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BEFORE THE CORPORATION COMMISSION
OF THE STATE OF OKLAHOMA

APPLICANTS:	CHESAPEAKE OPERATING, INC. AND) CHESAPEAKE EXPLORATION) LIMITED PARTNERSHIP))
RELIEF SOUGHT:	POOLING)	Cause CD No. 200706912)
LEGAL DESCRIPTION:	SECTION 8) TOWNSHIP 5 NORTH) RANGE 11 EAST OF THE IM) HUGHES COUNTY, OKLAHOMA)	Order No. 546761

ORDER OF THE COMMISSION

This Cause came on for hearing before William Peterson, Administrative Law Judge for the Corporation Commission of Oklahoma, on November 6, 2007, in the assigned Administrative Law Judge's courtroom, Jim Thorpe Building, Oklahoma City, Oklahoma, for the purpose of hearing, taking testimony and reporting his findings and recommendations to the Commission.

The appearances included Elizabeth Anne George, P.O. Box 18496, Oklahoma City, Oklahoma 73154-0496, attorney for Applicants, Chesapeake Operating, Inc. and Chesapeake Exploration, L.L.C.. Sally Shipley, Deputy General Counsel for Oil and Gas Conservation, entered an appearance for the Commission.

The Administrative Law Judge heard the Cause and filed his report with the Commission, which report has been considered and the Commission therefore finds as follows:

FINDINGS

1. This is an application for an order pooling the interests, designating an Operator, providing for the development of the unit and adjudicating the rights and equities of oil and gas owners in the Booch, Hartshorne, Hunton, Upper Atoka, Wapanucka, Union Valley, Cromwell, Jefferson, Mississippian and Woodford separate common sources of supply underlying the 640-acre drilling and spacing units consisting of Section 8, Township 5 North, Range 11 East of the IM, Hughes County, Oklahoma, as spaced by Order No. 540470.

2. Notice has been given by publication as required by Commission rules and Affidavits of Publication have been filed. Those owners whose names and addresses were attainable have been given actual notice by mail. An adjudicative inquiry was conducted by the Administrative Law Judge into the sufficiency of the search to ascertain the names and addresses of all owners and a diligent effort had been made to locate all affected interest owners. Applicants have made a meaningful and diligent search of all reasonably available sources at hand to ascertain those parties that are entitled to notice and the whereabouts of those entitled to notice but who were served only by publication. At the hearing, the Application was amended as follows: 1) Respondent No. 2 was dismissed. The Commission finds the process to be proper and has jurisdiction over the subject matter and the parties. The remaining respondents to this application are shown on the Exhibit "A" attached hereto.

3. The Applicants are owners of an interest in the area covered by the application and Applicants/Operator have furnished the Oklahoma Corporation Commission with a plugging agreement and surety or a financial statement, as required by law and by the Rules of the Commission.

4. The Applicants own the right to drill a well on said drilling and spacing units and to develop and produce said separate common sources of supply. The Applicants have not agreed with all of the other such owners in such drilling and spacing units to pool their separate interests and to develop the drilling and spacing units and separate common sources of supply as a unit. Applicants made a bona fide effort to reach an agreement with each respondent, and the Commission should issue an order requiring such owners to pool and develop the drilling and spacing units and separate common sources of supply covered hereby on a unit basis.

5. The Applicants propose to develop said units and separate common sources of supply therefor as a unit by the drilling of a well or wells thereon and, to avoid the drilling of unnecessary wells and to protect correlative rights, all owners should be required to pool and develop the units and separate common sources of supply covered hereby as a unit, upon the terms and conditions set out in "ORDER" below, all of which are found hereby, after a consideration of the substantial evidence in this cause, to be just and reasonable and will afford

each owner in the unit the opportunity to recover or receive without unnecessary expense his just and fair share of the production from the unit.

ORDER

IT IS THEREFORE ORDERED by the Corporation Commission of Oklahoma as follows:

1. Applicants are hereby authorized to develop Section 8, Township 5 North, Range 11 East of the IM, Hughes County, Oklahoma, as 640-acre drilling and spacing units for the Booch, Hartshorne, Hunton, Upper Atoka, Wapanucka, Union Valley, Cromwell, Jefferson, Mississippian and Woodford separate common sources of supply, and the rights and equities of all oil and gas owners covered hereby are pooled, adjudicated and determined as set forth below.

2. A respondent may elect to participate in the initial unit well subject to this order by paying such respondent's share of the completed well costs for the initial unit well. The estimated well costs for a single zone completion that reaches a depth sufficient to test the deepest common source of supply named above are:

Completed for production	\$4,863,000.00
Completed as a dry hole	\$2,295,000.00

3. **\$1500.00 per acre cash, plus an excess royalty of 1/16 (for a total royalty of 3/16)**, is a fair, reasonable and equitable bonus to be tendered unto each owner who elects not to participate in said development of the initial well by paying such owner's proportionate part of the cost thereof. Such cash bonus plus overriding or excess royalty, when paid as set out in this order, is satisfaction in full for all rights and interests of such owner in the drilling and spacing units covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S. § 87.1(e).

4. **\$400.00 per acre cash, plus an excess royalty of 7.5% (for a total royalty of 1/5)**, is a fair, reasonable and equitable bonus to be tendered unto each owner who elects not to participate in said development of the initial well by paying such owner's proportionate part of the cost thereof. Such cash bonus plus overriding or excess royalty, when paid as set out in this order, is satisfaction in full for all rights and interests of such owner in the drilling and spacing units covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S. § 87.1(e).

5. **No cash and an excess royalty of 1/8 (for a total royalty of 1/4)** is a fair, reasonable and equitable consideration to be tendered unto each owner who elects not to participate in the development of the initial unit well by paying such owner's proportionate part of the cost thereof. Such overriding or excess royalty is satisfaction in full for all rights and interests of such owner in the drilling and spacing unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S. § 87.1(e).

6. In the interest of the prevention of waste and the protection of correlative rights, this application should be granted, and the rights of all owners pooled and adjudicated.

7. Each owner subject hereto may make any of the elections set forth in "ORDER" paragraphs 2, 3, 4 or 5 within 15 days from date of the order as to all or any part of the interest of such owner in the unit, which election shall further be governed by the following provisions:

- a. To participate in the development of the units and separate common sources of supply by agreeing to pay such owner's proportionate part of the actual cost of such development and operation of the units and separate common sources of supply covered hereby, which shall include a reasonable monthly charge for supervision and overhead, and, as to the initial well proposed hereunder, by paying, as set out herein, to Applicants such owner's proportionate part of the estimated completed for production cost of the proposed well, as set out in "ORDER" paragraph 2 above, or by furnishing security for such payment satisfactory to the Applicants. In all events, such owner's cost in said well shall not exceed its proportionate part of the actual or the reasonable cost thereof which shall be determined by the Commission in the event there is a dispute as to such cost. Such election to participate in the development of the units and separate common sources of supply shall be communicated in writing within 15 days of the date of this order as provided in "ORDER" paragraph 11 of this order. The payment of such owner's proportionate part of the estimated completed for production cost of said well, or the furnishing of security therefor, shall be accomplished within 20 days from the date of this order, such owner's

proportionate part of the costs of, and of the production from, such well and unit, to be in proportion to the number of acres such owner has in the unit; or

- b. To receive the cash bonus as set out in "ORDER" paragraph 3 above, which cash bonus shall be paid or tendered by Applicants, if same can be paid or tendered, within 30 days from the date of this order; or
- c. To receive the cash bonus as set out in "ORDER" paragraph 4 above, which cash bonus shall be paid or tendered by Applicants, if same can be paid or tendered, within 30 days from the date of this order; or
- d. To receive the overriding or excess royalty (in addition to the statutory royalty) as set out in "ORDER" paragraph 5 above.

PROVIDED, however, that any excess royalty, overriding royalty or other payments out of production shall be charged against the overriding or excess royalty, or overriding royalty, as herein above set forth, and same shall be reduced by the amount of any such excess.

PROVIDED, further, that in the event the oil and gas interest of any owner is subject to any royalty, overriding royalty, or other payments out of production which create a burden on such interest in excess of the burdens set out in "ORDER" paragraph 3 above, the owner of any such interest shall not be entitled to the option provided in "ORDER" paragraph 3 above, but shall be required to either participate or to accept the options provided in "ORDER" paragraphs 4 or 5 above.

PROVIDED, further, that in the event the oil and gas interest of any owner is subject to any royalty, overriding royalty, or other payments out of production which create a burden on such interest in excess of the burdens set out in FINDINGS paragraph 4 above, the owner of any such interest shall not be entitled to the options provided in "ORDER" paragraphs 3 or 4 above, but shall be required to either participate or to accept the option provided in "ORDER" paragraph 5 above.

PROVIDED, if any payment of bonus due and owing under this order cannot be made because the person entitled thereto cannot be located or is unknown, then said bonus shall be paid into an escrow account within 90 days after this order and shall not be commingled with any funds of the Applicants or Operator. Any royalty payments or other payments due to such person shall be paid into an interest bearing escrow account by the holder of such funds. Responsibility for filing reports with the Commission as required by law and Commission rules as to bonus, royalty or other payments deposited into escrow accounts shall be with the applicable holder. Such funds deposited in said escrow accounts shall be held for the exclusive use of, and sole benefit of, the person entitled thereto.

8. In the event any owner fails to elect within the time and in the manner as set out above which of the alternatives set forth in "ORDER" paragraphs 2, 3, 4 and 5 above, any such owner accepts, then such owner shall be deemed to have elected to receive the highest cash bonus and corresponding royalty for which said owner's interest qualifies. An interest qualifies for a particular royalty in question when the sum of the owner's net revenue interest, together with all overriding royalties and other burdens on such interest, and the royalty in question, do not exceed 100%. In the event any owner, having elected to participate, fails to timely furnish payment of costs or security therefor, such owner shall be deemed to have elected to receive the highest cash bonus and corresponding royalty for which said owner's interest qualifies and such owner shall be deemed to have relinquished unto Applicants all of such owner's right, title, interest or claim in and to the drilling and spacing units, except for any normal 1/8 royalty interest, defined above, or other share in production to which such owner may be entitled by reason of an election hereunder. A non-participating initial election made or deemed to have been made by any owner shall be binding as to the owner, their heirs, representatives, agents, successors, assigns or estate for the first and all subsequent wells drilled pursuant to this order.

9. Only those owners electing to participate in the initial well will be allowed to participate in any subsequent well drilled on the drilling and spacing units covered hereby. In the event any participating owner proposes the drilling of a subsequent well, it shall notify those owners who participated in the prior well of its intent to drill a subsequent well. Such notice shall be sent by certified mail, return receipt requested, and shall be accompanied by an AFE which sets forth the anticipated dry hole and completed for production costs of the well and the well

location. Each owner who participated in the prior well shall have 15 days from the receipt of said notice to elect, to the Applicants (with a copy to the proposing party), in writing, whether said owner elects to participate in said subsequent well, or, if not, which of the alternatives set forth in "ORDER" paragraphs 3, 4 and 5 above such owner elects. Owners electing to participate must pay to Applicants their proportionate share of said "completed for production" costs as appearing on the AFE, or furnish security satisfactory to Applicants therefor, within 20 days from the receipt of said notice. Those owners failing to elect to the Applicants within the period provided, or those owners electing to participate but failing to pay or secure costs within the period provided, shall be deemed to have elected not to participate in the proposed subsequent well in which case said owner's right to participate in the proposed subsequent well and all subsequent future wells shall be transferred to the operator and said owner shall receive the highest cash bonus and corresponding royalty for which such interest qualifies herein under "ORDER" paragraphs 3, 4 and 5 above. An interest qualifies for the particular royalty in question when the sum of the owner's net revenue interest, together with all overriding royalties and other burdens on such interest, and the royalty in question, do not exceed 100%. Any time an owner elects or is deemed to have elected not to participate in a subsequent well, then that owner shall not be allowed to participate in future wells drilled on the drilling and spacing units covered hereby and shall be deemed to have forfeited all rights in such future wells, except the right to receive royalty (if any) to which that owner may be entitled. The Commission shall retain jurisdiction to determine the reasonableness of actual drilling and completion costs of subsequent wells. In the event operations for the proposed subsequent well are not commenced within 180 days after the date of the notice, then the proposal shall terminate and new notice must be resubmitted.

The term "subsequent well" for purposes of this paragraph 9 shall not be deemed to include any sidetracking or other operation with respect to the initial or any subsequent well, and shall not be deemed to be any well that is drilled as a replacement or substitute well for the initial or any subsequent well covered hereby, by virtue of any mechanical or other problems arising directly in connection with the drilling, completing, equipping or producing of any such well, and no party subject to this order shall have the right to make any subsequent elections as to any such sidetracking, replacement well, or substitute well.

10. The Applicants, in addition to any other rights provided herein, shall have a lien, as set out in 52 O.S. § 87.1(e), on the interest of any owner, subject to this order, who has elected to participate in the well covered hereby by paying such owner's proportionate part of the costs thereof.

11. Chesapeake Operating, Inc., P.O. Box 18496, Oklahoma City, Oklahoma 73154, is designated Operator of the drilling and spacing units and separate common sources of supply covered hereby. All elections must be communicated to said Operator in writing at the address above as required in this order marked to the attention of Bree Stewart.

12. Operations for the drilling of the initial well have been commenced by the Operator. Operations will be conducted by the Operator as a prudent operator.

13. The Applicants or its attorney shall file with the Secretary of the Commission, within 10 days from the date of this order, an affidavit stating that a copy of said order was mailed within 3 days from the date of this order to all parties pooled by this order, whose addresses are known.

CORPORATION COMMISSION OF OKLAHOMA



JEFF CLOUD, Chairman



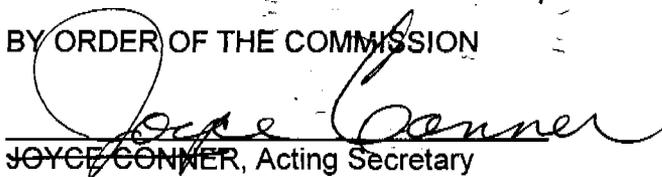
BOB ANTHONY, Vice Chairman



JIM ROTH, Commissioner

DONE AND PERFORMED THIS 19 day of Nov 2007.

BY ORDER OF THE COMMISSION

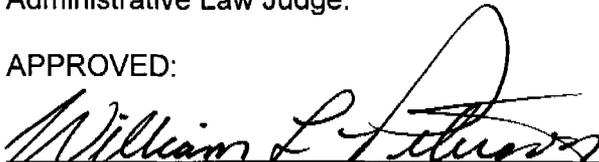


JOYCE CONNER, Acting Secretary

REPORT OF THE ADMINISTRATIVE LAW JUDGE

The foregoing findings and order are the report and recommendations of the Administrative Law Judge.

APPROVED:


Administrative Law Judge

11-14-07
Date


Reviewer – Technical Department

14 November 2007
Date

EXHIBIT "A"

Respondents with known addresses:

1. Cal Farley's Boys Ranch Foundation c/o
Jack Quackenbush
P.O. Box 1890
Amarillo, TX 79174-1890
2. The Home-Stake Royalty Corporation
DISMISSED

Respondents with unknown addresses:

3. F.A. Criss
Address Unknown
4. Earl A. Davis
Address Unknown
5. Lois W. Langhorst
Address Unknown
6. S. D. Pickering
Address Unknown
7. Theodore Scott
Address Unknown
8. William F. Vahlberg
Address Unknown