

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:

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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 14, Township 11 North, Range 65 West, 6<sup>th</sup> 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 OKLAHOMA

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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:

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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 )  
 ) 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 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

Marion S. McCarthy, Merrill E. MacNaughton,  
Laura MacNaughton Armbruster,  
Fay L. McCarthy and Albert H. McCarthy  
Last known location: State of Maryland in 1941

Possible Heirs:  
Alicia Trumbull Long  
12 Forrest Drive  
Carrollton, GA 30112

Loyal W. Trumbull  
2801 East Stanford Drive  
Englewood, CO 80110

Helen D. McCarthy  
270 Umberger Road #123  
San Jose, CA 95111

Michael R. Page  
114 W. Creek  
Fredericksburg, TX 78624

Eric T. Page  
P.O. Box 1652  
Topeka, KS 66601

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

Cox Ranches Limited Liability Company, a  
Colorado Limited Liability Company, and  
Elizabeth J. Cox, individually  
and as personal representative of the Estate of  
Mark T. Cox, III  
PO Box 47  
Cheyenne, WY 82003-0047

William S. Cox, aka William Sterling Cox,  
dealing in his sole and separate property  
PO Box 47  
Cheyenne, WY 82003

Thomas W. Cox, aka Thomas Walker Cox,  
dealing in his sole and separate property  
29007 Palmetto Drive  
Big Pine Key, FL 33043

Colorado State Board of Land Commissioners  
1127 Sherman Street, Suite 300  
Denver, CO 80203

Catherine L. Dewald, individually and as  
Attorney-in-Fact for Alice Trumbull Long  
10728 Alcott Way  
Denver, CO 80234

Luthur E. MacNaughton, individually and as  
AiF for names 3-26  
2402 East Lake Drive #8  
Union, NE 68455-2604

Ann C. Fasnacht  
1204 Arbor Ridge  
Chambersburg, PA 17201

Harry Hartung  
P.O. Box 208  
Great Cacapon, WV 25422

James N. Galloway  
335 Woodland Road  
Charlottesville, VA 22901

William Merryl Hartness  
14196 West 117th Street  
Olathe, OK 66062

Donna Fae Stenstrom  
1118 Harbor Lane  
Gulf Breeze, FL 32563

Allen Birney  
4625 Mill Road  
Coopersburg, PA 18036

John W. Lankelma  
4324 Lottie Lane  
Plano, TX 75074

Jeanette Vermeer  
214 Idaho Drive  
Pella, IA 50219

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Foundation, Inc.  
12651 McGregor Blvd., Suite 4-403  
Fort Myers, FL 33919-4489

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Chatsworth, CA 91311-2459

Fred W. Taylor, II  
43163 San Mateo Way  
Hemet, CA 92544-51515

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11454 River Run Drive  
Glen Allen., VA 23060

Springfield Oil Company  
27619 Brook Drive  
Hot Springs, South Dakota 57747

Marlys Stariha  
10106 Old Bon Air Place  
Richmond, VA 23235

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38 Boston Drive  
Berlin, MD 21811

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3211 Tuscarora Road  
Erieville, NY 13061

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St. Marys Point, MN 55043

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78 E. 10th So. #803  
St. Paul, MN 55101-3249

Diane MacNaughton  
6885 NW 6th Drive  
Des Moines, IA 50313

Ryan Birney  
15103 Riverloop Drive East  
Bend, OR 97707

Ione Piche  
309 Prospect  
Elmhurst, IL 60126

Delores Menning  
4602 Fifield Road #103  
Pella, IA 50219

Judith C. Warns  
2400 Huntington Drive  
Plano, TX 75075-3317

Anna Mae Miller  
9106 Huron Avenue  
Richmond, VA 23294

Ronald C. Wheeler  
11010 Berrand Road  
Richmond, VA 23236

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

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5555 San Felipe  
Houston, Texas 77253