

ONSHORE OIL & GAS ORDER NO. 1
Approval of Operations on Onshore
Federal and Indian Oil and Gas Leases

AUG 13 2013

RECEIVED

1. EXISTING ROADS/LEASE ROADS

Driving directions are from Jal NM. West on HWY 128, 18.5 miles to CR 21. Turn North and go approximately 4 miles to an existing caliche road on the west side that will have Chevron signs on it, turn west on XL road and go 3/4 of a mile, then turn north on a lease road to an existing caliche lease road, turn approximately North 1 mile and the road ends. Then turn west approximately 1.5 miles to the location. The location is about 25 miles from the nearest town, which is Jal, NM.

The proposed lease road is about 1 mile in length from the Brininstool USA 25-32-33 2H well location and 14' in travel way width with a maximum disturbance area of 30' will be used, and in accordance with guidelines set forth in the BLM Onshore Orders. No turnouts are expected.

Existing county and lease roads will be used to enter proposed access road.

Surface disturbance and vehicular travel will be limited to the approved location and approved access route. Any additional area needed will be approved in advance.

Location, access, and vicinity plats attached hereto. **See Exhibits A-1 to A-4.**

2. NEW OR RECONSTRUCTED ACCESS ROADS

There will be approximately 1 mile of new access to be constructed.

The new access road will be upgraded to a crowned and ditched road and will be graveled as needed for drilling. If requested by the surface owner, upgrading of this portion of the road will be kept to a minimum.

All existing roads (previously improved) will be used "as is" with the exception of minor blading as needed.

Surface disturbance and vehicular travel will be limited to the approved access route. Any additional area will be approved in advance.

Road Width: 14 – 20 feet traveling surface.

Maximum Grade: Road gradient less than 8%

AUG 16 2013

Crown Design: 2%

Turnouts will be installed along the access route as needed.

Ditch design: Drainage, interception and outlet.

Erosion Control: 6" rock under road.

Re-vegetation of Disturbed Area: All disturbed areas will be seeded by Broadcast or Drill and Crimp. Ground conditions will determine the method used.

Cattle guard(s) will be installed as needed.

Major Cuts and Fills: 2:1 Slope.

Surfacing material (road base derived from caliche or river rock) will be placed on the access road during construction. All surface disturbing activities will be discussed with and agreed to with the surface owner.

3. LOCATION OF EXISTING WELLS

All wells located within a 1-mile radius of the proposed location. **See Exhibit B.**

4. LOCATION OF PRODUCTION FACILITIES

It is anticipated that production facilities will be located on the West side of the Brininstool USA 23-23-33 1H well pad and oil to be sold at that tank battery.

The production line will be buried 3 1/2" Fiberglass Pipe with a working pressure greater than 100 psi ran along existing disturbances.

Oil and gas measurement will be installed on this well location. **See Exhibits C.**

5. LOCATION AND TYPES OF WATER SUPPLY

Water will be obtained from a private water source.

Chesapeake will utilize the frac pond in section 2-23-33 for fresh water.

Water to be hauled into section 2.

A temporary 10" aluminum transfer line will run approx. 1.00 mile from the pond in section 2 to the location. All transfer lines will be laid on a disturbed area.

6. CONSTRUCTION MATERIALS

All construction materials will be used from the nearest Private, BLM, or State pit. All material (i.e. shale) will be acquired from private or commercial sources.

No construction material will be needed for well pad construction; subsurface spoil material will be utilized.

Surfacing material (caliche) will be purchased from a supplier having a permitted source of materials.

The entire location will be fenced with barb/woven wire and bermed with spoil dirt or gravel.

7. METHODS FOR HANDLING WASTE DISPOSAL

A closed system will be utilized consisting of above ground steel tanks.

All wastes accumulated during drilling operations will be contained in a portable trash cage and removed from location and deposited in a state approved facility.

Disposal of cuttings:

8. ANCILLARY FACILITIES

None

9. WELLSITE LAYOUT

The proposed site layout plat is attached showing the Patterson Rig #62 orientation and equipment location. **See Exhibit D.**

In order to level the location, cut and fill will be required. Please see attached Well Location and Acreage Dedication Plat – Exhibits A-1 to A-4.

A locking gate will be installed at the site entrance.

Any fences cut will be repaired. Cattle guards will be installed, if needed.

10. PLANS FOR RECLAMATION OF THE SURFACE

In the Event of Production

Interim reclamation will consist of reclaiming the pad to 50 feet outside the anchors or approximately 200 x 200 feet.

In the Event of a Dry Hole/Final Reclamation

Upon final abandonment of the well, caliche material from the well pad and access road will be removed and utilized to re-contour to a final contour that blends with the surrounding topography as much as possible. Any caliche material not used will be utilized to repair roads within the lease. Topsoil will be distributed over the reclamation area and cross ripped to control erosion; the site will be seeded with an approved BLM mixture.

The location will be restored to as near as original condition as possible. Reclamation of the surface shall be done in strict compliance with the existing New Mexico Oil Conservation Division regulations and BLM regulations.

- 11. SURFACE TENANT**
Brininstool XL Ranch, LLC
P.O. Box 940
Jal, New Mexico 88252

ROAD OWNERSHIP

All access roads are located on Federal lands.

12. ADDITIONAL INFORMATION

Class III cultural resource inventory report was prepared by Boone Archaeological Services, Carlsbad, New Mexico for the proposed location. A copy of the report has been sent to the BLM office under separate cover and is also attached for reference.

13. CHESAPEAKE REPRESENTATIVES

Drilling and Completion Operations

District Manager

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jay.stratton@chk.com

Drilling Engineer

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405-301-6515 (Cell)
chris.gray@chk.com

Field Representative

Stephen Tarr
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432-238-6316 (Cell)
Starr@chevron.com

Asset Manager

Shannon Glancy
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Geologist

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District Land Coordinator

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Regulatory Compliance Technician

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405-849-2896 (Fax)
carol.adler@chk.com

CERTIFICATION

I hereby certify that I, or someone under my direct supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and, that the work associated with the operations proposed will be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

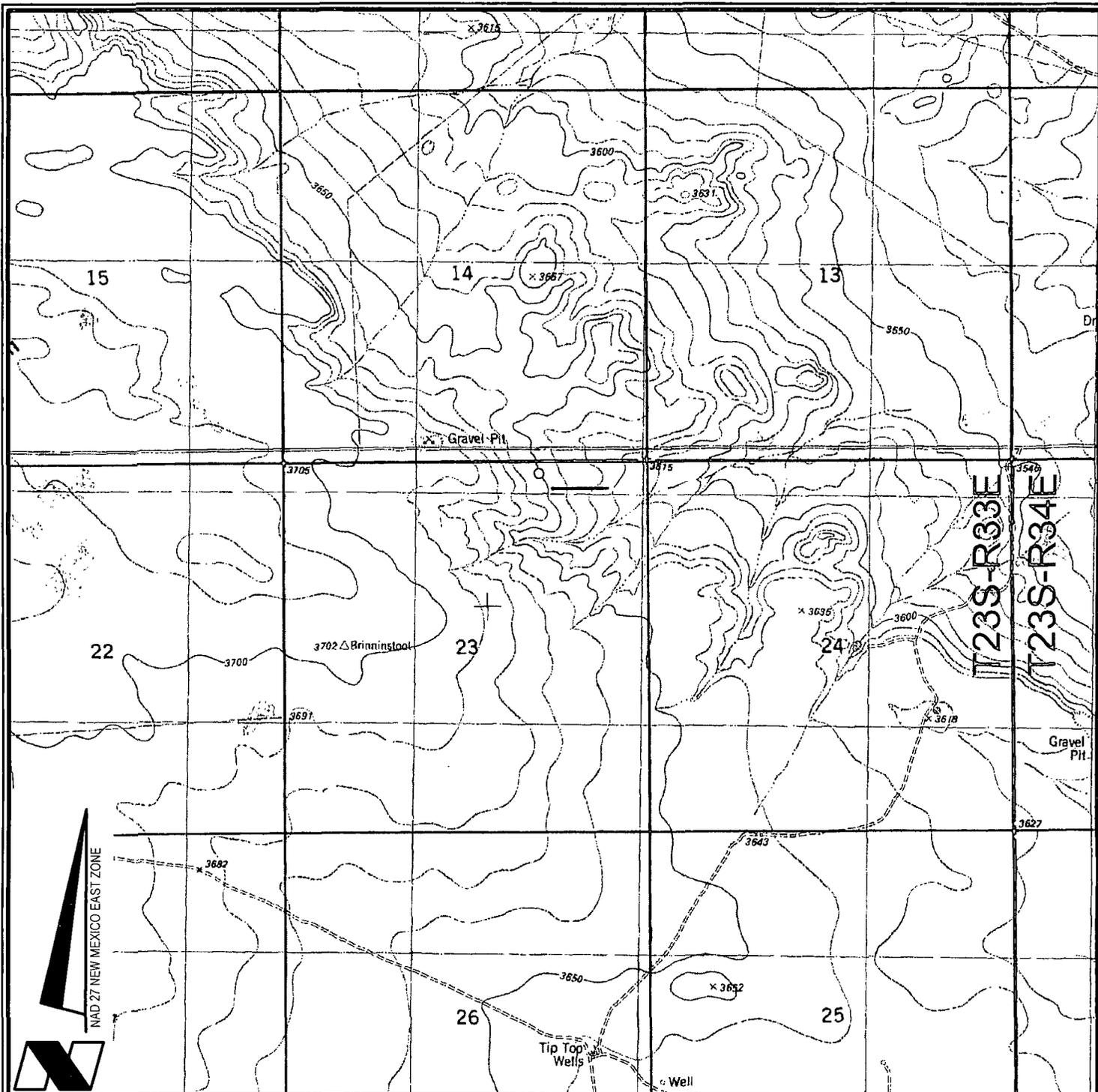
Executed this 10th day of May, 2013

Name: Stephen Tarr
Stephen Tarr - Field Superintendent

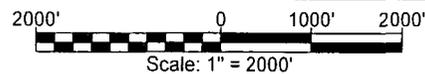
Address: 15 Smith Road Midland, Texas 79705-5423

Telephone: 432-687-7956

E-mail: stephen.tarr@chevron.com



VICINITY MAP



CHESAPEAKE OPERATING, INC.

BRININSTOOL 23 23 33 USA NO. 1H WELL

LOCATED 149' FNL AND 1568' FEL

SECTION 23, T23S-R33E

LEA COUNTY, NEW MEXICO



Lafayette New Orleans Houston
 135 Regency Sq. Lafayette, LA 70508
 Ph. 337-237-2200 Fax. 337-232-3299
www.fenstermaker.com

DRAWN BY: BMO

REVISED: 05/03/2013 BMO

DATE: APRIL 01, 2013

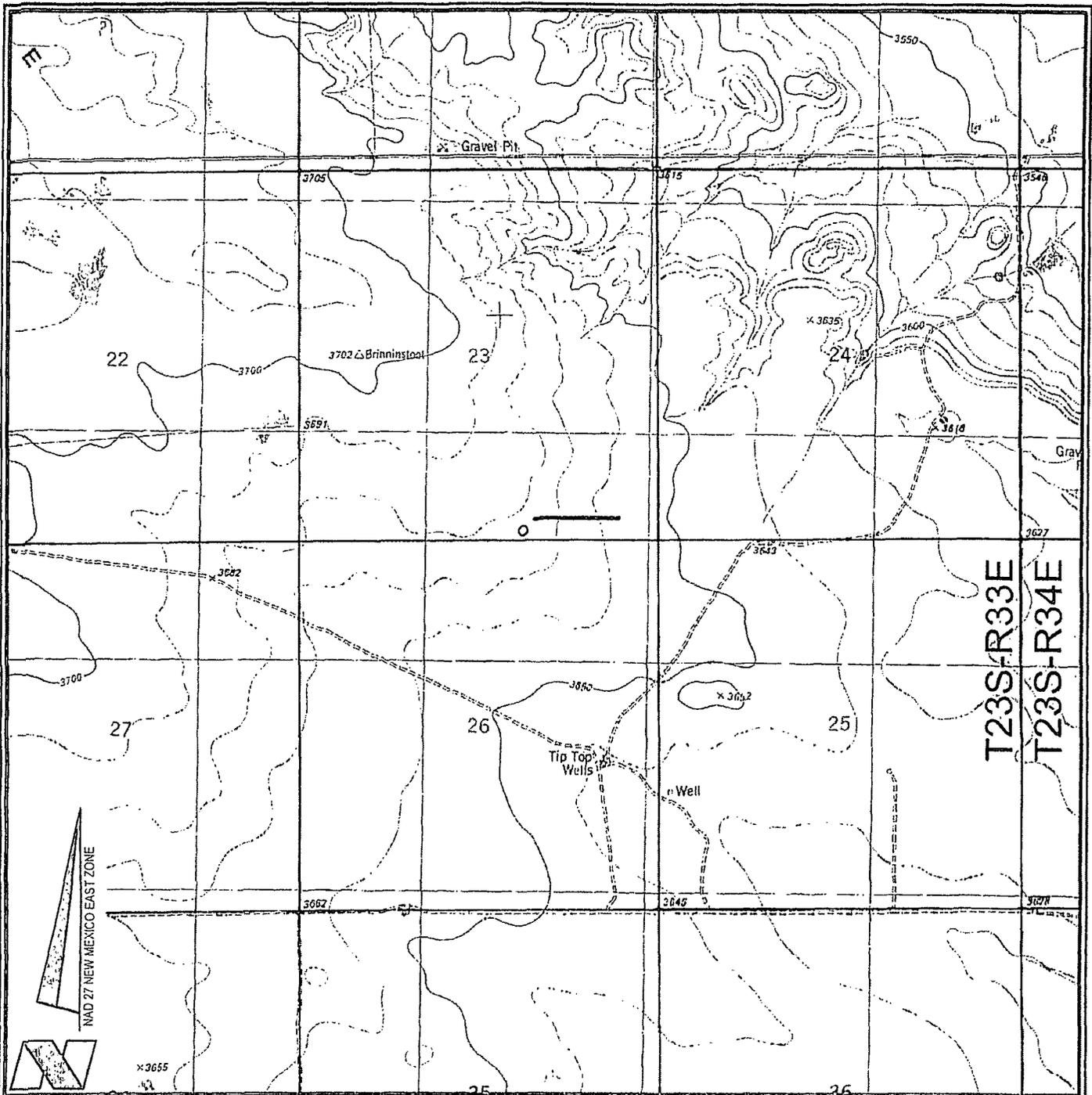
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06/06/2013 BMO

SHEET 1 OF 3 SHEETS

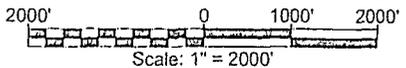
06/27/2013 KJD

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T23S-R33E
T23S-R34E

VICINITY MAP



CHESAPEAKE OPERATING, INC.
 BRININSTOOL 23 23 33 USA NO. 1H WELL
 LOCATED 150' FSL AND 1980' FEL
 SECTION 23, T23S-R33E
 LEA COUNTY, NEW MEXICO

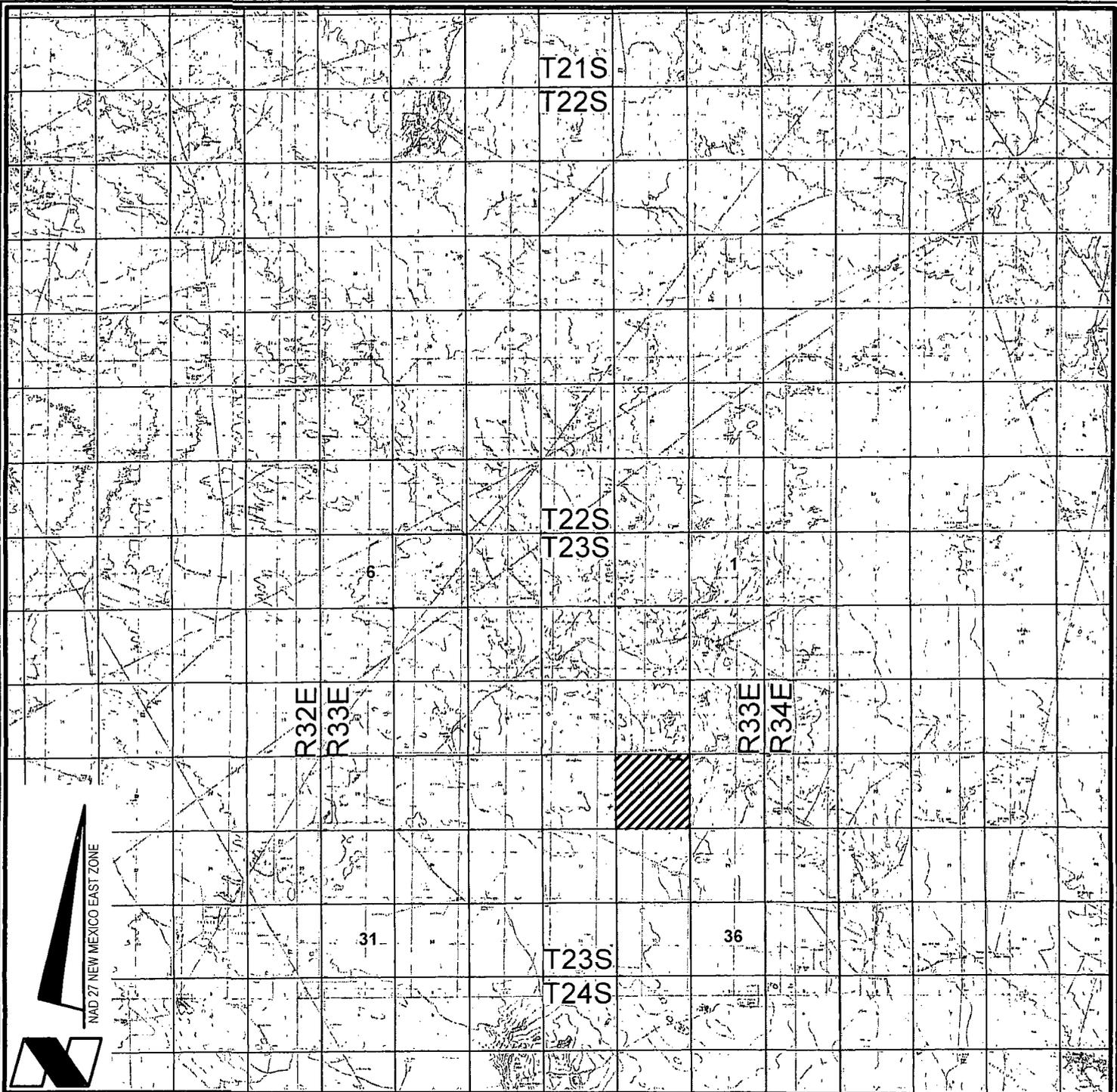


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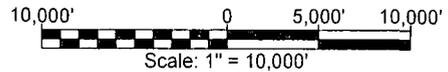
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REVISED: 05/03/2013 BMO

DATE: APRIL 01, 2013
 SHEET 1 OF 3 SHEETS



VICINITY MAP



CHESAPEAKE OPERATING, INC.

BRININSTOOL 23 23 33 USA NO. 1H WELL

LOCATED 149' FNL AND 1568' FEL

SECTION 23, T23S-R33E

LEA COUNTY, NEW MEXICO



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 135 Regency Sq. Lafayette, LA 70508
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06/27/2013 KJD

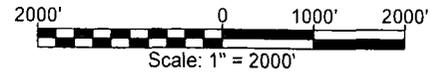
DATE: APRIL 01, 2013

SHEET 2 OF 3 SHEETS

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VICINITY MAP



-  = FEDERAL LAND
-  = FEE LAND
-  = STATE LAND

CHESAPEAKE OPERATING, INC.

BRINSTOOL 23 23 33 USA NO. 1H WELL

LOCATED 149' FNL AND 1568' FEL

SECTION 23, T23S-R33E

LEA COUNTY, NEW MEXICO



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 135 Regency Sq. Lafayette, LA 70508
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PROJ. MGR.: DBM

06/06/2013 BMO

SHEET 3 OF 3 SHEETS

06/27/2013 KJD

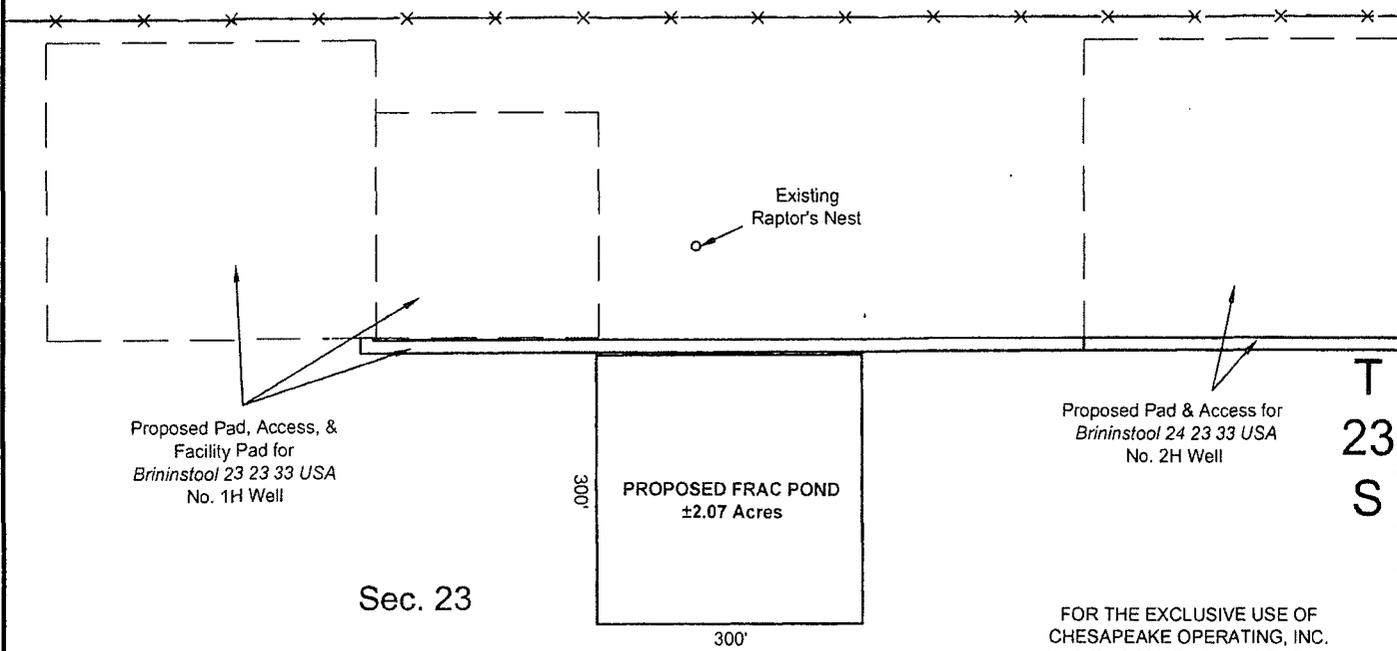
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NW FRAC POND CRN.	NE FRAC POND CRN.	SE FRAC POND CRN.	SW FRAC POND CRN.	LEGEND
X= 745,835 NAD 27 Y= 472,408	X= 746,135 NAD 27 Y= 472,410	X= 746,137 NAD 27 Y= 472,110	X= 745,837 NAD 27 Y= 472,108	--- Section Line X Existing FenceLine
ELEVATION +3644' NAVD 88	ELEVATION +3638' NAVD 88	ELEVATION +3635' NAVD 88	ELEVATION +3647' NAVD 88	

R 33 E

Sec. 14

State of New Mexico



Sec. 23

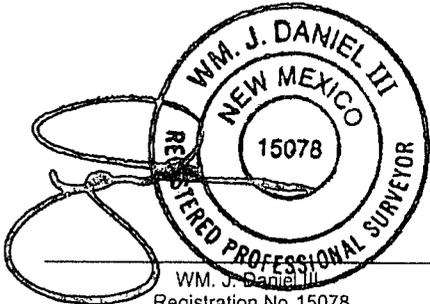
Bureau of Land Management

FOR THE EXCLUSIVE USE OF
CHESAPEAKE OPERATING, INC.
I, WM. J. DANIEL III, Registered Professional
Land Surveyor, do hereby state this plat is true
and correct to the best of my knowledge.

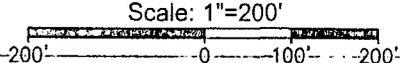
NOTE:
PLEASE BE ADVISED, THAT WHILE REASONABLE EFFORTS ARE MADE TO LOCATE AND VERIFY PIPELINES AND ANOMALIES USING OUR STANDARD PIPELINE LOCATING EQUIPMENT, IT IS IMPOSSIBLE TO BE 100% EFFECTIVE. AS SUCH, WE ADVISE USING CAUTION WHEN PERFORMING WORK AS THERE IS A POSSIBILITY THAT PIPELINES AND OTHER HAZARDS, SUCH AS FIBER OPTIC CABLES, PVC PIPELINES, ETC. MAY EXIST UNDETECTED ON SITE.

MANY STATES MAINTAIN INFORMATION CENTERS THAT ESTABLISH LINKS BETWEEN THOSE WHO DIG (EXCAVATORS) AND THOSE WHO OWN AND OPERATE UNDERGROUND FACILITIES (OPERATORS). IT IS ADVISABLE AND IN MOST STATES, LAW, FOR THE CONTRACTOR TO CONTACT THE CENTER FOR ASSISTANCE IN LOCATING AND MARKING UNDERGROUND UTILITIES. NEW MEXICO ONE CALL, <http://www.nmonecall.org/>.

DISCLAIMER: AT THIS TIME, C.H. FENSTERMAKER & ASSOCIATES, LLC HAS NOT PERFORMED NOR WAS ASKED TO PERFORM ANY TYPE OF ENGINEERING, HYDROLOGICAL MODELING, FLOOD PLAIN, OR "NO RISE" CERTIFICATION ANALYSES, INCLUDING BUT NOT LIMITED TO DETERMINING WHETHER THE PROJECT WILL IMPACT FLOOD HAZARDS IN CONNECTION WITH FEDERAL/FEMA, STATE, AND/OR LOCAL LAWS, ORDINANCES AND REGULATIONS. ACCORDINGLY, FENSTERMAKER MAKES NO WARRANTY OR REPRESENTATION OF ANY KIND AS TO THE FOREGOING ISSUES, AND PERSONS OR ENTITIES USING THIS INFORMATION SHALL DO SO AT THEIR OWN RISK.



SURFACE USE PLAT



CHESAPEAKE OPERATING, INC.

PROPOSED FRAC POND
SECTION 23, T23S-R33E
LEA COUNTY, NEW MEXICO

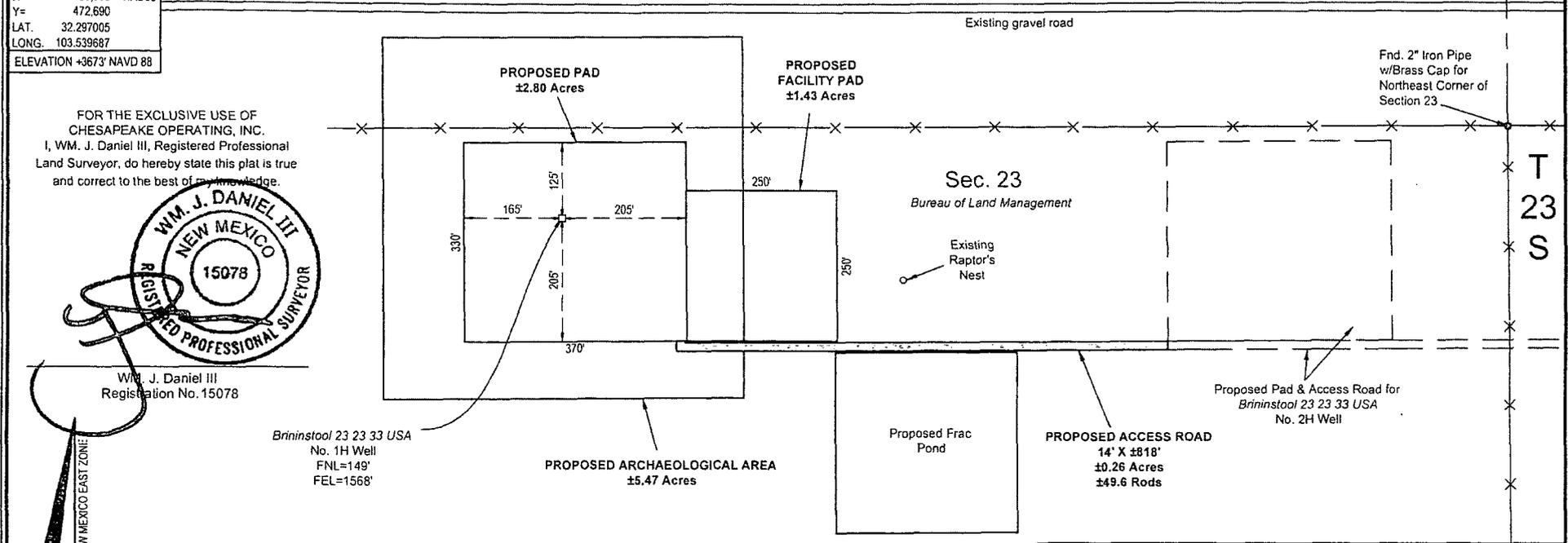


135 Regency Sq. Lafayette, LA 70508
Ph. 337-237-2200 Fax. 337-232-3299
www.fenstermaker.com

DRAWN BY: KJD	REVISIONS		
PROJ. MGR.: DBM	No. 1	DATE:	REVISED BY:
DATE: JUNE 28, 2013	No. 2	DATE:	REVISED BY:
FILENAME: T:\2013\2139075\DWG\Section 23-T23S-R33E_ProposedFracPond.dwg			

NW ARCH. AREA CRN.	NE ARCH. AREA CRN.	SE ARCH. AREA CRN.	SW ARCH. AREA CRN.	NW PAD CRN.	NE PAD CRN.	SE PAD CRN. & SW FACILITY PAD CRN.	SW PAD CRN.
X= 745,080 NAD 27 Y= 472,929	X= 745,681 NAD 27 Y= 472,933	X= 745,684 NAD 27 Y= 472,332	X= 745,084 NAD 27 Y= 472,329	X= 745,217 NAD 27 Y= 472,755	X= 745,587 NAD 27 Y= 472,757	X= 745,588 NAD 27 Y= 472,427	X= 745,218 NAD 27 Y= 472,425
ELEVATION +3660' NAVD 88	ELEVATION +3642' NAVD 88	ELEVATION +3649' NAVD 88	ELEVATION +3670' NAVD 88	ELEVATION +3658' NAVD 88	ELEVATION +3646' NAVD 88	ELEVATION +3650' NAVD 88	ELEVATION +3664' NAVD 88
BRININSTOOL 23 23 33 USA NO. 1H WELL	NW FACILITY PAD CRN.	NE FACILITY PAD CRN.	SE FACILITY PAD CRN.	R 33 E Sec. 14 State of New Mexico			
X= 745,382 NAD 27 Y= 472,631 LAT. 32.296881 LONG. 103.539206	X= 745,587 NAD 27 Y= 472,677	X= 745,837 NAD 27 Y= 472,677	X= 745,838 NAD 27 Y= 472,428				
ELEVATION +3673' NAVD 88	ELEVATION +3646' NAVD 88	ELEVATION +3641' NAVD 88	ELEVATION +3644' NAVD 88				

LEGEND	
	Proposed Well
	Section Line
	Existing Fence Line
	Fnd. Occupation
	Existing Road



FOR THE EXCLUSIVE USE OF
CHESAPEAKE OPERATING, INC.
I, WM. J. Daniel III, Registered Professional
Land Surveyor, do hereby state this plat is true
and correct to the best of my knowledge.



Wm. J. Daniel III
Registration No. 15078

Brininstool 23 23 33 USA
No. 1H Well
FNL=149'
FEL=1568'

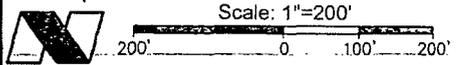
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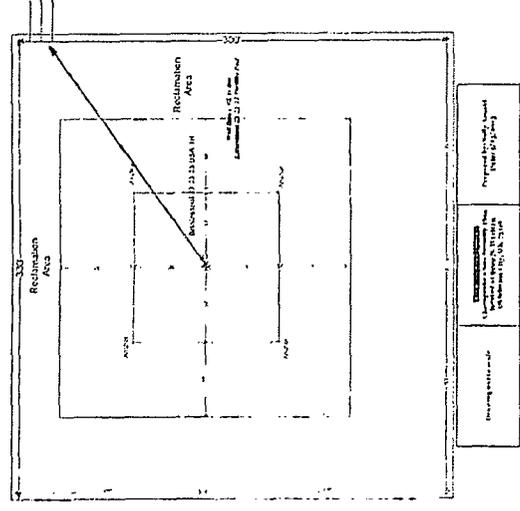
DISCLAIMER: AT THIS TIME, CH. FENSTERMAKER & ASSOCIATES, LLC HAS NOT PERFORMED NOR WAS ASKED TO PERFORM ANY TYPE OF ENGINEERING, HYDROLOGICAL MODELING, FLOOD PLAIN, OR 'NO RISE' CERTIFICATION ANALYSES, INCLUDING BUT NOT LIMITED TO DETERMINING WHETHER THE PROJECT WILL IMPACT FLOOD HAZARDS IN CONNECTION WITH FEDERAL/FEMA, STATE, AND/OR LOCAL LAWS, ORDINANCES AND REGULATIONS. ACCORDINGLY, FENSTERMAKER MAKES NO WARRANTY OR REPRESENTATION OF ANY KIND AS TO THE FOREGOING ISSUES, AND PERSONS OR ENTITIES USING THIS INFORMATION SHALL DO SO AT THEIR OWN RISK.

CHESAPEAKE OPERATING, INC.
PROPOSED PAD & ACCESS ROAD
BRININSTOOL 23 23 33 USA NO. 1H WELL
SECTION 23, T23S-R33E
LEA COUNTY, NEW MEXICO

DRAWN BY: BMO		REVISIONS	
PROJ. MGR.: DBM	No. 1	DATE: 06/06/2013	REVISED BY: BMO
DATE: APRIL 01, 2013	No. 2	DATE: 06/27/2013	REVISED BY: KJD
FILENAME: T:\2013\2139075\DWG\COI_Brininstool 23 23 33 USA 1H_SUP.dwg			



FENSTERMAKER
 135 Regency Sq. Lafayette, LA 70508
 Ph. 337-237-2200 Fax. 337-232-3299
www.fenstermaker.com



Line Symbol	Line	Line Symbol	Line
F	Fire line	SR	Steam Generation Facility (SGF)
T	Test line	(G)	Gun Barrel or Wash tank (GB)
S	Separator	(W)	Water tank
CP	Compressor	(L)	Load Line Valve
PD	Production Unit	(LCT)	Load Line Valve (LCT)
V	Valve	(L)	Load Line Valve (L)
G	Gas line	(L)	Load Line Valve (L)
W	Water line	(L)	Load Line Valve (L)
B	Bleed off line (BLO)	(L)	Load Line Valve (L)
SV	Safety Valve	(L)	Load Line Valve (L)
M	Meter	(L)	Load Line Valve (L)
O	Oil line	(L)	Load Line Valve (L)
H	Header	(L)	Load Line Valve (L)
U	Utility	(L)	Load Line Valve (L)
WD	Water disposal line	(L)	Load Line Valve (L)
R	Restoration Area	(L)	Load Line Valve (L)
PF	Direction of Flow	(L)	Load Line Valve (L)

Line Symbol	Line	Line Symbol	Line
F	Fire line	SR	Steam Generation Facility (SGF)
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WD	Water disposal line	(L)	Load Line Valve (L)
R	Restoration Area	(L)	Load Line Valve (L)
PF	Direction of Flow	(L)	Load Line Valve (L)

TE COM-1H 2

1 MILE RADIUS AROUND BHL

15

STATE #UJ-1
14

13

BLACK MAMBA 15 STAT-1

22

23

BRININSTOOL 23-23-33 USA 1H

24

STLE UNIT-13H

THISTLE UNIT-14

1 MILE RADIUS AROUND SHL

FILE UNIT-16

27

26

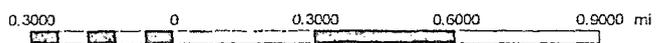
25

BRININSTOOL 25 FEDE-1

FEDERAL 'H'-1

MARY FEDERAL-2
M MARY FEDERAL-1-1
WILMARY FEDERAL-3 L-1

THISTLE UITHISTLE UNIT-11



	CHESAPEAKE OPERATING, INC.
	PERMIAN DISTRICT BRININSTOOL 23-23-33 USA 1H LEA COUNTY, NM 23-235-03E BRININSTOOL 23-23-33 USA 1H_1 1/4 Mile Radius grid
Date: 24 April, 2013	MAP BY: SARAH LYNCH