

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

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| IN THE MATTER OF THE APPLICATION OF<br>CONOCOPHILLIPS COMPANY FOR AN<br>ORDER TO POOL ALL INTERESTS IN TWO<br>EXPLORATORY 640-ACRE DRILLING AND<br>SPACING UNITS IN SECTIONS 20 AND 28,<br>TOWNSHIP 4 SOUTH, RANGE 64 WEST, 6 <sup>th</sup><br>P.M., IN THE NIOBRARA FORMATION,<br>UNNAMED FIELD, IN ARAPAHOE COUNTY,<br>COLORADO | CAUSE NO.<br><br>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 two (2) exploratory 640-acre drilling and spacing units for the drilling of the Lussing Trust 20-1H Well (API No. – to be determined) and one additional well in DSU #1 (as defined below) and the Tebo 28-1H Well (API No. 05-005-07206-00) and the Tebo 28-2H Well (API No. – to be determined) in DSU #2 (as defined below) for the development of the Niobrara Formation on the following described lands:

Township 4 South, Range 64 West, 6<sup>th</sup> P.M.  
Section 20: All ("DSU #1")

Township 4 South, Range 64 West, 6<sup>th</sup> P.M.  
Section 28: All ("DSU #2")

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. The Application Lands are currently subject to Commission Rule 318.a. which, for unspaced lands, 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 other 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-36 ("Spacing Application") requesting that the Commission establish DSU #1 and DSU #2 as two exploratory 640-acre drilling and spacing units for the Application Lands and allow up to two (2) horizontal wells in each unit in order to efficiently and economically develop and recover oil, gas and associated hydrocarbons from 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 in DSU #1 and DSU #2, including but not limited to, any nonconsenting interests, in the Application Lands consisting of each of the two exploratory 640-acre drilling and spacing units for the development of the Niobrara Formation, said order to apply to the Lussing Trust 20-1H Well and one additional well to be drilled in DSU #1, and the Tebo 28-1H Well and the Tebo 28-2H Well to be drilled in DSU #2.

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 within DSU #1 and DSU #2 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 in DSU #1 and DSU #2 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 in DSU #1 and DSU #2 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 DSU #1 and DSU #2 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 DSU #1 and DSU #2 and 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 within DSU #1 and DSU #2 for the development of the Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners in DSU #1 and DSU #2 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.

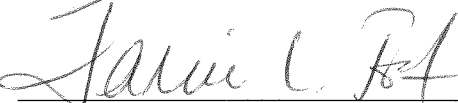
D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

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  
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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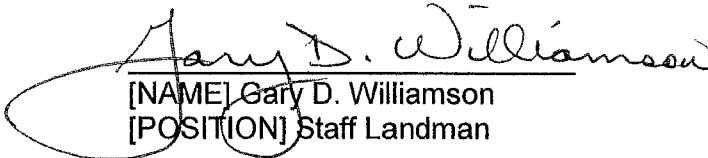
)ss.

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

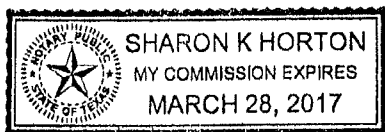
  
[NAME] Gary D. Williamson  
[POSITION] Staff Landman

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

Sharon K Horton  
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  
TWO EXPLORATORY 640-ACRE  
DRILLING AND SPACING UNITS IN  
SECTIONS 20 AND 28, 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

)

)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

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



Tersa L. Peterson

Notary Public

**EXHIBIT A**  
**INTERESTED PARTIES**

Thomas A. Marcotte and Jarmila Mae  
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