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May 19, 2010

APPLICATION

7097-70543

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 eight (8) 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 SUPP, HA RA SUSS, HA RA SUTT, HA RA SUUU, HA RA SUVV, HA RA SUWW, HA RA SUYY, and HA RA SUZZ;
2. To redefine the Haynesville Zone, in the Spider Field, **INSFOR AND ONLY INSOFAR** as the proposed units referenced herein are concerned, in accordance with the DEFINITION section hereof;

7. 8 & 17-11N-13W
9. 10. 16, & 20-11N-14W
33-12N-14W
3194645.1

3. 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;
4. To designate Chesapeake Operating, Inc. as the operator of, and a unit well for, each of the proposed units, if appropriate;
5. 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;
6. 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
7. 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, and is hereby redefined INsofar AND ONLY INsofar as the proposed units are concerned, as being the stratigraphic equivalent of that gas and condensate bearing zone encountered between the depths of 9,752 feet and 11,870 feet (electrical log measurements) in the Bridas Energy USA, Inc. - DeSoto Oil & Gas Trust 18 No. 1 Well, located in Section 18, Township 12 North, Range 14 West, DeSoto Parish, Louisiana.

The pre-application conference tentatively scheduled for May 20, 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.

The Pre-application Notice mailed on April 29, 2010, identified Chesapeake's intention to file for a total of ten (10) additional units, including the proposed units identified as HA RA SU61 covering Section 21, Township 11 North, Range 14 West and HA RA SUXX covering Section 23, Township 11 North, Range 14 West. Prior to filing this application, it was brought to Chesapeake's attention that an application made on behalf of Petrohawk Operating Company for the creation of additional units for the Haynesville Zone covering said Sections 21 and 23, is currently pending. The units proposed for Sections 21 and 23 in Petrohawk's application are referenced therein as HA RA SU53 and HA RA SU54, and are identical to the proposed units referenced as HA RA SU61 and HA RA SUXX in Chesapeake's Pre-application Notice. Chesapeake

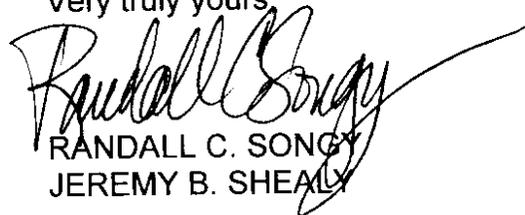
has removed any reference to applying for additional units HA RA SU61 and HA RA SUXX covering Sections 21 and 23, and therefore will only seek to obtain an order granting units for the remaining eight (8) proposed units identified in Paragraph 1, above. All interested parties are being notified, including those parties who own interests in Section 21 and 23, of this change.

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/bad
Enclosures

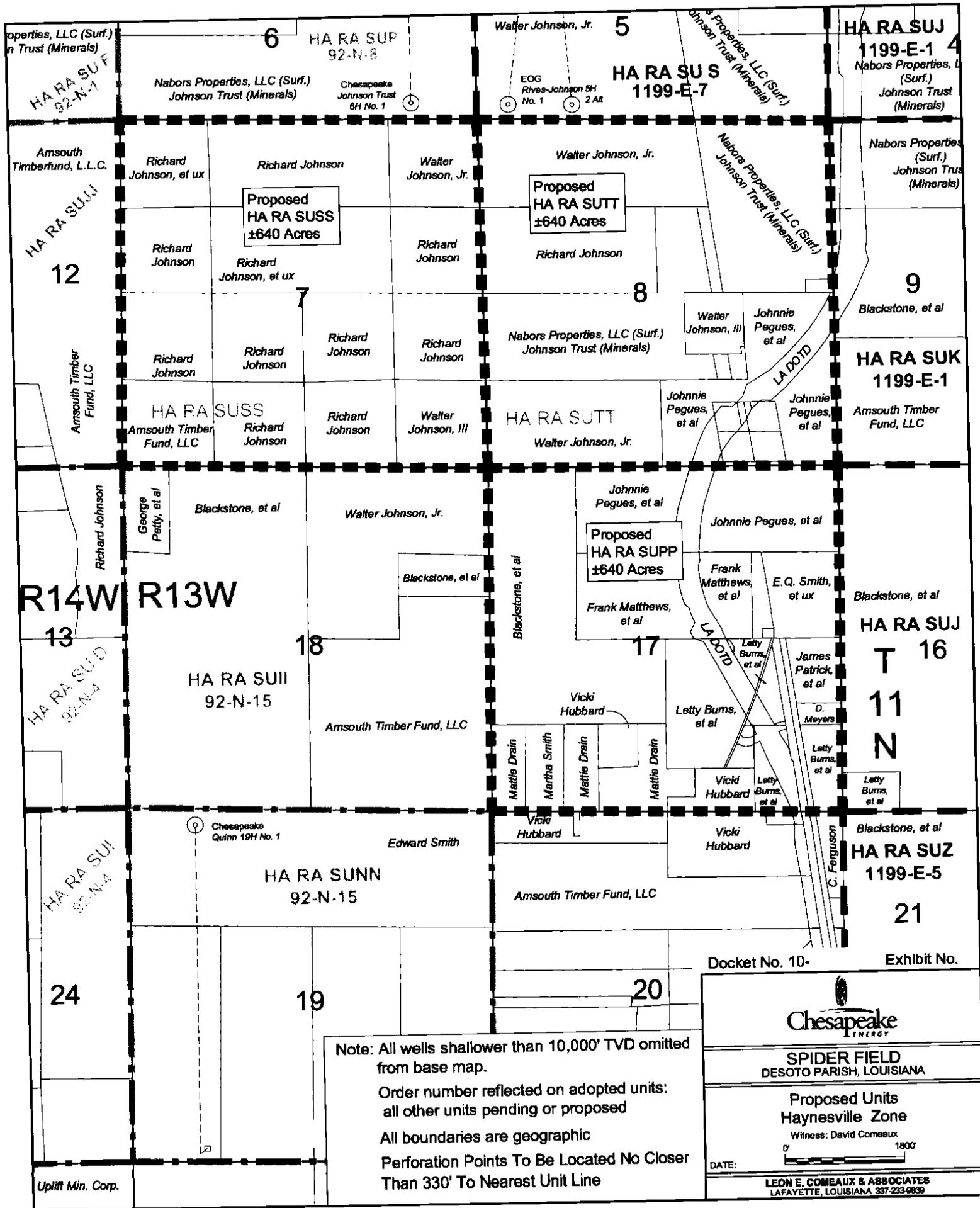
cc: Interested Owners, Represented Parties,
and Interested Parties

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

Docket No. 10- Exhibit No.

Chesapeake ENERGY

SPIDER FIELD
DESOTO PARISH, LOUISIANA

Proposed Units
Haynesville Zone

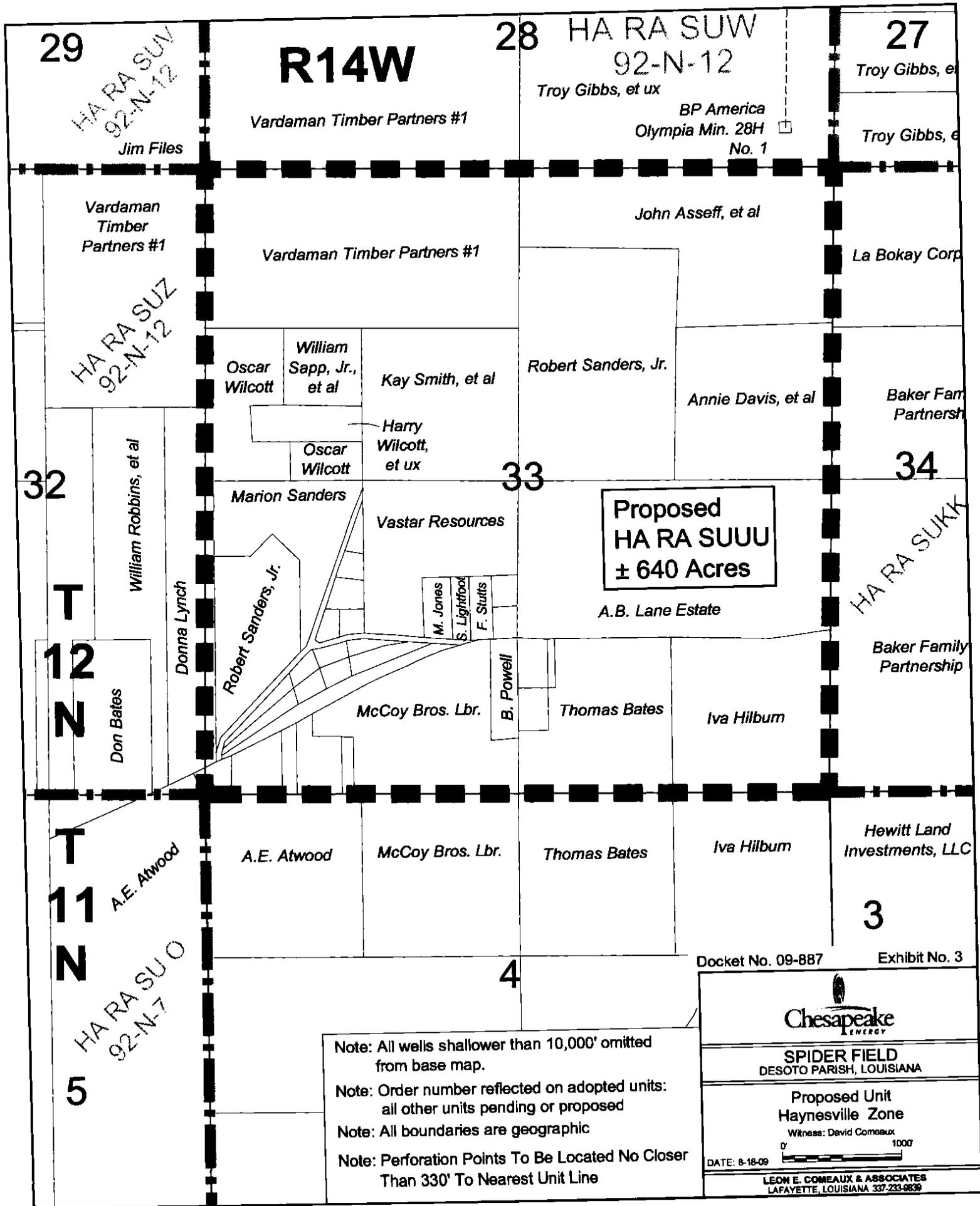
Witness: David Comeaux

DATE: _____

1" = 1000'

LEON E. COMEAUX & ASSOCIATES
LAFAYETTE, LOUISIANA 337-223-8839

Uplift Min. Corp.



**Proposed
HA RA SUUU
± 640 Acres**

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. 09-887 Exhibit No. 3

Chesapeake ENERGY

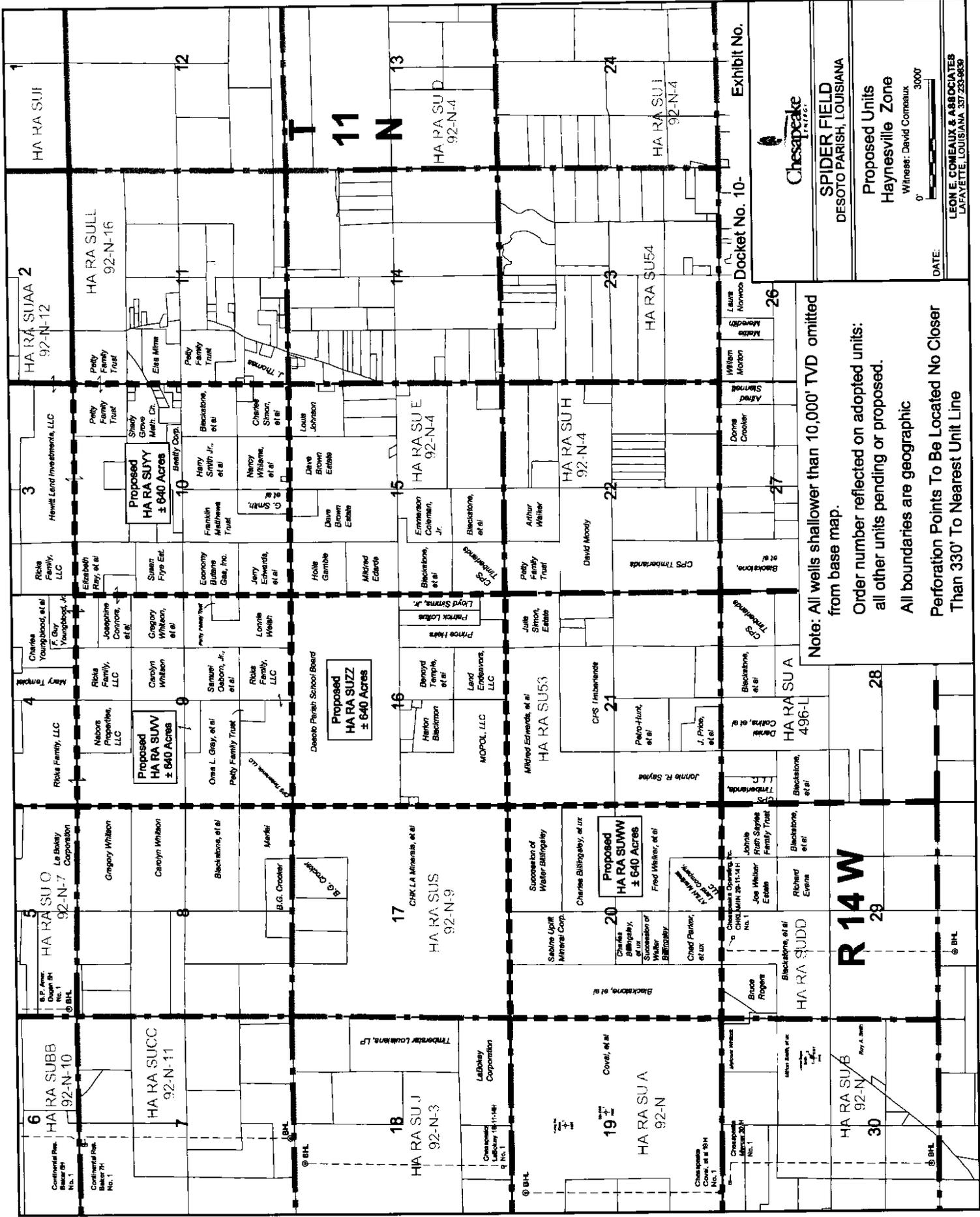
SPIDER FIELD
DESOTO PARISH, LOUISIANA

Proposed Unit
Haynesville Zone

Witness: David Comeaux

DATE: 8-18-09

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



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



SPIDER FIELD
 DESOTO PARISH, LOUISIANA
Proposed Units
 Haynesville Zone
 Witness: David Comeaux
 0' 3000'

DATE: _____
LEONE COMEAUX & ASSOCIATES
 LAFAYETTE, LOUISIANA 337.233.9830

Exhibit No. _____
 Docket No. 10- _____