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May 8, 2009

APPLICATION

OF COUNSEL
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* ALSO ADMITTED IN TEXAS
** ALSO ADMITTED IN MISSISSIPPI

7097-69145

Honorable James H. Welsh
Commissioner of Conservation
Louisiana Office of Conservation
P.O. Box 94275
Baton Rouge, LA 70804-4275

Re: Haynesville Zone, Reservoir C
Red River-Bull Bayou Field
DeSoto Parish, Louisiana

Dear Commissioner Welsh:

Application is hereby made on behalf of **CHESAPEAKE OPERATING, INC.**, for the calling of a public hearing, after thirty (30) days legal notice, to consider evidence relative to the issuance of Orders pertaining to the following matters related to the **Haynesville Zone, Reservoir C**, in the **Red River-Bull Bayou Field**, DeSoto Parish, Louisiana, for which rules and regulations were established and a pattern of drilling and production units was created by Office of Conservation Order No. 109-X-1, effective August 5, 2008, as amended and supplemented by certain Orders of the 109-X Series of Orders, to-wit:

1. To create four (4) additional drilling and production units for the exploration for and production of gas and condensate from the Haynesville Zone, Reservoir C, such units to be designated HA RC SUP through HA RC SUS;
2. To force pool and integrate all separately owned tracts, mineral leases and other property interests within the proposed units, with each tract sharing in unit production on a surface acreage basis of participation;

3. To designate Chesapeake Operating, Inc. as the operator of, and a unit well for each of the proposed units, if appropriate;
4. That with respect to horizontal wells drilled to the Haynesville Zone, Reservoir C, in the proposed units, where the horizontal portion of the well is cased and cemented back above the top of the Haynesville Zone, Reservoir C, the distance to any unit boundary and any offset wells(s) should be calculated based on the distance to the nearest perforation in the well, and not based on the penetration point or terminus;
5. To extend to the proposed units, to the extent not inconsistent herewith, all pertinent provisions of Office of Conservation Order No. 109-X-1, effective August 5, 2008, as amended and supplemented by certain Orders of the 109-X Series of Orders, and all applicable Statewide Orders; and
6. To consider such other matters as may be appropriate and justified by the evidence presented at the hearing.

The Haynesville Zone, in the Red River-Bull Bayou Field, was fully defined in Office of Conservation Order No. 109-X, effective June 25, 2008.

A conference to discuss the proposed application and any opposition thereto was held at 10:00 a.m. on May 6, 2009, at The Petroleum Club, 416 Travis Street, Shreveport, Louisiana. A list of the parties who attended the pre-application conference is attached. Jeremy Shealy, attorney for the applicant, opened the conference with a brief discussion on unitization and the purpose of the conference. David Comeaux, geological consultant for the applicant, explained the applicant's proposal and the geological, engineering and other bases therefore, and answered questions. Mr. Shealy then concluded the conference with a discussion of the Rules of Procedures. The conference was then adjourned. There was no opposition to the proposal expressed at the conference. Thus, we anticipate there will be no opposition at the hearing.

Pertinent data relating to the proposed application can be obtained, AT THE COST OF THE REQUESTING PARTY, by contacting David Comeaux, with Leon Comeaux & Associates, 305 La Rue France, Lafayette, LA 70508 (337) 233-9839.

There is attached hereto and made a part hereof a plat outlining the proposed units and a list of the names and addresses of the interested parties to whom this unitization proposal is being sent. Pursuant to the Revised Rules of Procedure, such list of parties is being furnished ONLY to the Commissioner of Conservation and to the District Manager of the Shreveport District of the Office of Conservation. However, the list of parties will be provided to any party requesting a copy of it. A reasonable effort

was made to ascertain the names and addresses of all Interested Owners, Represented Parties and Interested Parties.

Finally, enclosed herein is our check in the amount of \$755.00 made payable to the Office of Conservation in payment of the required hearing application fee.

Very truly yours,



RANDALL C. SONGY
JEREMY B. SHEALY

RCS/JBS/smp/dmw
Enclosures

cc: Interested Parties

Mr. Jim Broussard, District Manager
Office of Conservation

P.S. To all Interested Owners, Represented Parties and Interested Parties:

You may have received this Application even though your property is not included in the proposed units, because the Revised Rules of Procedure require us to attempt to also notify everyone owning an interest in the area "proximate to" the proposed units.

Your receipt of this Application does not require you to take any action. It is meant to notify you of these proceedings so that you have the opportunity to participate if you so desire.

R13W

R12W

ARC SUFF

HA RC SUGG

HA RC SUHH

HA RC SUN
109-X-31

RLS Capital
Co., LLC

Darlyn
Middleton
L.L.C.

HA RA SU I
109-X-28
Smithburg, Inc.

HA RA SU U

Eloise Stephens
Harry McGee
Willie Williams
M. Dunkin
A.G. Sudds
Mary Dunn

Charlie Reinro
Anthony
Whitaker
L. Williams
Azze Williams
Ernst Boyd, et al
John Murphy

Proposed
HA RC SU Q
± 640 Acres

Bass Entice

Loyd McDonald
Mary
McDonald,
et al

Ansouth
Timber
Fund, L.L.C.

Viola
Shepard

Ronald Ward

MCC Enterprises
Ruth
Flanning
C. McGee
Valmon
Walton
S. Walton

P. Pinkney
Thomas White, Jr.
Thomas
White, Jr.

Proposed
HA RC SU S
± 640 Acres

Robert
Kovalsky
Robert Robledo, Jr.
Herbert Kindrick

Proposed
HA RC SU P
± 640 Acres

Blackstone, et al

Jack E. Barron

JUR RB SU B
109-W-2

Felix Johnson, Sr., et al
109-X-10

HA RA SU X

HA RC SU M
108-X-17
Rendell Williams

HA RC SU E
109-X-1

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13
N

21

22

23

24

DOCKET NO. 09-

EXHIBIT NO.



RED RIVER-BULL BAYOU FIELD
DESOTO PARISH, LOUISIANA

Proposed Units
HAYNESVILLE ZONE

Witness: David Comeaux

DATE: 07/25/07

LEON E. COMEAUX & ASSOCIATES
LAFAYETTE, LOUISIANA 337-233-9839

Notes: All boundaries are geographic
All wells shallower than 10,000' omitted.

Order number reflected on adopted units;
all other units pending or proposed

Perforation Points To Be Located No Closer
Than 330' To Nearest Unit Line

27 Lewis Connor

26 Roy O. Martin Co.

HA RC SU C
vans, III, et al

HA RC SU U
Helen J. Blackwell
Roy O. Martin Co.
et al

Osie Carter
Robert
Kovalsky
Mose Robinson

Luke Jones Estete
Gus M. Laffite, et al

Blackstone,
et al

HA RA SU H
Paul Wren
Paul Wren
Paul Wren

HA RA SU I
109-X-28
Smithburg, Inc.

HA RA SU U
Eloise Stephens
Harry McGee
Willie Williams
M. Dunkin
A.G. Sudds
Mary Dunn

HA RA SU X
Osie Carter
Robert
Kovalsky
Mose Robinson

HA RA SU Y
Felix Johnson, Sr., et al
109-X-11

HA RA SU Z
Felix Johnson, Sr., et al
109-X-12

HA RA SU AA
Felix Johnson, Sr., et al
109-X-13

HA RA SU AB
Felix Johnson, Sr., et al
109-X-14

HA RA SU AC
Felix Johnson, Sr., et al
109-X-15

HA RA SU AD
Felix Johnson, Sr., et al
109-X-16

HA RA SU AE
Felix Johnson, Sr., et al
109-X-17

HA RA SU AF
Felix Johnson, Sr., et al
109-X-18

HA RA SU AG
Felix Johnson, Sr., et al
109-X-19

HA RA SU AH
Felix Johnson, Sr., et al
109-X-20

HA RA SU AI
Felix Johnson, Sr., et al
109-X-21

HA RA SU AJ
Felix Johnson, Sr., et al
109-X-22

HA RA SU AK
Felix Johnson, Sr., et al
109-X-23

HA RA SU AL
Felix Johnson, Sr., et al
109-X-24

HA RA SU AM
Felix Johnson, Sr., et al
109-X-25

HA RA SU AN
Felix Johnson, Sr., et al
109-X-26

HA RA SU AO
Felix Johnson, Sr., et al
109-X-27

HA RA SU AP
Felix Johnson, Sr., et al
109-X-28

HA RA SU AQ
Felix Johnson, Sr., et al
109-X-29

HA RA SU AR
Felix Johnson, Sr., et al
109-X-30

HA RA SU AS
Felix Johnson, Sr., et al
109-X-31

HA RA SU AT
Felix Johnson, Sr., et al
109-X-32

HA RA SU AU
Felix Johnson, Sr., et al
109-X-33

HA RA SU AV
Felix Johnson, Sr., et al
109-X-34

HA RA SU AW
Felix Johnson, Sr., et al
109-X-35

HA RA SU AX
Felix Johnson, Sr., et al
109-X-36

HA RA SU AY
Felix Johnson, Sr., et al
109-X-37

HA RA SU AZ
Felix Johnson, Sr., et al
109-X-38

HA RA SU BA
Felix Johnson, Sr., et al
109-X-39

HA RA SU BB
Felix Johnson, Sr., et al
109-X-40

HA RA SU BC
Felix Johnson, Sr., et al
109-X-41

HA RA SU BD
Felix Johnson, Sr., et al
109-X-42

HA RA SU BE
Felix Johnson, Sr., et al
109-X-43

HA RA SU BF
Felix Johnson, Sr., et al
109-X-44

HA RA SU BG
Felix Johnson, Sr., et al
109-X-45

HA RA SU BH
Felix Johnson, Sr., et al
109-X-46

HA RA SU BI
Felix Johnson, Sr., et al
109-X-47

HA RA SU BJ
Felix Johnson, Sr., et al
109-X-48

HA RA SU BK
Felix Johnson, Sr., et al
109-X-49

HA RA SU BL
Felix Johnson, Sr., et al
109-X-50

HA RA SU BM
Felix Johnson, Sr., et al
109-X-51

HA RA SU BN
Felix Johnson, Sr., et al
109-X-52

HA RA SU BO
Felix Johnson, Sr., et al
109-X-53

HA RA SU BP
Felix Johnson, Sr., et al
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HA RA SU BQ
Felix Johnson, Sr., et al
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HA RA SU BR
Felix Johnson, Sr., et al
109-X-56

HA RA SU BS
Felix Johnson, Sr., et al
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HA RA SU BT
Felix Johnson, Sr., et al
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HA RA SU BU
Felix Johnson, Sr., et al
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HA RA SU BV
Felix Johnson, Sr., et al
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HA RA SU BW
Felix Johnson, Sr., et al
109-X-61

HA RA SU BX
Felix Johnson, Sr., et al
109-X-62

HA RA SU BY
Felix Johnson, Sr., et al
109-X-63

HA RA SU BZ
Felix Johnson, Sr., et al
109-X-64

HA RA SU CA
Felix Johnson, Sr., et al
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HA RA SU CB
Felix Johnson, Sr., et al
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HA RA SU CC
Felix Johnson, Sr., et al
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HA RA SU CD
Felix Johnson, Sr., et al
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HA RA SU CE
Felix Johnson, Sr., et al
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Felix Johnson, Sr., et al
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Felix Johnson, Sr., et al
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HA RA SU CH
Felix Johnson, Sr., et al
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HA RA SU CI
Felix Johnson, Sr., et al
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HA RA SU CJ
Felix Johnson, Sr., et al
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Felix Johnson, Sr., et al
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Felix Johnson, Sr., et al
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Felix Johnson, Sr., et al
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HA RA SU CN
Felix Johnson, Sr., et al
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HA RA SU CO
Felix Johnson, Sr., et al
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HA RA SU CP
Felix Johnson, Sr., et al
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HA RA SU CQ
Felix Johnson, Sr., et al
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HA RA SU CR
Felix Johnson, Sr., et al
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Felix Johnson, Sr., et al
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HA RA SU CT
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HA RA SU CU
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HA RA SU CV
Felix Johnson, Sr., et al
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HA RA SU CW
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HA RA SU GE
Felix Johnson, Sr., et al
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HA RA SU GF