

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION FOR AN ORDER POOLING ALL INTERESTS IN THE NIOBRARA FORMATION IN A 640-ACRE DRILLING AND SPACING UNIT IN WELD COUNTY, COLORADO	CAUSE NO.  DOCKET NO.
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**APPLICATION**

COMES NOW Chesapeake Exploration, LLC ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the development of the Niobrara Formation on the following described lands:

Township 8 North, Range 66 West, 6th P.M.  
Section 20: All

Weld County, Colorado

(hereinafter "Application Lands")

In support of its application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests in a substantial portion of the Application Lands.
3. On August 8, 2010, the Commission entered Order No. 532-2, which among other things, established 640-acre drilling and spacing units for certain lands, including the Application Lands, and authorized one horizontal well in each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.
4. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests in the Application Lands for the development of the Niobrara Formation, including any nonconsenting interests therein.
5. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Brent 20-8-66 1H well to the Niobrara Formation on the Application Lands.
6. Applicant 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 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not otherwise 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. The list of such interested parties is attached hereto as Exhibit A.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Niobrara Formation, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands for the development of the Niobrara Formation, including any future wells drilled to said formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Brent 20-8-66 1H well to the Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in October, 2011, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: August \_\_\_\_, 2011

By: \_\_\_\_\_  
William A. Keefe  
Kenneth A. Wonstolen  
Beatty & Wozniak, P.C.  
216 Sixteenth Street-Suite 1100  
Denver, CO 80202-5115

Address of Applicant  
6100 N. Western Avenue  
Oklahoma City, OK 73118

**VERIFICATION**

VERIFICATION

STATE OF OKLAHOMA )  
 ) ss.  
COUNTY OF OKLAHOMA )

Nick Watkins of lawful age, being first duly sworn upon oath, deposes and says that he is District Landman for Chesapeake Exploration, LLC 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.

By: \_\_\_\_\_  
Nick Watkins

Subscribed and sworn to before me this \_\_\_\_\_ day of August, 2011.

Witness my hand and official seal.

My commission expires: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

## EXHIBIT A

Chesapeake Exploration, LLC  
P.O. Box 18496  
Oklahoma City, OK 73154-0496

Rubicon Oil and Gas II, LP  
508 West Wall Avenue, Suite 500  
Midland, TX 79701

OOGC America, Inc.  
c/o CNOOC International Limited  
P.O. Box 4705  
No. 25 Chaoyangmenbei Dajie  
Dongcheng District  
Beijing, 100010  
P.R. China

Anadarko Petroleum Corporation  
Granite Tower  
1099 18th Street, Ste 1800  
Denver, CO 80202

Hoover & Stacy, Inc.  
P.O. Box 2328  
Cheyenne, WY 80223

Richard Menkin  
1800 S. Greeley Highway  
Cheyenne, WY 82007

Dorothy Gill Raymond  
7501 Weld County Road 7  
Erie, CO 80516

Lawrence G. Jakes and Ethel M. Jakes  
1721 E. 160th Ave.  
Broomfield, CO 80020

B&J Resources LLC  
410 17th St. #2001  
Denver, CO 80202

Leland E. Modesitt Jr.  
255 S. Sunnyview Rd.  
Midland, TX 79701

Rodney S. Marcum  
19880 Indi Drive  
Monument, CO 80132

Ramsay Oil, LLC  
3220 Trinidad  
Evans CO, 80621

Rhoades Family LLC  
120 Kahil Place  
Fort Lupton, CO 80621

Dorothy J. Anderson  
351 S. Newland St.  
Lakewood, CO 80226

Nancy R. Trott  
26 Rowley Shore  
Gloucester, MA 01930

Carol R. McCall  
7350 S. Knolls Way  
Centennial, CO 80122

Roy G. Ireland and Wilma Y Ireland Trust  
1720 32nd St #6  
Evans, CO 80620

Greg Reeves and Patty Deplazes Reeves  
1727 41st St. NE  
Anamoose, ND 58710

Cook Family Trust  
P.O. Box 27  
Soulsbyville, CA 95372

Kimel Klein Brent and Wanda C. Brent  
43600 CR 3N  
Arriba CO, 80804

Quentin Oil Associates  
1099 18th St., Ste. 2600  
Denver CO, 80202

"The Engelbert Family Trust (David Anthony Engelbert and Kristina Lynn Engelbert as Co-Trustees)"  
5430 W. Ivanhoe Court  
Chandler, AZ 85226

Joyce G. Temby  
1125 Sunnyhills Road  
Oakland, CA 94610

"Colorado State Bank and Trust, as Trustee of the Kent and Caroline B. Rickenbaugh Grandchildren's Trust"  
1600 Broadway  
Denver, CO 80202

Michael D. Hayes  
3608 Meadowridge Lane  
Midland, TX 79707

Michael D. Hayes and Kathryn A. Hayes, Co-Trustees of the Hayes Revocable Trust  
3608 Meadowridge Lane  
Midland, TX 79707

Skyline Resources, LLC  
7931 S. Broadway #301  
Littleton, CO 70122

Quientesa Royalty, LP  
508 W. Wall Street, Ste 500  
Midland, TX 79701

DJ Resources, LP  
One Riverway, Suite 1870  
Houston, TX 77056

Prospect Energy, LLC  
5629 FM 1960 Rd W, Suite 354  
Houston, TX 77069

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AFFIDAVIT OF MAILING

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

Kenneth A Wonstolen, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Chesapeake Exploration, LLC, and that on or before September \_\_, 2011 he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

\_\_\_\_\_  
Kenneth A. Wonstolen

Subscribed and sworn to before me August \_\_, 2011.

Witness my hand and official seal.

My commission expires: \_\_\_\_\_.

\_\_\_\_\_  
Notary Public