

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION FOR AN  
ORDER POOLING ALL INTERESTS IN THE NIOBRARA  
FORMATION IN A 640-ACRE DRILLING AND SPACING  
UNIT IN WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

**APPLICATION**

COMES NOW Chesapeake Exploration, LLC ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the development of the Niobrara Formation on the following described lands:

Township 8 North, Range 66 West, 6th P.M.  
Section 12: All

Weld County, Colorado

(hereinafter "Application Lands").

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

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests in a substantial portion of the Application Lands.
3. On August 12, 2010, the Commission entered Order No. 535-2, which among other things, established 640-acre drilling and spacing units for certain lands, including the Application Lands, and authorized one horizontal well in each unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.
4. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests in the Application Lands for the development of the Niobrara Formation, including any nonconsenting interests therein.
5. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the RC Land Inc 12-8-66 1H well to the Niobrara Formation on the Application Lands.
6. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not otherwise leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

7. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Niobrara Formation, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands for the development of the Niobrara Formation, including any future wells drilled to said formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the RC Land Inc 12-8-66 1H well to the Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: November \_\_\_\_, 2011

By: \_\_\_\_\_  
William A. Keefe  
Kenneth A. Wonstolen  
Elizabeth Gallaway  
Beatty & Wozniak, P.C.  
216 Sixteenth Street-Suite 1100  
Denver, CO 80202-5115

Address of Applicant  
Chesapeake Exploration, LLC  
ATTN: Nick Watkins  
6100 N. Western Avenue  
Oklahoma City, OK 73118

## VERIFICATION

STATE OF OKLAHOMA

)

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SS.

COUNTY OF OKLAHOMA

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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 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

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

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

Michael D. Hayes  
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

Flora M. Rowe, f/k/a Flora M. Wickstrom  
1407 Clementine Court  
Ft. Collins, CO 80526

Laurie M. Dill  
P.O. Box 32  
Pierce, CO 80650

Mary L-W Larson  
7087 Orchid Lane  
Maple Grove, MN 79701

Robb Wickstrom  
601 5th Street  
Pierce, CO 80650

RC Land, Inc.  
13415 Weld County Road 88  
Pierce, CO 80650

Flora Mae Wickstrom  
1407 Clementine Court  
Ft. Collins, CO 80526

Vicki J. Tibboel  
3275 Twin Heron Ct.  
Fort Collins, CO 80528

Estate of Charles C. McBride  
Harriet M. Harmon (Lessor)  
13840 N. Desert Harbor Drive, #350  
Peoria, AZ 85381

Valeri W. Benjamin  
7610 W. 12th Street  
Greely, CO 80634

Tammy Trimble  
32374 Highway U  
Browning, MO 64630

Boekel Energy LLC  
15530 E. Broncos Parkway, Suite 350  
Centennial, CO 80112

Catherine J. Porter  
6000 S. Nome Street  
Englewood, CO 80111

Catherine J. Porter, Trustee of the Patricia Ann Boekel Trust  
6000 S. Nome Street  
Englewood, CO 80111

Harold C. Hornibrook  
2207 Roosevelt Road  
St. Cloud, MN 56301

Lorraine Hornibrook Dahl and St. Cloud National Bank &  
Trust Co., Trustees of Trust B  
Address Unknown

Estate of Muriel V. Kusserow  
Address Unknown

Estate of W.R. Murfin  
Address Unknown

Estate of Harold C. McBride  
Address Unknown

Anna B. Enlow  
Address Unknown

Joseph M. and Laverna L. Enlow  
Address Unknown

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION FOR AN ORDER POOLING ALL INTERESTS IN THE NIOBRARA FORMATION IN A 640-ACRE DRILLING AND SPACING UNIT IN WELD COUNTY, COLORADO	CAUSE NO.  DOCKET NO.
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## AFFIDAVIT OF MAILING

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

Kenneth A Wonstolen, 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 \_\_, 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.

Kenneth A. Wonstolen

Subscribed and sworn to before me November \_\_\_\_, 2011.

Witness my hand and official seal.

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

Notary Public