

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

IN THE MATTER OF THE APPLICATION OF CHESAPEAKE ENERGY CORPORATION FOR AN ORDER POOLING ALL INTERESTS IN THE GREENHORN FORMATION IN A 640-ACRE DRILLING AND SPACING UNIT IN WELD COUNTY, COLORADO		CAUSE NO. DOCKET NO.
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APPLICATION

COMES NOW Chesapeake Energy Corporation ("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 Greenhorn Formation on the following described lands:

Township 3 North, Range 61 West, 6th P.M.
Section 14: 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. Applicant has an application pending on the Commission's March 5 hearing docket to establish an approximate 640-acre drilling and spacing unit for the Application Lands, and to authorize one horizontal well in the unit, for the production of oil, gas and associated hydrocarbons from the Greenhorn Formation. Docket No. 1203-SP-19. This pooling application is contingent on Commission approval of the drilling unit in the referenced docket.
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, including, but not limited to, any nonconsenting interests, in the Application Lands for the development of the Greenhorn Formation, said order to apply to the initial well ("the Well") and any subsequent well drilled in the unit for the development of the Greenhorn Formation.
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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well.
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 already 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 application and notice of hearing will also be served on leased mineral (royalty)

owners not entitled to an offer to participate or lease under Rule 530. The list of such interested parties is attached hereto as Exhibit A.

7. 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 Greenhorn Formation.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, 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 Greenhorn Formation, including the Well and all subsequent wells.

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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Well.

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 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 with respect to all wells drilled to develop the Greenhorn Formation in the drilling unit comprised of the Application Lands.

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 April, 2012, 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: February 16, 2012.

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

Address of Applicant:
Chesapeake Exploration, LLC
ATTN: Nick Watkins
P.O. 18496
Oklahoma City, OK 73154

VERIFICATION

STATE OF OKLAHOMA)
) ss.
OKLAHOMA COUNTY)

Nick Watkins, of lawful age, being first duly sworn upon oath, deposes and says that he is District Landman for Chesapeake Exploration, LLC, that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Nick Watkins, District Landman

Subscribed and sworn to before me this ____ day of February, 2012.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A
Interested Parties

Beta Land Services, LLC
P.O. Box 51241
Lafayette, LA 70505

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

Continental Resources, Inc.
302 N. Independence Avenue
Enid, OK 73701-4025

Jackfork Land, Inc
3503 NW 63rd, Suite 103
Oklahoma City, OK 73116

Charles & Noralene Kingsbury
19704 CR 87
Orchard, CO 80649

Lost Creek Land and Cattle Company
P.O. Box 85
Roggen, CO 80652

Hobe Minerals, LLC
7475 Highland Drive
Lakewood, CO 80214-4531

McArthur Minerals, LLC
2313 17th Street
Greeley, CO 80634

Department of Highways State of Colorado
4201 E Arkansas Avenue
Denver, CO 80222

B&J Resources, LLC
410 17th Street, #2001
Denver, CO 80202

John S. Painter
P.O. Box 61
Tres Piedras, NM 87577

Estate of John A. Kingsbury
c/o C.K. Kingsbury
19704 CR 87
Orchard, CO 80649

H Edward Vollmers, c/o Dr. Frank Drews
52 Davis Lane
Easton, MD 21601

Nancy Backus, or unknown heirs of Nancy Backus
Address Unknown

Hilcorp Energy I, L.P.
1201 Louisiana Street, Ste 1400
Houston, TX 77002

The Colorado National Bank of Denver, Trustee of the
Estate of Christine S. Painter, Deceased
918 17th Street
Denver, CO 80202
&
PO Box 5168
Denver, CO 80217

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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 February ___, 2012, 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 on February ____, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public