

**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 VACATE PORTIONS OF ORDER
NO. 535-97, TO EXTEND PORTIONS OF
ORDER NO. 535-100 AND TO ESTABLISH AN
APPROXIMATE 1280-ACRE DRILLING AND
SPACING UNIT WITH WELL LOCATION
RULES FOR THE NIOBRARA FORMATION IN
SECTIONS 25 AND 26, TOWNSHIP 4 SOUTH,
RANGE 65 WEST, 6TH P.M., AN UNNAMED
FIELD, ARAPAHOE COUNTY, COLORADO

Cause No.

Docket No.

APPLICATION

ConocoPhillips Company (Operator No. 19160) ("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) Vacate Order No. 535-97 as it applies to Section 26 of the Application Lands, as defined below; 2) to extend Order No. 535-100 to also apply to Section 26 of the Application Lands, as defined below; and 3) to establish an approximate 1280-acre drilling and spacing unit and authorize 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 4 South, Range 65 West, 6th P.M.

Section 25: All

Section 26: All

1,280-acres, more or less, Arapahoe 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 of the Application Lands is subject to Rule 318.a. for the Niobrara formation.

4. On November 29, 2011 the Commission entered Order No. 535-97, which among other things, established twenty five (25) approximate 640-acre drilling and spacing units, including Section 26, Township 4 South, Range 65 West, 6th P.M., and other lands, for production of oil, gas and associated hydrocarbons from the Niobrara Formation, and the drilling of up to two (2) horizontal wells within each unit, with surface locations being located anywhere within the unit or surrounding lands, but the lateral of such well may not enter the Niobrara Formation any closer than 300 feet from the section line, with the treated interval of the permitted wellbore to be located no closer than 460 feet from the boundary 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. Applicant requests that Order No. 535-97 be vacated as to Section 26 of the Application Lands.

5. On December 16, 2011, the Commission entered Order No. 535-100, which among other things, approved the request for an order to provide that the surface location for each horizontal well drilled within Section 25, Township 4 South, Range 65 West, 6th P.M., and other lands, may be located anywhere within the section or on adjoining lands with appropriate surface owner approval; the lateral of a given horizontal well may enter the Niobrara Formation no closer than 300 feet from the section line; the treated interval within the Niobrara Formation may be located not closer than 460 feet from the section line; and the distance between the treated interval of Niobrara wells shall not be less than 920 feet for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Applicant requests that Order No. 535-100 be extended as to Section 26 of the Application Lands.

6. The records of the Commission reflect that no wells have been drilled, are currently producing or previously produced in the Application Lands.

7. 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 approximate 1280-acre drilling and spacing unit for Sections 25 and 26, Township 4 South, Range 65 West, 6th P.M. for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

8. 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.

9. That the Applicant is requesting to drill and complete up to two (2) horizontal wells within the unit in order to efficiently and economically recover the oil,

gas and associated hydrocarbons from the Niobrara Formation within the approximate 1280-acre drilling and spacing unit composed of Sections 25 and 26, Township 4 South, Range 65 West, 6th P.M., and that there will be no adverse effect on correlative rights of adjacent owners.

10. The Applicant maintains that there will be no more than eight (8) well pads in the unit, unless an exception is granted by the Director.

11. 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.

12. 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. 535-97 only as to Section 26 of the Application Lands.

B. Extending Order No. 535-100 only as to Section 26 of the Application Lands.

C. Establishing an approximate 1280-acre drilling and spacing unit for Sections 25 and 26, Township 4 South, Range 65 West, 6th P.M. 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.

D. 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 up to eight (8) well pads in the unit, unless an exception is granted by the Director.

E. Finding that an approximate 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 in Sections 25 and 26, Township 4 South, Range 65 West, 6th P.M.

F. 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 April 2015, 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 February 12, 2015.

Respectfully submitted:

ConocoPhillips Company

By: 

Jamie L. Jost
Joseph M. Evers
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)

Jace McKenzie, Associate 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




Jace McKenzie
Associate Landman

Subscribed and sworn to before me this 12 day of February, 2015, by Jace McKenzie, Associate Landman for ConocoPhillips Company.

Witness my hand and official seal.

My commission expires: September 19, 2015

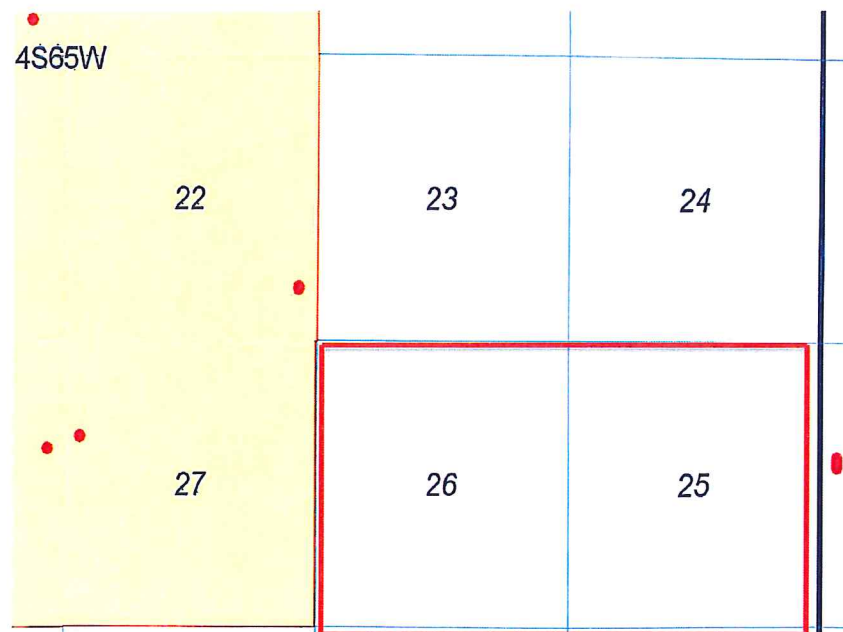


Notary Public



Reference Map
ConocoPhillips Company

Sections 25 and 26, Township 4 South, Range 65 West, 6th P.M.



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OF THE STATE OF COLORADO**

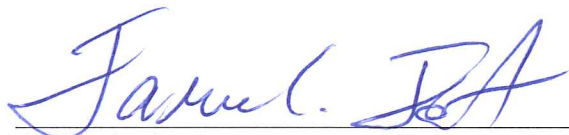
IN THE MATTER OF THE APPLICATION OF)	CAUSE NO.
CONOCOPHILLIPS COMPANY FOR AN)	
ORDER TO VACATE PORTIONS OF ORDER)	DOCKET NO. 150400227
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ORDER NO. 535-100 AND TO ESTABLISH AN)	
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SPACING UNIT WITH WELL LOCATION)	
RULES FOR THE NIOBRARA FORMATION IN)	
SECTIONS 25 AND 26, TOWNSHIP 4 SOUTH,)	
RANGE 65 WEST, 6TH P.M., AN UNNAMED)	
FIELD, ARAPAHOE COUNTY, COLORADO)	

AFFIDAVIT OF MAILING

STATE OF COLORADO)	
)	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 February 19, 2015, 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.

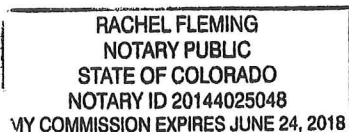


Jamie L. Jost

Subscribed and sworn to before me this 19th day of February 2015.

Witness my hand and official seal.

My commission expires: June 24, 2018





Notary Public

Exhibit A
Interested Parties
Sec. 25 & 26 T4S-R65W

Anadarko Land Corp.
Attn: Manager/Land Administration
P.O. Box 173779
Denver, CO 80217

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

Cottonwood Creek Investors LLC
4915 S. Gaylord Street
Englewood, CO 80113

Henry Grimm, Jr.
647 Laredo Street
Aurora, CO 80011

Jenny L. Bell
PO Box 5256
Vail, CO 81658

Tabatha Ann Bailey
5625 N Bronco Lane
Prescott Valley, AZ 86314

John W. Segelke
5570 E Bates Ave
Denver, CO 80222

Grant C. Segelke
35365 County Road GG
Merino, CO 80741

Karen J. Segelke aka
Karen S. Hummel
4153 S Eudora Street
Englewood, CO 80113

Billy G. Michel and Imogene Michel,
Co-Trustees of the Michel Living Trust
40200 E Alameda Ave
Bennett, CO 80102

Robert C. Roeder
59 N Watkins Rd
Watkins, CO 80137

Joseph E. Delaney and
Lavera M. Delaney
29801 E Yale Ave
Watkins, CO 80137

City of Aurora
15151 E Alameda Parkway
Aurora, CO 80012

Wesley A. Segelke
1720 S Bellaire St., Suite 300
Denver, CO 80222

ConocoPhillips Company
600 N. Dairy Ashford
Houston, TX 77079

State of Colorado Board of Land
Commissioners
1313 Sherman Street
Denver, Colorado 80203

United States of America
Colorado State Office
Bureau of Land Management
2850 Youngfield Street
Lakewood, Colorado 80215

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

Michael I. Bernstone and
Ruth C. Bernstone
68-3840 Lua Kula St #E204
Waikoloa, HI 96738

Traudel Hagen
2091 S Interlocken Dr
Evergreen, CO 80439

Willard G. Owens
3525 Diane Place
Greeley, CO 80634

Freeman Investments
3415 S Clayton Blvd
Englewood, CO 80113

Gene F. Lang and
Barbara A. Lang
PO Box 850
Parker, CO 80138

Joint School District No. 28-J of the
Counties of Adams and Arapahoe, a
Colorado quasi-municipal corporation
15701 E 1st Ave, Suite 206
Aurora, CO 80011

South Watkins Farms, Ltd,
a dissolved limited partnership
Address Unknown

R.L.Steenrod,asPersonal
Representative of the Estate of
Albert F. Grimm
2009 Market St.
Denver, CO 80205

Lazy K S Ranch, LLC
3500 E Alameda Ave
Watkins, CO 80137

Lazy K S Ranch, LLC
30075 E Jewell Ave, #A
Watkins, CO 80137

Ronald F. Grimm
30075 E Jewell Ave, #B
Watkins, CO 80137

Ronald F. Grimm
4702 S Tower Rd
Santa Fe, TX 77517

Patricia Rowe
30075 E Jewell Ave, #A
Watkins, CO 80137

Rhonda Sass
3035 South Manila Road
Watkins, CO 80137

Tina Grimm
18612 East Water Drive, #D
Aurora, CO 80013

Eric Crouse
3013 Zion St
Aurora, CO 80011

Kimberly Barber aka
Kimberly Aguilar
26900 E Colfax Ave, Lot 133
Aurora, CO 80018

David McClees
12201 Champion Dr SW
Olympia, WA 98512

Cheri Olson
2521 Port Street
Evans, CO 80620

Crystal Archer
16814 E Wyoming Circle, Apt 108
Aurora, CO 80017

Lacy Adamson
19630 East Loyola Circle
Aurora, CO 80013

Elizabeth McClees
7374 Henderson Blvd. SE #10C
Olympia, WA 98501

East Side Sunset, LLC
7400 East Crestline Circle
Greenwood Village, CO 80111

Watston A. Bowes, Jr.
211 Huntington Dr
Chapel Hill, NC 27514

Margaret Bowes
3350 E 4th Ave
Durango, CO 81301

Barbara Chambliss
199 Clearwater Rd
Carbondale, CO 81623

Ella Kate Dahlgren
4730 E Quail Creek Drive
Tucson, AZ 85718

Buffalo Holdings, LC
110 30th Ave N, Suite 4
Nashville, TN 32703

WIASOM Energy, LLC
3902 N Crescent Ave
Farmington, NM 87401

Sunflower Royalties, LLC
1720 S Bellaire St., Suite 1209
Denver, CO 80222

Magic M&R, LLC
1720 S Bellaire St., Suite 1209
Denver, CO 80222

Nexus Resources, LLC
1129 Pennsylvania Ave
Denver, CO 80203

Blind Squirrel Partners, LLC
1129 Pennsylvania Ave
Denver, CO 80203

Sarah B. Johnson, Trustee of the
Barbara M. Bowes Exempt Marital Trust
dated June 1, 1999
2020 S Monroe St #445
Denver, CO 80210

Ted Quigley Bowes
508 Yale Ave
Claremont, CA 91711

Charles Lee Bowes
2417 Delmer St
Oakland, CA 94602

Victoria Bowes-Mok
3865 Willowview Drive
San Jose, CA 95118

Elizabeth Mae Bowes
32302 Alipaz St., Space 200
San Juan Capistrano, CA 92675

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

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

Diane Kocis
Arapahoe County Public
Works and Development
6924 South Lima Street
Centennial, CO 80112