

**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 20 AND 21, TOWNSHIP 3
SOUTH, RANGE 65 WEST, 6TH P.M., IN THE
NIOBRARA FORMATION, UNNAMED FIELD,
ADAMS COUNTY, COLORADO

CAUSE NO. 535

DOCKET NO. 180300 ____

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 20 and 21, Township 3 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 Schuh 3-65 21-20 3AH Well, Schuh 3-65 21-20 3BH Well, Schuh 3-65 21-20 3CH Well and Schuh 3-65 21-20 3DH Well (API Nos. Pending) ("Wells"), for the development and operation of the Niobrara Formation on the below-described lands:

Township 3 South, Range 65 West, 6th P.M.

Section 20: All

Section 21: All

1,280 acres, more or less, Adams 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 October 31, 2011, the Commission entered Order No. 535-89 which, among other things, established 18 approximate 640-acre drilling and spacing units for certain lands including the Application Lands, and authorized to drill up to two horizontal wells in each unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

4. On September 15, 2014, the Commission entered Order No. 535-533 which, among other things, 1) vacated two approximate 640-acre drilling and spacing units established by Order No. 535-89 for Sections 20 and 21, Township 3 South, Range 65 West, P.M.; 2) established an approximate 1280-acre exploratory drilling and spacing unit for Sections 20 and 21, Township 3 South, Range 65 West, 6th P.M., 3) approved up to two horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation; and 4) 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.

5. On November 29, 2017, Applicant filed a verified Application for Additional Wells in Docket No. 180100050 pursuant to §34-60-116, C.R.S. for an order to approve an additional two horizontal wells, for a total of up to four 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, with the productive interval of any horizontal well to be located 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. Docket No. 180100050 is scheduled for hearing before the Commission on January 29-30, 2018.

6. COPC, pursuant to Commission Rule 530 and/or the provisions of §34-60-116(6) and (7), C.R.S., hereby requests an order to pool all interests in the approximate 1,280-acre drilling and spacing unit established for the Application Lands, for the development and operation of the Wells in 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 § 34-60-116(7)(b), C.R.S. are first incurred for the drilling of the Wells, for the development and operation of the Niobrara Formation.

7. 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.

8. In order to allow for more efficient reservoir drainage, prevent waste, assure a greater ultimate recovery of hydrocarbons, and to 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 March 19, 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 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 Schuh 3-65 21-20 3AH Well, Schuh 3-65 21-20 3BH Well, Schuh 3-65 21-20 3CH Well and Schuh 3-65 21-20 3DH Well (API Nos. Pending) ("Wells").

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 Wells 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 Wells 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 Wells, 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.

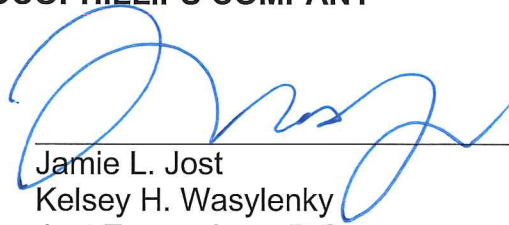
G. For such other findings and orders as the Commission may deem proper or advisable in this matter.

Dated: January 16, 2018.

Respectfully submitted:

CONOCOPHILLIPS COMPANY

By:



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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
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Indian Head Park, IL 60525

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