

JAN 05 2007

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BEFORE THE CORPORATION COMMISSION
OF THE STATE OF OKLAHOMA

JAN 08 2007

APPLICANTS:	CHESAPEAKE OPERATING, INC. AND CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP)))))	COURT CLERK'S OFFICE - OKC CORPORATION COMMISSION OF OKLAHOMA
RELIEF SOUGHT:	SPACING)	Cause CD No.
LEGAL DESCRIPTION:	SECTION 23 TOWNSHIP 6 NORTH RANGE 10 EAST OF THE IM HUGHES COUNTY, OKLAHOMA)))))	200700084

APPLICATION1. Parties:

1.1. Applicants herein are Chesapeake Operating, Inc. and Chesapeake Exploration Limited Partnership, whose address for the purposes hereof is P.O. Box 54768, Oklahoma City, Oklahoma 73154-1768. The attorney for Applicants is Elizabeth Anne George, P.O. Box 18496, Oklahoma City, Oklahoma 73154-0496, Telephone: (405) 879-1558.

1.2. Applicants are each the owner of the right to drill a well into and produce hydrocarbons from the Booch, Hartshorne, Gilcrease, Wapanucka, Union Valley, Cromwell, Jefferson, Caney and Woodford formations underlying the E/2 and all of Section 23, Township 6 North, Range 10 East of the IM, Hughes County, Oklahoma.

1.3. The name and last-known address of each person or governmental entity, other than Applicants, currently having the right or claiming to have the right to participate in production from the proposed drilling and spacing units to be formed in this cause for the formations involved herein are set forth in Exhibit "A" attached hereto and made a part hereof. Each of the individuals named in Exhibit "A" is being made a respondent if living, and if any such individual is deceased, then the unknown heirs, executors, administrators, devisees, trustees and assigns, both immediate and remote, of such deceased individual are made respondents herein. Each of the entities listed in Exhibit "A" that is a partnership, corporation or other association is being made a respondent if such entity continues to have legal existence, and if any such entity is dissolved, then the unknown successors, trustees and assigns, both immediate and remote, of such dissolved entity are made respondents herein. Each of the parties designated as a trustee in Exhibit "A" is being made a respondent if presently acting in such capacity as trustee, and if any such party is not presently acting in such capacity as trustee, then the unknown successor or successors to such trustee are made respondents herein.

2. Allegations of Fact:

2.1. By Order No. 199605, dated October 1, 1981, effective June 26, 1981, the Commission formed the boundaries of 320-acre drilling and spacing units for the Booch, Hartshorne, Gilcrease, Wapanucka and Cromwell separate common sources of supply of gas in the E/2 of Section 23, Township 6 North, Range 10 East of the IM, Hughes County, Oklahoma.

2.2. Since the date of entry of Order No. 199605, additional or new data, derived in part from the development or trend of development in the area, has been obtained which constitutes a substantial change in conditions or change in knowledge of conditions existing in connection with the Booch, Hartshorne, Gilcrease, Wapanucka and Cromwell separate common sources of supply which show that Order No. 199605 should be amended so as to delete said E/2 of Section 23 from the purview and boundaries of such separate common sources of supply and to vacate the 320-acre drilling and spacing units previously formed for such separate common sources of supply in said E/2 of Section 23.

2.3. By Order No. 145501, dated September 29, 1978, effective September 22, 1978, the Commission formed the boundaries of 320-acre drilling and spacing units for the Booch, Hartshorne, Gilcrease, Wapanucka and Cromwell separate common sources of supply of gas in the W/2 of Section 23, Township 6 North, Range 10 East of the IM, Hughes County, Oklahoma.

2.4. Since the date of entry of Order No. 145501, additional or new data, derived in part from the development or trend of development in the area, has been obtained which

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 Payor: CHESAPEAKE OPERATING INC
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constitutes a substantial change in conditions or change in knowledge of conditions existing in connection with the Booch, Hartshorne, Gilcrease, Wapanucka Lime and Cromwell separate common sources of supply which show that Order No. 145501 should be amended so as to delete said W/2 of Section 23 from the purview and boundaries of such separate common sources of supply and to vacate the 320-acre drilling and spacing units previously formed for such separate common sources of supply in said W/2 of Section 23.

2.5. The available geological data indicates that Section 23, Township 6 North, Range 10 East of the IM, Hughes County, Oklahoma is wholly or substantially underlain by the Booch, Hartshorne, Gilcrease, Wapanucka, Union Valley, Cromwell, Jefferson, Caney and Woodford formations, each as a common accumulation of hydrocarbons, being prospectively gas productive, separate and distinct from and not in communication with any other common accumulation of oil and/or gas. In the interest of securing the greatest ultimate recovery of oil and gas, preventing the various types of waste and protecting correlative rights, the initial boundaries of the Booch, Hartshorne, Gilcrease, Wapanucka, Union Valley, Cromwell, Jefferson, Caney and Woodford separate common sources of supply of gas should be established so as to cover and include said Section 23, which section should be formed as 640-acre drilling and spacing units for such formations underlying such section.

2.6. Attached to this application as Exhibit "B" and made a part hereof is a plat showing the drilling and spacing units requested, together with any drilling and spacing units abutting or overlapping the area herein sought to be spaced.

3. Legal Authority: The relief sought by this application is authorized by Tit. 52, Okla. Stat., Section 87.1.

4. Relief Sought: Applicants request the Corporation Commission of Oklahoma enter an order, to be effective as of the date of the execution thereof or as of a date prior thereto, as follows:

(i) Amending Order No. 199605, so as to delete said E/2 of Section 23, Township 6 North, Range 10 East of the IM, Hughes County, Oklahoma, from the purview and boundaries of the Booch, Hartshorne, Gilcrease, Wapanucka and Cromwell separate common sources of supply and to vacate the 320-acre drilling and spacing units previously formed for such separate common sources of supply in said E/2 of Section 23;

(ii) Amending Order No. 145501, so as to delete said W/2 of Section 23, Township 6 North, Range 10 East of the IM, Hughes County, Oklahoma, from the purview and boundaries of the Booch, Hartshorne, Gilcrease, Wapanucka Lime and Cromwell separate common sources of supply and to vacate the 320-acre drilling and spacing units previously formed for such separate common sources of supply in said W/2 of Section 23;

(iii) Establishing the initial boundaries of the Booch, Hartshorne, Gilcrease, Wapanucka, Union Valley, Cromwell, Jefferson, Caney and Woodford separate common sources of supply of gas so as to cover and include Section 23, Township 6 North, Range 10 East of the IM, Hughes County, Oklahoma, which section should be formed as 640-acre drilling and spacing units for such formations underlying such section, with the permitted well for the units to be located not less than 1320 feet from the unit boundary; and

(iv) Granting such other and further relief as may be proper based upon the evidence presented at the hearing herein.

DATED this 5th day of January 2007.

CHESAPEAKE OPERATING, INC. and
CHESAPEAKE EXPLORATION
LIMITED PARTNERSHIP



Elizabeth Anne George, OBA 11641

P.O. Box 18496

Oklahoma City, OK 73154-0496

Physical address

6100 N. Western Avenue (73118)

(405) 879-1558

(405) 879-9531 (facsimile)

ageorge@chkenergy.com

ATTORNEY FOR APPLICANTS

EXHIBIT "A"

1. Jackfork Land, Inc.
3503 N.W. 63rd, Suite 403
Oklahoma City, OK 73116
2. Pontotoc Production Company, Inc.
4965 Preston Park Blvd., Suite 800
Plano, TX 75093
3. Steven M. & Pamela J. Seibert
8109 E. 1385 Rd.
Calvin, OK 74531
4. Sultan Oil Company
c/o Anita R. Kamperman, President
8163 E. 131 Rd.
Wetumka, OK 74883-6227
5. Anita R. Kamperman, Trustee for the Ark
Trust, a Revocable Trust dated 2/14/89
8163 E. 131 Rd.
Wetumka, OK 74883-6227
6. Carol W. Byrd, Trustee for the Toni Rogers
Trust
8163 E. 131 Rd.
Wetumka, OK 74883-6227
7. Carol W. Byrd, Trustee of the Carol W.
Rogers, now Byrd Trust
8163 E. 131 Rd.
Wetumka, OK 74883-6227
8. John C. Lucas and Robert M. Lucas, JT
c/o Joe Lucas
120 N. Broadway
Holdenville, OK 74848
9. Joe Franklin Lucas
120 N. Broadway
Holdenville, OK 74848
10. B. H. Rogers, W. G. Rogers and Thomas E.
Nix, as Trustees of Pan Mutual Royalties, a
Trust Estate
13601 Preston Road
Dallas, TX 75240
11. Mary E. Black
325 6th Street
Stuart, OK 74570
12. Glede W. Holman
4700 N.W. 76th
Oklahoma City, OK 73132
13. Hunter L. Johnson, III, Sole Successor
Trustee U/T/A dated 6/30/76
420 Chino Drive
Palm Springs, CA 92262
14. Clyde Joe Holman
P.O. Box 819
Okmulgee, OK 74447
15. Tom London and Susan London
8244 East 141st Road
Calvin, OK 74531
16. John Turner Meadors
P.O. Box 333
Wetumka, OK 74993
17. Meadors-Crilley Family Limited Partnership
P.O. Box 333
Wetumka, OK 74993
18. Curtis L. Baker and Sharon K. Baker
8114-D 1405 Road
Calvin, OK 74531
19. Gale F. Pryor, Trustee of the Gale F. Pryor
Trust dated 2/17/95
P.O. Box 710
Holdenville, OK 74848
20. John Turner Meadors, Trustee under the
Irrevocable Living Trust dated 9/24/76 f/b/o
Reinette Meadors Crilley, known as the
Helen Meadors Trust
P.O. Box 333
Wetumka, OK 74993
21. John Turner Meadors, Trustee under the
Revocable Trust f/b/o Reinette Meadors
Crilley, known as the Reinette Meadors
Crilley Trust
P.O. Box 333
Wetumka, OK 74993
22. Victor W. Pryor, Trustee of the William E.
Pryor Trust
P.O. Box 858
Holdenville, OK 74848
23. Rulewicz Energy, LLC
301 City Center Building
Oklahoma City, OK 73102
24. Juanita B. Boyce
P.O. Box 218
Calvin, OK 74531
25. Willamae McClure
4054 N. 384 Road
Calvin, OK 74531
26. Carolyn Ruth Loyless formerly Christensen
5185 Ashford Court
Lilburn, GA 30247
27. Leslie Harrell Dillen
1114 Sherwood, Apt. 2-A
Oklahoma City, OK 73116
28. Harrell Energy LLC
c/o 6301 N. Western, Suite 255
Oklahoma City, OK 73118
29. Shirley H. Pool a/k/a Shirley Harrell
1420 Dorchester
Oklahoma City, OK 73118
30. John H. Voorhees and Karen V. Trowbridge,
Co-Trustees of the Georgia H. Voorhees
Revocable Trust u/a 5/11/89
P.O. Box 3627
Tulsa, OK 74101
31. Carrie Elene Burns
HC 61, Box 3
Calvin, OK 74531

Chesapeake Operating, Inc. and
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- | | | | |
|-----|---|-----|---|
| 32. | Ninnie Elliot
P.O. Box 8260
Hwy 270
Stuart, OK 74570 | 49. | Mary Jo Holman
Address Unknown |
| 33. | Emma Woods
P.O. Box 41
Murfreesboro, AR 71958 | 50. | Lana Sharon Street, now Barnes
Address Unknown |
| 34. | Vance Gibbs
901 Bronze Medal Road
Moore, OK 73160-7971 | 51. | Floyd Lee Woodall
Address Unknown |
| 35. | Bobby Lee Loftis
2501 East Shawnee
Muskogee, OK 74401 | 52. | Sue Loftis
Address Unknown |
| 36. | Leeana Stark
209 East Main Street
Holdenville, OK 74848 | 53. | Amanda Hawkins
Address Unknown |
| 37. | Willie Ray Woodall
P.O. Box 211
Allen, OK 74825-0211 | 54. | Barney Leader
Address Unknown |
| 38. | Rodger Woodall
3919 N.W. 11th Street
Oklahoma City, OK 73107-5105 | 55. | W. M. Woodall and Seffie Woodall
Address Unknown |
| 39. | Mildred Arlene Rinehart
P.O. Box 214
Allen, OK 74825-0214 | | |
| 40. | Chester Sheppard and Garney Jewell
Sheppard
848 North Cherokee
Los Angeles, CA 90038 | | |
| 41. | Kenneth D. Sheppard
1602 North Academy
Guymon, OK 73942 | | |
| 42. | Rilda Null
P.O. Box 6
Stuart, OK 74570 | | |
| 43. | Priscilla Sue Baker
RR
Butler, OK 73625 | | |
| 44. | The Bank of Oklahoma, N.A. U/T/A dated
6/30/76, Trustee of the Rubalee P. Johnson
Revocable Trust
P.O. Box 26883
Tulsa, OK 73126-0883 | | |
| 45. | Anna Lucas
Address Unknown | | |
| 46. | John E. Turner
Address Unknown | | |
| 47. | Rubalee P. Johnson Revocable Trust
Address Unknown | | |
| 48. | Joe Bob Black
Address Unknown | | |

Exhibit "B" Cause No. 200700084

**All 23,25,36, 6N-10E &
Adjoining, Hughes County**

15, 6N-10E 1,3,4,5,6,7, 8,14,15,16, 17,18,19, 20,21	14, 6N-10E 4,5,6,7, 16,17,18	13, 6N-10E 1,2,3,4,5,6, 7,8,18, 32,33,34	
22, 6N-10E 27,35, 36,37	23, 6N-10E 4,5,6,7,15, 16,17,18, 35,38	24, 6N-10E 1,2,3,4,5, 6,7,8,18, 32,33,34	19, 6N-11E 22,24, 25,30,31
27, 6N-10E 4,5,7,16, 17,18,19, 27,28,29	26, 6N-10E 4,5,6,7,8, 17,18,26, 29,40,41	25, 6N-10E	30, 6N-11E
	35, 6N-10E 43	36, 6N-10E	36, 6N-11E
	2, 5N-10E 9,10,11, 12,13,39	1, 5N-10E 9,10,11, 12,13,23	6, 5N-11E 9,10,11, 12,13,23

	Source No.	Common Source of Supply	Acre	Product	S/L	Order No.	Lands Affected
1.	3210	Thurman Sand	320	Gas	LD	51243 As Amended By 53872	All 13, 6N-10E
					LD	100013**As Reformed & Confirmed by 409782 **	All 15, 6N-10E
					LD	357542	All 24, 6N-10E
2.	3211	Red Fork Sand	320	Gas	LD	51243 As Amended By 53872	All 13, 6N-10E
					LD	357542	All 24, 6N-10E
3.	3212	Savanna Sand	320	Gas	LD	51243 As Amended By 53872	All 13, 6N-10E
					LD	100013 ** As Reformed by 409782 **	All 15, 6N-10E
					LD	357542	All 24, 6N-10E

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4.	3213	Booch Sand	320	Gas	LD SU SU LD SU SU	199605 ** As Rearranged By 357542 ** 145501 ** 199605 ** 100013 ** As Reformed By 409782 ** 294935 ** 248235 **	All 13,24, 6N-10E W/2 14, W/2 23, 6N-10E E/2 23, 6N-10E All 15, 6N-10E All 26, 6N-10E All 27, 6N-10E
5.	3214	Hartshorne Sand	320	Gas	LD SU SU LD SU SU	199605 ** As Rearranged By 357542 ** 145501 ** 199605 ** 100013 ** As Reformed By 409782 ** 294935 ** 248235 **	All 13,24 6N-10E W/2 14, W/2 23, 6N-10E E/2 23, 6N-10E All 15, 6N-10E All 26, 6N-10E All 27, 6N-10E
6.	3215	Gilcrease Sand	320	Gas	LD SU SU LD SU	199605 ** As Rearranged By 357542 ** 145501 ** 199605 ** 100013 ** As Reformed By 409782 294935 **	All 13,24, 6N-10E W/2 14, W/2 23, 6N-10E E/2 23, 6N-10E All 15, 6N-10E All 26, 6N-10E
7.	3216	Cromwell Sand	320	Gas	LD SU SU LD SU SU	199605 ** As Rearranged By 357542 ** 145501 ** 199605 100013 ** 294935 ** 248235 **	All 13,24, 6N-10E W/2 14, W/2 23, 6N-10E E/2 23, 6N-10E All 15, 6N-10E All 26, 6N-10E All 27, 6N-10E
8.	3217	Jefferson Sand	320	Gas	LD SU LD SU	51243 As Amended By 53872 100013 ** 357542 294935 **	All 13, 6N-10E All 15, 6N-10E All 24, 6N-10E All 26, 6N-10E
9.	3440	Hartshorne Sand	320	GGC	LD SU SU	53010 122216 ** 53010 As Rearranged By 122216 **	All 2, 5N-10E All 6, 5N-11E All 1, 5N-10E
10.	3441	Booch Sand	320	GGC	LD SU SU	53010 122216 ** 53010 As Rearranged By 122216 **	All 2, 5N-10E All 6, 5N-11E All 1, 5N-10E
11.	3442	Bartlesville Sand	320	GGC	LD SU SU	53010 122216 ** 53010 As Rearranged By 122216 **	All 2, 5N-10E All 6, 5N-11E All 1, 5N-10E
12.	3443	Thurman Sand	320	GGC	LD SU SU	53010 122216 ** 53010 As Rearranged By 122216 **	All 2, 5N-10E All 6, 5N-11E All 1, 5N-10E
13.	3444	Senora Sand	320	GGC	LD SU SU	53010 122216 ** 53010 As Rearranged By 122216 **	All 2, 5N-10E All 6, 5N-11E All 1, 5N-10E
14.	4926	Lwr Senora	320	GGC	LD	100013 ** As Reformed & Confirmed By 409782 **	All 15, 6N-10E
15.	8644	Bartlesville Sands	320	GGC	SU LD	250072 ** 100015 As Reformed By 409782	W/2 23, 6N-10E All 15, 6N-10E
16.	8644	Oil Creek Sands	320	GGC	SU SU SU	145501 100015 273398 **	W/2 14, W/2 23, 6N-10E All 15, 6N-10E All 27, 6N-10E
17.	8644	Wilcox (Bromide)	320	GGC	SU SU SU	145501 100015 273398	W/2 14, W/2 23, 6N-10E All 15, 6N-10E All 27, 6N-10E

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					SU	294935	All 26, 6N-10E
18.	8644	Wapanucka Lime	320	GGC	SU SU SU SU LD	145501 100015 273398 ** 294935 ** 199605 ** As Rearranged By 357542 ** 199605 **	W/2 14, W/2 23, 6N-10E All 15, 6N-10E All 27, 6N-10E All 26, 6N-10E All 13,24, 6N-10E
19.	8644	Union Valley Lime Viola	320	GGC	SU SU	100015 273398	E/2 23, 6N-10E All 15, 6N-10E All 27, 6N-10E
20.	8644	McLish Sands Arbuckle Simpson Dolomite Hunton	320	GGC	SU	100015	All 15, 6N-10E
21.	8644	Allen Stuart Sands Boggy Sands	320	GGC	LD	100015 As Reformed and Confirmed by 409782	All 15, 6N-10E
22.	8759	Cromwell	640	GAH		222499 **	All 19, 6N-11E
23.	9868	Cromwell Hunton Wilcox Viola	320	Gas		122216	All 1, 5N-10E All 6, 5N-11E
24.	10602	Atoka Wapanucka	640	Gas		222499	All 19, 6N-11E
25.	10834	Jefferson	640	Gas		222499	All 19, 6N-11E
26.	18555	Misener	320	Gas	SU	294935	All 26, 6N-10E
27.	19155	Senora Thurman	320	Gas	SU SU	483109 248235	W/2 23, 6N-10E All 27, 6N-10E
28.	19155	Bartlesville	320	Gas	SU	248235	All 27, 6N-10E
29.	20747	Hunton	320	Gas	SU SU	294935 273398	All 26, 6N-10E All 27, 6N-10E
30.	23707	Calvin Senora Stuart Thurman Red Fork Bartlesville	160	Gas		350735	All 19, 6N-11E
31.	23708	Savanna Upr Booch Middle Booch Lwr Booch Hartshorne	160	Gas		350735	All 19, 6N-11E
32.	24041	Upr Senora Sand Upr McAlester Atoka (Above the Gilcrease) Atoka (Below the Gilcrease) Bromide Dense	320	Gas	LD	357542	All 13,24, 6N-10E
33.	24042	Lwr Senora Sand Boggy Sands Bartlesville Sands Union Valley Lime Hunton Viola	320	Gas	LD	357542	S/2 13, All 24, 6N-10E
34.	24043	Simpson Dolomite 1 st Bromide 2 nd Bromide 3 rd Bromide McLish Sands Oil Creek Sands Arbuckle	320	Gas	LD	357542	S/2 13, All 24, 6N-10E
35.	25710	Boggy	320	GGC	SU SU	483109 402066 As Reformed By 415832	W/2 23, 6N-10E All 22, 6N-10E
36.	25710	Booch Hartshorne Gilcrease Wapanucka Lime Union Valley Lime Cromwell Jefferson	320	GGC	SU	402066 As Reformed By 415832 **	All 22, 6N-10E
37.	25711	Misener Viola Wilcox (Bromide) McLish Oil Creek Sand	320	GGC	SU	402066 As Reformed By 415832 **	All 22, 6N-10E

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		Arbuckle					
38.	29862	Savanna Calvin Stuart Red Fork	320	Gas	SU	483109	W/2 23, 6N-10E
39.	CD-200 608895	Newfield Exploration Mid-Continent Inc.					All 2, 5N-10E
40.	CD-200 608155	Continental Resources, Inc.					All 26, 6N-10E
41.	CD-200 608301	Chesapeake Operating, Inc. & Chesapeake Exploration LP					All 26, 6N-10E
42.	CD-200 608322	Continental Resources, Inc.					All 35, 6N-10E

** Nomenclature for extension is different than original spacing.