the Etter 26-27 1 H Well and the Etter 26-27 2H Well, to be drilled in the unit.

5. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of each of the wells in the unit for the development of the Niobrara Formation on the Application Lands.

6. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Well, and will be provided with the information required by Rule 530.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands and the exploratory 1280-acre drilling and spacing unit should be pooled for the orderly development of the Niobrara Formation, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the exploratory 1280-acre drilling and spacing unit on the Application Lands for the development of the Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of each of the wells in the unit for the development of the Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: May 30, 2013.

Respectfully submitted:

CONOCOPHILLIPS COMPANY

By: Jamie L. Jost

Jamie L. Jost
James P. Parrot
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202

Applicant's Address:
ConocoPhillips Company
600 N. Dairy Ashford Road
Houston, TX 77079-1069

VERIFICATION

STATE OF TEXAS

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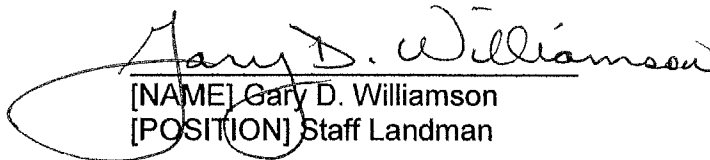
)ss.

COUNTY OF HARRIS

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Gary D. Williamson, as a Staff Landman, with ConocoPhillips Company, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

CONOCOPHILLIPS COMPANY


[NAME] Gary D. Williamson
[POSITION] Staff Landman

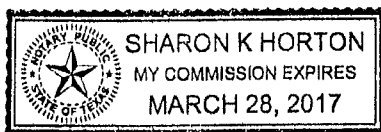
Subscribed and sworn to before me this 30th day of May, 2013, by Gary D. Williamson, as a Staff Landman, of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: March 28, 2017



Notary Public



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

IN THE MATTER OF THE APPLICATION
OF CONOCOPHILLIPS COMPANY FOR
AN ORDER TO POOL ALL INTERESTS IN
AN EXPLORATORY 1280-ACRE DRILLING
AND SPACING UNIT IN SECTIONS 26
AND 27, TOWNSHIP 4 SOUTH, RANGE 64
WEST, 6th P.M., IN THE NIOBRARA
FORMATION, UNNAMED FIELD, IN
ARAPAHOE COUNTY, COLORADO

CAUSE NO. 535

DOCKET NO.

AFFIDAVIT OF MAILING

STATE OF COLORADO

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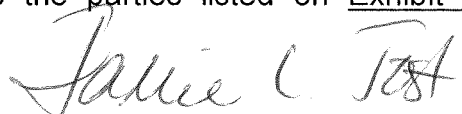
)ss.

COUNTY OF DENVER

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Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

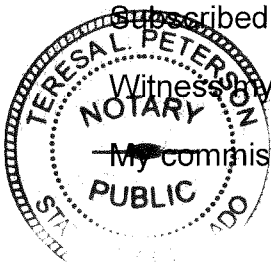
7 That she is the attorney for ConocoPhillips Company, that on or before June 7, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.



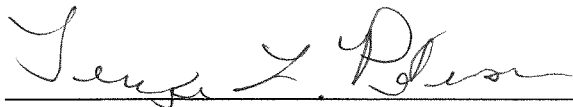
Jamie L. Jost

Subscribed and sworn to before me this 30th day of May, 2013.

Witness my hand and official seal.



My commission expires: 10-04-13



Notary Public

EXHIBIT A
INTERESTED PARTIES

Kenneth Lamar Etter
2308 Clipper Way
Fort Collins, CO 80524

New Frontier Homes Inc.
3551 S. Lookout Hill St.
Watkins, CO 80137-7191

Claude R Knox & Jennifer L Knox
P.O. Box 552
Watkins, CO 80137-0552

Capuchin Poor Clares of Denver
3232 Pecos Street
Denver, CO 80211-3520

Cheryl L Skaggs
P.O. Box 84
Watkins, CO 80137-0084

Shirley A Fritzler, Trustee
Dale Fritzler Trust B
35358 County Road 39
Two Buttes, CO 81084-9702

John W Steiner & Korina K Steiner
2340 S. Manila Rd.
Bennett, CO 80102

Donna Guerrieri
P.O. Box 1015
Gunnison, CO 81230

Delvin Fuhrman & Mary Jo Fuhrman
2350 S. CR 113
Watkins, CO 80102

Donald Fritzler
317 N. 7th Street
Ness City, KS 67560

Daniel P Moore & Sandy Moore
19751 Main Street, Ste. 334
Parker, CO 80134

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2367 S. Flint Ridge Ct.
Bennett, CO 80102

Osbro, LLC
Anthony G Osborn, President
P.O. Box 284
Castle Rock, CO 80104

Carla C Craig
2484 S. Manilla Rd.
Bennett, CO 80102

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Waldren
2051 S. Flint Ridge Ct.
Bennett, CO 80102

Michael L Davis & Tracie E Davis
38911 E. Wesley Ave.
Bennett, CO 80102

John James Doubrava & Jeanna Rae
Doubrava
2133 S. Flint Ridge Ct.
Bennett, CO 80102

Larry Lee Burleson & Sandra P
Burleson
5353 S. Genoa Way
Centennial, CO 80015

Thomas Waskosky & Gee Mei Tan
2488 S. Manilla Rd.
Bennett, CO 80102

Antelope Estates, LLC
1515 Arapahoe Street, Ste. 1200
Denver, CO 80202

Federal Home Loan Mortgage
5000 Plano Parkway
Carrollton, TX 75010

Aurelio Padilla
4105 Wadsworth Blvd
Wheat Ridge, CO 80033

Richard A Skyles & Monica D Layman
5519 E. Prescott Ave.
Aurora, CO 80104

Byron J Sullivan & Doris M Sullivan
10361 E. 28th Place
Denver, CO 80238

Federal Home Loan Mortgage
Government & Industry Relations
325 7th Street, NW, Suite 500
Washington, DC 20004

ConocoPhillips Company
600 N. Dairy Ashford Road
Houston, TX 77079-1069

IN THE MATTER OF THE APPLICATION OF CONOCOPHILLIPS COMPANY FOR AN ORDER TO POOL ALL INTERESTS IN AN EXPLORATORY 1280-ACRE DRILLING AND SPACING UNIT IN SECTIONS 26 AND 27, TOWNSHIP 4 SOUTH, RANGE 64 WEST, 6 th P.M., IN THE NIOBRARA FORMATION, UNNAMED FIELD, IN ARAPAHOE COUNTY, COLORADO	CAUSE NO. DOCKET NO. Intake 44
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Intake 44

STATE OF COLORADO)
)ss.
COUNTY OF DENVER)

