

**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.

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 10: 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. 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 Scheller 10-8-66 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 Scheller 10-8-66 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 December, 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: October ___, 2011

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

Address of Applicant
Chesapeake Exploration, LLC
Attn: Nick Watkins
6100 N. Western Avenue
Oklahoma City, OK 73118

VERIFICATION

STATE OF OKLAHOMA

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)

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 October, 2011.

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

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

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

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

Michael D. Hayes
3608 Meadowridge Lane
Midland, TX 79707

Michael D. Hayes Trust
3608 Meadowridge Lane
Midland, TX 79707

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

Chevron Oil Company
Attn: Land Department
P.O. Box 4538
Houston, TX 77210-4791

Ruby H. and Sam L. Scheller
14985 County Road 94
Pierce, CO 80650-9705

Sharon R. Scheller
2880 Godding Hollow Parkway
Longmont, CO 80504-9464

Sheryl Ann Scheller
5808 Saint Johns Ave
Minneapolis, MN 55424-1820

Shirley L. Soto
15080 County Road 96
Pierce, CO 80650

Calf Creek Royalty LTD
400 W. Illinois Ave, Suite 1070
Midland, TX 79701-4639

Bold Resources, LLC
6615 W. Rowland Ave.

Littleton, CO 80128-4578

Joaquin & Marcella G. Fuentes
15503 Weld County Road 94
Pierce, CO 80650

Steven & Helen L. Stonesifer
46519 Weld County Road 33
Nunn, CO 80648

Thomas E. Jr. & Joyce L. Vassil
P.O. Box 1585
Laporte, CO 80535

Estate of Joe S. Johnson
c/o Dolores Della Johnson
P.O. Box 51
Hasty, CO 80144-0051

Harris Trust & Savings Bank,
Trustee
U/L/W/T of L. B. Stableford
111 N. Monroe
Chicago, IL 6069

Marjorie H. Williams
2925 Booth Creed Road
Vail, CO 81657-6401

Janeene Deeley Hagan, Gary Allen
Hagan,
Mark Deeley Hagan & Joy Louise
Ash,
Trustees U/L/W/T of George Allen
Hagan
12055 S. Woodwind Circle, Apt. 25
Traverse City, MI 49684-7728

John L. Peterson
1721 N. 4th Street
Bismarck, ND 58501-1715

Jessie McCormick
2713 Pargoud Blvd.
Monroe, LA 71201-2332

Estate of R. R. Paunack
c/o Arline R. Paunack
8530 Blackwolf Drive
Madison, WI 53717-2624

Ferrall Lee McCormick, Jr.
9636 Roberts Drive
Atlanta, GA 30350-2054

Timothy Lee McCormick

6904 George Leonard Road
Milton, FL 32576-6230

Concord Oil Company
100 W. Houston Ave, Ste 1500
San Antonio, TX 78205-1424

Brooks D. Boedecker
4100 Skyline Drive
Farmington, NM 87401-9222

R. Philip Johnson
23 Exeter Farms Road
Exeter, NH 03833-4888

Stephen I. Johnson
47 Price Street
Bala Cynwyd, PA 19004-1824

Deborah J. Mitchell
P.O. Box 201328
Denver, CO 80220-7328

Homestead Mortgage Company,
Inc.
6200 S. Syracuse Way, Suite 125
Greenwood Village, CO 80111

Bob G. & Thelma Johnson
106 N.E. 4th Street
Fairfield, IL 62837-2012

Estate of John Lee Borman
c/o Barbara Ann Borman
531 Farewell Drive
Madison, WI 54704-6027

Estate of Alva C. Davis
c/o Bill Edwn Davis
436 Cedar Cove Lane
Eddyville, KY 42039-8708

Estate of Lyle L. Peterson,
c/o Barbara L. Moron
6201 Rivercrest Drive
McFarland, WI 53558-9330

Estate of Aice A. Sanders,
c/o Ernesto M. Sanders
5045 Grant Street
Denver, CO 80216-2013

W. T. Graham
10245 W. Stearns Road
Edgerton WI 53534

Estate of Robert E. Fish
c/o Harriet Fish
4040 W. El Camino Del Cerro
Tucson, AZ 85745-4744

Estate of John W. Fish, Deceased,
c/o John Warren Fish
315 Lakewood Blvd.
Madison, WI 53704-5977

Estate of James D. King
Address Unknown

Estate of Fred A. Praetcher
Address Unknown

Estate of Winfred Sullivan
Address Unknown

Estate of Lois F. Buettner
Address Unknown

Estate of Berth Hamburger
Address Unknown

Estate of Clifford R. Martin
Address Unknown

Estate of Charles B. Gholson

Address Unknown

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

**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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AFFIDAVIT OF MAILING

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

Matthew J. Lepore, 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.

Matthew J. Lepore

Subscribed and sworn to before me October __, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public