

**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 14: 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 12, 2010, the Commission entered Order No. 535-2 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 McFarlin 14-9-66 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 McFarlin 14-9-66 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)
)
COUNTY OF OKLAHOMA) ss.

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
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Beijing, 100010
P.R. China

Gladys A. Russell
12130 North County Road 9
Wellington, co 80548

Mary Kroon f/k/a Harriet Mary Jean Satterthwait
4065 East University Drive #583
Mesa, AZ 85205

Margaret Bohn Rymer
The Hills, Apt. K-3, 2300 Chalet Trail
Kerrville, TX 78028

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146 Dartmouth Rd., #1
San Mateo, CA 94402

Charles Robert Bohn and Irene J. Bohn
5601 18th St. #28
Greeley, CO 80634

Edward B. Wasson
1600 Broadway, Suite 1705
Denver, CO 80202

Robert E. Zimmerman
P.O. Box 570174
Houston, TX 77257

Spur Energy
P.O. Box 8461
Portland, OR 97207

Dakota-Tex Oil Company
4545 S. Monaco St., No. 144
Denver, CO 80012

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902 Lucca Drive
Greeley, CO 80634

Doyle J. Russell
Route 1 Box 224
Wellington, CO

Meredith K. Shertzer
51320 WCR 33
Nunn, CO 80648

Mark Eric Hotaling and Stephanie Florence
Hotaling
51458 WCR 33
Nunn, CO 80648

Virginia E. Abbott
129 North Iowa
Casper, WY 82609

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3131 South Vaughn Way #200
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Donald R. Satterthwait and Ernestine P.
Satterthwait
10555 Keats Avenue
Clovis, CA 93619

Deanna R. Cowan
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Evelyn F. Ray and Donald O. Ray
10415 West Kingswood Circle
Sun City, AZ 85351

Zelda L. Dunn and James W. Dunn
3560 West 20th St
Greeley, CO 80634

Marvin Satterthwait
900 29th St. SE, Sp. D-8
Auburn, WA 98002

Weld County, Colorado, a political subdivision of
the State of Colorado,
acting by and through the Board of County
Commissioners of the County of Weld
915 10th St. P.O. Box 758
Greeley, CO 80632

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

