

**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 9 North, Range 66 West, 6th P.M.
Section 24: 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 Kruse 24-9-66 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 Kruse 24-9-66 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

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

Thomas G. Dorough
5752 S. Benton Way
Littleton, CO 80123

Robert Rothberg
8501 E. Alameda #1411
Denver CO, 80222

Cow Gulch Oil Company
1720 Carey Ave
Cheyenne, WY 82001

A. D. Thomson
5869 S. Kenton Way
Englewood, CO 80111

Jack G. Ladmer
3221 Cortland St
Detroit, MI 48206

Mark Latker
4356 Grand Ave
Ojai, CA 93023

D-M Corporation
390 Denver Club Building
Denver, CO 80209

D-M Corporation
50 S. Street
Denver, CO 80209

Marcia D. White
22720 Brandywine Drive
Woodland Hills, CA 91364

Marcia D. White
6336 Evergreen Cir.
Orland, CA 95963

Sisters of Charity of Leavenworth Health Services
Corporation,
a Kansas Charitable Corp., owning and operating
Saint Joseph Hospital in Denver
9801 Renner Blvd. Ste 100
Lenexa, KS 66219

Archdiocese of Denver, a Colorado Corporation, sole
for the benefit of
Mother of God Catholic Church for such charitable
purposes as the parish may determine
475 Logan St
Denver, CO 80203

Eugene P. Rister
10655 Parkview Circle
El Paso, TX 79935

Heirs of Mary L. Meyer
1802 St. Clair Drive
Pekin, IL 61554

Mary Ruth Adams Trust, dated 12/20/1993
90 Corona Street
Denver, CO 80218

Mary Ruth Adams Trust, dated 12/20/1993
7468 S Alkire St, Apt 201
Littleton, CO 80127-3259

Mildred P. Forsythe, as Trustee of the Mildred P.
Forsythe Trust
Mildred P. Forsythe, as Trustee of the Tracy L.
Forsythe Trust
2101 South Garfield Ave, Ste 051
Loveland, CO 80537

Colorado Masonic Properties, Inc.
Scottish Rite Masonic Center
1370 Grant Street, Suite 212
Denver, CO 80203

Freeman Investments
3415 S. Clayton Boulevard
Englewood, CO 80113-7611

Richard Investments LP
6815 N. 46th Street
Paradise Valley, AZ 85253-3220

William B. Freeman, II Revocable Trust Dated
11/7/2007
3939 River Oaks Drive
Des Moines, IA 50312-4638

Roberta Lewis
2552 East Alameda #66
Denver, CO 80202

Weld County, Board of County
Commissioners of the County of Weld
915 10th Street
Greeley, CO 80632

McArthur Minerals, LLC
2313 17th Street
Greeley, CO 80634

Lynne Bedinger Kelly and James D. Kelly
1198 East 1800 South
Bountiful, Utah 84010

Barry C. Bedinger and Linda M. Bedinger
9296 East Evans Place
Denver, CO 80231

Judy M. Walker
267 Shadow Dr
Cheyenne, WY 82009

David W. Walker
267 Shadow Dr
Cheyenne, WY 82009

Richard F. Kruse and Jeannette Kruse
17247 WCR 102
Nunn, CO 80648

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

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, Suite 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

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

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OF THE STATE OF COLORADO**

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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