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 POOL ALL INTERESTS IN FOUR (4) WELLS IN AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR SECTIONS 25 AND 26, TOWNSHIP 4 SOUTH, RANGE 65 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE NIOBRARA FORMATION, UNNAMED FIELD, ARAPAHOE COUNTY, COLORADO	CAUSE NO. 535 DOCKET NO. 180100___ TYPE: POOLING

APPLICATION

COMES NOW ConocoPhillips Company (Operator No. 19160), including its wholly owned subsidiary Burlington Resources Oil & Gas LP (Operator No. 26580) (together, "COPC" or "Applicant"), by its attorneys, Jost Energy Law, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 1,280-acre drilling and spacing unit established for Sections 25 and 26, Township 4 South, Range 65 West, 6th P.M., and to subject any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S., for the drilling of the Chico 4-65 26-25 2BH, the Chico 4-65 26-25 2CH, the Chico 4-65 26-25 2DH and the Chico 4-65 26-25 3AH (API Nos. Pending) (the "Wells") for the development and operation of the Niobrara Formation on the following described 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

Hereinafter "Application Lands."

In support thereof, COPC states and alleges as follows:

1. COPC is a Delaware corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.

2. COPC and/or its subsidiary company Burlington Resources Oil & Gas Company LP are Owners as defined by the Colorado Oil and Gas Conservation Act and the Commission's 100 Series Rules and own certain leasehold interests or the right to operate leasehold interests in the Application Lands.

3. On November 29, 2011, the Commission entered Order No. 535-97 which established twenty-five approximate 640-acre drilling and spacing units for certain lands, including Section 26, Township 4 South, Range 65 West, 6th P.M., 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 December 16, 2011, the Commission entered Order No. 535-100 which, among other things, established that: 1) surface locations for each horizontal well may be located anywhere within Section 25, Township 4 South, Range 65 West, 6th P.M. or on adjoining lands with appropriate surface owner approval; 2) the lateral of a given horizontal well may enter the Niobrara Formation no closer than 300 feet from the section line; 3) the treated interval within the Niobrara Formation may be located not closer than 460 feet from the section line; and 4) the distance between the treated interval of Niobrara wells within the Application Lands shall not be less than 920 feet, for the production of oil, gas, and other hydrocarbons from the Niobrara Formation.

5. On May 18, 2015, the Commission entered Order No. 535-664 which, among other things, 1) vacated an approximate 640-acre drilling and spacing unit established by Order No. 535-97 for Section 26, Township 4 South, Range 65 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; 2) vacated Order No. 535-100 as it applies to Section 25, Township 4 South, Range 65 West, 6th P.M.; 3) established an approximate 1280-acre drilling and spacing unit for Sections 25 and 26, Township 4 South, Range 65 West, 6th P.M.; 4) approved up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 5) provided that the productive interval of the wellbores shall be located no closer than 460 feet from the unit boundaries, and no closer than 960 feet from the productive interval of any other wellbore located in the unit, without exception being granted by the Director, and that the proposed wells shall be located on no more than eight wellpads within the drilling and spacing unit.

6. On October 30, 2017, the Commission entered Order No. 535-868 which, among other things, pooled all interests in the Application Lands underlying an approximate 1,280-acre drilling and spacing unit established for the Application Lands, for the development and operation of the Niobrara Formation, and subjected any non-consenting interests to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date that any of the costs specified in §34-60-116(7)(b), C.R.S., are first incurred for the drilling of the Chico 4-65 25-26 4AH well (API No. 05-005-07251).

7. On November 30, 2017, Applicant filed a concurrent verified application in Docket No. 180100085 pursuant to §34-60-116, C.R.S. for an order to authorize an additional three horizontal wells, for a total of up to five horizontal wells, in an approximate 1,280-acre drilling and spacing unit established for the Application Lands for production and operation of the Niobrara Formation, and to provide that the productive interval of 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.

8. COPC, pursuant to Commission Rule 530 and/or the provisions of C.R.S. §34-60-116(6) and (7), hereby requests an order to pool all interests in the approximate 1,280-acre drilling and spacing unit established by Order No. 535-664 for the Application Lands for the development and operation of the Niobrara Formation, and to subject any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S., 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) are first incurred for the drilling of the Wells for the development and operation of the Niobrara Formation.

9. COPC 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 503.e., and that at least thirty-five (35) 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 Wells, and will be provided with the information required by Rule 530 as applicable.

10. In order to allow for more efficient reservoir drainage, prevent waste, assure a greater ultimate recovery of hydrocarbons, and to protect correlative rights, all interests in the 1,280-acre drilling and spacing unit should be pooled for the orderly development and operation of the Wells in the Niobrara Formation, including any non-consenting interests therein.

WHEREFORE, COPC requests that this matter be set for hearing on January 29-30, 2018, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in an approximate 1,280-acre drilling and spacing unit established for the Application Lands for the development and operation of the Chico 4-65 26-25 2BH, the Chico 4-65 26-25 2CH, the Chico 4-65 26-25 2DH and the Chico 4-65 26-25 3AH (API Nos. Pending) in the Niobrara Formation, effective as of the earlier of the date of the Application, or the date that any of the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Wells in the Niobrara Formation.

B. Providing that the production obtained from the Wells shall be allocated to each owner in the unit on the basis of the proportion that the number of acres in such tract bears to the total number of mineral acres within the drilling and spacing unit; each owner of an interest in the drilling and spacing unit shall be entitled to receive its share of the production of the Wells applicable to its interest in the drilling and spacing unit.

C. Providing that any working interest owner who does not elect to participate in the Well(s) or fails to make a timely election is hereby deemed to be nonconsenting and is subject to the penalties as provided for in §34-60-116(7), C.R.S. The

nonconsenting working interest owner must reimburse the consenting owners for his proportionate share of the costs and risks of drilling and operating the Well(s) from his proportionate share of production, subject to non-cost bearing interests, until costs and penalties are recovered as set forth in §34-60-116(7), C.R.S.

D. Providing that any unleased owner who does not elect to participate in the Well(s) or fails to make a timely election is hereby deemed to be nonconsenting and is subject to the penalties as provided for in §34-60-116(7), C.R.S.

E. Providing that each nonconsenting unleased owner within the drilling and spacing unit shall be treated as the owner of the landowner's royalty to the extent of 12.5% of its record title interest, whatever that interest may be, until such time as the consenting owners recover, only out of each nonconsenting owner's proportionate 87.5% share of production, the costs specified in §34-60-116(7)(b), C.R.S., as amended. After recovery of such costs, each unleased nonconsenting mineral owner shall then own its proportionate 8/8ths share of the Well, surface facilities and production, and then be liable for its proportionate share of further costs incurred in connection with the Wells as if it had originally agreed to the drilling.

F. Providing that the operator of the Wells drilled on the above-described drilling and spacing unit shall furnish the nonconsenting owners with a monthly statement of all costs incurred, together with the quantity of oil and gas produced, and the amount of proceeds realized from the sale of production during the preceding month.

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

Dated: November 30, 2017.

Respectfully submitted:

CONOCOPHILLIPS COMPANY

By: _____

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

COPC'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.

[SEAL] NICOLE MARUCCI
MY COMMISSION EXPIRES
AUGUST 27, 2019
NOTARY ID: 124662463

My commission expires: _____

Nicole Marucci

Notary Public

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 POOL ALL INTERESTS IN FOUR (4) WELLS IN AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT ESTABLISHED FOR SECTIONS 25 AND 26, TOWNSHIP 4 SOUTH, RANGE 65 WEST, 6TH P.M., FOR THE DEVELOPMENT AND OPERATION OF THE NIOBRARA FORMATION, UNNAMED FIELD, ARAPAHOE COUNTY, COLORADO	CAUSE NO. 535 DOCKET NO. 180100___ TYPE: POOLING

AFFIDAVIT OF MAILING

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

The undersigned, of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for ConocoPhillips Company, and that on or before the 6th day of December, 2017, I caused a copy of the Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to this Affidavit.

Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 30th day of November, 2017.

Witness my hand and official seal.

[SEAL]

Notary Public

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

EXHIBIT A
COPC - CHICO - FP - 4-65 25-26

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

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

Anadarko E&P Company LP
1099 18th St, Suite 1800
Denver, CO 80202

ConocoPhillips Company
600 N. Dairy Ashford
Houston, TX 77079

Bison Exploration, LLC, A Delaware limited liability company
P.O. Box 1168
Denver, CO 80201

Cottonwood Creek Investors, LLC
4915 South Gaylord South
Englewood, CO 80113

Jenny L. Bell
4050 Weinheimer Road
Fredericksburg, TX 78624

John W. Segelke
5570 E. Bates Avenue
Denveer, CO 80222

Grant C. Segelke
1720 S. Bellaire Street, Suite 300
Denver, CO 80222

Karen J. Segelke, a/k/a Karen Hummel
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Denver, CO 80222

Linda A. Grimm
647 Lareda St.
Aurora, CO 80011

Tabatha Ann Bailey
790 Javelina Drive
Wickenburg, AZ 85390

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40200 E. Alameda Avenue
Bennett, CO 80102

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

Wesley A. Segelke
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Watkins, CO 80137

City of Aurora
15151 E. Alameda Avenue, 3rd floor
Aurora, CO 80012