NOTICE OF INTENT TO DRILL

Must be approved by KCC five (5) days prior to commencing well

Expected Spud Date: January 20, 2005

OPERATOR: License#: 32334
Name: Chesapeake Operating, Inc.
Address: E. O. Box 18496
City/State/Zip: Oklahoma City, OK 73154-0496
Contact Person: Jim Gowens, Barbara Bale
Phone: (405) 848-8000

CONTRACTOR: License#: Will advise on ACO 1
Name: ___________________________

Well Drilled For: Oil [X] Gas [ ] Storage [ ] Disposal [ ] Seismic [ ] Other [ ]
Well Class: Infield [X] Pool Ext. [ ] Wildcat [ ] Cable [ ]
Type Equipment: Mud Rotary [X] Air Rotary [ ]

If OWWO: old well information as follows:
Operator: ___________________________
Well Name: _________________________
Original Completion Date: ____________
Original Total Depth: ________________

Directional, Deviated or Horizontal wellbore? [X] Yes [ ] No
If Yes, true vertical depth: ____________
Bottom Hole Location: _______________
KCC DKT #: _________________________

*Prorated & Spaced Hug worm

SPOT

East: ____________________________
West: ____________________________

SW - SW Sec. 23

660 feet from Line of Section

660 feet from Line of Section

Is SECTION X Regular [ ] Irregular [X]
(Note: Locate well on the Section Plat on reverse side)

County: Haskell
Lease Name: Hespark
Well #: 2-23
Field Name: Lockport

Target Information(s): E. T. Louis
Nearest Lease or unit boundary: 660'
Ground Surface Elevation: 2885'
Water well within one-quarter mile: [ ] Yes [X] No
Public water supply well within one mile: [ ] Yes [X] No
Depth to bottom of fresh water: 540'
Depth to bottom of usable water: 660'
Surface Pipe by Alternate: X 1 2
Length of Surface Pipe Planned to be set: 1800'
Length of Conductor Pipe required: N A N E
Projected Total Depth: 5800'
Formation at Total Depth: St. Louis
Water Source for Drilling Operations: X Well [ ] Farm Pond [ ] Other [ ]
DWR Permit #: _______________________

WILDFLOWER

Will Cores be taken? [ ] Yes [X] No
(Note: Apply for Permit with DWR)

If Yes, proposed zone: __________________________

AFFIDAVIT

The undersigned hereby affirms that the drilling, completion and eventual plugging of this well will comply with K.S.A. 55 et. seq.

It is agreed that the following minimum requirements will be met:
1. Notify the appropriate district office prior to spudding of well;
2. A copy of the approved notice of intent to drill shall be posted on each drilling rig;
3. The minimum amount of surface pipe as specified below shall be set by circulating cement to the top; in all cases surface pipe shall be set through all unconsolidated materials plus a minimum of 20 feet into the underlying formation;
4. If the well is dry hole, an agreement between the operator and the district office on plug length and placement is necessary prior to plugging;
5. The appropriate district office will be notified before well is either plugged or production casing is cemented in;
6. If an ALTERNATE II COMPLETION, production pipe shall be cemented from below any usable water to surface within 120 days of spud date.

Or pursuant to Appendix "B" - Eastern Kansas surface casing order #133,891-C, which applies to the KCC District 3 area, alternate II cementing must be completed within 30 days of the spud date or the well shall be plugged. In all cases, NOTIFY district office prior to any cementing.

I hereby certify that the statements made herein are true and to the best of my knowledge and belief.

Date: 12/28/04 Signature of Operator or Agent: Barbara J. Bale
Title: Regulatory Analyst

Remember to:
- File Drill Pit Application (form CDP-1) with Intent to Drill;
- File Completion Form ACO-1 within 120 days of spud date;
- File acreage attribution plat according to field proration orders;
- Notify appropriate district office 48 hours prior to workover or re-entry;
- Submit plugging report (CP-4) after plugging is completed;
- Obtain written approval before disposing or injecting salt water.

If this permit has expired (See: authorized expiration date) please check the box below and return to the address below.
Well Not Drilled - Permit Expired [ ]
Signature of Operator or Agent: __________________________
Date: __________________________

For KCC Use ONLY
API # 15 - 081-215680-00
Conductor pipe required [X] None [ ]
Minimum surface pipe required: 680 feet per Alt. 0
Approved by __________________________
This authorization expires: 6/30/05
(This authorization void if drilling not started within 6 months of effective date.)
Spud date: __________________________
Agent: __________________________

Mall to: KCC - Conservation Division, 130 S. Market - Room 2078, Wichita, Kansas 67202
IN ALL CASES PLOT THE INTENDED WELL ON THE PLAT BELOW

*Plt of acreage attributable to a well in a prorated or spaced field*

If the intended well is in a prorated or spaced field, please fully complete this side of the form. If the intended well is in a prorated or spaced field complete the plat below showing that the well will be properly located in relationship to other wells producing from the common source of supply. Please show all the wells and within 1 mile of the boundaries of the proposed acreage attribution unit for gas wells and within 1/2 mile of the boundaries of the proposed acreage attribution unit for oil wells.

API No. 15 - [Redacted]
Operator: Chesapeake Operating, Inc.
Lease: Heskamp
Well Number: 2-23
Field: Lockport

Number of Acres attributable to well: 160
QTR / QTR / QTR of acreage: - - SW/4

Location of Well: County: Haskell

660 feet from E / X W Line of Section
660 feet from N / X S Line of Section
Sec. 23 Twp. 29 S. R. 32
East X West

Is Section: X Regular or □ Irregular

If Section is Irregular, locate well from nearest corner boundary.
Section corner used: X □ □ □

**PLAT**

(Show location of the well and shade attributable acreage for prorated or spaced wells.)
(Show footage to the nearest lease or unit boundary line.)

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32 W
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NOTE: In all cases locate the spot of the proposed drilling location.

In plotting the proposed location of the well, you must show:

1. The manner in which you are using the depicted plat by identifying section lines, i.e. 1 section, 1 section with 8 surrounding sections, 4 sections, etc.
2. The distance of the proposed drilling location from the section's south / north and east / west.
3. The distance to the nearest lease or unit boundary line.
4. If proposed location is located within a prorated or spaced field a certificate of acreage attribution plat must be attached: (CO-7 for oil wells; CG-8 for gas wells).