

**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 POOLING ALL NON-CONSENTING
INTERESTS IN THE NIOBRARA FORMATION
IN AN ESTABLISHED DRILLING AND
SPACING UNIT LOCATED IN WELD COUNTY,
COLORADO

CAUSE NO:

DOCKET NO:

APPLICATION

COMES NOW, Chesapeake Exploration, LLC (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("COGCC"), for an order to pool all non-consenting interests for the drilling of a horizontal Niobrara well in Section 24, Township 8 North, Range 67, West, 6th P.M., Weld County, Colorado (hereinafter "Application Lands"). In support of its application, Applicant states and avers as follows:

1. That the Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. That the Applicant owns certain leasehold interests in the Application Lands.
3. That the Application Lands have been established as an approximate 640 acre drilling and spacing unit for the Niobrara Formation under the Commission's Order No. 535-4 dated February 22, 2011. Applicant currently has plans to drill upon such drilling and spacing unit the Lindstrom 24-8-67 1H Well (hereinafter the "Well"), a horizontal well designed to test and produce oil and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.
4. At least 30 days prior to hearing on this application, Applicant will have sent to affected owners an appropriate AFE (containing the information required under the Commission's Rule 530.a) detailing the estimated costs of drilling of the Well. Applicant anticipates, however, the possibility that one or more of such owners may refuse to participate in the drilling, testing and completion of the well or otherwise did not respond to Applicant's offer to participate.
5. Moreover, that with respect to any owners of unleased mineral interests in the Application Lands, Applicant also will have made reasonable attempts pursuant to COGCC Rule 530.b. to enter into leases with such Owners but, again, anticipates the possibility it may be unsuccessful in such attempts.
6. In order to prevent waste, protect correlative rights and in the best interests of conservation, all interests of parties entitled to participate in the production from the Well (such parties and their addresses being listed in Exhibit "A") should be pooled as to production from the Niobrara Formation in accordance with C.R.S. § 34-60-116 and Rule 530 of the COGCC.

7. That the names and addresses of the interested parties with respect to this Application are as set forth in Exhibit A hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order pooling all the interests of all parties with rights to participate in production from the Well and in particular all working interest owners in the Niobrara Formation who have refused to execute Applicant's AFE and otherwise join in the drilling of the Well and all unleased mineral interest owners who have refused to execute a lease covering their mineral interests in the Application Lands, or, alternatively have refused to participate in the costs of drilling the described well and future wells be treated as non-consenting owners under C.R.S. § 34-60-116 and made subject to the terms and penalties provided for therein and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this _____ day of June, 2011.

Respectfully submitted:

Chesapeake Exploration, LLC

By:

William A. Keefe
Kenneth A. Wonstolen
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
216 Sixteenth St. –Suite 1100
Denver, Colorado 80202
Telephone No.: (303) 407-4475

Applicant's Address:

Chesapeake Exploration, LLC
ATTN: Nick Watkins
P. O. Box 18496
Oklahoma City, OK 73154

VERIFICATION

STATE OF OKLAHOMA

)

)

SS.

COUNT 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 June, 2011.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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DOCKET NO:

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, that on or before June ____, 2011, he caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

By: William A. Keefe

Subscribed and sworn to before me this _____ day of June, 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

Duane and Janice Brown
13415 WCR 88
Pierce, CO 80650

Carl Lindstrom
P.O. Box 968
Sterling, AK 99672

Dorothy Suppes f/k/a Dorothy Dilka
55 Juniper Ave, Apt 433
Eaton, CO 80615-8712

David and Shirley Lindsay
11217 WCR 90
Pierce, CO 80650

Katherine Hays, as Personal Representative of the
Estate of Robert H. Buchanan, a/k/a Robert Harold
Buchanan, deceased
8417 Great Lake Lane
Springfield, VA 22153

Denis D. Hagen
107 25 1/2 Street
New Auburn, WI 54757

Howard and Elsie A. Wright
11525 WCR 90
Pierce, CO 80650

Clinton and Starr Wright
11525 WCR 90
Pierce, CO 80650

Tranina Marie Glover
36333 32nd Street East
Palmdale, CA 93550

Samuel W. Berry
1329 Green Street
Fort Collins, CO 80524

Martha Lee Houston
5663 Bent Bough
Houston, TX 77088

Josephine L. Varra
1002 Rule Drive, Apt 805
Fort Collins, CO 80525

Fay L. Tadlock
1710 W. Mulberry Street
Fort Collins, CO 80521

Heirs of Wayne A. Anderson
1321 South Gaylord Street
Denver, CO 80210

Frank D. Giddings
5913 Greenridge Circle
Fort Collins, CO 80525

Diana J. Zaleski
6220 Spurwood Drive
Colorado Springs, CO 80918

Donna Gail Giddings
3 Mulligan Lane
Sunriver, OR 97707

Clinton and Starr Wright
11505 WCR 90
Pierce, CO 80650

Tracy Augustus Eichheim
2111 Black Canyon Road
Crawford, CO 81415

R.C. Land, Inc.
13415 WCR 88
Pierce, CO 80650

Linda Peterson, a/k/a Linda Eichheim Peterson
2323 Glenn Drive
Canyon Lake, TX 78133

Lori Narva
906 East Dona
Cheyenne, WY 82009

Geneva M. Casady, formerly Geneva Hawkins
525 Akron Street
Augusta, KS 67010

Nathan H. Hawkins
2118 13th Street
Greeley, CO 80631

Heirs of Elverna Hawkins Bott, formerly Elverna
Hawkins
c/o Nathan H. Hawkins
2118 13th Street
Greeley, CO 80631

Heirs of Ethel Earlene Palmer, formerly Earlene
Wilson, nee Hawkins
c/o Nathan H. Hawkins
2118 13th Street
Greeley, CO 80631

David Conchado
16679 E Hawk Drive
Fountain Hills, AZ 85268

Sandra Conchado a/k/a Sandra Olear
16122 4th Street E
Redington Beach, FL 33708

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

DJ Resources, LP
One Riverway, Suite 1870
Houston, TX 77056

Michael D. Hayes
3608 Meadowridge Lane
Midland, TX 79707

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

Prospect Energy, LLC
5629 FM 1960 Rd W, Suite 354
Houston, TX 77069

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

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

Heirs of Ralph B. Hawkins
Unknown

Heirs of Irvin E. Hawkins
Unknown

Heirs of Stella E. Tregoning
Unknown

Heirs of Ethel Hawkins
Unknown

Heirs of Gladys Conchado
Unknown

Heirs of Mildred Reno a/k/a Mildred Hedden
Unknown

F.D. Giddings, Trustee under the Giddings Living Trust
dated 7/10/1996
Unknown

Heirs of Jeanne A. Giddings
Unknown

Heirs of Edna Alice Breniman
Unknown

Poudre Valley National Bank of Fort Collins, Trustee
for Mabel Morton
Unknown

Robert Anderson
Unknown

Heirs of Paul R. Lawrence
Unknown

Doris Sutton
Unknown

Helen Thompson
Unknown

Leona Pettigrew
Unknown