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March 8, 2010

## APPLICATION

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LL.M. IN TAXATION  
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\* ALSO ADMITTED IN TEXAS  
\*\* ALSO ADMITTED IN MISSISSIPPI

7097-70611

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  
Benson 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 **Benson 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. 496-L, effective November 18, 2008, as amended and supplemented by the 496-L 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 SUXX, HA RA SUYY, and HA RA SUZZ;
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;

18-10-13  
31 & 34-11-13  
3189435.1

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, 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 well(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. 496-L, effective November 18, 2008, as amended and supplemented by the 496-L 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 Benson Field, DeSoto and Sabine Parishes, Louisiana, was previously defined in Office of Conservation Order No. 496-L, effective November 18, 2008.

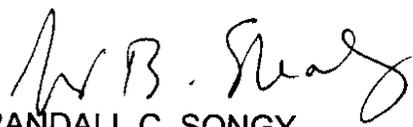
The pre-application conference tentatively scheduled for March 17, 2010, **WILL NOT BE HELD**, as it was not requested within the delays provided for by the Rules of Procedure; therefore, no opposition to this Application at the hearing is anticipated.

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 three (3) 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/fsc  
Enclosures

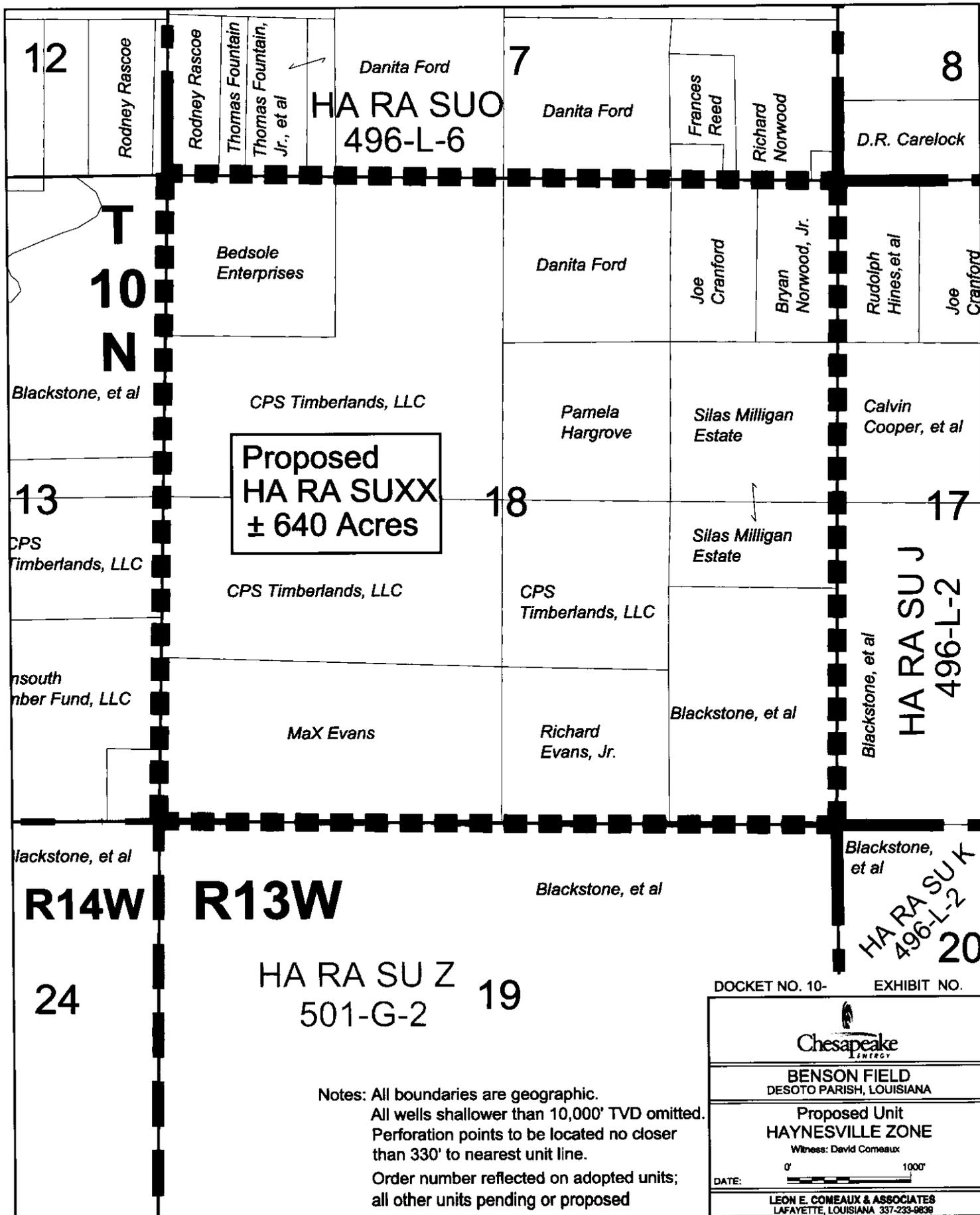
cc: Interested Owners, Represented Parties,  
and Interested Parties

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.



**Proposed  
HA RA SUXX  
± 640 Acres**

Notes: All boundaries are geographic.  
 All wells shallower than 10,000' TVD omitted.  
 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. 10-      EXHIBIT NO.

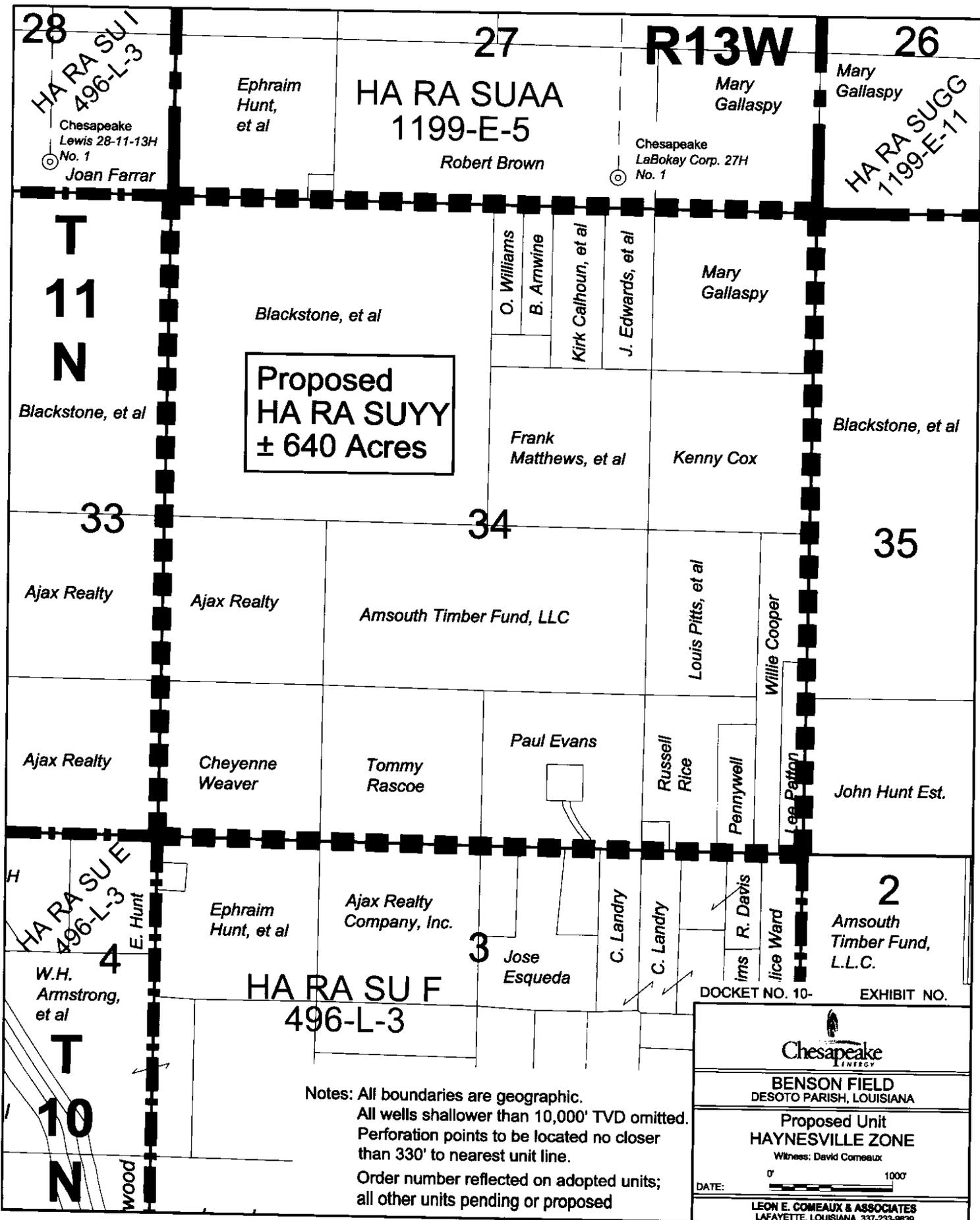
**Chesapeake**  
ENERGY

**BENSON FIELD**  
DESOTO PARISH, LOUISIANA

**Proposed Unit**  
**HAYNESVILLE ZONE**  
Witness: David Comeaux

DATE: 1000'

**LEON E. COMEAUX & ASSOCIATES**  
LAFAYETTE, LOUISIANA 337-233-9836



28

27

R13W

26

HA RA SU I  
496-L-3  
Chesapeake  
Lewis 28-11-13H  
No. 1  
Joan Farrar

Ephraim  
Hunt,  
et al

HA RA SUAA  
1199-E-5  
Robert Brown

Mary  
Gallaspy

Mary  
Gallaspy

Chesapeake  
LaBokay Corp. 27H  
No. 1

HA RA SUGG  
1199-E-11

T  
11  
N

Proposed  
HA RA SUYY  
± 640 Acres

O. Williams

B. Arnwine

Kirk Calhoun, et al

J. Edwards, et al

Mary  
Gallaspy

Blackstone, et al

Blackstone, et al

Frank  
Matthews, et al

Kenny Cox

Blackstone, et al

33

34

35

Ajax Realty

Ajax Realty

Amsouth Timber Fund, LLC

Louis Pitts, et al

Willie Cooper

Ajax Realty

Cheyenne  
Weaver

Tommy  
Rascoe

Paul Evans

Russell  
Rice

Pennywell

Lee Patton

John Hunt Est.

HA RA SU E  
496-L-3  
E. Hunt

Ephraim  
Hunt, et al

Ajax Realty  
Company, Inc.

3

Jose  
Esqueda

C. Landry

C. Landry

ims  
R. Davis

lice Ward

2  
Amsouth  
Timber Fund,  
L.L.C.

W.H.  
Armstrong,  
et al

HA RA SU F  
496-L-3

DOCKET NO. 10- EXHIBIT NO.

T  
10  
N

WOOD

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

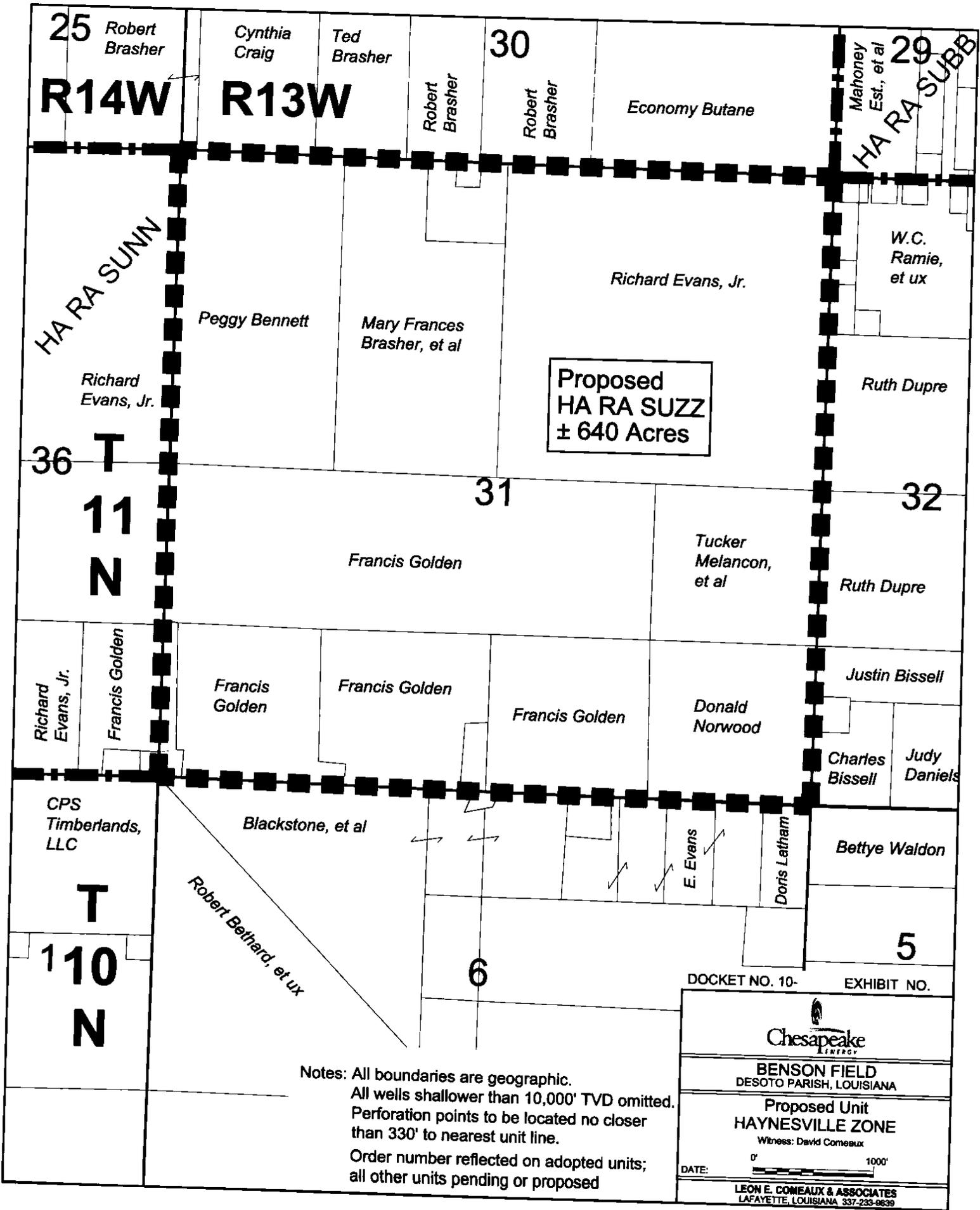
Chesapeake  
ENERGY

BENSON FIELD  
DESOTO PARISH, LOUISIANA

Proposed Unit  
HAYNESVILLE ZONE  
Witness: David Comeaux

DATE: \_\_\_\_\_ 0' 1000'

LEON E. COMEAUX & ASSOCIATES  
LAFAYETTE, LOUISIANA 337-233-9536



Proposed  
HA RA SUZZ  
± 640 Acres

Notes: All boundaries are geographic.  
 All wells shallower than 10,000' TVD omitted.  
 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. 10-      EXHIBIT NO.

**Chesapeake**  
Energy

**BENSON FIELD**  
DESOTO PARISH, LOUISIANA

**Proposed Unit**  
**HAYNESVILLE ZONE**

Witness: David Comeaux

DATE:      0'      1000'

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