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June 30, 2009

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APPLICATION

7097-69419

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

RE: Haynesville Zone, Reservoir A
Spider 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 A**, in the **Spider 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. 92-N, effective October 7, 2008, as amended and supplemented by the 92-N Series of Orders, to-wit:

1. To create three (3) additional drilling and production units for the exploration for and production of gas and condensate from the Haynesville Zone, Reservoir A, such units to be designated HA RA SUQ, HA RA SUR, and HA RA 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;

25-12-14; 19-12-13;
17-11-14
3168410.1

3. To designate Chesapeake Operating, Inc. as the operator of, and a unit well for each of the proposed units, if appropriate;
4. To provide that with respect to horizontal wells drilled to the Haynesville Zone, Reservoir A, within or to serve the proposed units, production casing should be run and cemented across the pool in which the well is to be perforated for production, and where the horizontal portion of the well is cased and cemented back above the top of the Haynesville Zone, Reservoir A, 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. 92-N, effective October 7, 2008, as amended and supplemented by the 92-N 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, Reservoir A, in the Spider Field, DeSoto Parish, Louisiana, was previously defined in Office of Conservation Order No. 92-N, effective October 7, 2008.

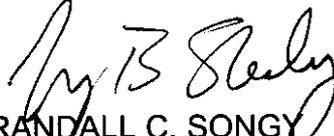
The pre-application conference tentatively scheduled for July 15, 2009, **WILL NOT BE HELD**, as it was not requested within the delays provided for by the Rules of Procedure; therefore, no opposition to this Application at the hearing is anticipated.

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 are attached hereto and made a part hereof two (2) plats 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

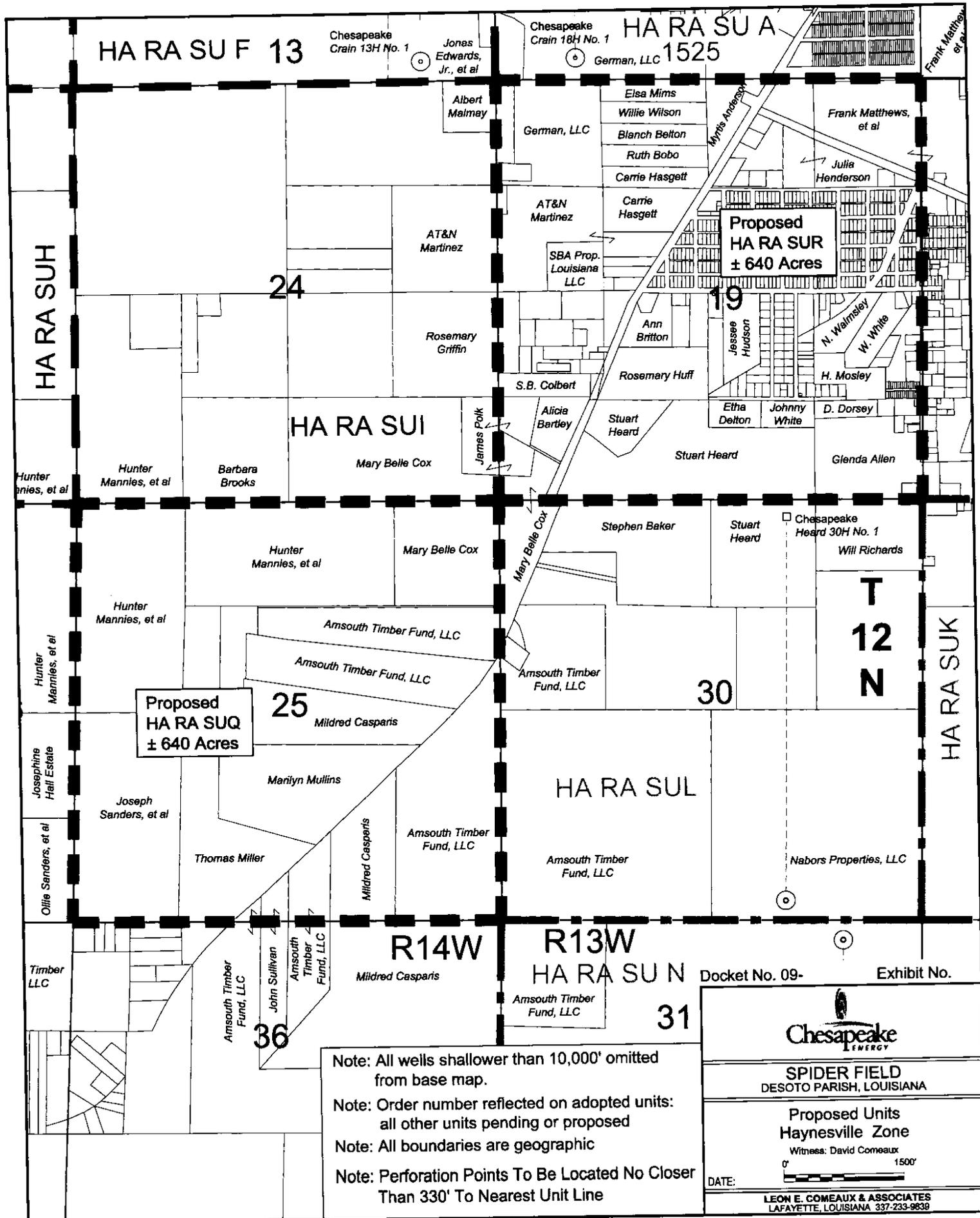
cc: Interested Owners, Represented Parties,
and Interested Parties

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.



Note: All wells shallower than 10,000' omitted from base map.

Note: Order number reflected on adopted units: all other units pending or proposed

Note: All boundaries are geographic

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

Docket No. 09- Exhibit No.

Chesapeake ENERGY

SPIDER FIELD
DESOTO PARISH, LOUISIANA

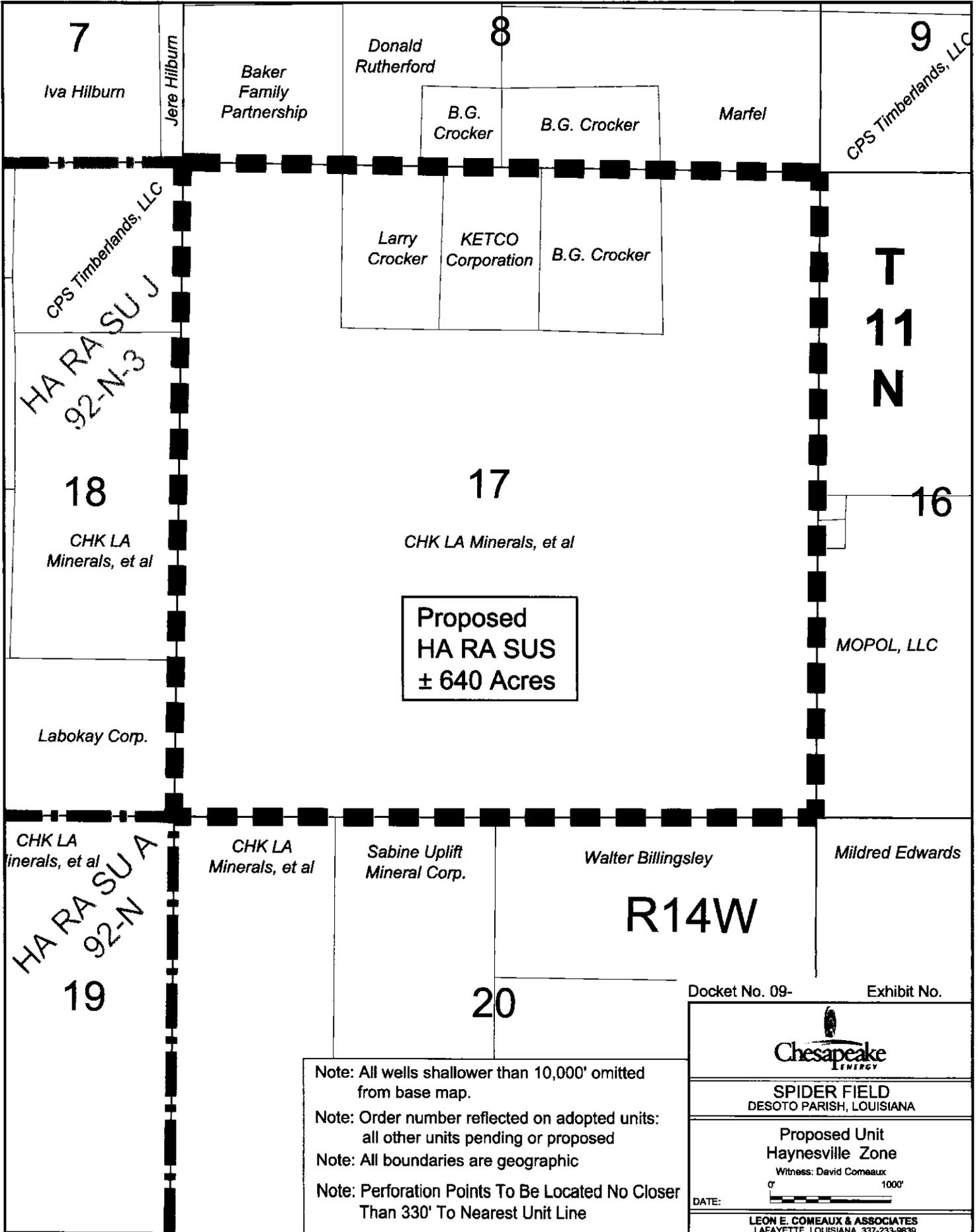
Proposed Units
Haynesville Zone

Witness: David Comeaux

0' 1500'

DATE: _____

LEON E. COMEAUX & ASSOCIATES
LAFAYETTE, LOUISIANA 337-233-9838



7

Iva Hilburn

Jere Hilburn

Baker Family Partnership

Donald Rutherford

8

B.G. Crocker

B.G. Crocker

Marfel

9

CPS Timberlands, LLC

CPS Timberlands, LLC

HA RA SU J
92-N-3

Larry Crocker

KETCO Corporation

B.G. Crocker

T
11
N

18

CHK LA Minerals, et al

17

CHK LA Minerals, et al

Proposed
HA RA SUS
± 640 Acres

16

MOPOL, LLC

Labokay Corp.

CHK LA Minerals, et al

HA RA SU A
92-N

19

CHK LA Minerals, et al

Sabine Uplift Mineral Corp.

Walter Billingsley

Mildred Edwards

R14W

20

Docket No. 09-

Exhibit No.

Note: All wells shallower than 10,000' omitted from base map.
 Note: Order number reflected on adopted units: all other units pending or proposed
 Note: All boundaries are geographic
 Note: Perforation Points To Be Located No Closer Than 330' To Nearest Unit Line



SPIDER FIELD
DESOTO PARISH, LOUISIANA

Proposed Unit
Haynesville Zone

Witness: David Comeaux



DATE:

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