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June 26, 2009

APPLICATION

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7097-69575

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

Re: Substitute Unit Well
Haynesville Zone, Reservoir A
Bethany-Longstreet Field
Caddo Parish, Louisiana

Dear Commissioner Welsh:

Application is hereby made on behalf of **CHESAPEAKE OPERATING, INC.** for the calling of a public hearing, after ten (10) days legal notice, to consider evidence relative to the issuance of Orders pertaining to the following matters related to the **Haynesville Zone, Reservoir A**, in the **Bethany-Longstreet Field**, Caddo and DeSoto Parishes, Louisiana, for which rules and regulations were established and a pattern of drilling and production units was created by Office of Conservation Order No. 289-R-effective April 1, 2008, as amended and supplemented by the 289-R Series of Orders, including the unit designated HA RA SUG, created by Office of Conservation Order No. 289-R-3, effective June 25, 2008, to-wit:

1. To permit the applicant, Chesapeake Operating, Inc., to designate and utilize the Chesapeake Operating, Inc. – Branch 11H No. 1 Well as the substitute unit well for HA RA SUG, located as shown on the attached plat, which is in compliance with the spacing provisions of Office of Conservation Order No. 289-R, effective April 1, 2008;

2. To re-designate the current unit well, the Goodrich Petroleum Company, L.L.C. – Clarence Brown No. 1 Well, as an alternate unit well for HA RA SUG, located as shown on the attached plat, which is in compliance with the spacing provisions of Office of Conservation Order 289-R, effective April 1, 2008;
3. To designate Chesapeake Operating, Inc. as the operator of HA RA SUG, and to authorize Chesapeake Operating, Inc. to report production from the Branch 11H No. 1 Well and any future unit wells it may drill on HA RA SUG separately from the Clarence Brown No. 1 Well, which is operated by Goodrich Petroleum Company, L.L.C.;
4. To confirm Goodrich Petroleum Company, L.L.C. as the operator of the Clarence Brown No. 1 Well, and to authorize it to report production from said well separately from any other unit wells drilled on HA RA SUG, which is to be operated by Chesapeake Operating, Inc.;
5. To the extent not inconsistent herewith, to continue in full force and effect the unit designated HA RA SUG, created by Office of Conservation Order No. 289-R-3, effective June 25, 2008, and all pertinent provisions of Order No. 289-R, effective April 1, 2008, as amended and supplemented by the 289-R Series of Orders; and
6. To consider such other matters as may be pertinent to this application as shown by the evidence presented at the public hearing.

The Haynesville Zone, Reservoir A, in the Bethany-Longstreet Field, Caddo and DeSoto Parishes, Louisiana, was previously defined in Office of Conservation Order No. 289-R, effective April 1, 2008, and was redefined in Office of Conservation Order No. 289-R-3, effective June 25, 2008.

The proposed substitute unit well is necessary to drain a portion of the unit which cannot be drained by any existing well in the unit.

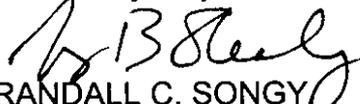
Pertinent data relating to the proposed application can be obtained, AT THE COST OF THE REQUESTING PARTY, by contacting David Comeaux, with Leon Comeaux & Associates, 305 La Rue France, Lafayette, LA 70508 (337) 233-9839.

There is attached hereto and made a part hereof a plat which outlines HA RA SUG, and reflects the location of the proposed substitute unit well and the proposed alternate unit well (the current unit well). There is also attached hereto a list of the names and addresses of the Interested Owners, Represented Parties, and Interested

Parties to whom this proposal is being sent. Pursuant to the Revised Rules of Procedure, such a 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, there is enclosed our check in the sum of \$755.00 payable to the Office of Conservation, representing the required hearing application fee.

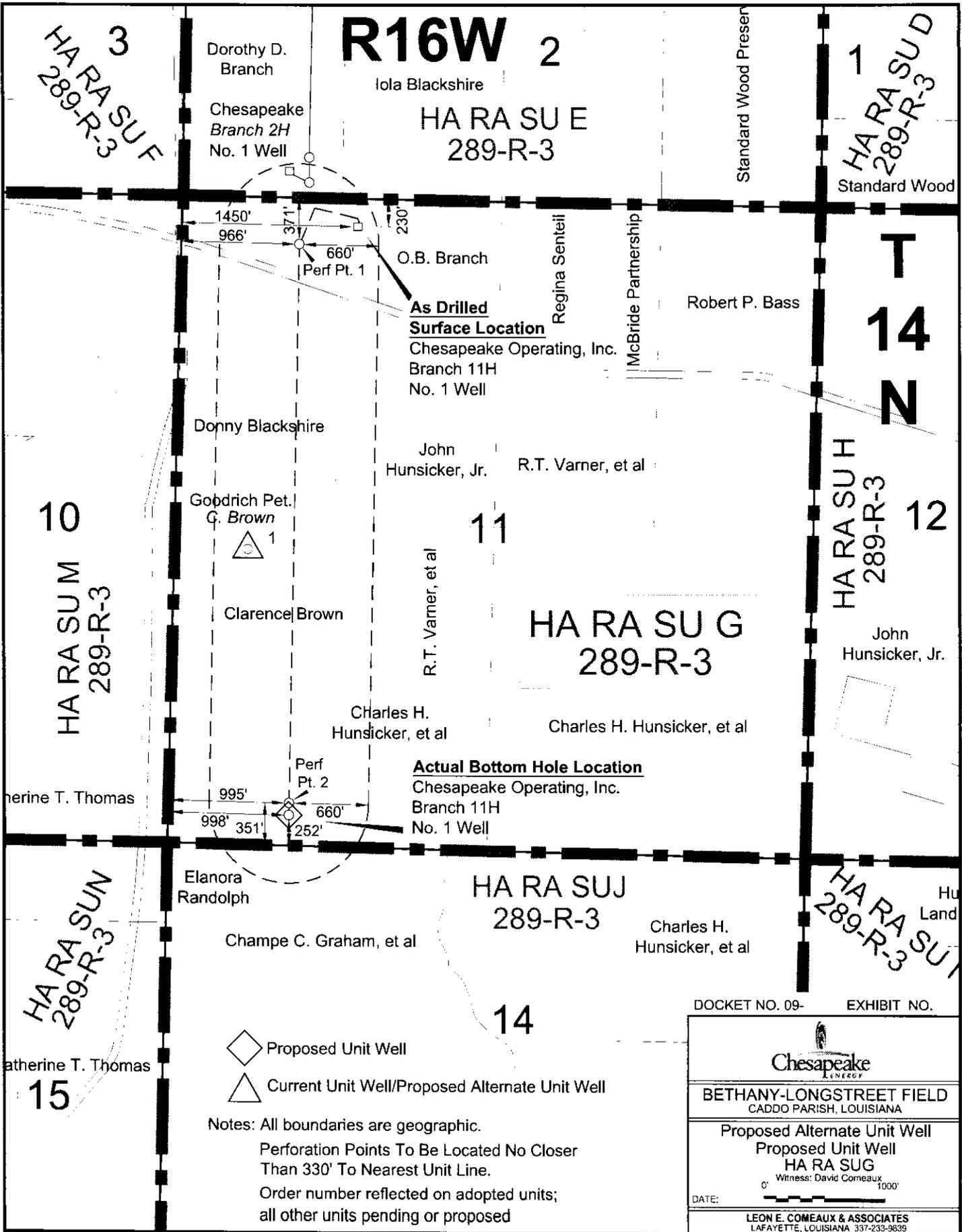
Yours very truly,


RANDALL C. SONGY
JEREMY B. SHEALY

RCS/JBS/smp/bad
Enclosures

cc: Jim Broussard, District Manager
Office of Conservation

All Interested Owners, Interested Parties and
Represented Parties



Notes: All boundaries are geographic.
 Perforation Points To Be Located No Closer Than 330' To Nearest Unit Line.
 Order number reflected on adopted units; all other units pending or proposed

DOCKET NO. 09- EXHIBIT NO.

Chesapeake
ENERGY

BETHANY-LONGSTREET FIELD
 CADDO PARISH, LOUISIANA

Proposed Alternate Unit Well
 Proposed Unit Well
HA RA SUG
 Witness: David Comeaux
1000'

DATE: _____

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