

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 10, 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 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 March, 2011.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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COLORADO

CAUSE NO:

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 March ____, 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, 2001.

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. MacCarthy (siblings)
Last known location: State of Maryland in 1941

Alicia Trumbull Long
12 Forrest Drive
Carrollton, GA 30112

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

Helen D. MacCarthy
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

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

South West Florida Symphony Endowment Foundation, Inc.
12651 McGregor Blvd., Suite 4-403
Fort Myers, FL 33919-4489

Betty Sixsmith
20720 West San Jose Street
Chatsworth, CA 91311-2459

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

James E. Wheeler
11454 River Run Drive
Glen Allen., VA 23060

Marlys Stariha
10106 Old Bon Air Place
Richmond, VA 23235

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Berlin, MD 21811

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St. Marys Point, MN 55043

Susan Aeline Litschke
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

Marathon Oil Company
5555 San Felipe
Houston, Texas 77253

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