

**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 AMEND ORDER NO. 535-97 WITH
WELL LOCATION RULES FOR THE
NIOBRARA FORMATION IN SECTION 28,
TOWNSHIP 4 SOUTH, RANGE 65 WEST, 6TH
P.M., UNNAMED FIELD, ARAPAHOE
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

TYPE: SPACING

APPLICATION

ConocoPhillips Company (Operator No. 19160) and its wholly owned subsidiary Burlington Resources Oil & Gas Company 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 amend Order No. 535-97 to vacate the approval of two (2) horizontal wells in an approximate 640-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 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 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 28: All

640 acres, more or less, Arapahoe County, Colorado.

A reference map of the Application Lands is attached hereto.

3. On October 31, 2011, the Commission entered Order No. 535-97 which, among other things, established 25 approximate 640-acre drilling and spacing units for production of oil, gas and associated hydrocarbons from the Niobrara Formation, and approved up to two horizontal wells within each unit, with surface locations being located anywhere within the unit or surrounding lands, but providing that 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. The 640-acre drilling and spacing unit comprising the Application Lands is subject to Order No. 535-97.

4. On December 12, 2016, the Commission entered Order No. 535-755 which, among other things, modified Order No. 535-97 to allow for one vertical well in Section 28, Township 4 South, Range 65 West, 6th P.M. within the established 640-acre unit for the Application Lands for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, providing that the productive interval of the wellbore will be located no closer than 460 feet from the unit boundaries, and no closer than 150 feet from the productive interval of any other wellbore located in the unit, unless the Director grants an exception.

5. On March 20, 2017, the Commission entered Order No. 535-770 which, among other things, pooled all interests in the approximate 640-acre drilling and spacing unit established for the Application Lands for the development and operation of 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 Little Rush 4-65 28 1V vertical well.

6. On October 30, 2017, the Commission entered Order No. 535-883 which, among other things, established an approximate 1,280-acre drilling and spacing unit for Sections 27 and 28, Township 4 South, Range 65 West, 6th P.M., and approved up to four new horizontal wells for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, providing that the Cottonwood Creek 4-65 27 #1H Well (API No. 05-005-07215) in Section 27, Township 4 South, Range 65 West, 6th P.M. shall be excluded from the 1,280-acre unit and remain subject to Order No. 535-100 for purposes of payment of proceeds, that the Little Rush 4-65 28 #1V Well (API No. 05-005-07270) in the Application Lands shall be excluded from the 1,280-acre unit and remain subject to Order Nos. 535-755 and 535-770 for purposes of payment of proceeds, and that the treated 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 treated interval of another well within the unit, and up to two well pads are hereby authorized in the unit, or adjacent thereto, unless an exception is granted by the Director.

7. On October 30, 2017, the Commission entered Order No. 535-885 which, among other things, pooled all interests underlying an approximate 1,280-acre drilling and spacing unit established for Sections 27 and 28, Township 4 South, Range 65 West, 6th P.M., 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 Cottonwood Creek 4-65 27-28 3CH Well, the Cottonwood Creek 4-65 27-28 3DH Well, the Cottonwood Creek 4-65 27-28 4AH Well, and the Cottonwood Creek 4-65 27-28 4BH Well, for the development and operation of the Niobrara Formation.

8. The records of the Commission reflect that one vertical well is currently producing from the Niobrara Formation in the Application Lands, the Little Rush 4-65 28 #1V well (API No. 05-005-07270), operated by Applicant.

9. Prior to the date of this Application, COPC filed two (2) Form 4 Sundries to abandon two (2) approved APDs on the Application Lands, the Cherry Creek Vista 4-65 28 2H_D (05-005-07297) and Cherry Creek Vista 4-65 28 1H (05-005-07227) APDs located in Sections 27 and 28, Township 4 South, Range 65 West, 6th P.M.

10. Also prior to the date of this Application, COPC filed four (4) new Form 2 APDs for the Cottonwood Creek 4-65 27-28 3CH Well, the Cottonwood Creek 4-65 27-28 3DH Well, the Cottonwood Creek 4-65 27-28 4AH Well, and the Cottonwood Creek 4-65 27-28 4BH Well pursuant to Order No. 535-883, which are in process with the COGCC.

11. To remain consistent with COPC's development plans for the Application Lands, and to ensure accurate administrative records, COPC respectfully requests that Order No. 535-97 be amended to vacate the allowance of two (2) horizontal wells in the Application Lands.

12. COPC certifies that upon such amendment or Order No. 535-97, the only well authorized by Order 535-97, as modified by Orders 535-755 and 535-770, shall be the Little Rush 4-65 28 1V, and therefore COPC respectfully requests that Order Nos. 535-755 and 535-770 be maintained for purposes of the payment of proceeds of the Little Rush 4-65 28 1V.

13. The above proposed amendment will ensure accurate administrative records for the Application Lands, 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.

14. 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 March 19, 2018, that notice be given as required by law, and that upon such hearing this Commission enter its order to:

A. Amend Order No. 535-97 to vacate the approval of two (2) horizontal wells in the approximate 640-acre drilling and spacing unit established for Section 28, Township 4 South, Range 65 West, 6th P.M., provided that Order Nos. 535-755 and 535-770 be maintained for purposes of the payment of proceeds of the Little Rush 4-65 28 1V.

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

DATED this 27th day of January, 2018.

Respectfully submitted:

ConocoPhillips Company


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ConocoPhillips Company
Attn: Jake Stephenson
600 N. Dairy Ashford Road
Houston, TX 77079-1069

VERIFICATION

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

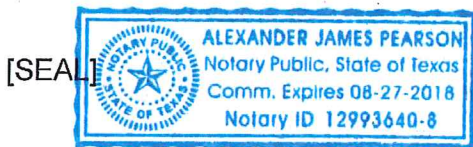
Jake Stephenson, of lawful age, being first duly sworn upon oath, deposes and says that he is an Associate Landman for ConocoPhillips Company, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.




Jake Stephenson
Associate Landman
ConocoPhillips Company

Subscribed and sworn to before me this 2nd day of January 2018.

Witness my hand and official seal.



My commission expires: 8/27/2018



Notary Public

Application Lands

ConocoPhillips

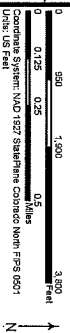
4S-65W-28

Prepared by: Leon Hulon

User Name: hulonll

Scale: 1:30,000

Date: 1/2/2018



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