

**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 67 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 RC Land Inc 14-8-67 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 RC Land Inc 14-8-67 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

)

)

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

Anadarko Petroleum Corporation
Granite Tower
1099 18th Street, Ste 1800
Denver, CO 80202

Hoover & Stacy, Inc.
P.O. Box 2328
Cheyenne, WY 80223

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

John A Sells III
1173 Wedgewood Rd
Black Hawk, CO 80422

Sharon R. Palmer
2880 S McKinley Street
Casper, Wyoming 82601

OKKI Industries LLC
PO Box 54859
OKC, OK 73154

Gail W Casady and Geneva M
Casady trustees or their successors
in trust under the Casady Family
Living Trust
525 Akron Street
Augusta, KS 67010

Nathan H Hawkins & June E Hawkins
2118 13th
Greeley, CO 80631

Dennis D Hansen
P.O. Box 4245
Grand Junction, CO 81502

Teresa V Morgan
3226 S Nucla Street
Aurora, CO 80013-2019

Roberta L Johnson
756 Milner Court
Loveland, CO 80537-3111

J Paul Turner
2177 Hidden Springs Court
West Linn OR 97068-2250

Mary Turner
7505 Mountain Vista Lane
Silverdale, WA 98383

Dorothy Turner Dunn
4320 Georgetown Drive Apt 309
Loveland, CO 80538-6850

John A Sells III
960 South Williams Street
Denver, CO 80209

Joy Lannae McConnell
2835 Sleater Kinney Rd NE
Olympia, WA 98506

R.C. Land Inc.
13415 Weld County Road 88
Pierce, CO 80650

Gladys A Russell
980 Hemlock Drive
Windsor, CO 80550

Doyle Bott
PO Box 354
Johnstown, CO 80534

LeRoy Bott
1203 Country Acres Court
Johnstown, CO 80534

Steven Bott
6308 W. 10th Street, Unit B
Greeley CO 80534

Anita L. Schiebel
745 Parkview Drive
Ft. Collins, CO 80525

Esther McConnell
c/o Kay Gregory
3529 Brentwood Dr.
Fort Smith, AR 72908-9281

Estate of U. Stanley McConnell
c/o Kay Gregory
3529 Brentwood Dr.
Fort Smith, AR 72908-9281

Uel Jennings
c/o Don Roy Jennings
839 Thorton Place
Hendersonville, NC 28791-4405

Estate of Ruby Jennings
c/o Don Roy Jennings
839 Thorton Place
Hendersonville, NC 28791-4405

Heirs of Cora C. Albright
c/o Robert Albright
68 Bass Meadow Lane
Yellville, AR 72687-8575

Robert Albright
68 Bass Meadow Lane
Yellville, AR 72687-8575

Luther Leroy Albright
611 Grand Valley Drive
Grand Junction, CO 81504

Chester Albright
1106 East 2nd Street
Maryville, MO 66468

David F. Albright
2523 NW 109th Street
Oklahoma City, OK 73120

Estate of Dorothy Brundy
c/o James H. Brundy
246 Hartford Street
San Francisco, CA 94114

James H. Brundy
246 Hartford Street
San Francisco, CA 94114

Heirs of Elverna L Bott
Address Unknown

Heirs of Russell Robinson
Address Unknown

Heirs of Lillian M Hamilton
Address Unknown

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

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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