

**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 ESTABLISH AN EXPLORATORY
1280-ACRE DRILLING AND SPACING UNIT
AND ESTABLISHING WELL LOCATION
RULES FOR THE NIOBRARA FORMATION IN
SECTIONS 25 AND 26, TOWNSHIP 3 SOUTH,
RANGE 64 WEST, 6TH P.M., AN UNNAMED
FIELD, ADAMS COUNTY, COLORADO

Cause No.

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 to establish an exploratory 1280-acre drilling and spacing unit and authorizing up to two (2) horizontal wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons within said 1280-acre drilling and spacing unit from the Niobrara Formation underlying the below-described 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.
2. Applicant owns leasehold interests or holds the right to operate on the following lands (hereafter "Application Lands"):

Township 3 South, Range 64 West, 6th P.M.

Section 25: All

Section 26: All

1,280 acres, more or less, Adams County, Colorado.

A reference map of the Application Lands is attached hereto.

3. Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that, on unspaced lands, wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply. Section 25, Township 3 South, Range 64 West, 6th P.M. is subject to Rule 318.a. for the Niobrara Formation. There are no other specific Commission Orders applicable to the Niobrara Formation underlying the section.

4. On October 31, 2011, the Commission entered Order No. 535-89, which established eighteen (18) 640-acre drilling and spacing units, authorized two (2) horizontal wells in each unit for production of oil, gas, and other hydrocarbons from the Niobrara Formation, and allowed for the lateral of a given horizontal well to enter the Niobrara Formation no closer than 300 feet from the section line, with the treated interval to be located not closer than 460 feet from the section line 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. Section 26 of the Application Lands is subject to Order No. 535-89. Applicant requests that Order No. 535-89 be vacated only as to Section 26 of the Application Lands.

5. The records of the Commission reflect that no wells have been drilled, and no wells are currently producing nor have they previously produced in the Application Lands.

6. To promote efficient drainage within the Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish an exploratory 1280-acre drilling and spacing unit for the Application Lands.

7. That the above-proposed drilling and spacing unit will allow efficient drainage of the Niobrara Formation; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs. The unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the unit.

8. That the Applicant is requesting to drill and complete up to two (2) horizontal wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons within the exploratory 1280-acre drilling and spacing unit comprised of the Application Lands and that there will be no adverse effect on correlative rights of adjacent owners.

9. The Applicant maintains that there will be no more than two (2) well pads in the unit, unless an exception is granted by the Director.

10. The treated interval of each proposed horizontal well shall be no closer than 460 feet from the boundaries of the unit (regardless of the lease lines within the unit) and all horizontal wells shall be no closer than 960 feet from the treated interval of another well producing from the same source of supply within the unit, unless an exception is granted by the Director.

11. The undersigned certifies that copies of this Application will be served on each interested party within seven (7) days of the filing hereof, as required by Rule 503.e.

WHEREFORE, Applicant respectfully 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 this Commission enter its order:

A. Vacating Order No. 535-89 only as it applies to Section 26 of the Application Lands.

B. Establishing an exploratory 1280-acre drilling and spacing unit for the Application Lands and allowing up to two (2) horizontal wells in the unit in order to efficiently and economically develop and recover the oil, gas and associated hydrocarbons from of the Niobrara Formation in the unit.

C. Providing that the treated interval any horizontal well shall be no closer than 460 feet from the boundaries of the unit and not less than 960 feet from the treated interval of another well within the unit and authorizing two (2) well pads in the unit, unless an exception is granted by the Director.

D. Finding that an exploratory 1280-acre drilling and spacing unit for the development of the Niobrara Formation on the Application Lands will prevent waste, protect correlative rights, and maximize the efficient and economic production of the Niobrara Formation on the Application Lands.

E. 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 September 2014, 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 July, 2014.

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

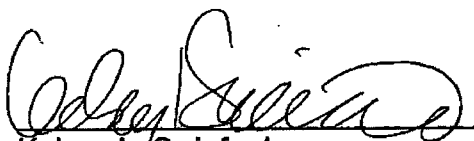
(720) 379-1812

Applicant's Address:

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

Affirmation

The matters described herein were all conducted under my direction and control. I hereby swear that to the best of my knowledge and belief, all of the matters set forth herein and in the exhibits are true, correct, and accurate.



Kelsey L. Swinford
Staff Landman
ConocoPhillips Company

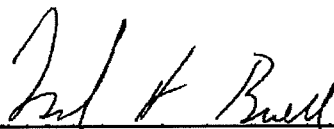
STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

The foregoing instrument was subscribed and sworn to before me this 10th day of July, 2014, by Kelsey L. Swinford, Rockies Business Unit, Niobrara Land, Staff Landman for ConocoPhillips Company.

Witness my hand and official seal.

[SEAL]

My commission expires: 9/19/2016

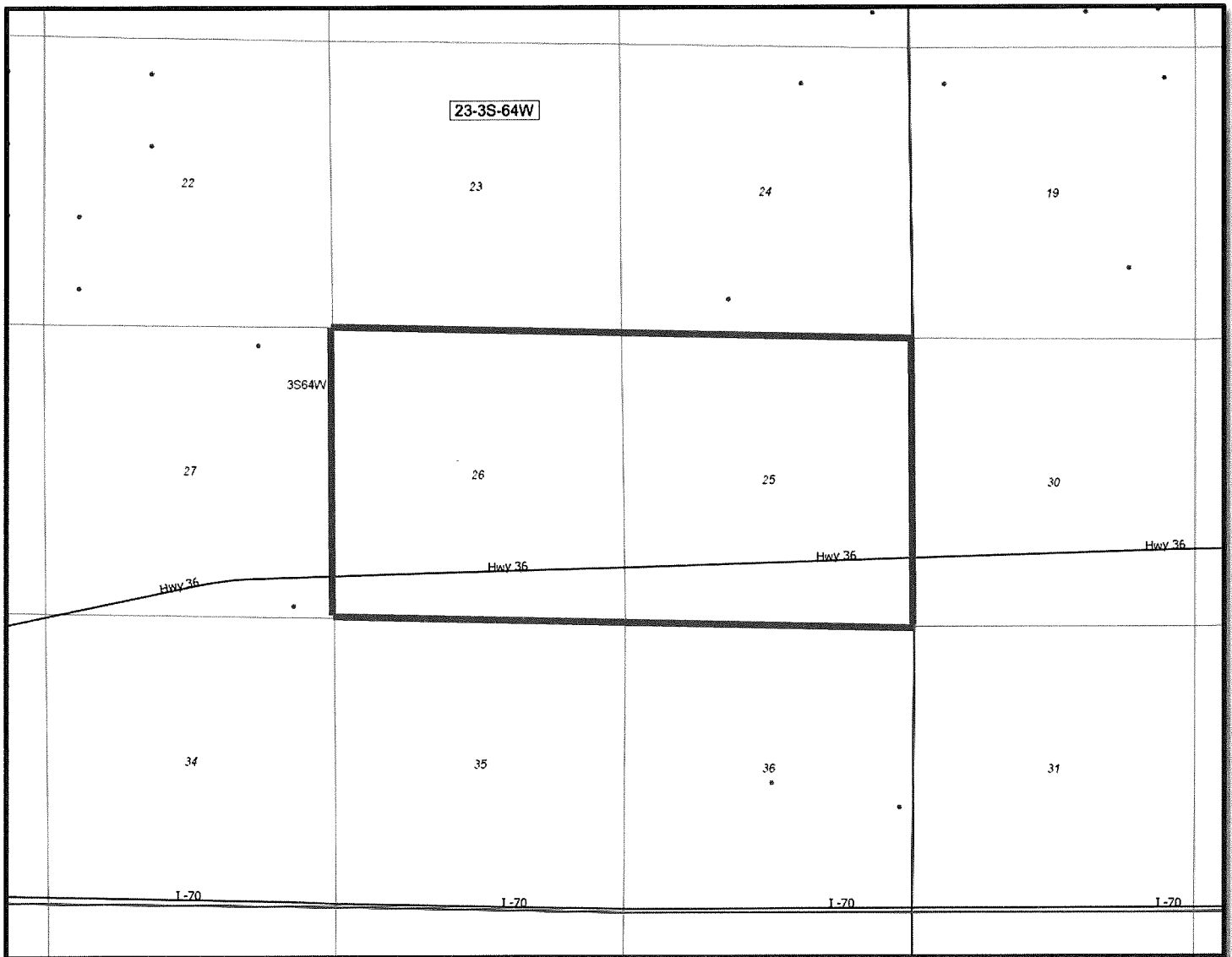


Notary Public



Reference Map
ConocoPhillips Company

Sections 25 and 26, Township 3 South, Range 64 West, 6th P.M.



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AFFIDAVIT OF MAILING

STATE OF COLORADO

)

) ss.

COUNTY OF DENVER

)

James P. Parrot of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for ConocoPhillips Company, that on or before July 24, 2014, he 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.


James P. Parrot

Subscribed and sworn to before me this 17 day of July, 2014.

Witness my hand and official seal.

My commission expires: June 24, 2018


Notary Public

RACHEL FLEMING
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2018

Exhibit A
Green 3-64 25-26

Burlington Resources
Oil & Gas Company LP
600 North Dairy Ashford Road
Houston, TX 77079-1069

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

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

United States of America
c/o United States Department
of the Interior
Bureau of Land Management
Colorado State Office
2850 Youngfield Street
Lakewood, CO 80215

George F. Cronk and Marilyn J.
Cronk
43905 E 64th Ave.
Bennett, CO 80102-9104

Virgil W. Piland and Judy Piland
6311 Schumaker Rd.
Bennett, CO 80102-9150

Barry R. Mills and Ashley L. Mills
2625 North Peterson Road
Bennett, CO 80102

Lowell D. Piland and Sara A. Piland
43651 E 38th Ave.
Bennett, CO 80102

Front Range Airport Authority
5200 Front Range Parkway
Watkins, CO 80137

Adams County, Colorado
15151 E. Alameda Parkway,
Suite 3200
Aurora, CO 80012

WEP Transport Holdings, LLC,
a Nevada Limited Liability Company
P.O. Box 7068
Rancho Santa Fe, CA 92067-7068

Carrizo Niobrara LLC
500 Dallas Street #2300
Houston, TX 77002

Colorado Maverick Company, LLC,
a Texas Limited Liability Company
P.O. Box 7068
Rancho Santa Fe, CA 92067-7068

Estate of William H. Everingim
Address Unknown

Anadarko/Kerr-McGee
ATTN: Shea Kauffman
1099 18th St. #1800
Denver, CO 80202

Tom Schreiner
Energy Liaison
Colorado Parks and Wildlife
Northeast Regional Office
6060 Broadway
Denver, CO 80216

Kent Kuster
Colorado Department of Public
Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Gordon Stevens
Adams County Public Works,
Construction Manager
4430 South Adams County Pkwy.
Brighton, CO 80601-8218