

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

IN THE MATTER OF THE APPLICATION OF
CONOCOPHILLIPS COMPANY FOR AN ORDER
AUTHORIZING INCREASED DENSITY AND THE
DRILLING OF UP TO FOUR WELLS FOR THE
PRODUCTION OF OIL AND GAS AND
ASSOCIATED HYDROCARBONS FROM THE
NIOBRARA FORMATION UNDERLYING
SECTION 30, TOWNSHIP 4 SOUTH, RANGE 64
WEST ARAPAHOE COUNTY, COLORADO AND
TO AMEND ORDER NO. 535-97, DOCKET 1110-
SP-122, AS TO WELL LOCATION
REQUIREMENTS.

Cause No. 535

Docket No.

APPLICATION

ConocoPhillips Company ("Applicant"), by and through its attorneys, Jost & Shelton Energy Group, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order authorizing up to four (4) horizontal wells in the following-described 640-acre drilling and spacing unit:

Township 4 South, Range 64 West, 6th P.M.
Section 30: All

Arapahoe County, Colorado ("Application Lands").

and further providing that the treated interval of each horizontal wellbore may be separated by a minimum of 150 feet for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

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

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado and is an operator in good standing with the Commission.
2. Applicant owns substantial leasehold interests in the Application Lands.
3. On November 29, 2011, effective as of October 31, 2011, the Commission issued Order No. 535-97, which, among other things, established an approximate 640-acre drilling and spacing unit on the Application Lands and allowed up to two (2) horizontal wells on the Application Lands for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Additionally, the order permitted the surface locations of such wells to be anywhere within the unit or surrounding lands, and

restricted the laterals of such wells from entering the Niobrara Formation any closer than 300 feet from the section line, and restricted the treated intervals of the permitted well bores to be no closer than 460 feet from the boundaries of the unit and no closer than 920 feet from the treated interval of any other well in the unit producing from the Niobrara, without exception being granted by the Director;

4. Applicant requests that up to four wells be authorized for production of oil, gas and associated hydrocarbons from the Niobrara Formation in the Application Lands.

5. Applicant requests that the November 29, 2011 order be amended such that within the Application Lands: the laterals of such wells may enter the Niobrara Formation anywhere within the unit, and allowing the treated intervals of the permitted well bores to be no closer than 460 feet from the boundaries of the unit and no closer than 150 feet from the treated interval of any other well in the unit producing from the Niobrara, unless exception is granted by the Director.

6. Applicant asserts that additional wells are necessary to prevent waste, protect correlative rights, and to assure the maximum efficient recovery of oil, gas and associated hydrocarbons from the Niobrara Formation on the Application Lands.

7. The names and addresses of the interested parties to this Application are set forth in Exhibit A to the Affidavit of Mailing, and the undersigned certifies that copies of this Application shall be served on each interested party as required by Rule 503.e.

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

A. Authorizing up to four wells in the Application Lands for production of oil, gas and associated hydrocarbons from the Niobrara Formation.

B. Providing that the laterals of such wells may enter the Niobrara Formation anywhere within the unit, and allowing the treated intervals of the permitted well bores to be no closer than 460 feet from the boundaries of the unit and no closer than 150 feet from the treated interval of any other well in the unit producing from the Niobrara, unless exception is granted by the Director.

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

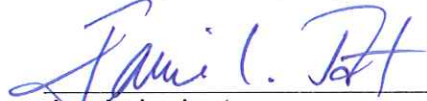
Dated: October 18, 2013

DATED this 18th day of October, 2013.

Respectfully submitted:

ConocoPhillips Company

By:



Jamie L. Jost
James P. Parrot
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
1675 Larimer St., Suite 420
Denver, Colorado 80202
720.379.1812

Applicant's Address:

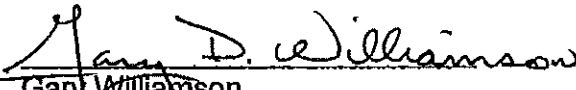
ConocoPhillips Company
600 N. Dairy Ashford Road
Houston, TX 77079-1069

VERIFICATION

State of Texas)
) ss.
County of Harris)

Gary Williamson, Staff Landman – Rockies Business Unit 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




Gary Williamson
Staff Landman – Rockies Business Unit

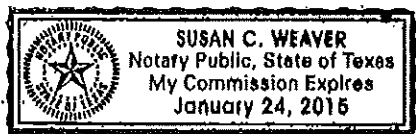
Subscribed and sworn to before me this 18th day of October, 2013, by Gary Williamson, Staff Landman – Rockies Business Unit of ConocoPhillips Company.

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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Dated: October 18, 2013

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Respectfully submitted:

ConocoPhillips Company

By:



Jamie L. Jost

James P. Parrot

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer St., Suite 420

Denver, Colorado 80202

720.379.1812

Applicant's Address:

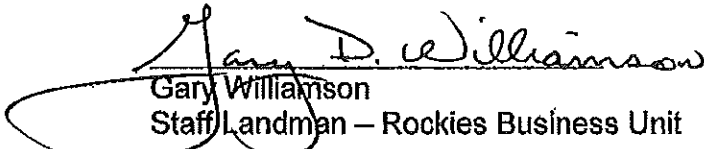
ConocoPhillips Company
600 N. Dairy Ashford Road
Houston, TX 77079-1069

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State of Texas)
) ss.
County of Harris)

Gary Williamson, Staff Landman – Rockies Business Unit 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


Gary Williamson
Staff Landman – Rockies Business Unit

Subscribed and sworn to before me this 18th day of October, 2013, by Gary Williamson, Staff Landman – Rockies Business Unit of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: 1-24-15


Notary Public



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AFFIDAVIT OF MAILING

STATE OF COLORADO

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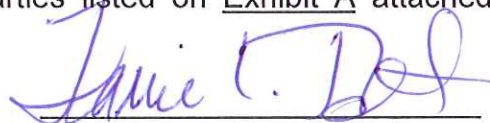
)ss.

COUNTY OF DENVER

)

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 October 24, 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 21st day of October, 2013.

Witness my hand and official seal.

My commission expires: 9/18/17



Notary Public

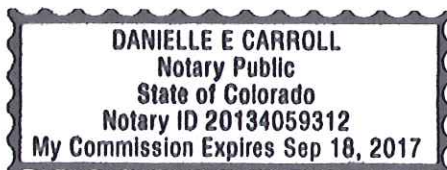


EXHIBIT A
INTERESTED PARTIES

Watkins Road Associates II, LLLP
7400 East Crestline Circle, Suite 150
Greenwood Village, CO 80111

City and County of Denver, a municipal
corporation
201 West Colfax Avenue
Denver, CO 80202

ConocoPhillips Company
600 N. Dairy Ashford Drive
Houston, TX 77079