

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

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

**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 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. 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 Pierce Land 14-8-66 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 Pierce Land Inc 14-8-66 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. Wonestolen  
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 )  
 )  
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 October, 2011.

Witness my hand and official seal.

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

---

## Notary Public

## EXHIBIT A

Pierce Land LLC  
770 Heritage Road  
Golden, CO 80401

Patrick A. Doheny Jr.  
136 El Camino  
Beverly Hills, CA 90212

Kathleen Doheny McCoy  
136 El Camino  
Beverly Hills, CA 90212

Gordon Lepage & Theresa Golob  
f/k/a Theresa LePage  
21800 Carol Court  
Santa Clarita, CA 91390-5714

Skyline Resources, LLC  
7931 S. Broadway #301  
Littleton, CO 80122

Estate of Gerald Reed  
c/o Margaret Reed  
23592 Via Breve  
Mission Viejo, CA 92691-2213

Rubicon Oil and Gas II, LP  
508 West Wall Ave, Suite 500  
Midland, TX 79707

POCO Minerals  
P.O. Box 601673  
Dallas, TX 75360-1673

Drucilla Doheny Hamilton  
136 El Camino  
Beverly Hills, CA 90212

Margaret Reed  
23592 Via Breve  
Mission Viejo, CA 92691-2213

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

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

Weld County, Board of County  
Commissioners of the County of Weld  
915 10th St. P.O. Box 758  
Greeley, CO 80632

Palm Springs Desert Museum for the  
benefit of the Janet & James Anathan Fund  
P.O. Box 2288  
Palm Springs, CA 92263

Timothy Doheny Jr.  
PO Box 5275  
Beverly Hills, CA 90212-0275

Russell & Eleanor Johnson  
181 Ivy St.  
Denver CO 80220-5846

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

Michael D. Hayes  
3608 Meadowridge Lane  
Midland, TX 79707

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

Clayton C. Nietfeld as Trustee of the  
Clayton C. Nietfeld Trust dated  
5/14/2002 & Lila A. Nietfeld as  
Trustee of the Lila A. Nietfeld Trust  
dated 5/14/2002  
1009 13th Avenue, Apt. 301  
Greeley, CO 80631

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.

**AFFIDAVIT OF MAILING**

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

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