

**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 AUTHORIZE AN ADDITIONAL
FOUR (4) HORIZONTAL WELLS, FOR A TOTAL
OF UP TO FIVE (5) HORIZONTAL WELLS IN
AN APPROXIMATE 1,280-ACRE DRILLING
AND SPACING UNIT ESTABLISHED FOR
SECTIONS 11 AND 12, TOWNSHIP 4 SOUTH,
RANGE 65 WEST, 6TH P.M., UNNAMED FIELD,
ARAPAHOE COUNTY, COLORADO, FOR
PRODUCTION FROM THE NIOBRARA
FORMATION

CAUSE NO. 535

DOCKET NO. 171200____

TYPE: ADDITIONAL WELLS

APPLICATION

ConocoPhillips Company (Operator No. 19160) and its wholly owned subsidiary Burlington Resources Oil & Gas LP (Operator No. 26580) (together, "Applicant" or "COPC"), by and through its attorneys, Jost Energy Law, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to authorize an additional four (4) horizontal wells, for a total of up to five (5) horizontal wells in an approximate 1,280-acre drilling and spacing unit established for the Application Lands described below, 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 Delaware corporation duly organized and authorized to conduct business in the State of Colorado.
2. Applicant is an Owner as defined by the Colorado Oil and Gas Conservation Act and/or owns leasehold interests or holds the right to drill and operate on the following lands (hereafter "Application Lands"):

Township 4 South, Range 65 West, 6th P.M.

Section 11: All

Section 12: All

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

A reference map of the Application Lands is attached hereto.

3. On November 29, 2011, the Commission entered Order No. 535-97 which, among other things, established 25 approximate 640-acre drilling and spacing units and

approved up to two horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

4. On January 27, 2014, the Commission entered Order No. 535-459 which, among other things, vacated an approximate 640-acre drilling and spacing unit established by Order No. 535-97 for Section 12, Township 4 South, Range 65 West, 6th P.M., and established an approximate 1,280-acre exploratory drilling and spacing unit for Sections 11 and 12, Township 4 South, Range 65 West, 6th P.M., and approved up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

5. On April 28, 2014, the Commission entered Order No. 535-484 which, among other things, pooled all interests within an approximate 960-acre drilling and spacing unit established for Sections 11 and 12, Township 4 South, Range 65 West, 6th P.M. to accommodate the Prosper Farms 4-65 11-12 1H Well (API No. 05-005-07223), for the development and operation of the Niobrara Formation.

6. On April 18, 2017, Bison Exploration, LLC filed an application in Docket No. 170600406 to, among other things, authorize an additional 14 horizontal wells, for a total of 16 horizontal wells within the Application Lands for production from the Niobrara Formation, with the treated intervals of the wellbore of any permitted wells to be located not less than 460 feet from the unit boundaries, and reducing the inter-well setback to not less than 150 feet from the treated interval of any well being drilled or producing from the same formation, without exception being granted by the Director. COPC filed a Protest to Bison Exploration, LLC's application in Docket No. 170600406 on May 25, 2017 on the basis, among other things, that Bison's request for up to 16-well density is not technically supported, will create waste, and will harm COPC's correlative rights as the majority leasehold owner in the unit. Bison Exploration, LLC's application in Docket No. 170600406 is scheduled to be heard at the Commission's December hearing.

7. The records of the Commission reflect that one horizontal well is currently producing from the Niobrara Formation in the Application Lands, the Prosper Farms 4-65 11-12 #1H (API No. 05-005-07223), operated by Applicant.

8. To promote efficient drainage within the Niobrara Formation of the Application Lands, to protect correlative rights and to avoid waste, the Commission should authorize an additional four horizontal wells, for a total of up to five horizontal wells, in the approximate 1,280-acre drilling and spacing unit established for the Application Lands for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

9. The above proposed additional wells 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.

10. The Applicant maintains that there will be no more than two new well pads in the unit, or adjacent thereto, unless an exception is granted by the Director.

11. The productive 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 150 feet from the productive 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 on December 12, 2017, that notice be given as required by law, and that upon such hearing this Commission enter its order to:

A. Authorize an additional four horizontal wells, for a total of up to five horizontal wells, in an approximate 1,280-acre drilling and spacing unit established for Sections 11 and 12, Township 4 South, Range 65 West, 6th P.M., for production and operation of the Niobrara Formation.

B. Provide that the productive interval any horizontal well shall be no closer than 460 feet from the boundaries of the unit and not less than 150 feet from the productive interval of another well within the unit, and authorizing up to two well pads in the unit, or adjacent thereto, unless an exception is granted by the Director.

C. Finding that the authorization of up to five horizontal wells in an approximate 1,280-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 the Application Lands.

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

DATED this 14th day of October, 2017.

Respectfully submitted:

ConocoPhillips Company

By:

A handwritten signature in blue ink, appearing to be "Kelsey H. Wasylenky", is written over a horizontal line.

Jamie L. Jost
Kelsey H. Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
Denver, Colorado 80202
(720) 446-5620

Applicant's Address:

ConocoPhillips Company
Attn: Jeff Hartman
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.

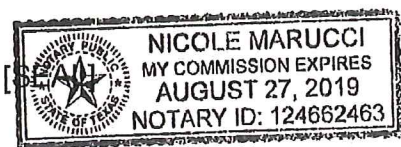


Jeff Hartman
Senior Landman
ConocoPhillips Company

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

The foregoing instrument was subscribed and sworn to before me this 5th day of October 2017, by Jeff Hartman, Senior Landman for ConocoPhillips Company.

Witness my hand and official seal.



My commission expires: _____

Nicole Marucci
Notary Public

Sections 11-12, Township 4 South, Range 65 West, 6th P.M.



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TYPE: ADDITIONAL WELLS

STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)


Jamie L. Jost
Kelsey H. Wasylenky

Kenny L. Bledsoe

KERRY LEBLEU
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19934018734
MY COMMISSION EXPIRES JULY 24, 2021

EXHIBIT A
ID- Prosper Farms 11-12

Anadarko Land Corporation
Attn: Manager/Land Administrator
P.O. Box 173779
Denver, Co 80217-3779

Anadarko E&P Onshore LLC
Attn: Manager/Land Administrator
1099 18th Street, Suite 1800
Denver, Co 80202-1918

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

Crestone Peak Resources LP
1801 California Street, Suite 2500
Denver, CO 80202

Bison Exploration, LLC
P.O. Box 1168
Denver, CO 80201

ConocoPhillips Company
601 N. Dairy Ashford
Houston, TX 77080

ACEE BCEE Corporation
6320 East 4th Avenue
Denver, CO 80220

Las Colinas Minerals, LP
P.O. Box 14230
Odessa, TX 79768

William Morrison embree, Trustee of the
W.M.E. Family Trust
624 Island view Drive
Seal Beach, CA 90740

Arapahoe County
5334 S Prince Street
Littleton, CO 80120

Board of Arapahoe County Commissioners,
Arapahoe County Colorado
5334 S Prince Street
Littleton, CO 80120

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

Brandon Marette – Energy Liason
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