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MAY 07 2012

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CORPORATION COMMISSION
OF OKLAHOMA

BEFORE THE CORPORATION COMMISSION
OF THE STATE OF OKLAHOMA

APPLICANTS: CHESAPEAKE OPERATING, INC. AND)
 CHESAPEAKE EXPLORATION, L.L.C.)
)
RELIEF SOUGHT: POOLING) Cause CD No.
)
LEGAL SECTION 18) 201202827
DESCRIPTION: TOWNSHIP 28 NORTH)
 RANGE 18 WEST OF THE IM)
 WOODS COUNTY, OKLAHOMA)

APPLICATION

1. Parties:

1.1. Applicants herein are Chesapeake Operating, Inc. and Chesapeake Exploration, L.L.C., whose address for the purposes hereof is P.O. Box 54768, Oklahoma City, Oklahoma 73154-1768. The landman for Applicants is **Jeff Ramsdell**, P.O. Box 18496, Oklahoma City, Oklahoma 73154-0496, Telephone: (405) 935-4337.

1.2. Applicants are each the owner of the right to drill a well into and produce hydrocarbons from the Lansing-Kansas City, Oswego, Cherokee (Red Fork), Tonkawa, Big Lime and Mississippian separate common sources of supply underlying the 640-acre drilling and spacing unit comprised of Section 18, Township 28 North, Range 18 West of the IM, Woods County, Oklahoma.

1.3. Exhibit "A" lists the name and last-known address of each person or entity being made a respondent in this cause.

2. Allegations of Fact:

2.1. By Order No. 212569, dated April 9, 1982, effective March 22, 1982, the Commission formed a 640-acre drilling and spacing unit comprised of Section 18, Township 28 North, Range 18 West of the IM, Woods County, Oklahoma, for the Lansing-Kansas City, Oswego and Cherokee (Red Fork) separate common sources of supply.

2.2. In Cause CD 201202806, filed concurrently with this Application, Applicants are requesting the Commission form a 640-acre drilling and spacing unit in Section 18, Township 28 North, Range 18 West of the IM, Woods County, Oklahoma, for the Tonkawa, Big Lime and Mississippian separate common sources of supply.

2.3. Applicants have conducted a diligent and meaningful search of the local county assessor's records, county treasurer's records, county deed records regarding the property involved for return addresses on recorded instruments, county probate records, city and county telephone directories and other sources of such information to locate each respondent, and have made a bona fide effort to reach an agreement as to the development of said unit with each respondent located by such search.

OKLA CORP COM RECEIPT 1207080011
 Date: 05/10/2012 Time: 09:32
 Case: 201202827 CD Cashier: YWS
 Payor: CHESAPEAKE OPERATING, INC.
 Check: 5704
 71 0188AS/RRMSD App
 \$100.00

2.4. Applicants have drilled or propose to drill a well on said drilling and spacing unit to test the separate common sources of supply set out above. The avoiding of drilling of unnecessary wells, the prevention of waste, and the protection of correlative rights require that the Commission order all owners to pool their interests and to drill and develop the drilling and spacing unit and separate common sources of supply as a unit.

2.5. One or both of the Applicants, including Chesapeake Exploration, L.L.C. acting by and through its agent, Chesapeake Operating, Inc., or some other party recommended by Applicants should be designated as operator under the order to be entered in this cause of the separate common sources of supply in the drilling and spacing unit involved herein, including the proposed initial well and any subsequent wells under Applicants' plan of development of such unit.

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 as follows:

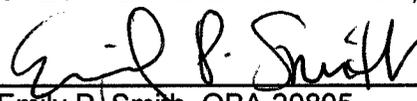
(i) Pooling the interests of the oil and gas owners in the separate common sources of supply in the drilling and spacing unit described in paragraphs 2.1 and 2.2 above, and adjudicating the rights and equities with respect thereto, on the basis of such unit, all to be upon such terms and conditions as are just and reasonable and which will afford such owners the opportunity to recover or receive without unnecessary expense their just and fair share of all hydrocarbon substances produced from such unit, making definite provisions for the payment of all actual costs and expenses of developing such unit under the plan of development proposed by Applicants, including all costs and expenses of the proposed initial well under such plan of development, as described in paragraph 2.4 above, and any subsequent well or wells in the development of the unit covered hereby; and

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(ii) Designating one or both of the Applicants, including Chesapeake Exploration, L.L.C. acting by and through its agent, Chesapeake Operating, Inc., or some other party recommended by Applicants as operator under the order to be entered in this cause of the separate common sources of supply in the drilling and spacing unit involved herein, including the proposed initial well and any subsequent wells under Applicants' proposed plan of development of such unit. Applicants may request up to one year from the date of the order to enter in this cause, within which to commence the initial well.

DATED this 7th day of May 2012.

CHESAPEAKE OPERATING, INC. and
CHESAPEAKE EXPLORATION, L.L.C.



Emily P. Smith, OBA 20805

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Oklahoma City, OK 73154-0496

Physical address

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ATTORNEY FOR APPLICANTS

**For more information regarding this Application, contact Jeff Ramsdell,
Chesapeake Operating, Inc., P.O. Box 18496, Oklahoma City, Oklahoma 73154-
0496, Telephone: (405) 935-4337.**

EXHIBIT "A"

1. Atinum MidCon I, LLC
333 Clay Street, Suite 700
Houston, TX 77002
2. James Durand Bradbury, f/k/a James
Ivan Metheney
c/o P. O. Box 1124
Weaverville, CA 96093
3. Pearl DeVold
c/o 2371 N. San Antonio Avenue
Upland, CA 91784
4. Robert A. DeVold
P. O. Box 20131
Riverside, CA 92502
5. Robert A. DeVold
c/o 10403 Messina Drive
Whittier, CA 90603
6. Robert A. DeVold
c/o 2371 N. San Antonio Avenue
Upland, CA 91784
7. Robert C. DeVold
c/o 2371 N. San Antonio Avenue
Upland, CA 91784
8. Farmers Royalty Company
3829 N. Classen Boulevard, Suite 101
Oklahoma City, OK 73118
9. Huston Energy Corporation
P. O. Box 5318
Enid, OK 73702
10. Albert E. Keilert and Barbara L. Keilert
Address Unknown
11. A. S. Leibert
c/o 17644 Carpintero
Bellflower, CA 90708
12. A. S. Leibert
c/o P. O. Box 2739
Cottonwood, AZ 86326
13. Carl T. Moon
Address Unknown
14. Beverly Joan DeVold-Owens, f/k/a
Beverly Joan DeVold
3435 S. Barcelona Street
Spring Valley, CA 91977
15. Beverly Joan DeVold-Owens, f/k/a
Beverly Joan DeVold
10403 Messina Drive
Whittier, CA 90603
16. Beverly Joan DeVold-Owens, f/k/a
Beverly Joan DeVold
c/o 2371 N. San Antonio Avenue
Upland, CA 91784
17. Panhandle Oil & Gas, Inc.
5400 N. Grand Boulevard, Suite 300
Oklahoma City, OK 73112
18. Repsol E&P USA, Inc.
2001 Timberloch Place, Suite 3000
The Woodlands, TX 77380
19. Sandridge Exploration & Production,
LLC
123 Robert S. Kerr Avenue
Oklahoma City, OK 73102
20. Hazel D. Theimer and Benjamin B.
Theimer
2455 Manchester Drive, Unit 30
Oklahoma City, OK 73120
21. WCT Resources, LLC
P. O. Box 678
Oklahoma City, OK 73101