

**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 AN
APPROXIMATE 1,920-ACRE DRILLING AND
SPACING UNIT ESTABLISHED FOR
SECTIONS 1 AND 2, TOWNSHIP 4 SOUTH,
RANGE 65 WEST, 6TH P.M. AND SECTION 6,
TOWNSHIP 4 SOUTH, RANGE 64 WEST, 6TH
P.M., IN THE NIOBRARA FORMATION,
UNNAMED FIELD, ARAPAHOE COUNTY,
COLORADO

CAUSE NO. 535

DOCKET NO. 180900____

TYPE: POOLING

APPLICATION

ConocoPhillips Company (Operator No. 19160) and its wholly owned subsidiary Burlington Resources Oil & Gas 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 pool all interests in an approximate 1,920-acre drilling and spacing unit established for Sections 1 and 2, Township 4 South, Range 65 West, 6th P.M. and Section 6, Township 4 South, Range 64 West, 6th P.M., 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 Swan 4-64 6-13DH Well (the "Well") underlying the below-described lands (the "Application Lands").

Township 4 South, Range 65 West, 6th P.M.

Section 1: All

Section 2: All

Township 4 South, Range 64 West, 6th P.M.

Section 6: All

1920-acres, more or less, Adams County, Colorado.

In support of its Application, Applicant 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 25 approximate 640-acre drilling and spacing units for certain lands located in Townships 4 and 5 South, Ranges 64 and 65 West, 6th P.M., and approved up to two horizontal wells within each unit, with surface locations being located anywhere within the unit or surrounding lands but 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 Formation, without exception being granted by the Director, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 6, Township 4 South, Range 64 West, 6th P.M., is subject to this Order.

4. On December 12, 2011, the Commission entered Order No. 535-100 which, among other things, granted a well location exception to the requirements of Commission Rule 318.a. for the development and production of oil, gas and related hydrocarbons from the Niobrara Formation. Section 1, Township 4 South, Range 65 West, 6th P.M. is subject to this Order for the Niobrara Formation.

5. On January 27, 2014, the Commission entered Order No. 535-461 which, among other things, established an approximate 1280-acre exploratory drilling and spacing unit for Sections 1 and 2, Township 4 South, Range 65 West, 6th P.M., and approved up to two horizontal wells within the unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. The Application Lands are subject to this Order for the Niobrara Formation.

6. On June 17, 2014, the Commission entered Order No. 535-486 which, among other things, pooled all interests in an approximate 1280-acre drilling and spacing unit established for Sections 1 and 2, Township 4 South, Range 65 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 C.R.S. §34-60-116(7)(b)(II) are first incurred for the drilling of the Prosper Farms 4-65 1-2 1H Well and one additional well.

7. On August 13, 2014, the Commission entered Order No. 535-519, which vacated two approximate 640-acre drilling and spacing units established by Order No. 535-97 for Sections 5 and 6, Township 4 South, Range 64 West, 6th P.M., and established an approximate 1280-acre exploratory drilling and spacing unit for Sections 5 and 6, Township 4 South, Range 64 West, 6th P.M., and approving a total of up to two horizontal wells with the productive interval of the wellbore to 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, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

8. On July 20, 2015, the Commission entered Order No. 535-685 which, among other things, approved an additional two horizontal wells, for a total of up to four horizontal wells, in the approximate 1280-acre drilling and spacing unit established for Sections 1 and 2, Township 4 South, Range 65 West, 6th P.M., for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation, providing that the productive interval of the wellbore shall 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, without exception granted by the Director. The Application Lands are subject to this Order for the Niobrara Formation.

9. On October 26, 2015, the Commission entered Order No. 535-709 which vacated an approximate 1280-acre drilling and spacing unit established by Order No. 535-519 for Sections 5 and 6, Township 4 South, Range 64 West, 6th P.M. and established an approximate 1280-acre drilling and spacing unit for Sections 4 and 5, Township 4 South, Range 64 West, 6th P.M., for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

10. On December 20, 2016, the Commission entered Order No. 535-754 which, among other things, established an approximate 640-acre drilling and spacing unit for Section 6, Township 4 South, Range 64 West, 6th P.M., and approved one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

11. On January 30, 2017, the Commission entered Order No. 535-767 which, among other things, pooled all interests in an approximate 1,280-acre drilling and spacing unit established for Sections 1 and 2, Township 4 South, Range 65 West, 6th P.M., for the development and operation of the Wells in 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 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 Prosper Farms 4-65 2-1 #4AH (API No. 05-005-07249) or the Prosper Farms 4-65 2-1 #4CH (API No. 05-005-07250) for the development of the Niobrara Formation.

12. On May 12, 2017, the Commission entered Order No. 535-790 which subjected additional parties to Order No. 535-767 which pooled in an approximate 1,280-acre drilling and spacing unit established for Sections 1 and 2, Township 4 South, Range 65 West, 6th P.M., for the development and operation of the Wells in the Niobrara Formation.

13. On June 21, 2018, Applicant filed a verified concurrent Spacing Application for pursuant to §34-60-116, C.R.S. for an order to, among other things, establish an approximate 1,920-acre drilling and spacing unit established for the Application Lands for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and approve one (1) horizontal well within the unit, 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 one well pad in the unit, or adjacent thereto, unless an exception is granted by the Director.

14. 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 1,920-acre drilling and spacing unit established for the Application Lands, for the development and operation of the Well 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 Well, for the development and operation of the Niobrara Formation.

15. 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 Well, and will be provided with the information required by Rule 530 as applicable.

16. 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 1,920-acre drilling and spacing unit should be pooled for the orderly development and operation of the Well in the Niobrara Formation, including any non-consenting interests therein.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in September, 2018, that notice be given as required by law, and that upon such hearing this Commission enter its order:

A. Pool all interests in an approximate 1,920-acre drilling and spacing unit for Sections 1 and 2, Township 4 South, Range 65 West, 6th P.M. and Section 6, Township 4 South, Range 64 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 Swan 4-64 6-13DH Well (API No. Pending) ("Well");

B. Providing that the production obtained from the Well 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 Well 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 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 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 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 Well as if it had originally agreed to the drilling.

F. Providing that the operator of the Well 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 this 21st day of June, 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

Applicant's Address:
ConocoPhillips Company
Attn: Mark Salvie
600 N. Dairy Ashford Road
Houston, TX 77079-1069

VERIFICATION

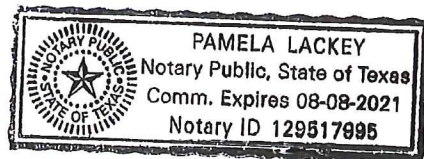
STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

Mark Salvie, 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.


Mark Salvie
Senior Landman
ConocoPhillips Company

Subscribed and sworn to before me this 21st day of June, 2018.

Witness my hand and official seal.



My commission expires: 08/08/2021

Farula Ladz
Notary Public

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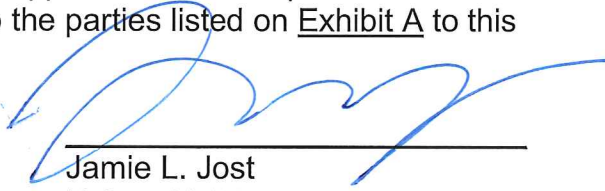
DOCKET NO. 180900____

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 27th day of June, 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 21st day of June 2018.

Witness my hand and official seal.



Notary Public

RACHEL FLEMING NOTARY PUBLIC STATE OF COLORADO NOTARY ID 20144025048 MY COMMISSION EXPIRES JUNE 24, 2022
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EXHIBIT A
COPC FP Prosper 4-65 2-1 4-64 6

Heirs of Floyd M. Cox
1875 S. Reed St.
Lakewood, CO 80232-6958

Mark J. Briggs and Kimberly Briggs, Joint
Tenants
33952 E. 11th Place
Watkins, CO 80137-9009

State of Colorado, Department of
Transportation
2829 W. Howard Place
Denver, CO 80204

Thunder Ranches II, LLC
c/o Brian K. Fisher
3660 S. Uravan St.
Aurora, CO 80013-3458

Axis Exploration, LLC
370 17th St., Suite 5300
Denver, CO 80202

Raisa II LLC
P.O. Box 987
Denver, CO 80201

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

ConocoPhillips Company
600 N. Dairy Ashford Rd.
Houston, TX 77079

JL Group, LLC
43437 E. Harvard Place
Bennett, CO 80102

The Department of Highways, State of
Colorado
2829 W. Howard Place
Denver, CO 80204

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

Furniture Row COLO, LLC
5641 N. Broadway St.
Denver, CO 80216

Stewart Family Enterprises, LLLP
P.O. Box 2122
Palmer, AK 99645

Lonna K. Rodriguez
33957 E. Colfax Ave.
Watkins, CO 80137

Simone L. Sante
8959 Greenwich Court
Highlands Ranch, CO 80130-5206

Michael Dean Peterman and Loretta Belle
Peterman, Joint Tenants
24603 E. Hoover Place
Aurora, CO 80016-7300

Michael S. Kalen and Angela R. Kalen, Joint
Tenants
33855 E. 13th Place
Watkins, CO 80137-9004

Thomas Green and Beatrice Green, Joint
Tenants
P.O. Box 335
Byers, CO 80103-0335

Travis W. Keafer and Amy J. Keafer, Joint
Tenants
34035 E. 13th Place
Watkins, CO 80137-6711

Christopher D. Franklin and Vivian M.
Franklin, Joint Tenants
34050 E. 13th Place
Watkins, CO 80137-6711

Christopher J. Schaffer
34036 E. 13th Place
Watkins, CO 80137-6711

Thomas Ulrich and Sandra Ulrich, Joint
Tenants
33958 E. 13th Place
Watkins, CO 80137-9017

Ron D. Larabee and Joan T. Larabee, Joint
Tenants
1284 Eclipse St.
Watkins, CO 80137-7190

Larry A. Miller
1224 Eclipse St.
Watkins, CO 80137-7190

Kurt R. Phillips and Lisa M. Phillips, Joint
Tenants
33951 E. 11th Place
Watkins, CO 80137-9009

Patrick V. Sylvester and Violet E. Sylvester,
Co-Trustees of the Patrick V. Sylvester and
Violet E. Sylvester Revocable Trust Dated
February 25, 2000
34033 E. 11th Place
Watkins, CO 80137-9018

Susan P. Johnson
34074 E. 11th Place
Watkins, CO 80137-9018

Lynn L. Boss and Lori L. Boss, Joint
Tenants
34034 E. 11th Place
Watkins, CO 80137-9018

Cindy R. Bristow and Larry G. Bristow, Joint
Tenants
1122 Eclipse St.
Watkins, CO 80137-7100

Ted M. Wilkinson
1355 Eclipse St.
Watkins, CO 80137-7189

Kirk A. Thompson and Kami L. Thompson,
Joint Tenants
1325 Eclipse St.
Watkins, CO 80137-7189

Eric J. Gilbert and Jennifer S. Gilbert, Joint
Tenants
1283 Eclipse St.
Watkins, CO 80137-7190

Brett A. Beckwith and Bonita L. Beckwith,
Joint Tenants
1253 Eclipse St.
Watkins, CO 80137-7100

Pasquale Fabiano and Susan T. Fabiano,
Joint Tenants
1223 Eclipse St.
Watkins, CO 80137-7190

Jeffrey Schilz and Dorothy Schilz, Joint
Tenants
1171 Eclipse St.
Watkins, CO 80137-7100

Bryon E. Hawkins and Stacy D. Hawkins,
Joint Tenants
1121 Eclipse St.
Watkins, CO 80137-7100

Shane Schaben
1385 Eclipse St.
Watkins, CO 80137-7189

William Francis Behrens
P.O. Box 44
Watkins, CO 80137-0044

Robert James Behrens
47770 E. 56th Ave.
Bennett, CO 80102-9106

Beverly Jean Smith, f/k/a Beverly Jean
Behrens
P.O. Box 51
Poncha Springs, CO 81242-0051

Francis Joseph Behrens
1675 Long Branch St.
Strasburg, CO 80136-7733

Mary Jane Guhl
20439 E. Doane Dr.
Aurora, CO 80013-8456

Lawrence J. Behrens
54893 E. Wolf Creek Dr.
Strasburg, CO 80136-9330

Barbara J. Adams
55015 E. Wolf Creek Dr.
Strasburg, CO 80136-9330

Elizabeth J. Peters
14575 Road G
Cortez, CO 81321-9575

Bureau of Land Management
2850 Youngfield St.
Lakewood, CO 80215

Anadarko Land Corporation
Attn: Manager/Land Administrator
P.O. Box 173779
Denver, CO 80217-3779

Clifford Wayne McCoy
185 Four Wheel Drive Road
Durango, CO 81303

Fischahs, LLC
P.O. Box 370990
Denver, CO 80237

Patricia Ann Fischahs
6756 East Exposition Ave.
Denver, CO 80224

The Fischahs Oil & Gas, LLC
1650 S. Ulm St.
Watkins, CO 80137

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

Box Elder Royalties, LLC
P.O. Box 29
Denver, CO 80201

State of Colorado, Department of
Transportation
15285 South Golden Rd., Building 47
Golden, CO 80401

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

Heirs and devisees of James A. Taggart
Address Unknown

Heirs and devisees of Clara G. Nickerson
Address Unknown

Heirs and devisees of John H. Figary
Address Unknown

Heirs and devisees of Rosalia Angeline
King
Address Unknown

Heirs and devisees of Alvaretta Whyte
Address Unknown

Heirs of Harry E. Gardner
Address Unknown

Heirs of Jessie M. Gardner
Address Unknown