

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

IN THE MATTER OF THE APPLICATION OF)	
CHESAPEAKE EXPLORATION, LLC FOR AN)	
ORDER ESTABLISHING 65 DRILLING AND)	Cause No. _____
SPACING UNITS FOR THE NIOBRARA)	
FORMATION IN WELD COUNTY,)	Docket No. _____
COLORADO)	

APPLICATION

Chesapeake Exploration, LLC ("Applicant"), by and through its undersigned attorneys, submits this Application to the Colorado Oil and Gas Conservation Commission ("Commission") for an order establishing 55 640-acre drilling units for horizontal well development of the Niobrara Formation in the following lands, all within the Greater Wattenberg Area ("GWA"):

Township 1 North, Range 61 West
Sections 2, 3, 14, 15, 16, 17, 20, 25, 34, 35: All

Township 1 North, Range 62 West
Sections 2, 3, 5, 10, 14, 18: All

Township 2 North, Range 61 West
Sections 1, 3, 11, 15, 19, 26, 27, 35: All

Township 2 North, Range 62 West
Sections 11, 13, 21, 22, 23, 32: All

Township 3 North, Range 61 West
Sections 10, 14, 15, 21, 22, 23, 26, 27, 28, 32, 33, 35: All

Township 3 North, Range 62 West
Sections 30, 31: All

Township 3 North, Range 63 West
Sections 22, 24, 26, 34: All

Township 4 North, Range 63 West
Sections 10, 14: All

Township 7 North, Range 62 West
Sections 16, 25, 36: All

Township 7 North, Range 63 West
Sections 26, 28: All

("Application Lands").

Applicant further requests that it be allowed to drill up to two (2) horizontal wells in each such drilling unit, with the second well in each unit at its option.

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

1. Applicant is a company duly authorized to conduct business in Colorado, and has registered as an operator with the Commission.
2. Applicant owns substantial leasehold interests in the Application Lands.
3. The Application Lands are unspaced with respect to the Niobrara Formation and are subject to Rule 318A, which, among other things, established drilling windows to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formation from the base of the Dakota Formation to the surface.
4. Applicant requests the right to drill up to two horizontal wells in the Niobrara Formation in each drilling unit to be established pursuant to this Application, with the treated interval of the wellbore(s) to be no closer than 460 feet from the boundaries of the unit (regardless of lease lines within the unit). The surface location for such well(s) shall be within a GWA drilling window, and shall be subject to the twinning requirements of Rule 318A.c unless surface owner approval for a different location is obtained..
5. That in order to promote efficient drainage of the Niobrara Formation underlying the application lands, to prevent waste, and to protect correlative rights, the Commission should establish the drilling units as requested herein for the drilling of up to two horizontal wells in each said unit. Drilling units of the specified size and configuration are not smaller than the maximum area that can be economically and efficiently drained by the authorized wells.
6. That according to the information and belief of the Applicant, the names and addresses of the interested parties hereto are set forth in Exhibit A; and the undersigned certifies that copies of this Application will be served on each interested party within seven (7) days of the filing hereof, as required by Rule 503.e.

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

Dated this ____ day of October, 2011.

BEATTY & WOZNIAK, P.C.

By: _____
William A. Keefe
Kenneth A. Wonstolen
Elizabeth Y. Gallaway
216 Sixteenth Street, Suite 1100
Denver, Colorado 80202-5155
303-407-4499

Applicant's Address:

Chesapeake Exploration, LLC

ATTN: Nick Watkins

P.O. 18496

Oklahoma City, OK 73154

VERIFICATION

STATE OF OKLAHOMA)
) ss.
OKLAHOMA COUNTY)

Nick Watkins, of lawful age, being first duly sworn upon oath, deposes and says that he is District Landman for Chesapeake Exploration, LLC, that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Nick Watkins, District Landman

Subscribed and sworn to before me this ____ day of October, 2011.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A
Interested Parties

AG Energy Partners LP
999 18th Street
Suite 3000
Denver, CO 80202

Alison A. Miller, John L. Miller,
Joseph L. Miller,
and Jesse L. Miller
Heirs of Nettie Miller, Deceased
2930 South DeFrame Way
Lakewood, Colorado 80228

Anadarko E&P Company LP
PO Box 1330
Houston, TX 77251-1330

Anadarko Land Corp
1099 18th St Suite 1800
Denver, CO 80202

Anne St. Clair
3822 West 11th Unit #19
Greeley, CO 80634

Apollo Operating, LLC
1557 Ogden St. Suite 300
Denver, CO 80218

B&J Resources, LLC
410 17th St #1150
Denver, CO 80202

Barbara J Golden
6452 Zephyr St
Arvada, CO 80004-3465
Bayswater Exploration &
Production, LLC
730 17th Street, Suite 600
Denver, CO 80202

Bernard King
443 N. Franklin St #300
Syracuse, NY 13039

Beta Land Services, LLC
P.O. Box 51241
Lafayette, LA 70505

Beth E. Killgore
Heir to Martin R. Allard
26825 County Road 45½
Greeley, CO 80631-9765

Blue & Gray Resources, Inc.
P.O.Box 3766
Parker, CO 80134

Byron R. Sigg
2423 S. Ellis
Lakewood, CO 80228

Caren Mildenberger
6352 County Road 47
Hudson, CO 80642

Carl Nielsen Testamentary Trust
c/o Wells Fargo Bank
P.O. Box 13519
Arlington, TX 76094

Cervi Enterprises
P.O. Box 1930
Greeley, CO 80632

CFG Energy, Inc.
3932 West 18th Street Lane
Greeley, Colorado 80634

Champlin Petroleum Co
420 N Henry Ford Ave
Wilmington, CA 90744

Charles and Noralene Kingsbury
19704 CR 87
Orchard, CO 80649

Christopher R. Dawson
Heir of James K. Dawson
215 Shadowood Lane
Peachtree City, GA 30269

Colorado Department of Highways
28028 DD Road
Nucla, CO 81424

Connie M. Armit
Heir of Lillian M. Armit
2928 Tenderfoot Hill Street
Colorado Springs, CO 80906

Continental Resources, Inc
302 N Independence Ave
Enid, OK 73701

Daniel L. James and Lillith James
Trustees of the Daniel L. James
and Lillith James Revocable Trust
c/o Barbara James, Trustee
27407 Schulte Road
Carmel, CA 93923

Davene King Schuh
8725 East Via Del Arbor
Scottsdale, AZ 85258

David and Juliann Epple
39503 CR 18
Roggen, CO 80652

Dewey K. Ankeney &
Orlene M Ankeney
42401 Weld County Road 66
Briggsdale, CO 80611

Diamond Resources Co.
P.O. Box 1938
602 11th Street West
Williston, ND 58802

Dorothy E. Howell Trust B
c/o Kirk Howell
10979 Roseanna Dr
Northglenn, CO 80234

Dorothy Ley
25243 County Road S #3
Brush, CO 80723

Duglas A. Sirios
774 Saguaro St
Bayfield, CO 81122

Eagle Land Services
4508 Colleyville Blvd.
Colleyville, TX 76034

Earl W. Linnebur
46267 County Road 4
Roggen, CO 80652

Edward and Shirley Sirios
6316 County Road 89
Roggen, CO 80652

Ellen Chatterton
3417 Box Canyon Avenue
Gallup, NM 87301

EPL Oil & Gas Ltd
16436 CR 19
Fort Morgan, CO 80701

Exterra Resources, LLC
4929 Riverwood Pointe Dr
Evansville, IN 47713-6753

Florence Shwindt
4920 Highway 34
Wheatland, WY 82201

Frank G Ottesen
1675 46th Ave Court
Greeley, CO 80634

Gardner Turfgrass , Inc
1333 W 120th Ave
Denver, CO 80234

Glenn and Janette Neal
46576 CR 18
Wiggins, CO 80654

Gregory J. Lewis
Heir of John Richard Lewis and
Juanita L. Lewis
1500 E. Armando Drive
Long Beach, CA 90807

Griffin Management, LLC
P.O. Box 347
Pratt, KS 67124

Hannon & Associates, Inc.
1615 California Street, Suite 623
Denver, Colorado 80202

Harry Richard Farr
1817 Glenmere Blvd
Greeley, CO 80631

Helen Linnebur
46267 County Road 4
Roggen, CO 80652

Hobe Minerals Limited Liability
Company
7475 Highland Drive
Lakewood, CO 80214

HOP Energies, LLC
P.O.Box 47911
Wichita, KS 67201

Inge Vebeka Ford
3489 Weld County Road 81
Roggen, CO 80652

Jackfork Land, Inc
3503 NW 63rd Suite 103
Oklahoma City, OK 73116

James C. Buchholz
710 East Washington Street
Oberlin, KS 67749

James Cooksey
41419 State Hwy 52
Roggen, CO 80652

James W. Grotenhuis and Kathryn
R. Grotenhuis
c/o - Trustees of the James W.
Grotenhuis and Kathryn R.
Grotenhuis Living Trust
244 Diana Drive
Alamo, TX 78516-2572

Jeffrey L. Higgins & Erika Zahradka
5255 County Road 79
Roggen, CO 80652

John C. Buchholz
6730 South Depew Street
Littleton, CO 80128

John D. Manning
Heir to Hazel Manning
1321 Sunset Blvd North
Cody, WY 82414-3425

John Daven Farr
PO Box 187
Encampment, WY 82325

John E. Eppe
43454 WCR 10
Roggen, CO 80652

John E. Eppe, Jr. and Diana Eppe
350 North Cedar
Keenesburg, CO 80643

John Eppe
105 North Miller Street
Keenesburg, CO 80643

John Ittner Deceased,
Daughter Dolores Ann Krehbiel
2589 Southeast 70 St.
Kingman, KS 67068

John W. Butcher and J.Annette
Menzel
P.O.Box 33077
Laughlin, NV 89028-3077

John Yocam
21056 County Rd 1
Orchard, CO 80649

Keith L. Fullmer and Amy L. Miller
2844 Stuart Street
Denver, CO 80212

Kenneth Keller
3394 W 11th Ave Dr
Broomfield, CO 80020-6756

Klausner Brothers
44410 CR 6 1/2
Roggen, CO 80652

Lamar C Puett, Inc
317 West Bijou
Fort Morgan, CO 80701

Leon Erker
1664 County Rd H
Wiggins, CO 80654

Lewis & Clark Exploration Company
8191 Southpark Lane
Suite 210
Littleton, CO 80120

Linda A Baessler
1074 S. I-76 Frontage Rd
Wiggins, CO 80654-9107

Loma Humberto
31181 3rd Street
Gill, Colorado 80624

Lyle V. Cooksey Trust B
41509 Highway 52
Roggen, CO 80652

Lynn C. DeSpain, Deceased
C/O Vernon Cooksey
41419 Highway 52
Roggen, CO 80652

Marathon Oil Company
P.O. Box 3128
Houston, TX 77253

Marlan Ray Fender and Paula J.
Fender
Heirs of Lois Jane Gartrell Fender,
Deceased
1235 East Sheena Drive
Phoenix, Arizona 85022

Marubeni Denver Julesburg LLC
2800 Post Oak Boulevard, Suite
6000
Houston, TX 77056

Maurice Robinson
10211 West 25th Avenue, Apt. 9B
Lakewood, Colorado 80215

Metlife Insurance Company of
Connecticut formerly: The Travelers
Insurance Company
Once City Place
Hartford, Connecticut 06103-3415

Noble Energy
1625 Broadway Street, Suite 2200
Denver, CO 80202

Nolan and Michael Anne Eppe
2791 South Race Street
Denver, CO 80210

OOGC America, Inc. c/o CNOOC International Limited P.O. Box 4705 No. 25 Chaoyangmenbei Dajie Dongcheng District Beijing, 100010 P.R. China	Roy and Dorothy Middleton 7205 Middleham Place Castle Rock, Colorado 80108	State of Colorado c/o Colorado State Land Board 1127 Sherman Street, Suite 300 Denver, Colorado 80203
Pamela R Johnson 5551 W 29th St Unit #3812 Greeley, CO 80634	Roy E. Weigner C/O William Wiegner PO Box 64253 Tuscon, AZ 85728	Terrance G. King 4136 South Quatar Street Aurora, CO 80018
Paul Croissant c/o Shirley J. Unrein 1142 Westview Dr. Sterling, Colorado 80751-4421	Russell Eppe Farms, LLC 16436 County Road 19 Fort Morgan, CO 80701	United States of America 2850 Youngfield Street Lakewood, CO 80215
Paul Croissant c/o Nancy E. Coakley 13779 County Road 37 Sterling, Colorado 80751-9081	Ruth E. Collins 907 Dalbey Avenue Gillette, WY 82716	United States of America 5555 East Crossroads Blvd Loveland, CO 80538
Pauline I. Cooksey 41509 Highway 52 Roggen, CO 80652	Saltmount Oil and Gas Company 1035 Powers Place Alpharetta, Georgia 30009	US AgBank 245 North Waco Street Wichita, KS 67202
Peggy Miller 1281 S York St Denver, CO 80210	Sandra S Weickum 4761 WCR 89 Roggen, CO 80652	Vernon L. Cooksey 41419 Highway 52 Roggen, CO 80652
Petroleum Development Corporation 3801 Carson Avenue Evans, CO 80620	Scott and Marissa Barbee 7710 Wranglers Way Colorado Springs, CO 80908-2151	Vincent and Mary Ann Buchholz 36510 County Road 16 Roggen, CO 80652
Petroleum Development Corporation 1775 Sherman Street, Suite 3000 Denver, CO 80214	Sharron C Baessler Route 1 Arapahoe, CO 80802	Watson Real Estate Partnership 22958 County Road R Fort Morgan, CO 80701
Philip and Jeanne M. Buchholz 5254 County Road 79 Roggen, CO 80652	Shelly Lou Young 104 E 4th Ave Wiggins, CO 80654	Wayne Flenoia Farrell Trustee Wayne Flenoia Farrell Revocable Trust 11921 Maple Valley Drive Oklahoma City, OK 73170
Philip Buchholz 5455 County Road 79 Roggen, CO 80652	Shirley M. Stanosheck 1431 Elmhurst Lane Longmont, CO 80503	Weld County 915 10 St Greeley, CO 80631
Randal James Farr 267 Brighton Ave Hawthorne, NY 10532	Shirley Richardson 1431 Elmhurst Lane Longmont, CO 80503	Westburg Rosling Farms 2951 CR 91 Roggen, CO 80652
Robert Loose Inc 47025 CR 26.5 Wiggins, CO 80654	Springfield Oil Co. 27619 Brook Dr. Hot Springs, SD 57747	Westhoff 7 LLC 10531 CR 95 Wiggins, CO 80654
Robert S Calvert P.O. Box 2000 Commerce City, CO 80037	Stanley Erker dba Erker Bros 1244 County Rd H Wiggins, CO 80654	William Brett Sirios 3528 W Corona Ave Wiggins, CO 80654
	State of Colorado 600 Grant St #640 Denver, CO 80203	William E. and Linda Eppe 43454 County Road 10 Roggen, CO 80652
		William Eppe 43454 County Road 10 Roggen, CO 80652

William Robert Farr
6463 Engh Place
Timnath, CO 80547-2251

Yocam Family Ltd Partnership
43781 Weld CR 42.5
Orchard, CO 80649

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

Kent Kuster
Colorado Department of Public
Health and Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Kim Kaal
Energy Liaison
Colorado Division of Wildlife
711 Independent Ave.
Grand Junction, CO 81505

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)	
CHESAPEAKE EXPLORATION, LLC FOR AN)	
ORDER ESTABLISHING 65 DRILLING AND)	Cause No. _____
SPACING UNITS FOR THE NIOBRARA)	
FORMATION IN WELD COUNTY,)	Docket No. _____
COLORADO)	

AFFIDAVIT OF MAILING

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

William A. Keefe, 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 October ____, 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.

William A. Keefe

Subscribed and sworn to before me October __, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public