

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

IN THE MATTER OF THE APPLICATION OF)	CAUSE NO.
CONOCOPHILLIPS COMPANY FOR AN)	
ORDER TO POOL ALL INTERESTS IN AN)	DOCKET NO.
APPROXIMATELY 960-ACRE EXPLORATORY)	
DRILLING AND SPACING UNIT IN SECTIONS)	
13 AND 14, TOWNSHIP 4 SOUTH, RANGE 65)	
WEST, 6TH P.M., IN THE NIOBRARA)	
FORMATION, UNNAMED FIELD, IN)	
ARAPAHOE COUNTY, COLORADO)	

APPLICATION

COMES NOW ConocoPhillips Company ("Applicant"), by and through its attorneys, Jost & Shelton Energy Group, P.C., and respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in a 960-acre exploratory drilling and spacing unit for the drilling of the Prosper Farms 4-65 13-14 1H Well (API No. – to be determined) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 4 South, Range 65 West, 6th P.M.
Section 13: W/2
Section 14: 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 960-acre drilling and spacing unit for the Application Lands, requesting to drill and complete one horizontal well 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 December 16, 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 960-acre drilling and spacing unit for the development of the Niobrara Formation, said order to apply to the Well.

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 the Well 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 960-acre drilling and spacing 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 960-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 the Well 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 December 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 this 17th day of October, 2013.

Respectfully submitted:

ConocoPhillips Company

By: _____

Jamie L. Jost

James P. Parrot

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

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jparrot@jsenergygroup.com

Applicant's Address:

ConocoPhillips Company

600 N. Dairy Ashford Road

Houston, TX 77079-1069

VERIFICATION

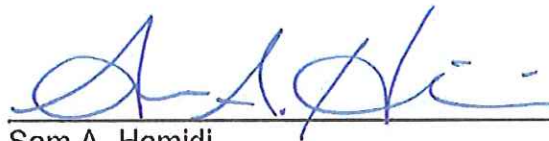
STATE OF TEXAS

)
) ss.
)

COUNTY OF HARRIS

Sam A. Hamidi, Landman – Rockies 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

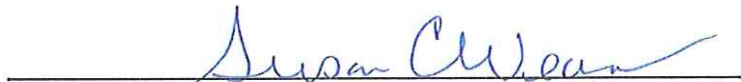


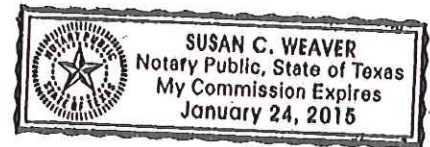
Sam A. Hamidi
Landman, Rockies Business Unit, Niobrara Land

Subscribed and sworn to before me this 17 day of October, 2013, by Sam A. Hamidi, Landman - Rockies of ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: 1-24-15



Notary Public

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ARAPAHOE COUNTY, COLORADO)	

STATE OF COLORADO)
)ss.
COUNTY OF DENVER)

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.

ties listed on Exhibit A attached

Same L. Jost

Jamie L. Jost

Subscribed and sworn to before me this 17th day of October, 2013.

My commission expires: 7/25/2015

Hwert Zell

Notary Public



EXHIBIT A
Interested Parties List

Anadarko Land Corp.
1099 18th St, Suite 1800
Denver, CO 80202

Burlington Resources Oil & Gas Company LP
600 N. Dairy Ashford
Houston, TX 77079

Edward Keller
12475 Albrook Drive
Denver, CO 80239

G.A. Van Dyk
920 Antelope Drive W
Bennett, CO 80102

G.A. Van Dyk and Dorothy Margaret Van Dyk, husband and wife
921 Antelope Drive W
Bennett, CO 80103

Prosper Farms Investments, LLC
5641 N. Broadway
Denver, CO 80216

Bravada/Neher 160 LLC
7400 East Crestline Circle, Suite 250
Greenwood Village, CO 80111

Furniture Row COLO, LLC
5603 Broadway
Denver, CO 80216