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Attorney at Law

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August 11, 2009

HAND DELIVERED

Mr. Mark E. Fesmire, Director
Oil Conservation Division
1220 South St. Francis Drive
Santa Fe, New Mexico 87505

**Re: Application of Chesapeake Energy Corporation
for Cancellation of a Permit to Drill ("APD")
issued to COG Operating LLC ("COG")
Blackhawk "11" Federal Com #2-H (API 30-015-37106)
NE/4SW/4 and N/2SE/4 Sec 11, T16S, R28E
Eddy County, New Mexico**

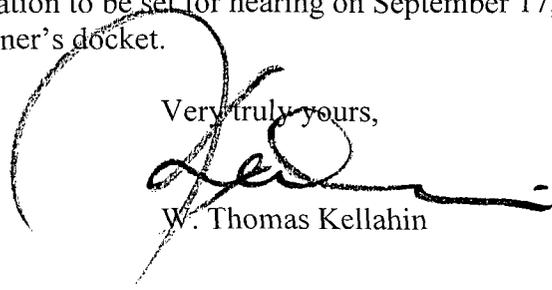
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2009 AUG 11 A 11:10

Case 14382

Dear Mr. Fesmire:

On behalf of Chesapeake Energy Corporation, enclosed for filing is our referenced application to be set for hearing on September 17, 2009 on the Division's Examiner's docket.

Very truly yours,



W. Thomas Kellahin

CC: Chesapeake Energy Corporation
Attn: Kevin Pfister, Landman

ADVERTISEMENT

CASE 14382 Application of Chesapeake Energy Corporation for cancellation of a permit to drill (“APDs”) issued to COG Operating LLC, Eddy County, New Mexico. Applicant seeks an order canceling the Division’s approval of the following application for permit to drill (“APD”) issued to COG Operating LLC (“COG”): API 30-015-37106 for the Blackhawk “11” Federal Com #2-H Well, a horizontal wellbore with a surface location in Unit K and a bottom-hole location in Unit I of Section 11, T16S, R28E, Eddy County and to be dedicated to a non-standard 120-acre spacing unit consisting of the NE/4SW/4 & N/2SE/4 of this section. This unit is located approximately 16 miles northeast of Hagerman, New Mexico.

**STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION**

**IN THE MATTER OF THE APPLICATION
OF CHESAPEAKE ENERGY CORPORATION FOR
CANCELLATION OF A PERMIT TO DRILL (“APD”)
ISSUED TO COG OPERATING LLC (“COG”)
[BLACKHAWK “11” FED COM Well No. 2-H]
EDDY COUNTY, NEW MEXICO.**

RECEIVED OCD
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CASE NO. 14382

APPLICATION

Comes now CHESAPEAKE ENERGY CORPORATION (“Chesapeake”) by its attorneys, Kellahin & Kellahin, applies to the New Mexico Oil Conservation Division (“Division”) for an order canceling the Division’s approval of the following for permit to drill (“APD”) issued to COG Operating LLC (“COG”): API 30-015-37106 for the Blackhawk “11” Federal Com #2-H Well, a horizontal wellbore with a surface location in Unit I and a bottom-hole location in Unit K of Section 11, T16S, R28E, Eddy County and to be dedicated to a non-standard 120-acre spacing unit consisting of the NE/4SW/4 of this section.

In support of its application, Chesapeake states:

1. About February 27, 2008, COG Operating, LLC filed an application for permit to drill (“APD”) with the Bureau of Land Management-Roswell, with a Division form C-102, that were approved on May 22, 2008 for the Blackhawk “11” Federal Com #1H Well, (API # 30-015-37106) a horizontal wellbore with a surface location in Unit K and a subsurface location in Unit I of Section 11, T16S, R28E, Eddy County and to be dedicated to a non-standard 120-acre spacing unit consisting of the NE/4SW/4 & N/2SE/4 of this section. See first page of APD and Division form C-102 attached as Exhibit “B”

2. In violation of the Division’s Rules and Orders, COG has filed an APD for a horizontal wellbore in which COG does not have any interest in either (a) the surface location or (b) the first 1,050 feet of the producing interval of this wellbore. See Exhibit “B” attached

3. COG's proposed 120-acre non-standard oil spacing unit each contains three 40-acre tracts consisting of NE/4SW/4 & N/2SE/4: (See Locator Map attached as Exhibit "C")

Unit K Chesapeake = 56.18%; Devon=43.75%; and MacDonald = 0.07%
Unit I and Unit J COG= 100%

4. In compliance with Commission Order R-12343-E, dated March 16, 2007, the Division revised and modified its Form C-102 to require that the Operator certify that:

"I hereby certify that the information contained herein is true and complete to the best of my knowledge and belief, and that this organization either owns a working interest or unleased mineral interest in the land including the proposed bottom hole location or has a right to drill this well at this location pursuant to a contract with an owner of such a mineral or working interest, or to a voluntary pooling agreement or a compulsory pooling order heretofore entered by the division."

5. COG's form C-102 for this wellbore was improperly certified because COG Operating LLC had placed the surface location and approximately 1,050 feet of the production interval within one of the three 40-acre tracts of the spacing unit in which COG Oil & Gas LP had no mineral interest and had not reached a voluntary agreement with Chesapeake or obtained a Division compulsory pooling order.

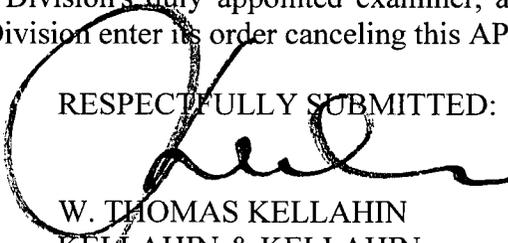
6. In doing so, COG violated the "operator certification" contained in Division Form C-102 by falsely certifying that it had an interest in each of the tracts to be penetrated by the wellbore.

7. COG has not proposed this well to Chesapeake.

8. Notice of this application and hearing has been send to the parties set forth on Exhibit "D" Attached

WHEREFORE, Chesapeake, as applicant, requests that this application be set for hearing on September 17, 2009 before the Division's duly appointed examiner, and that after notice and hearing as required by law, the Division enter its order canceling this APD.

RESPECTFULLY SUBMITTED:



W. THOMAS KELLAHIN
KELLAHIN & KELLAHIN
706 Gonzales Road
Santa Fe, New Mexico 87501
(505) 982-4285

11500704
EA-09-523
RM

OCD-ARTESIA

Form 3160-3
(April 2004)

MAY 27 2009

FORM APPROVED
OMB No 1004-0137
Expires March 31, 2007

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. NM-95630
1b. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name N/A
2. Name of Operator COG Operating LLC		7. If Unit or CA Agreement, Name and No N/A
3a. Address 550 W. Texas, Suite 1300 Midland TX 79701	3b. Phone No. (include area code) (432) 685-4385	8. Lease Name and Well No Black Hawk 11 Fed Com #2
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface 1800' FSL & 1590' FWL, URSWELL CONTROLLED WATER BASIN At proposed prod. zone 1650' FSL & 330' FEL, UL I		9. API Well No. 30-015-37106
14. Distance in miles and direction from nearest town or post office* 2.5 miles north of Loco Hills, NM		10. Field and Pool, or Exploratory Crew Flat, Abo W. 1000'
15. Distance from proposed* location to nearest property or lease line, ft (Also to nearest drig. unit line, if any) 1590'		11. Sec., T. R. M. or Blk and Survey or Area Sec 11, T16S, R28E
16. No. of acres in lease 1760		12. County or Parish Eddy
17. Spacing Unit dedicated to this well 40/20		13. State NM
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 450'		20. BLM/BIA Bond No on file NMB000215
19. Proposed Depth Pilot Hole 6850' TVD 6690', MD 9950'- 6686' 9109'		21. Elevations (Show whether DF, KDB, RT, GL, etc) 3576' GL
22. Approximate date work will start* 04/01/2009		23. Estimated duration 10 days

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No.1, shall be attached to this form:

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
- Operator certification
- Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature <i>Phyllis A. Edwards</i>	Name (Printed/Typed) Phyllis A. Edwards	Date 02/27/2009
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Title
Regulatory Analyst

Approved by (Signature) /s/ Don Peterson	Name (Printed/Typed) /s/ Don Peterson	Date MAY 22 2008
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Title
FIELD MANAGER
CARLSBAD FIELD OFFICE

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

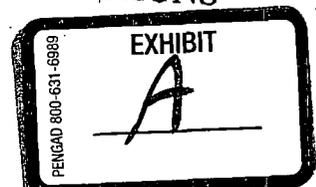
APPROVAL FOR TWO YEARS

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

*(Instructions on page 2)

SEE ATTACHED FOR
CONDITIONS OF APPROVAL

APPROVAL SUBJECT TO
GENERAL REQUIREMENTS
AND SPECIAL STIPULATIONS
ATTACHED



DISTRICT I
1825 N. French Dr., Hobbs, NM 88240

DISTRICT II
1301 W Grand Avenue, Artesia, NM 88210

DISTRICT III
1000 Rio Brazos Rd., Aztec, NM 87410

DISTRICT IV
1820 S. St. Francis Dr., Santa Fe, NM 87505

State of New Mexico
Energy, Minerals and Natural Resources Department

Form C-102
Revised October 12, 2005

Submit to Appropriate District Office
State Lease - 4 Copies
Fee Lease - 3 Copies

OIL CONSERVATION DIVISION
1220 South St. Francis Dr.
Santa Fe, New Mexico 87505

AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

API Number 30-015-37106	Pool Code	Pool Name Wildcat CROW FLATS; ABO
Property Code 37327	Property Name BLACKHAWK "11" FEDERAL COM	Well Number 2H
OGRID No. 229137	Operator Name C.O.G. OPERATING L.L.C.	Elevation 3576'

Surface Location

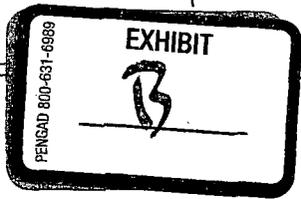
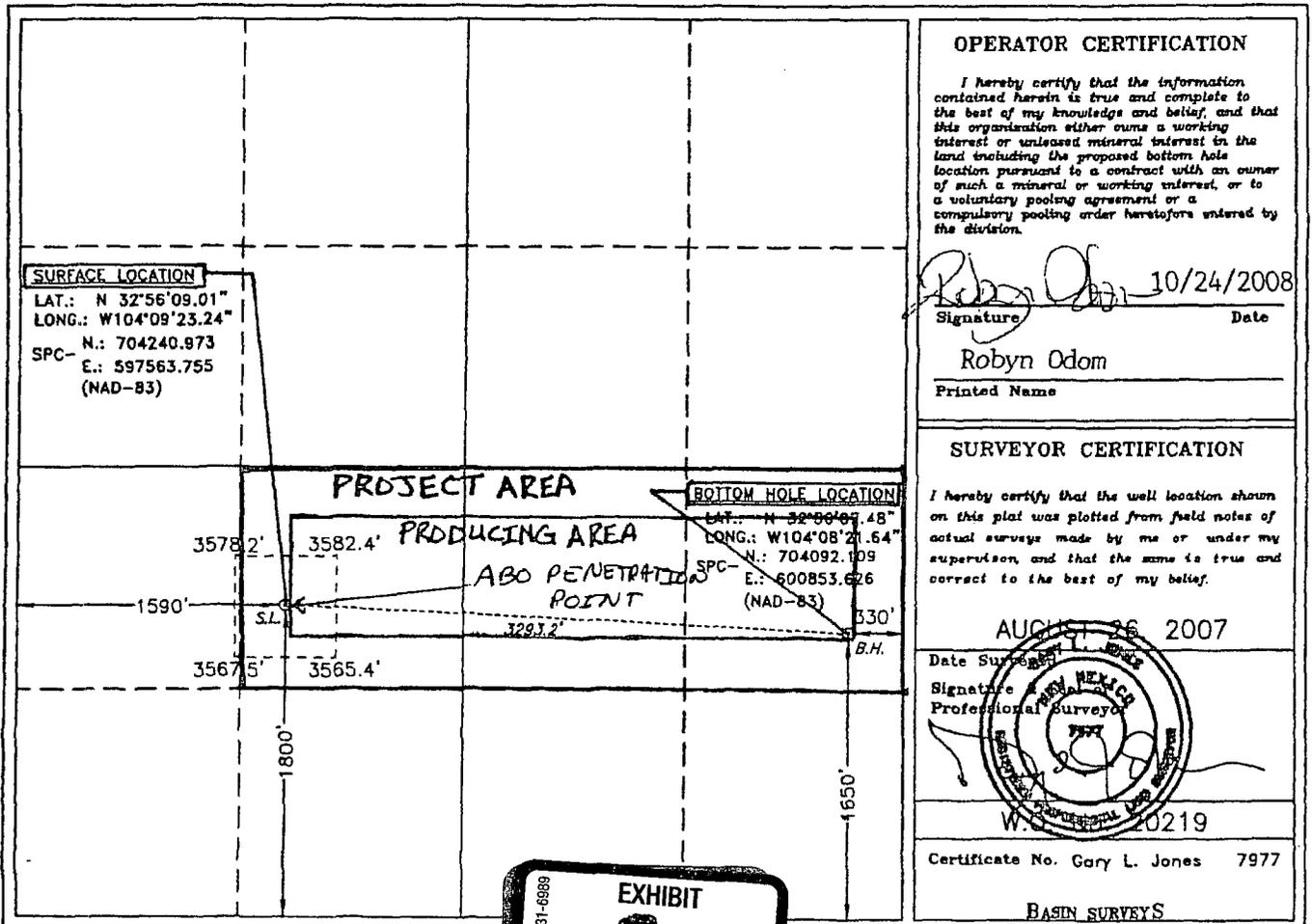
UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
K	11	16 S	28 E		1800	SOUTH	1590	WEST	EDDY

Bottom Hole Location If Different From Surface

UL or lot No.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
I	11	16 S	28 E		1650	SOUTH	330	EAST	EDDY

Dedicated Acres 120	Joint or Infill	Consolidation Code	Order No.
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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



JOA Dated January 26, 1998

Contract Area:

All of Section 11 from surface to base of Morrow
Leases not subject to JOA:

#VB-1111-0002, covering SENE & SE

Federal
NMNM-097128

CHK 56.18% WI
Devon 43.75% WI
MacDonald 0.07% WI

EDDY

16S 28E

11

Federal
NMNM-095630

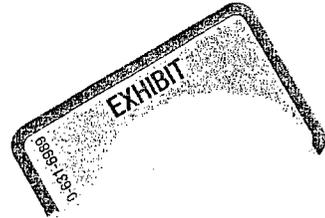
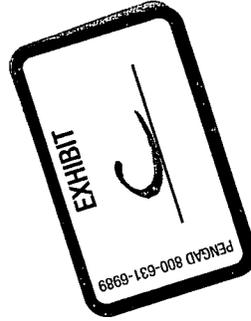
COG 100%
State
VB-1111-0002

COG Operating's
Blackhawk 11
Federal Com 2H

State
V0-4932-000

COG Operating's
Blackhawk 11
Federal Com 1

12



Legend
■ BHL
● SHL
Permits
— APD Approved
- - - APD Not Approved
Owners
▨ CHK
▩ COG
▧ Devon

Section 11 APDs 11-16S-28E Eddy Co., New Mexico	
Scale: 1:4,368	Projection: GCS North American 1927
Date: 4/22/2009	Author: Erin Fay

Exhibit "D"

COG Operating LLC
550 West Texas Avenue
Suite 1300
Midland, TX 79701

COG Oil & Gas LP
550 West Texas Avenue
Suite 1300
Midland, TX 79701

Tim MacDonald
23 Graham Lane
Lucas, TX 75002
972-390-8106 ph

Ken Gray
Devon Energy
20 N. Broadway
Oklahoma City, OK 73102
405-552-4633