

BEFORE THE OIL & 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 13, Township 11 North, Range 65 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 Applicant has pending an application before the Colorado Oil and Gas Conservation Commission requesting that the Application Lands be established as an approximate 640 acre drilling and spacing unit constituting the Application Lands for the Niobrara Formation. This application is being filed in anticipation that such drilling and spacing unit will be ordered by the Commission. Assuming such order is granted, Applicant has plans to drill upon such drilling and spacing unit the Cass Wagner 11-65 15-1H 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 Antero'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 March, 2011.

Respectfully submitted:

Chesapeake Exploration, LLC

By:

William A. Keefe
Kenneth A. Wonstolen
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 COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

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 March, 2011.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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AFFIDAVIT OF MAILING

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

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 March 18, 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 March, 2011.

Witness my hand and official seal.

My commission expires:

Notary Public

EXHIBIT A

Robert E. Wagner Jr. and Jan G. Wagner
11534 Weld County Road 110
Carr, CO 80612

Richard W. Chiappini
aka Richard Chiappini
a married man dealing in his
sole and separate property
262 Phillips Peak
Highlands Ranch, CO 80129

Sue Ann Gardiner,
aka Sue Ann Chiappini Gardiner
a married woman dealing in her sole and
separate property
3861 Meadow View Drive
Eugene, OR 97401

Robert Chiappini
8124 S. Harrison Circle
Littleton, CO 80122

Elizabeth J. Cox
as Personal Representative
of the Estate of Mark T. Cox III
P.O. Box 47
Cheyenne, WY 82003

Elizabeth J. Cox, individually
P.O. Box 47
Cheyenne, WY 82003

Poco Minerals LLC
P.O. Box 601673
Dallas, TX 75360

Thomas W. Cox
aka Thomas Walker Cox
9007 Palmetto Drive
Big Pine Key, FL 33043

Chiappini Family Trust
6325 Springwood Drive
Reno, NV 89523

Marathon Oil Company
5555 San Felipe
Houston, Texas 77253

JLW Investment LLC
351 Glencoe Street
Denver, CO 80220

JH Petroleum
P.O. Box 621128
Littleton, CO 80162

SSALJD Investment Group, LLC
P.O. Box 280969
Lakewood, CO 80228

Louis A. Oswald, III
Trustee of the Oswald Family Trust
P.O. Box 280969
Lakewood, CO 80228-0969

Louis A. Oswald Jr. and Mary G. Oswald
life estate only.
13939 Bretagne Drive
Houston, TX 77015

Old West Tours
601 16th St., Suite C-153
Golden, CO 80401

Kelly V. Oswald
married man dealing in his
sole and separate property
5638 Sanford Road
Houston, TX 77096

Brent A. Oswald
1304 Yorkshire Drive
Austin, TX 78723

NG Resources LLC
9896 Clairton Way
Highlands Ranch, CO 80202

Libbie Baker
Unknown Address

R.C. Baker
Unknown Address

H.S. Baker
Unknown Address

Midland Trust
c/o Stephen J. Flanagan, Trustee
P.O. Box 9257
Dallas, TX 75209-9257

Sabre Exploration, Inc.
P.O. Box 4848
Wichita Falls, TX 76308-0848

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

Marathon Oil Company
5555 San Felipe
Houston, Texas 77253