

**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 20 AND 21, TOWNSHIP 3 SOUTH,  
RANGE 65 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 1) to vacate Order No. 535-89 only as to the Application Lands, and 2) 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 65 West, 6<sup>th</sup> P.M.

Section 20: All

Section 21: All

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

A reference map of the Application Lands is attached hereto.

3. 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. Sections 20 and 21 are subject to Order No. 535-89 for the Niobrara Formation. Applicant requests that Order No. 535-89 be vacated only as to the Application Lands.

4. The records of the Commission reflect that no wells are currently producing in the Application Lands.

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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 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**

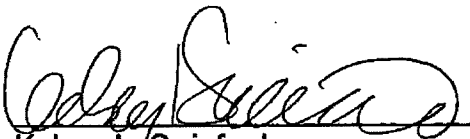
By: 

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

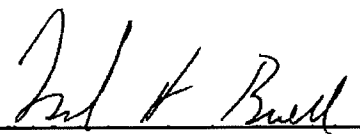
STATE OF TEXAS            )  
  ) ss.  
COUNTY OF HARRIS        )

The foregoing instrument was subscribed and sworn to before me this 10<sup>th</sup> 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]

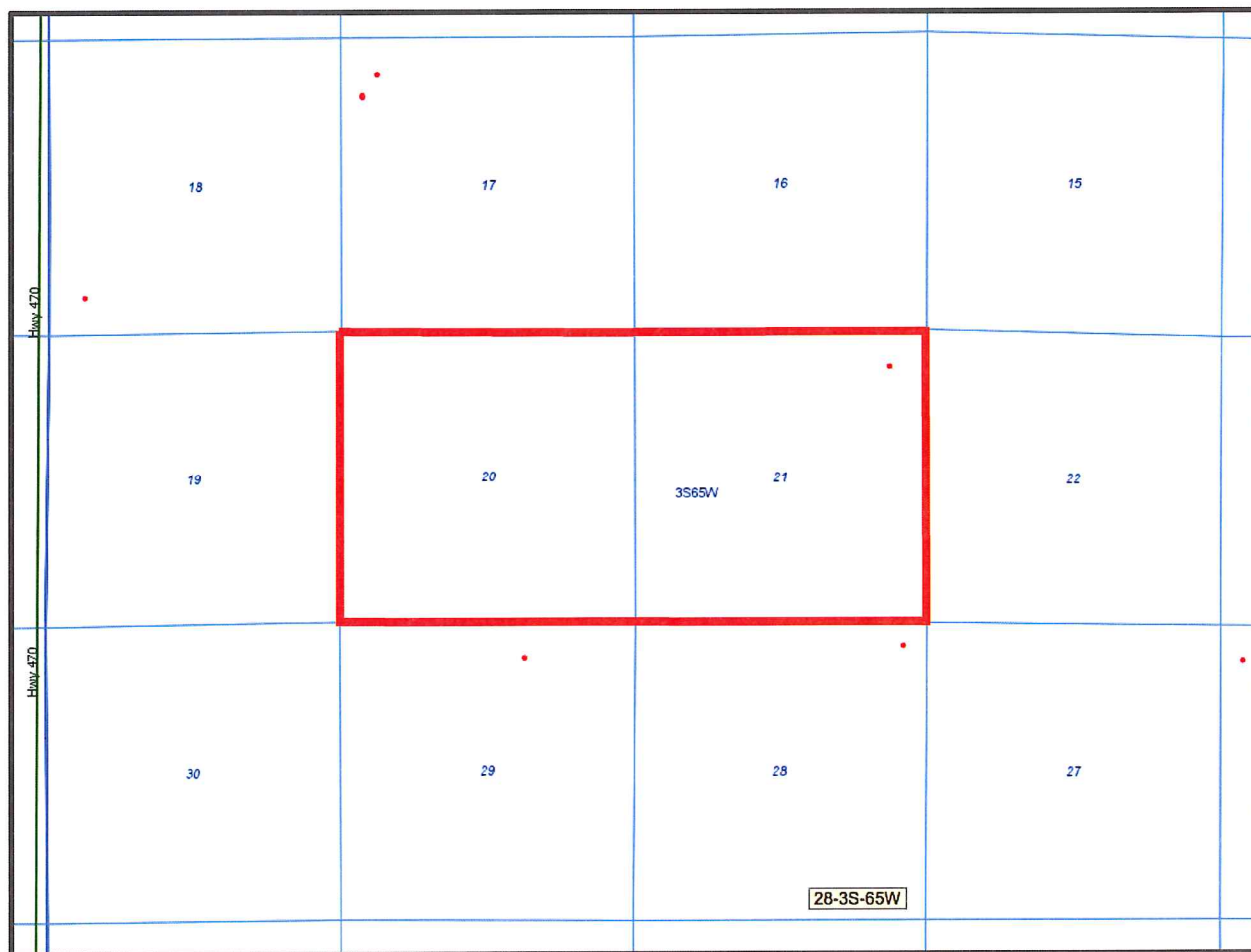
My commission expires: 9/19/2016

  
\_\_\_\_\_  
Notary Public



Reference Map  
ConocoPhillips Company

Sections 20 and 21, Township 3 South, Range 65 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.

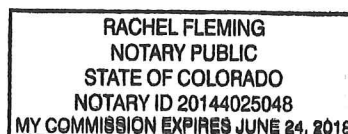
  
\_\_\_\_\_  
James P. Parrot

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



**Exhibit A**  
**Schuh 3-65 21-20**

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

Chesapeake Exploration, L.L.C.  
P.O. Box 18496  
Oklahoma City, OK 73154

OOGC America, Inc.  
11700 Katy Freeway, Suite 280  
Houston, TX 77079

GVR King LLC  
3131 S Vaughn Way, Suite 301  
Aurora, CO 80014-3509

Davene King Schuh  
8725 E. Via Del Arbor Dr.  
Scottsdale, AZ 85258-3528

Terrance G. King  
4136 South Quatar Street  
Aurora, CO 80018

Patricia W. Blakeslee, Trustee of  
the Patricia W. Blakeslee Trust  
dated January 17, 1998  
as restated November 26, 2012  
4811 Lawn Ave.  
Western Springs, IL 60558

Patricia Blakeslee  
4811 Lawn Ave.  
Western Springs, IL 60558

Fairbrook Investments, LLC  
P.O. Box 128  
Burlington, CO 80807

Thomas M. Webster, Sr. and  
Judith S. Webster, Trustee,  
or their successors of the  
Thomas M. Webster, Sr. and  
Judith S. Webster Family Trust  
Agreement  
dated June 23, 1993  
3439 Shady Spring Lane  
Mountain View, CA 94040

Patricia Blakeslee  
4811 Lawn Ave.  
Western Springs, IL 60558

Richard A. Webster and  
Gail R. Webster, as Trustees  
of the Webster Family Trust  
under Agreement  
dated November 7, 2011  
7176 Arbor Pines Drive  
P.O. Box 255  
Glen Arbor, MI 49636

Robert W. Webster, Trustee  
under the Robert W. Webster  
Declaration of Trust  
dated May 9, 2000  
11140 Edgebrook Lane  
Indian Head Park, IL 60525

Nancy C. Webster, Trustee  
under the Nancy C. Webster  
Declaration of Trust  
dated May 9, 2000  
11140 Edgebrook Lane  
Indian Head Park, IL 60525

Twin Elms, LLC  
7315 East Orchard Road, Suite E-400  
Greenwood Village, CO 80110

Uncle Jim's LLC  
c/o John W. Bauer  
1703 Willow Drive  
Sandusky, OH 44870

Bill L. Walters  
7315 East Orchard Road,  
Suite E-400  
Greenwood Village, CO 80111

The Estate of Edward G. Gillett  
c/o Uncle Jims, LLC  
John W. Bauer  
1703 Willow Drive  
Sandusky, OH 44870

The Estate of John J. Gillett  
c/o Uncle Jims, LLC  
John W. Bauer  
1703 Willow Drive  
Sandusky, OH 44870

The Estate of James A. Gillett  
c/o Uncle Jims, LLC  
John W. Bauer  
1703 Willow Drive  
Sandusky, OH 44870

Heirs or Devisees of David C. King  
c/o Stephen A. Weinstein  
370 17<sup>th</sup> Street, Suite 4800  
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