

**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 IN SECTIONS
22 AND 23, TOWNSHIP 3 SOUTH, RANGE 65
WEST, 6TH P.M., IN THE NIOBRARA
FORMATION, UNNAMED FIELD, ADAMS
COUNTY, COLORADO

CAUSE NO. 535

DOCKET NO. 180400 ____

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 22 and 23, 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 Bear 3-65 22-23 3AH, the Bear 3-65 22-23 3BH, the Bear 3-65 22-23 3CH, and the Bear 3-65 22-23 3DH (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 22: All

Section 23: 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 July 28, 2014, the Commission entered Order No. 535-513 which, among other things, 1) vacated two approximate 640-acre drilling and spacing units established by Order No. 535-89 for Sections 22 and 23, Township 3 South, Range 65 West, 6th P.M.; and 2) established an approximate 1280-acre exploratory drilling and spacing unit for the Application Lands 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 October 27, 2014, the Commission entered Order No. 535-579 which, among other things, pooled all interests in an approximate 1280-acre exploratory drilling and spacing unit established for Sections 22 and 23, Township 3 South, Range 65 West, 6th P.M., for the development and operation of the Niobrara Formation, and subjected 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 the Application, or the date that any of the costs specified in §34-60-116(7)(b), C.R.S., were first incurred for the drilling of the Bear 3-65 22-23 Well.

6. On January 29, 2018, the Commission approved Applicant's Application for Additional Wells in Docket No. 180100013 (Order No. Pending), which, among other things, authorized 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 authorized up to two well pads in the unit, or adjacent thereto, unless an exception is granted by the Director.

7. 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 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 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.

8. 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.

9. 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 April 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 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 Bear 3-65 22-23 3AH, the Bear 3-65 22-23 3BH, the Bear 3-65 22-23 3CH, and the Bear 3-65 22-23 3DH (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: February 1st, 2018.

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: Central Rockies Land
600 N. Dairy Ashford Road
Houston, TX 77079-1069

VERIFICATION

STATE OF TEXAS

COUNTY OF HARRIS

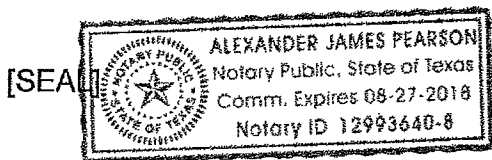
)
) ss.
)

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

Marie Giuffreda
Marie Giuffreda
Associate Landman
ConocoPhillips Company

Subscribed and sworn to before me this 1st day of February, 2018.

Witness my hand and official seal.



My commission expires: 8/27/2018

[Signature]
Notary Public

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FORMATION, UNNAMED FIELD, ADAMS
COUNTY, COLORADO

TYPE: POOLING

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

Jamie L. Jost
Kelsey H. Wasylenyk

Kempster

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

Exhibit A
FP - Bear 3-65 22-23

Property Reserve Inc.
Attn: Energy Group Manager
Natural Resource Services
SPD Real Estate
50 East North Temple Street, 12th Floor
Salt Lake City, UT 84150-0012

Herman A. Flader T/U/W fbo Laura Britt,
U.S. Bank, N.A., Trustee
950 17th Street, 5th Floor
Denver, CO 80202

Herman A. Flader T/U/W fbo Casey
Reed, U.S. Bank, N.A., Trustee
950 17th Street, 5th Floor
Denver, CO 80202

Ernie Peak
7450 Olivetas Ave. Unit 300
La Jolla, CA 92037

Jane Peak
9417 Shouse Dr
Vienna, VA 22182

Ralph Peak
175 E Calderwood Dr #15
Meridian, ID 83642

Roy Peak C/o Pam Johnston
14406 -320th Ave. NE
Duvall, WA 98019-7410

ConocoPhillips Company
600 N. Dairy Ashford
Houston, TX 77079

Owen Corbett, Ind & heir to Estate of
Opal Keefer, Ethel Garnder
250 Parkwood Blvd.
Sequim, WA 98382

Michael A. Keefer, Ind & heir to Estate
of Opal Keefer, Ethel Garnder
107 Silverthorne Dr
Huntsville, AL 35806

Dr. Randy Jensen, POA for Lois E.
Kidwell, Ind & heir to Estate of Opal
Keefer, Ethel Garnder
1221 Victorina St #2001
Honolulu, HI 96814-1437

Jack Corbett. Keefer, Ind & heir to
Estate of Opal Keefer, Ethel Garnder
3260 S Roosevelt St
Boise, ID 83705

City of Aurora, Colorado, a Colorado
municipal corporation
15151 East Alameda Parkway, 3rd Floor
Aurora, CO 80012-1553

Prosper Farms Investments, LLC
5641 N. Broadway
Denver, CO 80216-1021

JDJ Holdings LLC
4915 E. 52nd Ave.
Commerce City, CO 80022

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

James C. Wallace
Unknown Address

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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CONOCOPHILLIPS COMPANY FOR AN ORDER TO
POOL ALL INTERESTS IN FOUR WELLS IN AN
APPROXIMATE 1,280-ACRE DRILLING AND
SPACING UNIT IN SECTIONS 22 AND 23,
TOWNSHIP 3 SOUTH, RANGE 65 WEST, 6TH P.M., IN
THE NIOBRARA FORMATION, UNNAMED FIELD,
ADAMS COUNTY, COLORADO

CAUSE NO. 535

DOCKET NO. 180400278

TYPE: POOLING

**CONOCOPHILLIPS COMPANY'S MOTION FOR AN ORDER OF SERVICE BY
PUBLICATION**

COMES NOW ConocoPhillips Company (Operator No. 19160) and its wholly owned subsidiary Burlington Resources Oil & Gas LP (Operator No. 26580) (together, "Applicant" or "COPC"), by its attorneys, Jost Energy Law, P.C., and files this motion for an order of service by publication ("Motion") to the Colorado Oil and Gas Conservation Commission ("Commission" or "COGCC"). In support of its Motion, COPC states the following:

A. Factual and Procedural History.

1. COPC, as Applicant herein, is a corporation duly authorized to conduct business in the State of Colorado, is a registered operator in good standing with the Commission, and is an interested party in the subject matter of the above-referenced Docket as the applicant and owner of certain leasehold interests in the Application Lands described below.

2. The Commission has jurisdiction over the subject matter embraced in said Docket, and of the parties interested therein, and jurisdiction to promulgate the hereinafter prescribed order pursuant to the Oil and Gas Conservation Act.

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 July 28, 2014, the Commission entered Order No. 535-513 which, among other things, 1) vacated two approximate 640-acre drilling and spacing units established by Order No. 535-89 for Sections 22 and 23, Township 3 South, Range 65 West, 6th P.M.; and 2) established an approximate 1280-acre exploratory drilling and spacing unit for the Application Lands 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 October 27, 2014, the Commission entered Order No. 535-579 which, among other things, pooled all interests in an approximate 1280-acre exploratory drilling and spacing unit established for Sections 22 and 23, Township 3 South, Range 65 West, 6th P.M., for the development and operation of the Niobrara Formation, and subjected 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 the Application, or the date that any of the costs specified in §34-60-116(7)(b), C.R.S., were first incurred for the drilling of the Bear 3-65 22-23 Well.

6. On January 29, 2018, the Commission approved Applicant's Application for Additional Wells in Docket No. 180100013 (Order No. Pending), which, among other things, authorized 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 authorized up to two well pads in the unit, or adjacent thereto, unless an exception is granted by the Director.

7. On February 1, 2018, COPC filed a verified application pursuant to §34-60-116, C.R.S. for an order to pool all interests within an approximate 1,280-acre drilling and spacing unit established for the below-described lands ("Application Lands"), for the development and operation of the Niobrara Formation; and to subject 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 Bear 3-65 22-23 3AH, the Bear 3-65 22-23 3BH, the Bear 3-65 22-23 3CH, and the Bear 3-65 22-23 3DH (API Nos. Pending) ("Wells"):

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

Section 22: All

Section 23: All

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

8. By February 7, 2018, COPC will have served copies of the Application on all interested parties to the Application as defined in Rule 507.b. and pursuant to Rule 503.e. (the "Interested Parties").

9. Upon reasonable due diligence, which is further detailed herein, COPC was unable to find address information for one (1) Interested Party, James C. Wallace (the "Unknown IP"). COPC listed the contact information for Unknown IP as "Address Unknown" in its Application.

10. The Commission has determined that in order for publication by notice to be effective as to persons with unknown addresses, the Applicant must first comply with Colorado Rule of Civil Procedure 4(g), which authorizes service of process by publication only after the Applicant files a verified motion with the Commission detailing Applicant's attempts to provide actual notice of the proceedings and the Commission grants the motion.

B. Standard of Review.

1. C.R.S. 34-60-108(4) provides:

“Any notice required by this article, except as provided in this section, shall be given by the commission either by mailing a copy thereof, postage prepaid, to the last known mailing address of the person to be given notice, or by personal service. In addition, the commission shall cause one publication of such notice, at least ten days prior to the hearing, in a newspaper of general circulation in the city and county of Denver and in a newspaper of general circulation in the county where the land affected, or some part thereof, is situated...In all cases where there is an application for the entry of a pooling order or unitization order...notice of the hearing to be held on such application or complaint shall be served on the interested parties either by mail as provided in this subsection (4) or in the same manner as is provided in the Colorado rules of civil procedure for the service of process in civil actions in the district courts of this state.”

2. Commission Rule 519 states that “[t]he Colorado Rules of Civil Procedure apply to Commission proceedings unless they are inconsistent with Commission Rules or the Colorado Oil and Gas Conservation Act.”

3. C.R.C.P. Rule 4(g) provides:

“Except as otherwise provided by law, service by mail or publication shall be allowed only in actions affecting specific property or status or other proceedings in rem. When service is by publication, the complaint need not be published with the summons. The party desiring service of process by mail or publication under this section (g) shall file a motion verified by the oath of such party or of someone in the party's behalf for an order of service by mail or publication. It shall state the facts authorizing such service, and shall show the efforts, if any, that have been made to obtain personal service and shall give the address, or last known address, of each person to be served or shall state that the address and last known address are unknown. The court, if satisfied that due diligence has been used to obtain personal service or that efforts to obtain the same would have been to no avail, shall:

(1) Order the party to send by registered or certified mail a copy of the process addressed to such person at such address, requesting a return receipt signed by the addressee only. Such service shall be complete on the date of the filing of proof thereof, together with such return receipt attached thereto signed by such addressee, or

(2) Order publication of the process in a newspaper published in the county in which the action is pending. Such publication shall be made once each week for five successive weeks. Within 14 days after the order the party

shall mail a copy of the process to each person whose address or last known address has been stated in the motion and file proof thereof. Service shall be complete on the day of the last publication. If no newspaper is published in the county, the court shall designate one in some adjoining county.”

C. COPC’s Due Diligence in Attempting to Locate the Unknown IP.

In attempting to locate the Unknown IP, COPC utilized the websites Archives.com, Familytreenow.com, Accurint.com, google.com and Ancestry.com in addition to conducting research at Heritage Title Company, the Adams County courthouse, and the probate filings in the Colorado State archives and the Jefferson County archives. As of the date of this Motion, COPC is unable to find a last known address for the Unknown IP nor is COPC able to find a last known address for any confirmed heirs of the Unknown IP.

D. Relief Requested

WHEREFORE, COPC respectfully requests the following relief:

1. That the Commission order publication of the process in the above-captioned docket in a newspaper published in Denver County, Colorado.

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

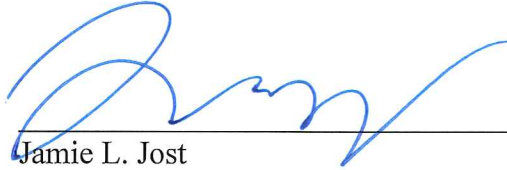
E. Reservation of Rights

COPC reserves its right to supplement this Motion.

Dated: February 5, 2018

Respectfully submitted,

CONOCOPHILLIPS COMPANY



Jamie L. Jost

Kelsey H. Wasylenky

Jost Energy Law, P.C.

1401 17th Street, Suite 370

Denver, CO 80202

720-362-0875

jjost@jostenergylaw.com

kwasylenky@jostenergylaw.com

Applicant's Address:

ConocoPhillips Company

Attn: Marie Giuffreda

600 N. Dairy Ashford Road

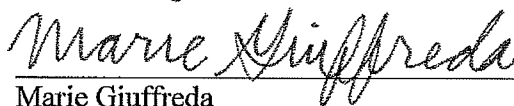
Houston, TX 77079-1069

VERIFICATION

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

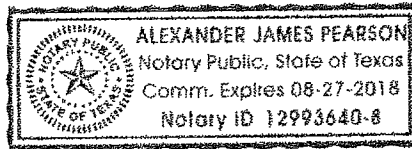
Marie Giuffreda, Associate Landman with ConocoPhillips Company, upon oath deposes and says that she has read the foregoing Motion for an Order of Service by Publication and that the statements contained therein are true to the best of her knowledge, information and belief.

CONOCOPHILLIPS COMPANY



Marie Giuffreda
Associate Landman

Subscribed and sworn to before me this 1st day of February 2018, by Marie Giuffreda, Associate Landman for ConocoPhillips Company.

Witness my hand and official seal.



My commission expires: 8/27/2018



Notary Public

CERTIFICATE OF SERVICE

I hereby certify that, on February 5th, 2018, Jost Energy Law, P.C. caused ConocoPhillips Company's Motion for Publication of Summons in Colorado Oil and Gas Conservation Commission Docket No. 180400278 to be served via electronic mail to the Colorado Oil and Gas Conservation Commission pursuant to Rule 509.3.(E), and by U.S. mail at the address listed below.

Colorado Oil and Gas Conservation Commission

Julie Spence Prine, Hearing Manager

Margaret Humecki, Hearings Assistant

James Rouse, Hearing Officer

Jennifer Hazelton, Hearing Officer

1120 Lincoln Street, Suite 810

Denver, CO 80203

James.Rouse@state.co.us

Margaret.Humecki@state.co.us

James.Rouse@state.co.us

Jennifer.Hazelton@state.co.us



Jost Energy Law, P.C.

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Jamie L. Jost
Kelsey H. Wasylenyk

Kempster

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

Exhibit A
FP - Bear 3-65 22-23

Property Reserve Inc.
Attn: Energy Group Manager
Natural Resource Services
SPD Real Estate
50 East North Temple Street, 12th Floor
Salt Lake City, UT 84150-0012

Herman A. Flader T/U/W fbo Laura Britt,
U.S. Bank, N.A., Trustee
950 17th Street, 5th Floor
Denver, CO 80202

Herman A. Flader T/U/W fbo Casey
Reed, U.S. Bank, N.A., Trustee
950 17th Street, 5th Floor
Denver, CO 80202

Ernie Peak
7450 Olivetas Ave. Unit 300
La Jolla, CA 92037

Jane Peak
9417 Shouse Dr
Vienna, VA 22182

Ralph Peak
175 E Calderwood Dr #15
Meridian, ID 83642

Roy Peak C/o Pam Johnston
14406 -320th Ave. NE
Duvall, WA 98019-7410

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Sequim, WA 98382

Michael A. Keefer, Ind & heir to Estate
of Opal Keefer, Ethel Garnder
107 Silverthorne Dr
Huntsville, AL 35806

Dr. Randy Jensen, POA for Lois E.
Kidwell, Ind & heir to Estate of Opal
Keefer, Ethel Garnder
1221 Victorina St #2001
Honolulu, HI 96814-1437

Jack Corbett. Keefer, Ind & heir to
Estate of Opal Keefer, Ethel Garnder
3260 S Roosevelt St
Boise, ID 83705

City of Aurora, Colorado, a Colorado
municipal corporation
15151 East Alameda Parkway, 3rd Floor
Aurora, CO 80012-1553

Prosper Farms Investments, LLC
5641 N. Broadway
Denver, CO 80216-1021

JDJ Holdings LLC
4915 E. 52nd Ave.
Commerce City, CO 80022

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

James C. Wallace
Unknown Address