

**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 TWO
WELLS IN AN APPROXIMATE 1,280-ACRE
DRILLING AND SPACING UNIT ESTABLISHED
FOR SECTIONS 32 AND 33, 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 32 and 33, 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 Blue 3-65 32-33 1H and the Blue 3-65 33-32 5H_D (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 32: All

Section 33: 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. 535-535 which, among other things, 1) vacated two approximate 640-acre drilling and spacing units established by Order No. 535-89 for Sections 32 and 33, Township 3 South, Range 65 West, 6th P.M.; and 2) established an approximate 1,280-acre exploratory drilling and spacing unit for Sections 32 and 33, Township 3 South, Range 65 West, 6th P.M. and approve 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. 535-578 which, among other things, pooled all interests in an approximate 1,280-acre exploratory drilling and spacing unit established for Sections 32 and 33, 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 Blue 3-65 32-33 Well. The Blue 3-65 32-33 Well was never drilled on the Application Lands.

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 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 Sections 32 and 33, Township 3 South, Range 6 West, 6th P.M., 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 Blue 3-65 32-33 1H or the Blue 3-65 33-32 5H_D (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.

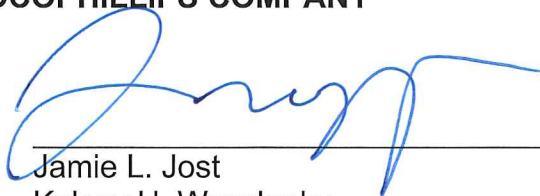
G. For such other findings and orders as the Commission may deem proper or advisable in this matter.

Dated: February 28th, 2018.

Respectfully submitted:

CONOCOPHILLIPS COMPANY

By:

A handwritten signature in blue ink, appearing to be "Jamie L. Jost", 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

COPC's Address:

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

VERIFICATION

STATE OF TEXAS

)

) SS.

COUNTY OF HARRIS

)

Zach Ray, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior 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.

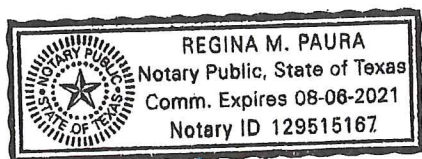
Zach Ray

Senior Landman

ConocoPhillips Company

Subscribed and sworn to before me this 28th day of February, 2018.

Witness my hand and official seal.



My commission expires:

August 6, 2021

Notary Public

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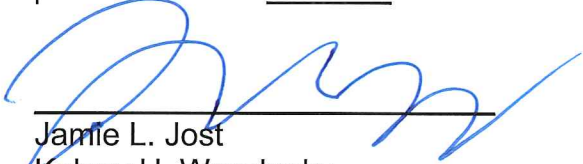
DOCKET NO. 180400313

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 7th day of March, 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 18th day of March, 2018.

Witness my hand and official seal.

[SEAL]



Notary Public

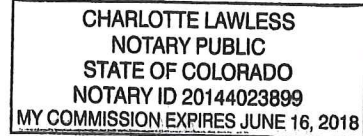


Exhibit A
COPC - FP - Blue 3-65 32-33

ConocoPhillips Company
600 North Dairy Ashford
Houston, TX 77079

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

Bison Oil & Gas, LLC
518 17th Street, Suite 1800
Denver, CO 80202

United States of America
2850 Youngfield St.,
Lakewood, CO 80215

WGR Asset Holding Company
P.O. Box 173779
Denver, CO 80217

Blue Spruce Energy Center, LLC
1751 N. Powhatan rd.,
Aurora, CO 80019

Public Service Company of Colorado
1800 Larimer St., Suite 1400
Denver, CO 80202

The Federal Aviation Administration
1601 Lind Avenue Southwest
Renton, WA 98055

United States of America c/o United
States Department of the Interior,
Bureau of Land Management
Colorado State Office
2850 Youngfield Street
Lakewood, CO 80215

Stampede Industries, LLC
61 State Route 2044
Bentleyville, PA 15314

United States of America c/o United
States Department of the Interior,
Bureau of Land Management
Colorado State Office
2850 Youngfield Street
Lakewood, CO 80215

BOKF, NA, as Agent for U.S. Bank,
N.A., Trustee of the Herman A. Flader
T/U/W fbo Casey Reed
P.O. Box 3499
Tulsa, OK 74101

BOKF, NA, as Agent for U.S. Bank,
N.A., Trustee of the Herman A. Flader
T/U/W fbo Laura Britt
P.O. Box 3499
Tulsa, OK 74101

Grimm Farms LLC
647 Laredo St.
Aurora, CO 80011

Adams County, Colorado
4430 South Adams County Parkway,
5th Floor
Brighton, CO 80601

Bull Moose Royalties, LLC
518 17th Street, Suite 1800
Denver, CO 80202

Richard A. Webster and Gail R.
Webster, as Trustees of the Webster
Family Trust under Agreement dated
November 7, 2011
7176 Arbor Pines Dr.
Glen Arbor, MI 49636

The T & J Webster Family General
Partnership
3439 Shady Spring Ln
Mountain View, CA 94040

Patricia W. Blakeslee, Trustee of the
Patricia W. Blakeslee Trust dated
January 17, 1998 as restated November
26, 2012
4811 Lawn Ave.
Western Springs, IL 60558

Uncle Jim's, LLC
1703 Wilcox Drive
Sandusky, OH 44870

Robert W. Webster, Trustee under the
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
11140 Edgebrook Lane
Indian Head Park, IL 60525

Twin Elms, LLC
7315 E. Orchard Road, Suite E-400,
Greenwood Village, CO 80111

Colorado Department of Transportation
4201 E. Arkansas
Denver, CO 80222

East Cherry Creek Valley Water and
Sanitation District
6201 S. Gun Club Road
Aurora, CO 80016

Interstate 70 LLP, C/O Land Services
Inc.
7200 S Blackhawk Street No. 201,
Englewood CO 80112

Venture 2011 LP
12959 Verbena Ct.
Thornton, CO 80602

Property Reserve, Inc.
50 East North Temple Street, 12th Floor
Salt Lake City, UT 84150-0012

Terrance G. King
4136 South Quatar St.
Aurora, CO 80018

Davene King Schuh
8725 E. Via Del Arbor Drive
Scottsdale, AZ 85258

Eva Lou Toms, aka Eva Lou Jones
7409 Weldon Ave
Bakersfield, CA 93308

Margaret Jo Bailey
742 Pointe Drive
Crescent Springs, KY 41017

Dwight E. Cloud
6342 Paxton Woods Drive
Loveland OH 45140

Terrance G. King
4136 South Quatar St.
Aurora, CO 80018

Davene King Schuh
8725 E. Via Del Arbor Drive
Scottsdale, AZ 85258

Edward G. Gillet
1503 McDonough St.
Sandusky, OH 44870

John J. Gillett
1507 McDonough St.
Sandusky, OH 44870

James A. Gillett
APO 358, c/o Postmaster
San Francisco, CA 94101

Estates of Edward G. Gillet
1503 McDonough St.
Sandusky, OH 44870

Estates of John J. Gillett
1507 McDonough St.
Sandusky, OH 44870

Estates of James A. Gillett
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