

**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 15 AND 16,
TOWNSHIP 5 SOUTH, RANGE 64 WEST, 6th
P.M., IN THE NIOBRARA FORMATION,
UNNAMED FIELD, IN ARAPAHOE COUNTY,
COLORADO

CAUSE NO.
DOCKET NO.

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 State Minutemen 15-16 1H Well (API No. – to be determined), and one additional well, for the development of the Niobrara Formation on the following described lands:

Township 5 South, Range 64 West, 6th P.M.
Section 15: All
Section 16: 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 or holds the right to operate on the Application Lands.
3. The Application Lands are subject to Commission Rule 318.a. which provides that a well to be drilled in excess of two thousand five hundred (2,500) feet in depth shall be located not less than six hundred (600) feet from any lease line, and shall be located not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing. There are no specific Commission Orders applicable to the Niobrara Formation underlying the Application Lands.

4. On January 21, 2013, Applicant filed a spacing application in Docket No. 1303-SP-35 ("Spacing Application") requesting that the Commission establish an exploratory 1280-acre drilling and spacing unit for the Application Lands, requesting to drill and complete two (2) horizontal wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the unit for the development of the Niobrara Formation. Said Spacing Application is docketed for the July 29 and 30, 2013 Commission Hearings.

5. 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 for the development of the Niobrara Formation, said order to apply to the State Minutemen 15-16 1H Well, and one additional well.

6. 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.

7. 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.

8. 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 20, 2013.

Respectfully submitted:

CONOCOPHILLIPS COMPANY

By:



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
Title: Staff Landman

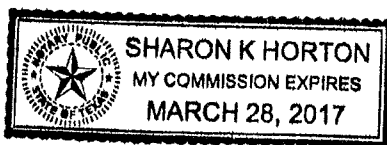
Subscribed and sworn to before me this 30th day of May, 2013, by Gary D. Williamson, as a Staff Landman, of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: March 28, 2017

Sharon K Horton

Notary Public



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IN THE MATTER OF THE APPLICATION
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AND SPACING UNIT IN SECTIONS 15
AND 16, TOWNSHIP 5 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:

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.

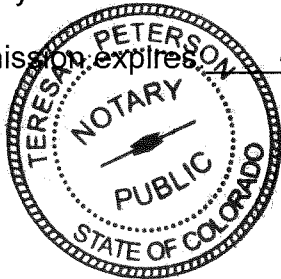


Jamie L. Jost

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

Witness my hand and official seal.

My commission expires on 10-09-13





Notary Public

EXHIBIT A
INTERESTED PARTIES

Renegade Oil & Gas Company, LLC
P.O. Box 460413
Aurora, Colorado 80046

Colorado State Land Board
ATTN: Pete Milonas, Minerals Manager
1127 Sherman St. #300
Denver, CO 80203