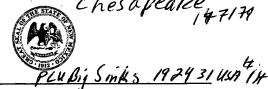
ABOVE THIS LINE FOR DIVISION USE ONLY

NEW MEXICO OIL CONSERVATION DIVISION

- Engineering Bureau -1220 South St. Francis Drive, Santa Fe, NM 87505



		PLUBIT SINKS 1787 31 USA
		ADMINISTRATIVE APPLICATION CHECKLIST
-	THIS CHECKLIST IS M	MANDATORY FOR ALL ADMINISTRATIVE APPLICATIONS FOR EXCEPTIONS TO DIVISION RULES AND REGULATIONS WHICH REQUIRE PROCESSING AT THE DIVISION LEVEL IN SANTA FE
Appli	[DHC-Dow [PC-Po	Indicated the second of the control
[1]	[A]	PPLICATION - Check Those Which Apply for [A] Location - Spacing Unit - Simultaneous Dedication NSL NSP SD
	Check [B]	Commingling - Storage - Measurement DHC CTB PLC PC OLS OLM Injection - Disposal - Pressure Increase - Enhanced Oil Recovery
Ź	[C]	Injection - Disposal - Pressure Increase - Enhanced Oil Recovery WFX PMX SWD IPI EOR PPR
	[D]	Other: Specify
[2]	NOTIFICAT [A]	ION REQUIRED TO: - Check Those Which Apply, or □ Does Not Apply Working, Royalty or Overriding Royalty Interest Owners
	[B]	Offset Operators, Leaseholders or Surface Owner
	[C]	Application is One Which Requires Published Legal Notice
	[D]	Notification and/or Concurrent Approval by BLM or SLO U.S. Bureau of Land Management - Commissioner of Public Lands, State Land Office
	[E]	For all of the above, Proof of Notification or Publication is Attached, and/or,
	[F]	Waivers are Attached
[3]		CURATE AND COMPLETE INFORMATION REQUIRED TO PROCESS THE TYPE ATION INDICATED ABOVE.
	val is <mark>accurate</mark> a	FION: I hereby certify that the information submitted with this application for administrative and complete to the best of my knowledge. I also understand that no action will be taken on this quired information and notifications are submitted to the Division.
Ad	1 40	Statement must be completed by an individual with managerial and/or supervisory capacity. A Horney 2/28/12
Print (or Type Name	Signature Title Aprankin@hollandhart.com e-mailAddress



Adam G. Rankin Associate Phone 505-954-7294 Fax 505-983-6043

agrankin@hollandhart.com

February 28, 2012

VIA HAND DELIVERY

Jami Bailey
Oil Conservation Division
New Mexico Department of Energy,
Minerals and Natural Resources
1220 South Saint Francis Drive
Santa Fe, New Mexico 87505

Re: Application of Chesapeake Operating, Inc. for administrative approval of an unorthodox well location for its PLU Big Sinks 19 24 31 USA 1H well in the Bone Spring Pool Section 19, Township 24 South, Range 31 East, N.M.P.M.,

Eddy County, New Mexico.

Dear Ms. Bailey:

Chesapeake Operating, Inc. (OGRID No. 147179) hereby seeks administrative approval pursuant to the provisions of Division Rule 19.15.15.13 NMAC for an unorthodox well location for its PLU Big Sinks 19 24 31 USA No. 1H to be located in Section 19, Township 24 South, Range 31 East, N.M.P.M., Eddy County, New Mexico. The proposed wildcat well is to be drilled at a surface location 150 feet from the North line with a penetration point 330 feet from the North line and approximately 1980 feet from the West line of Section 19. The bottom-hole location will be 100 feet from the South line and 1980 feet from the West line of Section 19. A 162.38-acre project area has been dedicated to this horizontal well comprised of the E/2 W/2 of Section 19.

Exhibit A is a land plat for Section 19 and surrounding sections that shows the proposed non-standard location of the PLU Big Sinks 19 24 31 USA No. 1H in relation to adjoining units and existing wells. This location is unorthodox because the Bone Spring formation under this acreage is governed by the Division's statewide rules which provide for wells on 40-acre spacing units to be located no closer than 330 feet to the outer boundary of the spacing unit. The bottomhole location of this well will be located 100 feet from the South line of Section 19 for engineering reasons, and is, therefore, closer to the section line than allowed by Division rules.

Exhibit B is the Well Location and Acreage Dedication Plat (Form C-102), which shows that the proposed PLU Big Sinks 19 24 31 USA No. 1H well encroaches on the spacing and proration unit to the South.



Chesapeake – USA 1H February 28, 2012 Page 2

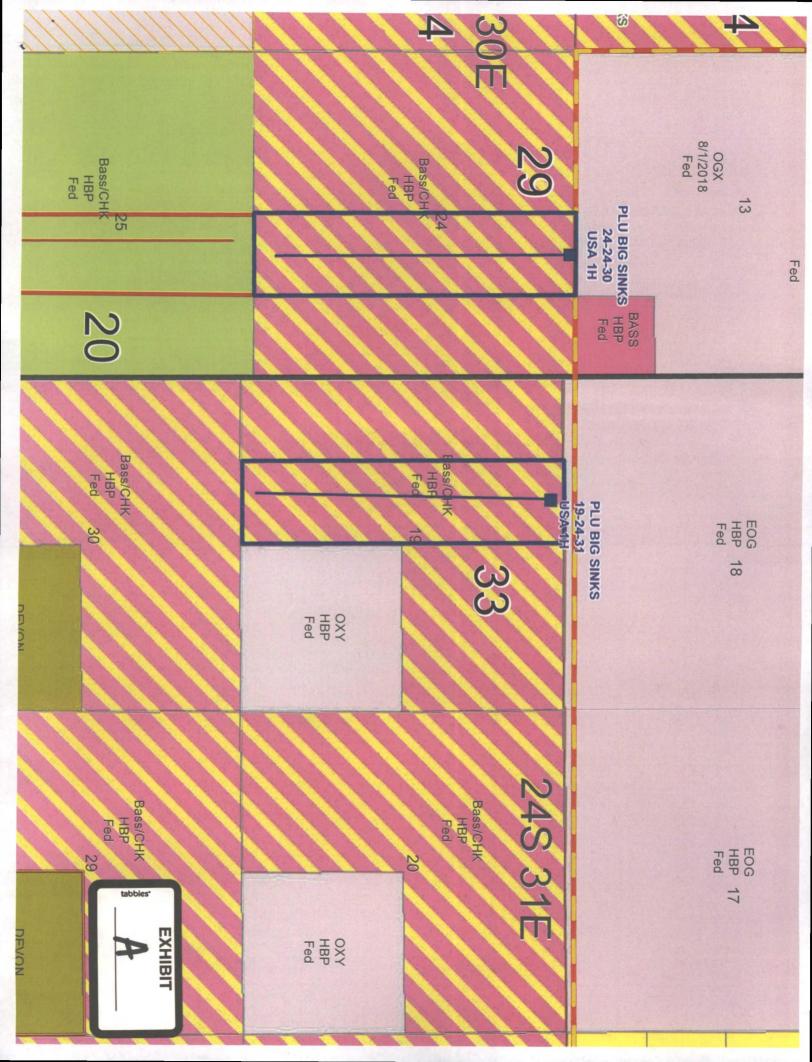
Exhibit C is a list of the affected parties. Pursuant to 19.15.4.12(A)(2)(c) NMAC, affected parties are those toward whom the non-standard location encroaches. Here, the proposed bottom-hole location encroaches on to the South. The affected lessee is BEPCO. A copy of this application with all attachments was mailed to the notice recipient.

Your attention to this application is appreciated.

Adam G. Rankin

ATTORNEY FOR CHESAPEAKE OPERATING, INC.

cc: Jerris Johnson



DISTRICT I
Late th Preced Dr., 180305, the added
DISTRICT II
Late th Great Arenus, Asteria, 164 68810

State of New Mexico
Energy, Minerals and Malural Resources Department

Form C-108 lievised July 10, 2010

Bubmit one copy to appropriate District Office

DISTRICT III 1000 Rio Distro, Rit 09410

OIL CONSERVATION DIVISION
1820 South St. Francis Dr.
Santa Fe, New Mexico 07508

DISTRICT IV

WELL LOCATION AND ACREAGE DEDICATION PLAT

C AMENDED REPORT

API }	ino por "			Pool Cods 96403	•	Peel Plaine WILDCAT; BONE SPRING				
Property Co		Property Namo PLU BIG SINKS 19 24 31 USA						Well Humber 1H		
ogrid No. 147179			Operator Homo CHESAPEAKE OPERATING CO.						Hievalien 3495'	
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				Surface Loc	ntion				
Ul. or lot No.	Bootlon	Township	Rongo	Lot Idn	Foot from the	Horth/South line	Foot from the	Bost/West line	County	
C	19	24 S	31 E		150	NORTH	1980	WEST	EDDY	
			Bottom	liole Loc	ntion If Diffe	erent From Sur	fnoc			
UL or lot No.	Section	Tomachip	Range	lot ldn	Feet from the	North/South line	Feel from the	Boot/ffeet line	County	
N	19	24 S	31 E	1	100	SOUTH	1980	WEST	EDDY	
Dedicated Acres 162.38	Joint o	r Infili Co	neolidation	Code Or	ior No.	•		TO COME A STATE OF THE STATE OF		

NO ALLOWABLE WILL BE ASSIGNED TO THIS COMPLETION UNTIL ALL INTERESTS HAVE BEEN CONSOLIDATED OR A NON-STANDARD UNIT HAS BEEN APPROVED BY THE DIVISION

PENETRATION POINT 330' FNL & 1980' FWL	3405.1' 3408.6'	SURFACE LOCATION Let - 11 82.2008B591' Leng - W 103.81928184' HMSPCE- H 440388.717' E 700324.693 (INA0-83) Let - H 32.20953150' Leng - W 103.81878907' HMSPCE- H 440327.921 (INA0-27)	OPERATOR CRRTIFICATION I hereby certify that the information contained herein is true and complete to the best of my knowledge and bestig, and that this organization either want a terching interest or unitesed instered interest in the land including the proposed bettom hele location or hee a right to drill this wall at this idealion pursuant to a contrast with an owner of such a uniners or working interest, or to a voluniory pooling agreement or a computing pooling order herelogies entered by the division.
Project Area	Producing Area		Printed Name Bryan Arrant Printed Name bryan.arrant@chk.com Email Address SURVEYOR CERTIFICATION
and felicial female, pulsar, provide pemale, pemale, pr			I hereby cerify that the well location shown on this plat was plotted from field notes of actual surveys made by mit or under my supervisor and that the same is true and correct to the best of my belief. DAY OUT OF THE TOTAL TO
1080'	awi 8	PROPOSED ROTTOM IICLE LOGATION Loi - N 32.19881043' Long - W 103.81880030' HMSPCE - E 700348.037' (IIÁD-83) Loi - N 32.1988888' Long - W 103.81880718' HMSPCE - II 435.281.891 HMSPCE - E 659181.635 (IIÁD-27)	Certificate in Surveys 25834

Terminus

EXHIBIT B

EXHIBIT C

Chesapeake's NSL Application PLU Big Sinks 19 24 31 USA No. 1H

BEPCO 201 Main Street, Suite 3100 Ft. Worth, Texas 76102



Teresa Long
Assistant Landman - Permian District

February 14, 2012

Mr. Monty Montgomery BEPCO 201 Main Street, Suite 3100 Ft. Worth, TX 76102

Re:

Application of Chesapeake Operating, Inc. for administrative approval of an unorthodox well location for its PLU Big Sinks 19 24 31 USA 1H well in the Bone Spring Pool Section 19, Township 24 South, Range 31 East, N.M.P.M., Eddy County, New Mexico.

Dear Mr. Montgomery:

Chesapeake Operating, Inc. has submitted the above-referenced application to the New Mexico Oil Conservation Division for an unorthodox well location for its PLU Big Sinks 19 24 31 USA 1H well. This well is located in Section 19, Township 24 South, Range 31 East, N.M.P.M., Eddy County, New Mexico, and is to be drilled horizontally in the Bone Spring pool at a surface location 150 feet from the North line and a penetration point 330 feet from the North line, and approximately 1980 feet from the West line of Section 19. The bottom-hole location will be 100 feet from the South line and 1980 feet from the West line of Section 19.

Division Rules provide that an application may be approved sooner if the applicant obtains waivers from affected parties. We therefore request your waiver of objection to this administrative application. We respectfully request you that you sign this letter and return it by e-mail or overnight delivery as soon as possible.

Thank you for your consideration of this matter. Should you wish to discuss, please feel free to call me at 405-935-9175.

Sincerely,

Chesapeake Exploration, L.L.C.

Service Service
Teresa Long

BEPCO agrees to waive objection to Chesapeake Operating, Inc.'s application for an unorthodox well location for its PLU Big Sinks 19 24 31 USA 1H well.

By: W. ChamWillungh Name & Title W. Frank McCreight, Sr. Vice President

Date: <u>3.27.12</u>



Adam G. Rankin Phone 505-988-4421 Fax 505-983-6043 agrankin@hollandhart.com

February 28, 2012

<u>CERTIFIED MAIL</u> RETURN RECEIPT REQUESTED

TO AFFECTED PARTIES

Re: Application of Chesapeake Operating, Inc. for administrative approval of an unorthodox well location for its PLU Big Sinks 19 24 31 USA 1H well in the Bone Spring Pool Section 19, Township 24 South, Range 31 East, N.M.P.M.,

Eddy County, New Mexico.

Ladies and Gentlemen:

Enclosed is a copy of the above-referenced application which was filed with the New Mexico Oil Conservation Division on this date by Chesapeake Operating Co. for administrative approval of an unorthodox well location for its PLU Big Sinks 19 24 31 USA Well No. 1H. The proposed wildcat well is to be drilled at a surface location 150 feet from the North line and a penetration point 330 feet from the North line, and approximately 1980 feet from the West line of Section 19. The bottom-hole location will be 100 feet from the South line and 1980 feet from the West line of Section 19.

As an owner of an interest that may be affected by the proposed well, you may object to this application. Objections must be filed in writing within twenty days from this date at the Division's Santa Fe office that is located at 1220 South Saint Francis Drive, Santa Fe, New Mexico. 87505. If no objection is received within this twenty-day period, this application for an unorthodox well location may be approved.

Sincerely,

Adam G. Rankin

ATTORNEY FOR CHESAPEAKE OPERATING, INC.

Enclosures