

BEFORE THE OIL & GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF  
CHESAPEAKE EXPLORATION, LLC FOR AN  
ORDER TO AFFIRM ORDER NO. 535-93

CAUSE NO: 535

DOCKET NO:

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APPLICATION

COMES NOW, Chesapeake Exploration, LLC ("Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("COGCC"), to affirm Order No. 535-93 so that it may be applied to interests that were not provided notice of the initial hearing on said order. Order No. 535-93 pooled all interests for the development of the Niobrara Formation underlying:

Township 8 North, Range 66 West, 6<sup>th</sup> P.M.

Section 18: all

Weld County, Colorado (hereinafter "Application Lands")

In support of its application, Applicant states and avers as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. On August 29<sup>th</sup>, 2011 Applicant filed an Application for an order to pool all interests for the drilling of a horizontal Niobrara well in the Application Lands ("Pooling Application") in anticipation of drilling the Heiby 18-8-66 1H (fka the "Jake" 18-8-66 1H) Well.
3. Applicant provided notice and offers to participate or lease to those persons owning an interest in the mineral estate of the Application Lands then known to Applicant, in accordance with Commission rules.
4. Commission Order No. 535-93, effective October 31, 2011, pooled all interests in the Application Lands, and subjected any nonconsenting interests to the cost recovery provisions of C.R.S. § 34-60-116(7).
5. Subsequent to the September 19, 2011 hearing, Applicant learned of additional mineral interest owners within the Application Lands to whom notice of the Pooling Application, as well as offers to lease or participate had not been provided.
6. The grounds upon which Applicant sought the pooling order, and upon which Order No. 535-93 was entered, still pertain. Specifically:

(a) Applicant owns substantial leasehold interests in the Application Lands.

(b) The Application Lands were established as an approximate 640 acre drilling and spacing unit for the Niobrara Formation under Order No. 535-2, effective August 8, 2010.

(c) Applicant has drilled the Heiby 18-8-66 1H Well, a horizontal well designed to test and produce oil and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

7. At least 30 days prior to the hearing on this application, Applicant will send to the previously unnoticed mineral interest owners an appropriate offer to lease or participate, including an AFE containing the information required under Rule 530.a.

8. The names and addresses of the previously unnoticed interest owners in the unit are set forth in Exhibit A hereto.

WHEREFORE, Applicant requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order affirming Order No. 535-93 so that it applies to all interest in the Application Lands, including said previously unnoticed interest owners, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this \_\_\_\_\_ day of November, 2011.

Respectfully submitted:

Chesapeake Exploration, LLC

By:

\_\_\_\_\_  
Kenneth A. Wonstolen  
Matthew J. Lepore  
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  
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 23<sup>rd</sup> day of November, 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

Rubicon Oil and Gas II, LP  
508 West Wall Avenue, Suite 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

LoneTree Energy and Assoc., LLC  
3 West Dry Creek Circle  
Littleton, CO 80120

EOG Resources, Inc.  
600 Seventeenth Street  
Suite 1000N  
Denver, CO 80202

Roy G. and Wilma Y. Ireland  
1720 32nd Street # 6  
Evans, CO 80620

Joyce Ruth Case, Personal  
Representative of the Estate of  
Dorothy L. Johnson  
160 West Mountain Ave.  
P.O. Box 421  
Fort Collins, CO 80522

Harry Boyd  
850 27th Ave., Apt 5  
Greeley, CO 80631

Derlyn Florez  
P.O. Box 184  
Lucerne, CO 80646

David Heimann  
401 N. Timberline Road #166  
Fort Collins, CO 80524

Darrick Heimann  
2816 E. Vine St  
Fort Collins, CO 80534

Darren Heimann  
2816 E. Vine St  
Fort Collins, CO 80534

Louis Heimann  
401 Lilac Rd  
Eaton, CO 80615

Leesa Wyers  
P.O. Box 1121  
Ault, CO 80610

Rodney S. Marcum  
19880 Indi Drive  
Monument, CA 80132

Leland E. Modesitt, Jr  
225 S. Sunnyview Road  
Cedar City, Utah 84720

Lawrence G. Jakes and  
Ethel M. Jakes  
1721 E. 160th Ave.  
Broomfield, CO 80020

Charles H. Ramsay  
720 9th St.  
Greeley, CO 80634

Louise E. Jensen  
859 South Logan St.  
Denver, CO 80231

Carol McCall  
7350 S. Knolls Way  
Centennial, CO 80122

Nancy R. Trott  
26 Rowley Shore  
Gloucester, MA 01930

Marylou Engler  
8115 E. Bethany Dr.  
Denver, CO 80231

Kenneth Smith  
P.O. Box 3574  
Palmer, AK 99645

Keith Smith  
522 S. Union Ave  
Los Angeles, CA 90017

Dianna Ellmo, as attorney in fact for  
Donnal A. Hintergardt  
4321 29th Street Road  
Greeley, CO 80634

Edward C. Heiby and  
Phyllis J. Heiby  
1849 Sunlight Dr.  
Longmont, CO 80501

Michael D. Hayes  
3608 Meadowridge Lane  
Midland, TX 79707

Michael D. Hayes and Kathryn A.  
Hayes, Co-Trustees of the Hayes  
Revocable Trust  
3608 Meadowridge Lane  
Midland, TX 79707

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

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

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

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

Estate of Harry Boyd  
Address Unknown

Estate of Louise E. Jensen  
Address Unknown

Estate of Keith Smith  
c/o Marylou Engler  
8115 E. Bethany Drive  
Denver, CO 80231

Ramsay Oil, LLC  
3220 Trinidad  
Evans CO, 80621

Rhoades Family LLC  
120 Kahil Place  
Fort Lupton, CO 80621

Marathon Oil Company  
5555 San Felipe Road  
Houston, TX 77056

Marubeni Denver Julesburg LLC  
clo Marubeni Unconventional  
Resources Corporation  
2800 Post Oak Blvd, Suite 6000  
Houston, TX 77056

Ramsey Oil, LLC  
4704 W. 11th St.  
Greeley, CO 80634

Loren E. & Fay Jantzen  
45201 WCR 27  
Pierce, CO 80650

Linda Lamb  
P.O. Box 194  
Livermore, Co 80538

Manuel R. Arevalo III &  
Nancy R. Arevalo.  
3437 Santa Fe Ave  
Evans, CO 80620

Earl A. Orth  
39440 Main St.  
Eaton, CO 80615-9503

Nelli Thompson  
277 Castle Mountain Road  
Livermore, CO 80576

Donald Anderson  
3765 Wildfire Road  
East Helena, MT 59635-3384

Estate of Dorothy Anderson  
c/o Donald Anderson  
3765 Wildfire Road  
East Helena, MT 59635-3384

B & J Resources  
410 17th St., Suite 2001  
Denver, CO 80202

Brandon and Katherine Gates  
12740 CR 94  
Pierce, CO 80650

Kenneth and LaVonne Heimann  
4412 E. Mulberry, #66  
Ft. Collins, CO 80524

Chris Christensen, Jr.  
800 Washington Street  
Denver, CO 80203

W. Allene Smith  
1855 Breck Avenue  
Casper, WY 82601

Stanley Mollerstuen  
5679 W. Milan Place  
Denver, CO 80235

Estate of Charles B. Smith  
Attn: Roy Smith  
123 W 1ST ST  
Casper, WY 82601

Howard C. Calder, as Trustee of the  
Estate of Judy Leftwich Calder  
28330 Toutant Beauregard Road  
Boerne, TX 78006

Centennial Mineral Holdings, LLC  
5950 Cedar Springs Rd, Suite 200  
Dallas, TX 75235

Deborah Quinn  
Heir to E. Jane Smith  
7810 Larkwood Street  
Commerce City, CO 80022

Estate of Elmer Borgens  
Address Unknown

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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 November 30, 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 November \_\_\_\_, 2011.

Witness my hand and official seal.

My commission expires: \_\_\_\_\_.

\_\_\_\_\_  
Notary Public