

Hawg Hauling Disposal LLC  
Form S-3ASR  
November 27, 2006  
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As filed with the Securities and Exchange Commission on November 27, 2006

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-3

### REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

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## Chesapeake Energy Corporation\*

(Name of Registrant as specified in its charter)

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Oklahoma

73-1395733

(State or other jurisdiction

(I.R.S. Employer

of incorporation or organization)

Identification No.)

6100 North Western Avenue

Aubrey K. McClendon

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Oklahoma City, Oklahoma 73118

(405) 848-8000

(Address, including zip code,

and telephone number, including area code,

of Registrant s principal executive offices)

Chairman of the Board and

Chief Executive Officer

6100 North Western Avenue

Oklahoma City, Oklahoma 73118

(405) 848-8000

(Name, address, including zip code,

and telephone number, including

area code, of agent for service)

*Copy to:*

**James M. Prince, Esq.**

**Vinson & Elkins L.L.P.**

**2300 First City Tower**

**1001 Fannin Street**

**Houston, Texas 77002-6760**

**(713) 758-3710**

**(713) 615-5962 (Fax)**

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**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

### CALCULATION OF REGISTRATION FEE

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| <b>Title of each class of securities to be registered</b> | <b>Amount to be registered</b> | <b>Proposed maximum aggregate offering price<sup>(1)</sup></b> | <b>Amount of registration fee</b> |
|---|--------------------------------|--|-----------------------------------|
| Senior Notes  | \$512,000,000                  | \$512,000,000  | \$54,784                          |

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(1) Estimated solely for purposes of calculating the registration fee, based on an exchange rate of \$1.28 per 1.00, as of November 22, 2006.

\* Includes certain subsidiaries of Chesapeake Energy Corporation identified on the following pages.

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**Chesapeake Eagle Canada Corp.**

(Exact Name of Registrant As Specified In Its Charter)

**New Brunswick, Canada**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**None**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Energy Louisiana Corporation**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1524569**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Energy Marketing, Inc.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1439175**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Operating, Inc.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1343196**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake South Texas Corp.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**41-2050649**  
(I.R.S. Employer  
Identification Number)

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**Nomac Drilling Corporation**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1606317**  
(I.R.S. Employer  
Identification Number)

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**Carmen Acquisition, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1604860**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Acquisition, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1528271**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Appalachia, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-3774650**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Land Company, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-2099392**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake ORC, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**71-0934234**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Royalty, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1549744**  
(I.R.S. Employer  
Identification Number)

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**Gothic Production, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1539475**  
(I.R.S. Employer  
Identification Number)

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**Hodges Trucking Company, L.L.C.**

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(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1293811**  
(I.R.S. Employer  
Identification Number)

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**Hawg Hauling & Disposal, LLC**

(Exact Name of Registrant As Specified In Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**06-1706211**  
(I.R.S. Employer  
Identification Number)

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**Mayfield Processing, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-0174765**  
(I.R.S. Employer  
Identification Number)

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**MC Mineral Company, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**61-1448831**  
(I.R.S. Employer  
Identification Number)

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**W.W. Realty, L.L.C.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1360666**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Exploration Limited Partnership**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1384282**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Louisiana, L.P.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1519126**  
(I.R.S. Employer  
Identification Number)

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**Chesapeake Sigma, L.P.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**27-0029884**  
(I.R.S. Employer  
Identification Number)

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**MidCon Compression, L.P.**

(Exact Name of Registrant As Specified In Its Charter)

**Oklahoma**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-0299525**  
(I.R.S. Employer  
Identification Number)

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement is filed with the Securities and Exchange Commission. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated November 27, 2006

PRELIMINARY PROSPECTUS

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**400,000,000**

**% Senior Notes due 2017**

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**The Company:**

Chesapeake Energy Corporation is the third largest independent producer of natural gas in the United States and owns interests in approximately 33,700 producing oil and natural gas wells.

**The Offering:**

Use of Proceeds: We intend to use the net proceeds from this offering to repay outstanding indebtedness under our revolving bank credit facility, which may be reborrowed for general corporate purposes, including to finance potential future acquisitions.

Interest: The notes have a fixed annual rate of \_\_\_\_\_ % which will be paid every six months on January 15 and July 15, commencing July 15, 2007.

Maturity: January 15, 2017.

Guarantees: The notes will be guaranteed on a senior unsecured basis by each of our existing United States subsidiaries, other than certain de minimis subsidiaries, and one of our non-United States subsidiaries.

Ranking: The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior debt and senior to any subordinated debt that we may incur. The notes will be effectively subordinated to our and our guarantor subsidiaries' existing and future secured debt, including debt under our revolving bank credit facility, to the extent of the value of the assets securing such debt. The notes will also be effectively subordinated to the debt of any non-guarantor subsidiaries.

Change of Control: Upon the occurrence of certain change of control events, each holder of notes may require us to repurchase all or a portion of its notes at a purchase price equal to 101% of the principal amount of the notes, plus accrued interest.

Tax Redemption: We may redeem the notes in whole but not in part at 100% of their principal amount plus accrued interest if at any time we became obligated to pay withholding taxes as a result of a change in law.

Make-Whole Redemption: We may redeem some or all of the notes at any time pursuant to certain make-whole provisions. If we enter into certain sale-leaseback transactions and do not reinvest the proceeds or repay certain senior debt, we must offer to repurchase the notes.

Pricing:

| <u>Per Note</u> | <u>Total</u> |
|-----------------|--------------|
|-----------------|--------------|

|  |   |
|--|---|
| Initial public offering price            | % |
| Underwriting discount                    | % |
| Proceeds, before expenses, to Chesapeake | % |

**This investment involves risks. See Risk Factors beginning on page 14.**

The underwriters expect to deliver the notes to investors on or about \_\_\_\_\_, 2006, only in book-entry form through the facilities of Euroclear and Clearstream. We intend to apply to list the notes on the Irish Stock Exchange for trading on the Alternative Securities Market thereof.

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*Joint Book-Running Managers*

## **Barclays Capital**

*Sole Global Coordinator*

## **Credit Suisse**

## **Deutsche Bank Securities**

## **Goldman Sachs International**

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*Senior Co-Managers*

**ABN AMRO  
Fortis Securities**

**Banc of America Securities Limited**

**BNP PARIBAS  
The Royal Bank of Scotland  
plc**

**Lehman Brothers  
UBS Investment Bank**

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*Co-Managers*

**Bayerische Hypo- und Vereinsbank AG  
DZ Financial Markets LLC**

**BMO Capital Markets  
Natexis Bleichroeder Inc.  
TD Securities**

**Calyon Securities (USA)  
RBC Capital Markets**

The date of this prospectus is \_\_\_\_\_, 2006.

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We have not authorized any dealer, salesperson or other person to give any information or represent anything to you other than the information contained in this prospectus. You must not rely on unauthorized information or representations. The information in this prospectus is current only as of the date on its cover, and may change after that date.

**NOTICE TO INVESTORS**

This prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose other than the United States. Accordingly, the notes may not be offered or sold, directly or indirectly, and this prospectus may not be distributed, in any jurisdiction except in accordance with the legal requirements applicable in such jurisdiction. You must comply with all laws applicable in any jurisdiction in which you buy, offer or sell the notes or possess or distribute this prospectus, and you must obtain all applicable consents and approvals; neither we nor the underwriters shall have any responsibility for any of the foregoing legal requirements.

Neither we nor the underwriters nor any of our or their respective representatives is making any representation to you regarding the legality of an investment in the notes, and you should not construe anything in this prospectus as legal, business, tax or other advice. You should consult your own advisors as to the legal, tax, business, financial and related aspects of an investment in the notes. In making an investment decision regarding the notes, you must rely on your own examination of the issuer and the terms of the offering, including the merits and risks involved.

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By accepting delivery of this prospectus, you agree not to use any information herein for any purpose other than considering an investment in the notes.

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Subject to the following paragraph, we accept responsibility for the information contained in this prospectus. We have made all reasonable inquiries and confirm to the best of our knowledge, information and belief that the information contained in this prospectus with regard to our Subsidiaries and our affiliates and the notes is true and accurate in all material respects, that the opinions and intentions expressed in this prospectus are honestly held and that we are not aware of any other facts the omission of which would make this prospectus or any statement contained herein misleading in any material respect.

The information contained under the caption **Exchange Rate Information** includes extracts from information and data publicly released by official and other sources. While we accept responsibility for accurately summarizing the information concerning exchange rate information, we accept no further responsibility in respect of such information. The information set out in relation to sections of this prospectus describing clearing and settlement arrangements, including the section entitled **Description of Notes Book-Entry, Delivery and Form**, is subject to any change in or reinterpretation of the rules, regulations and procedures of Euroclear Bank S.A./N.V. ( Euroclear ) or Clearstream Banking, société anonyme ( Clearstream ) currently in effect. While we accept responsibility for accurately summarizing the information concerning Euroclear or Clearstream, we accept no further responsibility in respect of such information. In addition, this prospectus contains summaries believed to be accurate with respect to certain documents, but reference is made to the actual documents for complete information. All such summaries are qualified in their entirety by such reference. Copies of documents referred to herein will be made available to prospective investors upon request to us.

The underwriters, the trustee, the paying agents and any other agents acting with respect to the notes accept no responsibility for and make no representation or warranty, express or implied, as to the accuracy or completeness of the information set forth in this prospectus and nothing contained in this prospectus is, or should be relied upon as, a promise or representation by the underwriters, the trustee, the paying agents or any other agents acting with respect to the notes as to the past or the future.

By purchasing the notes, you will be deemed to have acknowledged that you have reviewed this prospectus and have had an opportunity to request, and have received, all additional information that you need from us. No person is authorized in connection with any offering made by this prospectus to give any information or to make any representation not contained in this prospectus and, if given or made, any other information or representation must not be relied upon as having been authorized by us or the underwriters.

The information contained in this prospectus is as of the date hereof. Neither the delivery of this prospectus at any time after the date of publication nor any subsequent commitment to purchase the notes shall, under any circumstances, create an implication that there has been no change in the information set forth in this prospectus or in our business since the date of this prospectus.

The notes will be issued in the form of one or more global notes, which will be deposited with, or on behalf of, a common depository for the accounts of Euroclear and Clearstream. Beneficial interests in the global notes will be shown on, and transfers of beneficial interests in the global notes will be effected only through, records maintained by Euroclear and/or Clearstream and their participants, as applicable. See **Description of Notes Book-Entry, Delivery and Form**.

This prospectus sets out the procedures of Euroclear and Clearstream in order to facilitate the original issue and subsequent transfers of interests in the notes among participants of Euroclear and Clearstream. However, neither Euroclear nor Clearstream is under any obligation to perform or continue to perform such procedures and such procedures may be modified or discontinued by either of them at any time. We will not, nor will any of our agents, have responsibility for the performance of the respective obligations of Euroclear, Clearstream or their respective participants under the rules and procedures



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governing their operations, nor will we or our agents have any responsibility or liability for any aspect of the records relating to, or payments made on account of, book-entry interests held through the facilities of any clearing system or for maintaining, supervising or reviewing any records relating to these book-entry interests. Investors wishing to use these clearing systems are advised to confirm the continued applicability of their rules, regulations and procedures.

Neither the U.S. Securities and Exchange Commission (the SEC), any state securities commission nor any non-U.S. securities authority has approved or disapproved of these securities or determined that this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

We reserve the right to withdraw this offering of the notes at any time. We and the underwriters also reserve the right to reject any offer to purchase the notes in whole or in part for any reason or no reason and to allot to any prospective purchaser less than the full amount of the notes sought by it. The underwriters and certain of their respective related entities may acquire, for their own accounts, a portion of the notes.

We cannot guarantee that our application to list the notes on the Irish Stock Exchange for trading on the Alternative Securities Market thereof will be approved as of the settlement date for the notes or at any time then after, and settlement of the notes is not conditioned on obtaining this listing.

The underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the notes. Specifically, the underwriters may over-allot in connection with this offering and may bid for and purchase notes in the open market. For a description of these activities, see Underwriting.

## **NOTICE TO CERTAIN EUROPEAN INVESTORS**

**Austria.** The notes may be offered and sold in Austria only in accordance with the provisions of the Banking Act, the Securities Supervision Act of Austria (*Bankwesengesetz and Wertpapieraufsichtsgesetz*) and any other applicable Austrian law. The notes have not been admitted to public offer in Austria under the provisions of the Capital Markets Act or the Investment Fund Act or the Exchange Act (*Kapitalmarktgesetz, Investmentfondsgesetz or Börsengesetz*). Consequently, in Austria, the notes may not be offered or sold directly or indirectly by way of a public offering in Austria and will only be available to a limited group of persons within the scope of their professional activities.

**Belgium.** The offering of the notes does not constitute an offer to the public in Belgium. It is only directed to persons who are qualified investors (within the meaning of Article 2.1(e)(i) to (iii) of the Prospectus Directive or, upon its implementation, of the relevant Belgian act implementing the Prospectus Directive).

**Denmark.** This prospectus has not been filed with or approved by any authority in the Kingdom of Denmark. The notes have not been offered or sold and may not be offered, sold or delivered directly or indirectly in the Kingdom of Denmark, except to qualified investors within the meaning of, or otherwise in compliance with an exemption set forth in, Executive Order No. 306 of 28 April 2005.

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**France.** The notes have not been and will not be offered or sold to the public in France (*appel public à l'épargne*), and no offering or marketing materials relating to the notes must be made available or distributed in any way that would constitute, directly or indirectly, an offer to the public in the Republic of France.

The notes may only be offered or sold in the Republic of France to qualified investors (*investisseurs qualifiés*) and/or to a limited group of investors (*cercle restreint d'investisseurs*) as defined in and in accordance with articles L.411-1 and L.411-2 of the French *Code monétaire et financier* and Decree n°98-880 dated October 1, 1998.



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Prospective investors are informed that:

- (i) this prospectus has not been submitted for clearance to the French financial market authority (*Autorité des Marchés Financiers*);
- (ii) in compliance with Decree n°98-880 dated October 1, 1998, any investors subscribing for the notes should be acting for their own account; and
- (iii) the direct and indirect distribution or sale to the public of the notes acquired by them may only be made in compliance with articles L.411-1, L.411-2, L.412-1 and L.621-8 of the *French Code monétaire et financier*.

**Germany.** The offering of the notes is not a public offering in the Federal Republic of Germany. The notes may be offered and sold in the Federal Republic of Germany only in accordance with the provisions of the Securities Prospectus Act of the Federal Republic of Germany (*Wertpapierprospektgesetz, WpPG*) and any other applicable German law. Consequently, in Germany, the notes will only be available to and this prospectus and any other offering material in relation to the notes is directed only at persons who are qualified investors (*qualifizierte Anleger*) within the meaning of Section 2 No. 6 of the Securities Prospectus Act and the notes must not be publicly offered, and this prospectus and any other offering material in relation to the notes must not be passed on, to any person in Germany other than such qualified investor. Any resale of the notes in Germany may only be made in accordance with the Securities Prospectus Act and other applicable laws.

**Ireland.** The notes may be offered or sold in Ireland only in accordance with the European Communities (Stock Exchange) Regulations 1984, the European Communities (Transferable Securities and Stock Exchange) Regulations 1992, the Investment Intermediaries Act, 1995 (as amended) and the Companies Act 1963 to 2001 and all other applicable Irish laws and regulations.

**Italy.** The offering of the notes in Italy has not been registered with the Commissione Nazionale per le Società e la Borsa ( CONSOB ) pursuant to Italian securities legislation and, accordingly: (i) the notes cannot be offered, sold or delivered in the Republic of Italy ( Italy ) in a solicitation to the public at large (*sollecitazione all investimento*) within the meaning of Article 1, paragraph 1, letter (t) of Legislative Decree no. 58 of February 24, 1998 (the Financial Services Act ), nor may any copy of this prospectus or any other document relating to the notes be distributed in Italy, (ii) the notes cannot be offered, sold and/or delivered, nor may any copy of this prospectus or any other document relating to the notes be distributed, either in the primary or in the secondary market, to individuals resident in Italy, and (iii) sales of the notes in Italy shall only be: (a) negotiated with Professional Investors (*operatori qualificati*), as defined under Article 31, paragraph 2, of CONSOB Regulation no. 11522 of July 1, 1998, as amended ( CONSOB Regulation 11522 ), (b) effected in compliance with Article 129 of the Legislative Decree no. 385 of September 1, 1993 (the Italian Banking Act ) and the implementing instructions of the Bank of Italy, (c) made by an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with the Italian Banking Act, the Financial Services Act, CONSOB Regulation 11522 and all the other relevant provisions of Italian law and (d) effected in accordance with any other Italian securities, tax and exchange control and other applicable laws and regulations and any other applicable requirement or limitation which may be imposed by CONSOB or the Bank of Italy. Insofar as the requirements above are based on laws which are suspended at any time pursuant to the Prospectus Directive, such requirements shall be replaced by the applicable requirements under the Prospectus Directive or the relevant implementing laws.

**Grand Duchy of Luxembourg.** This offering should not be considered a public offering in the Grand Duchy of Luxembourg. This prospectus may not be reproduced or used for any purpose other than this offering, nor provided to any person other than the recipient thereof. The notes are offered to a limited



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number of sophisticated investors in all cases under circumstances designed to preclude a distribution, which would be other than a private placement. All public solicitations are banned and the sale may not be publicly advertised.

**The Netherlands.** Each of the underwriters represents and agrees that (a) it is a professional market party ( PMP ) within the meaning of Section 1(e) of the Exemption Regulation of June 26, 2002 in respect of the Act on the Supervision of the Credit System 1992 (*Vrijstellingsregeling Wtk 1992*), as amended from time to time (the Exemption Regulation ), where applicable read in conjunction with the policy rules of the Dutch Central Bank (*de Nederlandsche Bank N.V.*) on key concepts of market access and enforcement of the Act on the Supervision of the Credit System 1992 (*Wet toezicht Kredietwezen 1992*) published on December 29, 2004 (*Beleidsregel 2005 kernbegrippen markttoetreding en handhaving Wtk 1992*) (the Policy Rules ), and Section 2 of the Policy Rules, as amended, supplemented and restated from time to time and (b) it has offered or sold and will offer or sell, directly or indirectly, as part of the initial distribution or at any time thereafter, the notes exclusively (i) to PMPs as reasonably identified by the Issuer on the issue date or (ii) to persons which cannot reasonably be identified as PMPs by the Issuer on the issue date, provided that the notes have a denomination of 50,000 (or the equivalent in any other currency) and shall upon their issuance be included in a clearing institution that is established in an EU Member State, the United States, Japan, Australia, Canada or Switzerland; so that it can reasonably be expected that the underwriters will transfer the notes exclusively to other PMPs.

Generally, notes (including rights representing an interest in a global note) may not be offered, sold, transferred or delivered at any time by anyone, directly or indirectly, to individuals or legal entities who or which are established, domiciled or have their residence in The Netherlands ( Dutch Residents ) other than to PMPs acquiring the notes for their own account. Dutch Residents, by purchasing notes (or any interest therein), will be deemed to have represented and agreed for the benefit of the Issuer that they are a PMP and acquire the notes for their own account. Each holder of the notes , by purchasing notes (or any interest therein), will be deemed to have represented and agreed for the benefit of the Issuer that (i) such notes (or any interest therein) may not be offered, sold, pledged or otherwise transferred to Dutch Residents other than to a PMP acquiring for its own account or for the account of another PMP and (ii) they will provide notice of this transfer restriction to any subsequent transferee.

In addition, and without prejudice to the relevant restrictions set out above, the notes that are offered in The Netherlands may only be offered and such an offer may only be announced: (i) if the notes have a denomination of at least 50,000 or the equivalent in any other currency; (ii) if the notes, irrespective of their denomination, can be acquired only as a package for a consideration of at least 50,000 or the equivalent in any other currency; and/or (iii) to professional market parties within the meaning of Section 1a paragraph 3 of the Exemption Regulation to the Dutch Securities Supervision Act 1995 (*Vrijstellingsregeling Wet toezicht effectenverkeer 1995*); and otherwise (iv) in accordance with the Dutch Securities Supervision Act 1995 (*Wet toezicht effectenverkeer 1995*) and corresponding regulations, as amended from time to time.

**Spain.** The notes may not be offered or sold in Spain except in accordance with the requirements of the Spanish Securities Market Law (*Ley 24/1988, de 28 de julio, del Mercado de Valores*), as amended and restated, and Royal Decree 291/1992, on issues and public offerings for the sale of securities (*Real Decreto 291/1992, de 27 de marzo, sobre emisiones y ofertas públicas de venta de valores*), as amended and restated, and the decrees and regulations made thereunder. The notes may not be listed, sold, offered or distributed to persons in Spain except (i) in circumstances which do not constitute an offer of securities in Spain within the meaning of Spanish Securities Market Law and further relevant legislation or (ii) pursuant to Article 7 of Royal Decree 291/1992 and subject to compliance with the registration requirements set out therein. This prospectus has not been registered with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) and therefore it is not intended for the offering or sale of the notes in Spain.

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**Sweden.** This prospectus has not been and will not be registered with the Swedish Financial Supervisory Authority. Accordingly, this prospectus may not be made available, nor may the notes otherwise be marketed and offered for sale, in Sweden other than in circumstances that are deemed not to be an offer to the public under the Financial Instruments Trading Act (1991:980).

**Switzerland.** The offering of the notes is not a public offering in Switzerland. The notes have not been and will not be offered, directly or indirectly, to the public in Switzerland and this prospectus does not constitute a public offering prospectus as that term is understood pursuant to art. 1156 of the Swiss Federal Code of Obligations.

**United Kingdom.** This prospectus is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the Financial Promotion Order ), (ii) are persons falling within Article 49(2)(a) to (d) ( high net worth companies, unincorporated associations, etc ) of the Financial Promotion Order or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as relevant persons ). This prospectus is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons. The notes are being offered solely to qualified investors as defined in the Prospectus Directive and accordingly the offer of notes is not subject to the obligation to publish a prospectus within the meaning of the Prospectus Directive.

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**NOTICE TO NEW HAMPSHIRE RESIDENTS**

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES ( RSA 421-B ) WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

**Table of Contents****EXCHANGE RATE INFORMATION**

In this prospectus, (i) **euro** refers to the single currency of the participating Member States in the Third Stage of the European Economic and Monetary Union of the Treaty Establishing The European Community, as amended from time to time, and (ii) **\$** or **dollars** refers to the lawful currency of the United States.

The following chart shows for the period from January 1, 2001 through November 22, 2006, the period end, average, high and low noon buying rates in the City of New York for cable transfers of euro as certified for customs purposes by the Federal Reserve Bank of New York expressed as dollars per 1.00.

| <b>Year</b>                               | <b>dollars per 1.00</b> |            |                                     |                   |
|---|-------------------------|------------|-------------------------------------|-------------------|
|   | <b>High</b>             | <b>Low</b> | <b>Period average<sup>(1)</sup></b> | <b>Period end</b> |
| 2001                                      | 0.9535                  | 0.8370     | 0.8909                              | 0.8901            |
| 2002                                      | 1.0485                  | 0.8594     | 0.9495                              | 1.0485            |
| 2003                                      | 1.2597                  | 1.0361     | 1.1411                              | 1.2597            |
| 2004                                      | 1.3625                  | 1.1801     | 1.2478                              | 1.3538            |
| 2005                                      | 1.3476                  | 1.1667     | 1.2400                              | 1.1842            |
| <b>Month</b>                              |                         |            |                                     |                   |
| January 2006                              | 1.2287                  | 1.1980     | 1.2126                              | 1.2158            |
| February 2006                             | 1.2100                  | 1.1860     | 1.1940                              | 1.1925            |
| March 2006                                | 1.2197                  | 1.1886     | 1.2028                              | 1.2139            |
| April 2006                                | 1.2624                  | 1.2091     | 1.2273                              | 1.2624            |
| May 2006                                  | 1.2888                  | 1.2607     | 1.2767                              | 1.2833            |
| June 2006                                 | 1.2953                  | 1.2522     | 1.2661                              | 1.2779            |
| July 2006                                 | 1.2822                  | 1.2500     | 1.2681                              | 1.2764            |
| August 2006                               | 1.2914                  | 1.2735     | 1.2810                              | 1.2793            |
| September 2006                            | 1.2833                  | 1.2648     | 1.2722                              | 1.2687            |
| October 2006                              | 1.2773                  | 1.2502     | 1.2617                              | 1.2773            |
| November 2006 (through November 22, 2006) | 1.2928                  | 1.2705     | 1.2804                              | 1.2928            |

(1) Period average represents the average of the noon buying rates on the last business day of each month during the relevant period for yearly information and the average of the noon buying rates on each business day during the period for monthly information.

The above rates may differ from the actual rates used in the preparation of the consolidated financial statements and other financial information appearing in this prospectus or incorporated by reference herein. Our inclusion of these exchange rates is not meant to suggest that the dollar amounts actually represent such euro amounts or that such amounts could have been converted into euro at any particular rate, if at all.

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**SUMMARY**

*This summary may not contain all the information that may be important to you. You should read this entire prospectus and the documents to which we have referred you before making an investment decision. You should carefully consider the information set forth under Risk Factors. In addition, certain statements include forward-looking information which involves risks and uncertainties. See Forward-Looking Statements.*

**Chesapeake**

We are the third largest independent producer of natural gas in the United States, and we own interests in approximately 33,700 producing oil and natural gas wells that are currently producing approximately 1.69 billion cubic feet equivalent, or bcfe, per day, 92% of which is natural gas. Our strategy is focused on discovering, developing and acquiring onshore natural gas reserves in the U.S. east of the Rocky Mountains. Our most important operating area has historically been in various conventional plays in the Mid-Continent region, which includes Oklahoma, Arkansas, Kansas and the Texas Panhandle. At September 30, 2006, 47% of our proved oil and natural gas reserves were located in the Mid-Continent region. During the past four years, we have also built significant positions in various conventional and unconventional plays in the South Texas and Texas Gulf Coast regions, the Permian Basin of West Texas and eastern New Mexico, the Barnett Shale area of North Texas, the Ark-La-Tex area of East Texas and northern Louisiana, the Appalachian Basin in West Virginia, eastern Kentucky, eastern Ohio and southern New York, the Caney and Woodford Shales in southeastern Oklahoma, the Fayetteville Shale in Arkansas, the Barnett and Woodford Shales in West Texas and the Conasauga, Floyd and Chattanooga Shales of Alabama.

As of December 31, 2005, we had 7.5 trillion cubic feet equivalent, or tcf, of proved reserves, of which 92% were natural gas and all of which were onshore. During 2005, we produced an average of 1.3 bcfe per day, a 30% increase over the 1.0 bcfe per day produced in 2004. For 2005, we generated net income available to common shareholders of \$880 million, or \$2.51 per fully diluted common share, which was a 64% increase over the prior year. For the year ended December 31, 2005, we had total revenues of \$4.67 billion and an EBITDA of \$2.66 billion and, for the nine months ended September 30, 2006, we had total revenues of \$5.46 billion and an EBITDA of \$3.77 billion. Please see note 4 to Summary Consolidated Financial Data.

During the first three quarters of 2006, we led the nation in drilling activity with an average utilization of 89 operated rigs and 74 non-operated rigs. Through this drilling activity, we drilled 1,024 (845 net) operated wells and participated in another 1,154 (141 net) wells operated by other companies. Our success rate was 98% for operated and non-operated wells. We replaced our 426 bcfe of production with an internally estimated 1.339 tcf of new proved reserves for a reserve replacement rate of 314%. Reserve replacement through the drillbit was 825 bcfe, or 194% of production (including 541 bcfe of positive performance revisions and 387 bcfe of downward revisions resulting from oil and natural gas price declines between December 31, 2005 and September 30, 2006), and reserve replacement through acquisitions was 514 bcfe, or 120% of production. As a result, our proved reserves grew by 12% during the first three quarters of 2006, from 7.5 tcf to 8.4 tcf. Of the 8.4 tcf, 63% were proved developed reserves.

In the first three quarters of 2006, we produced an average of 1.6 bcfe per day, a 26% increase over the 1.2 bcfe per day produced in the first three quarters of 2005. During the first three quarters of 2006, we generated net income available to common shareholders of \$1.459 billion, or \$3.40 per fully diluted common share, which was a 158% increase over the first three quarters of 2005. Also, in the first three quarters of 2006 we added approximately 1,700 new employees to support our growth, which increased our total employee base to approximately 4,600 employees at September 30, 2006, and invested \$558



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million in leasehold (excluding leasehold acquired through acquisitions) and 3-D seismic data, all of which we consider the building blocks of future value creation.

From January 1, 1998 through September 30, 2006, we have been one of the most active consolidators of onshore U.S. natural gas assets, having purchased approximately 6.4 tcf of proved reserves, at a total cost of approximately \$13.4 billion (including \$4.3 billion for unproved leasehold, but excluding \$987 million of deferred taxes established in connection with certain corporate acquisitions). Excluding the amounts allocated to unproved leasehold and deferred taxes, our acquisition cost per proved thousand cubic feet equivalent, or mcfe, was \$1.42 over this time period. During 2006, we have remained active in the acquisitions market. Acquisition expenditures in 2006 totaled \$3.1 billion (including \$2.1 billion for unproved leasehold). Through these acquisitions, we will have acquired an internally estimated 514 bcfe of proved oil and natural gas reserves.

We intend to use the net proceeds from this offering to repay outstanding indebtedness under our revolving bank credit facility, which may be reborrowed for general corporate purposes, including to finance potential future acquisitions. Please see Use of Proceeds.

Our executive offices are located at 6100 North Western Avenue, Oklahoma City, Oklahoma 73118, and our telephone number is (405) 848-8000.

## **Business Strategy**

Since our inception in 1989, Chesapeake's goal has been to create value for investors by building one of the largest onshore natural gas resource bases in the United States. For much of the past eight years, our strategy to accomplish this goal has been to build a dominant operating position in the Mid-Continent region, the third largest natural gas supply region in the U.S. In building our industry-leading position in the Mid-Continent, we have integrated an aggressive and technologically advanced drilling program with an active property consolidation program focused on small to medium-sized corporate and property acquisitions. In 2002, we began expanding our focus from the Mid-Continent region to other regions where we believed we could extend our successful strategy. To date, those areas have included the South Texas and Texas Gulf Coast regions, the Permian Basin of West Texas and eastern New Mexico, the Barnett Shale area of North Texas, the Ark-La-Tex area of East Texas and northern Louisiana, the Appalachian Basin in West Virginia, eastern Kentucky, eastern Ohio and southern New York, the Caney and Woodford Shales in southeastern Oklahoma, the Fayetteville Shale in Arkansas, the Barnett and Woodford Shales in West Texas and the Conasauga, Floyd and Chattanooga Shales of Alabama. We believe significant elements of our successful Mid-Continent strategy of acquisition, exploitation, extension and exploration have been or will be successfully transferred to these areas.

Key elements of this business strategy are further explained below:

**Make High-Quality Acquisitions.** Our acquisition program is focused on acquisitions of natural gas properties that offer high-quality, long-lived production and significant development and high potential deep drilling opportunities. From January 1, 1998 through September 30, 2006, we have purchased approximately 6.4 tcf of proved reserves, at a total cost of approximately \$13.4 billion (including \$4.3 billion for unproved leasehold, but excluding \$987 million of deferred taxes established in connection with certain corporate acquisitions). Excluding the amounts allocated to unproved leasehold and deferred taxes, our acquisition cost per proved mcfe was \$1.42 over this time period. The vast majority of these acquisitions either increased our ownership in existing wells or fields or added additional drilling locations in our focused operating areas. Because these operating areas contain many



smaller companies

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seeking liquidity opportunities and larger companies seeking to divest non-core assets, we expect to continue to find additional attractive acquisition opportunities in the future.

**Grow through the Drillbit.** One of Chesapeake's most distinctive characteristics is our ability to increase reserves and production through the drillbit. We are currently utilizing 122 operated drilling rigs and 99 non-operated drilling rigs to conduct the most active drilling program in the United States. We focus both on finding significant new natural gas reserves and developing existing proved reserves, principally at deeper depths than the industry average. For much of the past eight years, we have been actively investing in leasehold, 3-D seismic information and human capital to be able to take advantage of the favorable drilling economics that exist today. While we believe U.S. natural gas production has declined during the past five years, we are one of the few large-cap independent oil and gas companies that have been able to increase production, which we have successfully achieved for the past 16 consecutive years and 21 consecutive quarters. We believe key elements of the success and scale of our drilling programs have been our early recognition that natural gas prices were likely to move higher in the U.S. in the post-1999 period accompanied by our willingness to proactively hire new employees and to build the nation's largest onshore leasehold and 3-D seismic inventories, all of which are the building blocks of a successful large-scale drilling program.

**Build Regional Scale.** We believe one of the keys to success in the natural gas exploration industry is to build significant operating scale in a limited number of operating areas that share many similar geological and operational characteristics. Achieving such scale provides many benefits, the most important of which are higher per unit revenues, lower per unit operating costs, greater rates of drilling success, higher returns from more easily integrated acquisitions and higher returns on drilling investments. We first began pursuing this focused strategy in the Mid-Continent region in late 1997 and we are now the largest natural gas producer, the most active driller and the most active acquirer of leasehold and producing properties in the Mid-Continent. We believe this region, which trails only the Gulf Coast and Rocky Mountain basins in U.S. natural gas production, has many attractive characteristics. These characteristics include long-lived natural gas properties with predictable decline curves, multi-pay geological targets that decrease drilling risk and have resulted in a drilling success rate of 94% over the past 17 years, generally lower service costs than in more competitive or more remote basins and a favorable regulatory environment with virtually no federal land ownership. We believe our other operating areas possess many of these same favorable characteristics and our goal is to become or remain a top five natural gas producer in each of our operating areas.

**Focus on Low Costs.** By minimizing lease operating costs and general and administrative expense through focused activities and increased scale, we have been able to deliver attractive financial returns through all phases of the commodity price cycle. We believe our low cost structure is the result of management's effective cost-control programs, a high-quality asset base and extensive and competitive services, natural gas processing and transportation infrastructures that exist in our key operating areas. As of September 30, 2006, we operated approximately 19,800 wells, which accounted for approximately 83% of our daily production volume. This large percentage of operated properties provides us with a high degree of operating flexibility and cost control.

**Improve our Balance Sheet.** We have made significant progress in improving our balance sheet over the past seven years. From December 31, 1998 through September 30, 2006, we have increased our shareholders' equity by \$10.4 billion through a combination of earnings and common and preferred equity issuances. As of September 30, 2006, our debt as a percentage of total capitalization (total capitalization is the sum of debt and stockholders' equity) was 44%, compared to 137% as of December 31, 1998. On a pro forma basis for this offering, our debt to total capitalization ratio as of

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September 30, 2006, would also have been 44%. We plan to continue improving our balance sheet in the years ahead.

Based on our view that natural gas will be in a tight supply/demand relationship in the U.S. during at least the next few years because of the significant structural challenges to growing natural gas supply and the growing demand for this clean-burning, U.S.-produced fuel, we believe our focused natural gas acquisition, exploitation and exploration strategy should provide substantial value-creating growth opportunities in the years ahead. Our goal is to increase our overall production by 10% to 20% per year, with growth at an annual rate of 7% to 10% generated organically through the drillbit and the remaining growth generated through acquisitions. We have reached or exceeded this overall production goal in 11 of our 13 years as a public company.

## Company Strengths

We believe the following six characteristics distinguish our past performance and differentiate our future growth potential from other independent natural gas producers:

**High-Quality Asset Base.** Our producing properties are characterized by long-lived reserves, established production profiles and an emphasis on onshore natural gas. Based upon current production and proved reserve estimates, our proved reserves-to-production ratio, or reserve life, is approximately 14 years. In addition, we believe we are the seventh largest producer of natural gas in the U.S. (third among independents) and the fourth largest owner of proved U.S. natural gas reserves (first among independents). In each of our operating areas, our properties are concentrated in locations that enable us to establish substantial economies of scale in drilling and production operations and facilitate the application of more effective reservoir management practices. We intend to continue building our asset base in each of our operating areas through a balance of acquisitions, exploitation and exploration.

**Low-Cost Producer.** Our high-quality asset base, the work ethic of our employees, our hands-on management style and our headquarters location in Oklahoma City have enabled us to achieve a low operating and administrative cost structure. During the first three quarters of 2006, our operating costs per unit of production were \$1.38 per mcf, which consisted of general and administrative expenses of \$0.23 per mcf (including non-cash stock-based compensation of \$0.05 per mcf), production expenses of \$0.85 per mcf and production taxes of \$0.30 per mcf. We believe this is one of the lowest cost structures among publicly traded, large-cap independent oil and natural gas producers.

**Successful Acquisition Program.** Our experienced acquisition team focuses on enhancing and expanding our existing assets in each of our operating areas. These areas are characterized by long-lived natural gas reserves, low lifting costs, multiple geological targets, favorable basis differentials to benchmark commodity prices, well-developed oil and natural gas transportation infrastructures and considerable potential for further consolidation of assets. Since 1998, we have acquired approximately 6.4 tcf of proved reserves that replaced 281% of our total production. We believe we are well-positioned to continue making attractive acquisitions as a result of our extensive track record of identifying, completing and integrating multiple successful acquisitions, our large operating scale and our knowledge and experience in the regions in which we operate.

**Large Inventory of Drilling Projects.** During the 17 years since our inception, we have been among the five most active drillers of new wells in the United States. Presently we are the most active driller in the U.S. with 122 operated and 99 non-operated rigs drilling. Through this high level of activity over the years, we have developed an industry-leading expertise in drilling deep vertical and horizontal wells in



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search of large natural gas accumulations in challenging conventional and unconventional reservoirs. As a result of our successful acquisition program and active leasehold acquisition and seismic acquisition strategies, we have been able to accumulate a U.S. onshore leasehold position of approximately 10.5 million net acres, and have acquired rights to 14.7 million acres of onshore 3-D seismic data to provide informational advantages over our competitors and to help evaluate our large acreage inventory. On this very large acreage position, our technical teams believe approximately 25,000 exploratory and developmental drill sites exist, representing a backlog of more than ten years of future drilling opportunities at current drilling rates.

**Hedging Program.** We have used and intend to continue using hedging programs to reduce the risks inherent in acquiring and producing oil and natural gas reserves, commodities that are frequently characterized by significant price volatility. We believe this price volatility is likely to continue in the years ahead and that we can use this volatility to our benefit by taking advantage of prices when they reach levels that management believes are either unsustainable for the long-term or provide unusually high rates of return on our invested capital. As of September 30, 2006, we had natural gas hedges in place covering 57%, 57% and 51% of our anticipated natural gas production for the fourth quarter of 2006 and all of 2007 and 2008, respectively, at average NYMEX prices of \$9.10, \$9.61 and \$9.37 per mcf, respectively. In addition, we have 88%, 72% and 59% of our anticipated oil production hedged for the remainder of 2006 and all of 2007 and 2008, respectively, at average NYMEX prices of \$65.64, \$71.42 and \$71.45 per barrel of oil, respectively. During the first three quarters of 2006, we realized gains from our hedging program of approximately \$807 million.

**Entrepreneurial Management.** Our management team formed the company in 1989 with an initial capitalization of \$50,000 and fewer than ten employees. Since then, our management team has guided the company through various operational and industry challenges and extremes of oil and natural gas prices to create the third largest independent producer of natural gas in the U.S. with approximately 4,600 employees and an enterprise value of approximately \$24 billion (pro forma for this offering). Our chief executive officer and co-founder, Aubrey K. McClendon, has been in the oil and natural gas industry for 25 years and beneficially owns, as of November 22, 2006, approximately 25.4 million shares of our common stock.

## **Other Developments**

In the past year, there has been significant focus on corporate governance and accounting practices in the grant of equity based awards to executives and employees of publicly traded companies, including the use of market hindsight to select award dates to favor award recipients. Like many other public companies, we have in recent months received occasional investor inquiries regarding our practices in granting employee and executive stock options in past years. On our own initiative and under the auspices of our audit committee, we undertook an internal review of our practices in this area, primarily for the purpose of confirming that the past accounting treatment of our equity compensation awards was appropriate. Recently, we received an investor inquiry questioning the timing of several option grants during the period from 1995 to 2003 in relation to the trading price of our common stock. We expanded our internal review to review these specific option grants and the results were reported to our audit committee. While these internal reviews revealed deficiencies in the documentation of our option grants in prior years, there was no evidence of any misconduct by our executives or directors in the timing or selection of our option grant dates, or that would cause us to conclude that our prior accounting for stock option grants was incorrect in any material respect.

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**The Offering**

*The summary below describes the principal terms of the notes. Some of the terms and conditions described below are subject to important limitations and exceptions. The Description of Notes section of this prospectus contains a more detailed description of the terms and conditions of the notes.*

|               |   |
|---------------|---|
| Issuer        | Chesapeake Energy Corporation.  |
| Notes Offered | 400,000,000 in aggregate principal amount of        % Senior Notes due 2017.  |
| Maturity Date | January 15, 2017.   |
| Interest      | Interest on the notes will accrue at an annual rate of        %. Interest will be paid semi-annually in arrears on January 15 and July 15 of each year, commencing July 15, 2007.   |
| Guarantees    | The notes will be unconditionally guaranteed, jointly and severally, by (i) each of our existing United States subsidiaries, other than certain de minimis subsidiaries, and one of our non-United States subsidiaries and (ii) each of our future United States subsidiaries that guarantees any other indebtedness of us or a subsidiary guarantor in excess of \$5 million. The guarantee will be released if we dispose of the subsidiary guarantor or it ceases to guarantee certain other indebtedness of us or any other subsidiary guarantor.   |
| Ranking       | The notes will be unsecured and will rank equally in right of payment to all of our existing and future senior indebtedness. The notes will rank senior in right of payment to all of our future subordinated indebtedness. Holders of our secured indebtedness have claims with respect to our assets constituting collateral for their indebtedness that are prior to your claim under the notes. In addition, the notes will be structurally subordinated to any indebtedness of a subsidiary that is not a subsidiary guarantor. Please read Description of Notes Ranking.<br><br>As of September 30, 2006, we had approximately \$8.0 billion in principal amount of senior indebtedness outstanding, of which \$1.5 billion was secured indebtedness under our revolving bank credit facility. After giving effect to this offering and the application of net proceeds therefrom as described under Use of Proceeds, on a pro forma basis as of September 30, 2006, we would have had approximately \$8.0 billion in principal amount of senior indebtedness outstanding, \$972 million of which would have been secured indebtedness. As of November 22, 2006, we had outstanding borrowings of \$2.079 billion under our revolving bank credit facility. |

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|                                 |  |
|---------------------------------|--|
| Make-Whole Redemption           | We may redeem some or all of the notes at any time prior to maturity by the payment of a make-whole premium described in the Description of Notes Make-Whole Redemption section of this prospectus.  |
| Change of Control               | Upon the occurrence of certain change of control events, each holder of notes may require us to repurchase all or a portion of its notes at a purchase price equal to 101% of the principal amount of the notes, plus accrued interest.  |
| Restrictive Covenants           | <p>The indenture governing the notes will contain covenants that limit our ability and our subsidiaries' ability to:</p> <p style="padding-left: 40px;">incur certain secured indebtedness;</p> <p style="padding-left: 40px;">enter into sale-leaseback transactions; and</p> <p style="padding-left: 40px;">consolidate, merge or transfer assets.</p> <p>The covenants are subject to a number of exceptions and qualifications. See Description of Notes Certain Covenants.</p>  |
| Additional Amounts              | Any payments made by us with respect to the notes will be made without withholding or deduction for taxes imposed by any relevant taxing jurisdiction unless required by law. If we are required by law to withhold or deduct for taxes with respect to a payment to the holders of notes, we will pay additional amounts necessary so that the net amount received by the holders of notes after the withholding is not less than the amount that they would have received in the absence of the withholding. See Description of Notes Payment of Additional Amounts.                                 |
| Redemption for Taxation Reasons | In the event that we become obligated to pay additional amounts (as described above) to holders of the notes as a result of changes affecting withholding taxes applicable to payments on the notes, we may redeem the notes in whole but not in part at any time at 100% of the principal amount of the notes plus accrued interest to the date of redemption. See Description of Notes Redemption Upon Changes in Withholding Taxes.   |
| Use of Proceeds                 | We expect the net proceeds to us from this offering, after deducting discounts to the underwriters and estimated expenses of the offering payable by us, will be approximately 393.3 million (or approximately \$503.4 million based on a dollar/euro exchange rate of approximately \$1.28 to 1.00 as of November 22, 2006). We intend to use the net proceeds from this offering to repay outstanding indebtedness under our revolving bank credit facility, which may be reborrowed for general corporate purposes, including to finance potential future acquisitions. Please see Use of Proceeds. |
| Listing                         | We intend to apply to list the notes on the Irish Stock Exchange for trading on the Alternative Securities Market thereof.   |





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|                               |   |
|-------------------------------|---|
| Denomination                  | The notes will be issued in denominations of 50,000 and in any integral multiples of 1,000 in excess of 50,000.   |
| Book-Entry, Delivery and Form | Initially, the notes will be represented by one or more permanent global certificates in definitive, fully registered form deposited with a custodian for, and registered in the name of, a nominee of a common depository for the accounts of Euroclear and Clearstream. |

**Risk Factors**

An investment in the notes involves certain risks that a potential investor should carefully evaluate prior to making an investment in the notes. Please read **Risk Factors** beginning on page 14.

**Table of Contents****Summary Consolidated Financial Data**

The following tables set forth summary consolidated financial data as of and for each of the three years ended December 31, 2005, 2004 and 2003 and nine months ended September 30, 2006 and 2005. This data was derived from our audited consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2005 and from our unaudited condensed consolidated financial statements included in our quarterly report on Form 10-Q for the quarterly period ended September 30, 2006, each of which is incorporated by reference herein and included in Annex A and Annex B, respectively. The financial data below should be read together with, and is qualified in its entirety by reference to, our historical consolidated financial statements and the accompanying notes and the Management's Discussion and Analysis of Financial Condition and Results of Operations which are set forth in such annual report on Form 10-K and quarterly report on Form 10-Q.

|  | Nine Months Ended                        |                  |                  |                  |                  |
|--|--|------------------|------------------|------------------|------------------|
|  | Year Ended December 31,                  |                  |                  | September 30,    |                  |
|  | 2005                                     | 2004             | 2003             | 2006             | 2005             |
|  | (\$ in thousands, except per share data) |                  |                  |                  |                  |
| <b>Statement of Operations Data:</b>   |  |                  |                  |                  |                  |
| Revenues:  |  |                  |                  |                  |                  |
| Oil and natural gas sales  | \$ 3,272,585                             | \$ 1,936,176     | \$ 1,296,822     | \$ 4,190,430     | \$ 2,032,271     |
| Oil and natural gas marketing sales  | 1,392,705                                | 773,092          | 420,610          | 1,170,091        | 882,040          |
| Service operations revenue   |  |                  |                  | 97,473           |                  |
| <b>Total revenues</b>  | <b>4,665,290</b>                         | <b>2,709,268</b> | <b>1,717,432</b> | <b>5,457,994</b> | <b>2,914,311</b> |
| Operating costs:   |  |                  |                  |                  |                  |
| Production expenses  | 316,956                                  | 204,821          | 137,583          | 364,134          | 222,660          |
| Production taxes   | 207,898                                  | 103,931          | 77,893           | 129,858          | 136,313          |
| General and administrative expenses  | 64,272                                   | 37,045           | 23,753           | 99,728           | 39,640           |
| Oil and natural gas marketing expenses                                       | 1,358,003                                | 755,314          | 410,288          | 1,131,521        | 860,789          |
| Service operations expense   |  |                  |                  | 48,925           |                  |
| Oil and natural gas depreciation, depletion and amortization                 | 894,035                                  | 582,137          | 369,465          | 976,839          | 621,484          |
| Depreciation and amortization of other assets                                | 50,966                                   | 29,185           | 16,793           | 74,051           | 34,791           |
| Employee retirement expense  |  |                  |                  | 54,753           |                  |
| Provision for legal settlements  |  | 4,500            | 6,402            |                  |                  |
| <b>Total operating costs</b>   | <b>2,892,130</b>                         | <b>1,716,933</b> | <b>1,042,177</b> | <b>2,879,809</b> | <b>1,915,677</b> |
| <b>Income from operations</b>  | <b>1,773,160</b>                         | <b>992,335</b>   | <b>675,255</b>   | <b>2,578,185</b> | <b>998,634</b>   |
| Other income (expense):  |  |                  |                  |                  |                  |
| Interest and other income  | 10,452                                   | 4,476            | 2,827            | 19,742           | 7,790            |
| Interest expense   | (219,800)                                | (167,328)        | (154,356)        | (220,226)        | (155,623)        |
| Loss on repurchases or exchanges of Chesapeake senior notes                  | (70,419)                                 | (24,557)         | (20,759)         |                  | (70,047)         |
| Gain on sale of investment   |  |                  |                  | 117,396          |                  |
| Loss on investment in Seven Seas   |  |                  | (2,015)          |                  |                  |
| <b>Total other income (expense)</b>  | <b>(279,767)</b>                         | <b>(187,409)</b> | <b>(174,303)</b> | <b>(83,088)</b>  | <b>(217,880)</b> |
| <b>Income before income taxes and cumulative effect of accounting change</b> | <b>1,493,393</b>                         | <b>804,926</b>   | <b>500,952</b>   | <b>2,495,097</b> | <b>780,754</b>   |
| Income tax expense (benefit):  |  |                  |                  |                  |                  |
| Current  |  |                  | 5,000            |                  |                  |

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|  |            |            |            |              |            |
|--|------------|------------|------------|--------------|------------|
| Deferred   | 545,091    | 289,771    | 185,360    | 963,136      | 284,977    |
| Total income tax expense (benefit)   | 545,091    | 289,771    | 190,360    | 963,136      | 284,977    |
| Net income before cumulative effect of accounting change, net of tax       | 948,302    | 515,155    | 310,592    | 1,531,961    | 495,777    |
| Cumulative effect of accounting change, net of income taxes of \$1,464,000 |            |            | 2,389      |              |            |
| Net Income   | 948,302    | 515,155    | 312,981    | 1,531,961    | 495,777    |
| Preferred stock dividends  | (41,813)   | (39,506)   | (22,469)   | (62,793)     | (25,526)   |
| Loss on conversion/exchange of preferred stock                             | (26,874)   | (36,678)   |            | (10,556)     | (22,468)   |
| Net income available to common shareholders                                | \$ 879,615 | \$ 438,971 | \$ 290,512 | \$ 1,458,612 | \$ 447,783 |

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|   | Nine Months Ended       |                |                |                |                |
|---|-------------------------|----------------|----------------|----------------|----------------|
|   | Year Ended December 31, |                |                | September 30,  |                |
|   | 2005                    | 2004           | 2003           | 2006           | 2005           |
| (\$ in thousands, except per share data)                                      |                         |                |                |                |                |
| <b>Earnings per common share basic:</b>                                       |                         |                |                |                |                |
| Income before cumulative effect of accounting change                          | \$ 2.73                 | \$ 1.73        | \$ 1.36        | \$ 3.75        | \$ 1.42        |
| Cumulative effect of accounting change  |                         |                | 0.02           |                |                |
|   | <u>\$ 2.73</u>          | <u>\$ 1.73</u> | <u>\$ 1.38</u> | <u>\$ 3.75</u> | <u>\$ 1.42</u> |
| <b>Earnings per common share assuming dilution:</b>                           |                         |                |                |                |                |
| Income before cumulative effect of accounting change                          | \$ 2.51                 | \$ 1.53        | \$ 1.20        | \$ 3.40        | \$ 1.32        |
| Cumulative effect of accounting change  |                         |                | 0.01           |                |                |
|   | <u>\$ 2.51</u>          | <u>\$ 1.53</u> | <u>\$ 1.21</u> | <u>\$ 3.40</u> | <u>\$ 1.32</u> |
| Cash dividends declared per common share                                      | \$ 0.195                | \$ 0.170       | \$ 0.135       | \$ 0.170       | \$ 0.145       |
| <b>Cash Flow Data:</b>  |                         |                |                |                |                |
| Cash provided by operating activities   | \$ 2,406,888            | \$ 1,432,274   | \$ 938,907     | \$ 2,982,419   | \$ 1,577,345   |
| Cash used in investing activities   | 6,921,378               | 3,381,204      | 2,077,217      | 6,668,005      | 3,655,044      |
| Cash provided by financing activities   | 4,567,621               | 1,915,245      | 931,254        | 3,626,275      | 2,197,905      |
| <b>Other Financial Data:</b>  |                         |                |                |                |                |
| Ratio of earnings to fixed charges <sup>(1)(2)</sup>                          | 5.6x                    | 4.8x           | 4.0x           | 7.7x           | 4.3x           |
| Ratio of earnings to fixed charges and preference dividends <sup>(1)(2)</sup> | 4.6x                    | 3.7x           | 3.3x           | 6.0x           | 3.7x           |
| Ratio of total debt to EBITDA   | 2.1x                    | 1.9x           | 2.0x           |                |                |
| EBITDA <sup>(3)</sup>   | \$ 2,658,194            | \$ 1,583,576   | \$ 1,041,566   | \$ 3,766,213   | \$ 1,592,652   |
| <b>As of December 31,</b>   |                         |                |                |                |                |
|   | 2005                    | 2004           | 2003           | 2006           | 2005           |
| (\$ in thousands)   |                         |                |                |                |                |
| <b>Balance Sheet Data:</b>  |                         |                |                |                |                |
| Total assets  | \$ 16,118,462           | \$ 8,244,509   | \$ 4,572,291   | \$ 23,394,921  | \$ 12,365,629  |
| Long-term debt, net   | 5,489,742               | 3,075,109      | 2,057,713      | 7,861,108      | 4,250,160      |
| Stockholders' equity  | 6,174,323               | 3,162,883      | 1,732,810      | 10,192,820     | 4,206,320      |

(1) For purposes of determining the ratios of earnings to fixed charges and earnings to fixed charges and preference dividends, earnings are defined as net income before income taxes, cumulative effect of accounting changes, pretax gain or loss of equity investees, amortization of capitalized interest and fixed charges, less capitalized interest. Fixed charges consist of interest (whether expensed or capitalized and excluding the effect of unrealized gains or losses on interest rate derivatives), and amortization of debt expenses and discount or premium relating to any indebtedness. Preference dividends consist of preferred stock dividends grossed up to reflect the pre-tax amount.

(2) The ratio of earnings to fixed charges for the years ended December 31, 2001 and 2002 was 4.4x and 1.5x, respectively. The ratio of earnings to fixed charges and preference dividends for the years ended December 31, 2001 and 2002 was 4.2x and 1.3x, respectively.

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- (3) EBITDA represents net income before income tax expense, interest expense, oil and natural gas depreciation, depletion and amortization and depreciation and amortization of other assets. EBITDA is presented as a supplemental financial measurement in the evaluation of our business. We believe that it provides additional information regarding our ability to meet our future debt service, capital expenditures and working capital requirements. This measure is widely used by investors and rating agencies in the valuation, comparison, rating and investment recommendations of companies. EBITDA is also a financial measurement that, with certain negotiated adjustments, is reported to our lenders pursuant to our revolving bank credit facility and is used in the financial covenants in our revolving bank credit facility and our senior note indentures. EBITDA is not a measure of financial performance under GAAP. Accordingly, it should not be considered as a substitute for net income, income from operations or cash flow provided by operating activities prepared in accordance with GAAP. EBITDA is reconciled to net income as follows:

|  | Year Ended December 31, |                     |                     | Nine Months<br>Ended September 30, |                     |
|--|-------------------------|---------------------|---------------------|------------------------------------|---------------------|
|  | 2005                    | 2004                | 2003                | 2006                               | 2005                |
|  | (\$ in thousands)       |                     |                     |                                    |                     |
| Net income   | \$ 948,302              | \$ 515,155          | \$ 312,981          | \$ 1,531,961                       | \$ 495,777          |
| Income tax expense   | 545,091                 | 289,771             | 190,360             | 963,136                            | 284,977             |
| Interest expense   | 219,800                 | 167,328             | 154,356             | 220,226                            | 155,623             |
| Oil and natural gas depreciation, depletion and amortization | 894,035                 | 582,137             | 369,465             | 976,839                            | 621,484             |
| Depreciation and amortization of other assets                | 50,966                  | 29,185              | 16,793              | 74,051                             | 34,791              |
| Cumulative effect of accounting change                       |                         |                     | (2,389)             |                                    |                     |
| <b>EBITDA</b>  | <b>\$ 2,658,194</b>     | <b>\$ 1,583,576</b> | <b>\$ 1,041,566</b> | <b>\$ 3,766,213</b>                | <b>\$ 1,592,652</b> |

**Table of Contents****Summary Reserve Information**

The following table sets forth our estimated proved reserves and the present value of the proved reserves as of December 31, 2005 (based on our weighted average wellhead prices at December 31, 2005 of \$56.41 per barrel of oil and \$8.76 per mcf of natural gas). These prices were based on the cash spot prices for oil and natural gas at December 31, 2005.

|                                  | Oil            | Gas              | Gas<br>Equivalent | Percent<br>of<br>Proved<br>Reserves | Present<br>Value<br><br>(\$ in<br>thousands) |
|----------------------------------|----------------|------------------|-------------------|-------------------------------------|--|
|                                  | (mdbl)         | (mmcf)           | (mmcfe)           |                                     |  |
| Mid-Continent                    | 48,915         | 3,504,653        | 3,798,216         | 51%                                 | \$ 11,308,766                                |
| Appalachia                       | 1,094          | 1,289,919        | 1,296,482         | 17                                  | 3,462,744                                    |
| Ark-La-Tex and Barnett Shale     | 6,379          | 1,030,962        | 1,069,236         | 14                                  | 3,551,565                                    |
| Permian                          | 39,126         | 457,811          | 692,570           | 9                                   | 2,040,175                                    |
| South Texas and Texas Gulf Coast | 3,308          | 602,551          | 622,399           | 8                                   | 2,459,379                                    |
| Other                            | 4,501          | 14,858           | 41,787            | 1                                   | 110,965                                      |
| <b>Total</b>                     | <b>103,323</b> | <b>6,900,754</b> | <b>7,520,690</b>  | <b>100%</b>                         | <b>\$ 22,933,594<sup>(1)</sup></b>           |

(1) The standardized measure of discounted future net cash flows at December 31, 2005 was \$16.0 billion.

As of December 31, 2005, the present value of our proved developed reserves as a percentage of total proved reserves was 71%, and the volume of our proved developed reserves as a percentage of total proved reserves was 65%. Natural gas reserves accounted for 92% of the volume of total proved reserves at December 31, 2005.

Future prices and costs may be materially higher or lower than the prices and costs as of the date of any estimate. A change in price of \$0.10 per mcf for natural gas and \$1.00 per barrel for oil would result in a change in our December 31, 2005 present value of estimated future net revenue of proved reserves of approximately \$315 million and \$50 million, respectively.

**Table of Contents****Summary Production, Sales, Prices and Expenses Data**

The following table sets forth certain information regarding the production volumes, oil and natural gas sales, average sales prices received and expenses associated with sales of natural gas and oil for the periods indicated:

|   | Year Ended December 31, |                     |                     |                     |                     | Nine Months Ended |  |
|---|-------------------------|---------------------|---------------------|---------------------|---------------------|-------------------|--|
|   | September 30,           |                     |                     |                     |                     |                   |  |
|   | 2005                    | 2004                | 2003                | 2006                | 2005                |                   |  |
| <b>Net Production:</b>  |                         |                     |                     |                     |                     |                   |  |
| Oil (m bbl)   | 7,698                   | 6,764               | 4,665               | 6,437               | 5,684               |                   |  |
| Natural gas (mmcf)  | 422,389                 | 322,009             | 240,366             | 387,696             | 304,060             |                   |  |
| Natural gas equivalent (mmcfe)  | 468,577                 | 362,593             | 268,356             | 426,318             | 338,164             |                   |  |
| <b>Oil and Natural Gas Sales (\$ in thousands):</b>                               |                         |                     |                     |                     |                     |                   |  |
| Oil sales   | \$ 401,845              | \$ 260,915          | \$ 132,630          | \$ 404,595          | \$ 290,332          |                   |  |
| Oil derivatives realized gains (losses)   | (34,132)                | (69,267)            | (12,058)            | (25,695)            | (28,654)            |                   |  |
| Oil derivatives unrealized gains (losses)   | 4,374                   | 3,454               | (9,440)             | 24,825              | (5,951)             |                   |  |
| <b>Total oil sales</b>  | <b>\$ 372,087</b>       | <b>\$ 195,102</b>   | <b>\$ 111,132</b>   | <b>\$ 403,725</b>   | <b>\$ 255,727</b>   |                   |  |
| Natural gas sales   | \$ 3,231,286            | \$ 1,789,275        | \$ 1,171,050        | \$ 2,526,168        | \$ 2,005,670        |                   |  |
| Natural gas derivatives realized gains (losses)                                   | (367,551)               | (85,634)            | (5,331)             | 832,769             | (97,955)            |                   |  |
| Natural gas derivatives unrealized gains (losses)                                 | 36,763                  | 37,433              | 19,971              | 427,768             | (131,171)           |                   |  |
| <b>Total natural gas sales</b>  | <b>\$ 2,900,498</b>     | <b>\$ 1,741,074</b> | <b>\$ 1,185,690</b> | <b>\$ 3,786,705</b> | <b>\$ 1,776,544</b> |                   |  |
| <b>Total oil and natural gas sales</b>  | <b>\$ 3,272,585</b>     | <b>\$ 1,936,176</b> | <b>\$ 1,296,822</b> | <b>\$ 4,190,430</b> | <b>\$ 2,032,271</b> |                   |  |
| <b>Average Sales Price: (excluding gains (losses) on derivatives):</b>            |                         |                     |                     |                     |                     |                   |  |
| Oil (\$ per bbl)  | \$ 52.20                | \$ 38.57            | \$ 28.43            | \$ 62.85            | \$ 51.08            |                   |  |
| Natural gas (\$ per mcf)  | \$ 7.65                 | \$ 5.56             | \$ 4.87             | \$ 6.52             | \$ 6.60             |                   |  |
| Natural gas equivalent (\$ per mcfe)  | \$ 7.75                 | \$ 5.65             | \$ 4.86             | \$ 6.87             | \$ 6.79             |                   |  |
| <b>Average Sales Price: (excluding unrealized gains (losses) on derivatives):</b> |                         |                     |                     |                     |                     |                   |  |
| Oil (\$ per bbl)  | \$ 47.77                | \$ 28.33            | \$ 25.85            | \$ 58.86            | \$ 46.04            |                   |  |
| Natural gas (\$ per mcf)  | \$ 6.78                 | \$ 5.29             | \$ 4.85             | \$ 8.66             | \$ 6.27             |                   |  |
| Natural gas equivalent (\$ per mcfe)  | \$ 6.90                 | \$ 5.23             | \$ 4.79             | \$ 8.77             | \$ 6.42             |                   |  |
| <b>Expenses (\$ per mcfe):</b>  |                         |                     |                     |                     |                     |                   |  |
| Production expenses   | \$ 0.68                 | \$ 0.56             | \$ 0.51             | \$ 0.85             | \$ 0.66             |                   |  |
| Production taxes  | \$ 0.44                 | \$ 0.29             | \$ 0.29             | \$ 0.30             | \$ 0.40             |                   |  |
| General and administrative expenses   | \$ 0.14                 | \$ 0.10             | \$ 0.09             | \$ 0.23             | \$ 0.12             |                   |  |
| Oil and natural gas depreciation, depletion and amortization                      | \$ 1.91                 | \$ 1.61             | \$ 1.38             | \$ 2.29             | \$ 1.84             |                   |  |
| Depreciation and amortization of other assets                                     | \$ 0.11                 | \$ 0.08             | \$ 0.06             | \$ 0.17             | \$ 0.10             |                   |  |
| Interest expense <sup>(1)</sup>   | \$ 0.47                 | \$ 0.45             | \$ 0.55             | \$ 0.52             | \$ 0.47             |                   |  |

(1) Includes the effects of realized gains (losses) from interest rate derivatives, but does not include the effects of unrealized gains (losses) and is net of amounts capitalized.





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**RISK FACTORS**

*In addition to the other information set forth elsewhere or incorporated by reference in this prospectus, the following factors relating to our company and the offering should be considered carefully before making an investment in the notes offered hereby.*

**Risks Relating to Our Business**

***Oil and gas prices are volatile. A decline in prices could adversely affect our financial position, financial results, cash flows, access to capital and ability to grow.***

Our revenues, operating results, profitability and future rate of growth depend primarily upon the prices we receive for the oil and gas we sell. Prices also affect the amount of cash flow available for capital expenditures and our ability to borrow money or raise additional capital. The amount we can borrow from banks is subject to periodic redeterminations based on prices specified by our bank group at the time of redetermination. In addition, we may have ceiling test write-downs in the future if prices fall significantly.

Historically, the markets for oil and gas have been volatile and they are likely to continue to be volatile. Wide fluctuations in oil and gas prices may result from relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty and other factors that are beyond our control, including:

worldwide and United States supplies of oil and gas;

weather conditions;

the level of consumer demand;

the price and availability of alternative fuels;

the proximity and capacity of natural gas pipelines and other transportation facilities;

the price and level of imports in the United States;

United States and non-United States governmental regulations and taxes;

the ability of the members of the Organization of Petroleum Exporting Countries to agree to and maintain oil price and production controls;

political instability or armed conflict in oil-producing regions; and

overall United States and global economic conditions.

These factors and the volatility of the energy markets make it extremely difficult to predict future oil and gas price movements with any certainty. Declines in oil and natural gas prices would not only reduce revenue, but could reduce the amount of oil and gas that we can produce economically and, as a result, could have a material adverse effect on our financial condition, results of operations and reserves. Further, oil and gas prices do not necessarily move in tandem. Because approximately 92% of our reserves at December 31, 2005 were natural gas reserves, we are more affected by movements in natural gas prices.

***Our level of indebtedness and preferred stock may adversely affect operations and limit our growth, and we may have difficulty making debt service payments on our indebtedness as such payments become due.***

As of September 30, 2006, we had long-term indebtedness of approximately \$7.9 billion, with \$1.5 billion of outstanding borrowings drawn under our revolving bank credit facility. Our long-term

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indebtedness represented 44% of our total book capitalization at September 30, 2006. As of November 22, 2006, we had approximately \$2.079 billion outstanding under our revolving bank credit facility. We expect to continue to be highly leveraged in the foreseeable future.

Our level of indebtedness and preferred stock affects our operations in several ways, including the following:

a portion of our cash flows from operating activities must be used to service our indebtedness and pay dividends on our preferred stock and is not available for other purposes;

we may be at a competitive disadvantage as compared to similar companies that have less debt;

the covenants contained in the agreements governing our outstanding indebtedness and future indebtedness may limit our ability to borrow additional funds, pay dividends and make certain investments and may also affect our flexibility in planning for, and reacting to, changes in the economy and in our industry;

additional financing in the future for working capital, capital expenditures, acquisitions, general corporate or other purposes may have higher costs and more restrictive covenants;

changes in the credit ratings of our debt may negatively affect the cost, terms, conditions and availability of future financing, and lower ratings will increase the interest rate and fees we pay on our revolving bank credit facility; and

we may be more vulnerable to general adverse economic and industry conditions.

We may incur additional debt, including significant secured indebtedness, or issue additional series of preferred stock in order to make future acquisitions or to develop our properties. A higher level of indebtedness and/or additional preferred stock increases the risk that we may default on our obligations. Our ability to meet our debt obligations and to reduce our level of indebtedness depends on our future performance. General economic conditions, oil and gas prices and financial, business and other factors affect our operations and our future performance. Many of these factors are beyond our control. We may not be able to generate sufficient cash flow to pay the interest on our debt, and future working capital, borrowings or equity financing may not be available to pay or refinance such debt. Factors that will affect our ability to raise cash through an offering of our capital stock or a refinancing of our debt include financial market conditions, the value of our assets and our performance at the time we need capital.

In addition, our bank borrowing base is subject to periodic redetermination. A lowering of our borrowing base could require us to repay indebtedness in excess of the borrowing base, or we might need to further secure the lenders with additional collateral.

***Competition in the oil and natural gas industry is intense, and many of our competitors have greater financial and other resources than we do.***

We operate in the highly competitive areas of oil and natural gas acquisition, development, exploitation, exploration and production. We face intense competition from both major and other independent oil and natural gas companies in each of the following areas:

seeking to acquire desirable producing properties or new leases for future exploration; and

seeking to acquire the equipment and expertise necessary to develop and operate our properties.

Many of our competitors have financial and other resources substantially greater than ours, and some of them are fully integrated oil companies. These companies may be able to pay more for development prospects and productive oil and natural gas properties and may be able to define, evaluate, bid for and

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purchase a greater number of properties and prospects than our financial or human resources permit. Our ability to develop and exploit our oil and natural gas properties and to acquire additional properties in the future will depend upon our ability to successfully conduct operations, evaluate and select suitable properties and consummate transactions in this highly competitive environment.

### ***Significant capital expenditures are required to replace our reserves.***

Our exploration, development and acquisition activities require substantial capital expenditures. Historically, we have funded our capital expenditures through a combination of cash flows from operations, our revolving bank credit facility and debt and equity issuances. Future cash flows are subject to a number of variables, such as the level of production from existing wells, prices of oil and gas, and our success in developing and producing new reserves. If revenues were to decrease as a result of lower oil and gas prices or decreased production, and our access to capital were limited, we would have a reduced ability to replace our reserves. If our cash flow from operations is not sufficient to fund our capital expenditure budget, we may not be able to access additional bank debt, debt or equity or other methods of financing on an economic basis to meet these requirements.

### ***If we are not able to replace reserves, we may not be able to sustain production.***

Our future success depends largely upon our ability to find, develop or acquire additional oil and gas reserves that are economically recoverable. Unless we replace the reserves we produce through successful development, exploration or acquisition activities, our proved reserves and production will decline over time. In addition, approximately 35% of our total estimated proved reserves (by volume) at December 31, 2005 were undeveloped. By their nature, estimates of undeveloped reserves are less certain. Recovery of such reserves will require significant capital expenditures and successful drilling operations. Our reserve estimates reflect that our production rate on producing properties will decline approximately 24% from 2006 to 2007. Thus, our future oil and natural gas reserves and production and, therefore, our cash flow and income are highly dependent on our success in efficiently developing and exploiting our current reserves and economically finding or acquiring additional recoverable reserves.

### ***The actual quantities and present value of our proved reserves may prove to be lower than we have estimated.***

This prospectus and the documents incorporated by reference herein contain estimates of our proved reserves and the estimated future net revenues from our proved reserves. These estimates are based upon various assumptions, including assumptions required by the SEC relating to oil and gas prices, drilling and operating expenses, capital expenditures, taxes and availability of funds. The process of estimating oil and gas reserves is complex. The process involves significant decisions and assumptions in the evaluation of available geological, geophysical, engineering and economic data for each reservoir. Therefore, these estimates are inherently imprecise.

Actual future production, oil and gas prices, revenues, taxes, development expenditures, operating expenses and quantities of recoverable oil and gas reserves most likely will vary from these estimates. Such variations may be significant and could materially affect the estimated quantities and present value of our proved reserves. In addition, we may adjust estimates of proved reserves to reflect production history, results of exploration and development drilling, prevailing oil and gas prices and other factors, many of which are beyond our control. Our properties may also be susceptible to hydrocarbon drainage from production by operators on adjacent properties.

At December 31, 2005, approximately 35% of our estimated proved reserves (by volume) were undeveloped. Recovery of undeveloped reserves requires significant capital expenditures and successful drilling operations. These reserve estimates include the assumption that we will make significant capital

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expenditures to develop the reserves, including approximately \$1.8 billion in 2006. You should be aware that the estimated costs may not be accurate, development may not occur as scheduled and results may not be as estimated.

You should not assume that the present values referred to in this prospectus and the documents incorporated by reference herein represent the current market value of our estimated oil and gas reserves. In accordance with SEC requirements, the estimates of our present values are based on prices and costs as of the date of the estimates. The December 31, 2005 present value is based on weighted average oil and natural gas wellhead prices of \$56.41 per barrel of oil and \$8.76 per mcf of natural gas. Actual future prices and costs may be materially higher or lower than the prices and costs as of the date of an estimate.

Any changes in consumption by oil and natural gas purchasers or in governmental regulations or taxation will also affect actual future net cash flows.

The timing of both the production and the expenses from the development and production of oil and gas properties will affect both the timing of actual future net cash flows from our proved reserves and their present value. In addition, the 10% discount factor, which is required by the SEC to be used in calculating discounted future net cash flows for reporting purposes, is not necessarily the most accurate discount factor. The effective interest rate at various times and the risks associated with our business or the oil and natural gas industry in general will affect the accuracy of the 10% discount factor.

### ***Acquisitions may prove to be worth less than we paid because of uncertainties in evaluating recoverable reserves and potential liabilities.***

Our recent growth is due in large part to acquisitions of exploration and production companies, producing properties and undeveloped leasehold. We expect acquisitions will also contribute to our future growth. Successful acquisitions require an assessment of a number of factors, including estimates of recoverable reserves, exploration potential, future oil and gas prices, operating costs and potential environmental and other liabilities. Such assessments are inexact and their accuracy is inherently uncertain. In connection with our assessments, we perform a review of the acquired properties which we believe is generally consistent with industry practices. However, such a review will not reveal all existing or potential problems. In addition, our review may not permit us to become sufficiently familiar with the properties to fully assess their deficiencies and capabilities. We do not inspect every well. Even when we inspect a well, we do not always discover structural, subsurface and environmental problems that may exist or arise. We are generally not entitled to contractual indemnification for preclosing liabilities, including environmental liabilities. Normally, we acquire interests in properties on an as is basis with limited remedies for breaches of representations and warranties. As a result of these factors, we may not be able to acquire oil and gas properties that contain economically recoverable reserves or be able to complete such acquisitions on acceptable terms.

### ***As new owners, we may not effectively consolidate and integrate acquired operations, particularly when we make significant acquisitions outside our historical operating areas.***

Significant acquisitions present operational and administrative challenges that may prove more difficult than anticipated. The failure to consolidate functions and integrate procedures, personnel and operations in an effective and timely manner may adversely affect our business and results of operations, at least temporarily. Significant acquisitions can change the nature of our operations and business depending upon the character of the acquired properties, which may have substantially different operating and geological characteristics or be in different geographic locations than our existing properties. To the extent that we acquire properties

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substantially different from the properties in our primary operating areas or acquire properties that require different technical expertise, we may not be able to realize the economic benefits of these acquisitions as efficiently as in our prior acquisitions.



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***Exploration and development drilling may not result in commercially productive reserves.***

We do not always encounter commercially productive reservoirs through our drilling operations. The new wells we drill or participate in may not be productive and we may not recover all or any portion of our investment in wells we drill or participate in. The seismic data and other technologies we use do not allow us to know conclusively prior to drilling a well that oil or gas is present or may be produced economically. The cost of drilling, completing and operating a well is often uncertain, and cost factors can adversely affect the economics of a project. Our efforts will be unprofitable if we drill dry wells or wells that are productive but do not produce enough reserves to return a profit after drilling, operating and other costs. Further, our drilling operations may be curtailed, delayed or canceled as a result of a variety of factors, including:

increases in the cost of, or shortages or delays in the availability of, drilling rigs and equipment;

unexpected drilling conditions;

title problems;

pressure or irregularities in formations;

equipment failures or accidents;

adverse weather conditions; and

compliance with environmental and other governmental requirements.

***Future price declines may result in a write-down of our asset carrying values.***

We utilize the full cost method of accounting for costs related to our oil and gas properties. Under this method, all such costs (for both productive and nonproductive properties) are capitalized and amortized on an aggregate basis over the estimated lives of the properties using the unit-of-production method. However, these capitalized costs are subject to a ceiling test which limits such pooled costs to the aggregate of the present value of future net revenues attributable to proved oil and natural gas reserves discounted at 10% plus the lower of cost or market value of unproved properties. The full cost ceiling is evaluated at the end of each quarter using the prices for oil and gas at that date, adjusted for the impact of derivatives accounted for as cash flow hedges. A significant decline in oil and gas prices from current levels, or other factors, without other mitigating circumstances, could cause a future writedown of capitalized costs and a non-cash charge against future earnings.

At December 31, 2005, our net book value of oil and natural gas properties less deferred income taxes was below the calculated ceiling by approximately \$6.5 billion. From December 31, 2005 to September 30, 2006, spot natural gas prices decreased by approximately 59% from \$10.08 to \$4.18 per mcf. As a result, as of September 30, 2006, our ceiling test calculation indicated an impairment of our oil and natural gas properties of approximately \$415 million. However, natural gas prices subsequent to September 30, 2006 have improved sufficiently to eliminate this calculated impairment. As a result, we were not required to record

a write-down of our oil and natural gas properties under the full-cost method of accounting in the third quarter of 2006.

***Our hedging activities may reduce the realized prices received for our oil and natural gas sales and require us to provide collateral for hedging liabilities.***

In order to manage our exposure to price volatility in marketing our oil and gas, we enter into oil and gas price risk management arrangements for a portion of our expected production. Commodity price hedging may limit the prices we actually realize and therefore reduce oil and natural gas revenues in the future. The fair value of our oil and gas derivative instruments outstanding as of September 30, 2006 was an

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asset of approximately \$1.476 billion. In addition, our commodity price risk management transactions may expose us to the risk of financial loss in certain circumstances, including instances in which:

our production is less than expected;

there is a widening of price differentials between delivery points for our production and the delivery point assumed in the hedge arrangement; or

the counterparties to our contracts fail to perform under the contracts.

All but two of our commodity price risk management counterparties require us to provide assurances of performance in the event that the counterparties' mark-to-market exposure to us exceeds certain levels. Most of these arrangements allow us to minimize the potential liquidity impact of significant mark-to-market fluctuations by making collateral allocations from our revolving bank credit facility or directly pledging oil and gas properties, rather than posting cash or letters of credit with the counterparties. As of September 30, 2006, we had outstanding collateral allocations and pledges of oil and gas properties, with respect to commodity price risk management transactions but were not required to post any collateral with our counterparties through letters of credit issued under our revolving bank credit facility. As of November 22, 2006, we had outstanding transactions with thirteen counterparties, seven of which hold collateral allocations from our revolving bank credit facility or liens against certain oil and gas properties under our secured hedging facilities, and two of which do not require us to provide security for our risk management transactions. As of November 22, 2006, we were not required to post cash or letters of credit with the remaining four counterparties. Future collateral requirements are uncertain and will depend on the arrangements with our counterparties and highly volatile natural gas and oil prices.

***Lower oil and gas prices could negatively impact our ability to borrow.***

Our revolving bank credit facility limits our borrowings to the lesser of the borrowing base and the total commitments (currently both are \$2.5 billion). The borrowing base is determined periodically at the discretion of the banks and is based in part on oil and natural gas prices. Additionally, some of our indentures contain covenants limiting our ability to incur indebtedness in addition to that incurred under our revolving bank credit facility. These indentures limit our ability to incur additional indebtedness unless we meet one of two alternative tests. The first alternative is based on our adjusted consolidated net tangible assets (as defined in all of our indentures), which is determined using discounted future net revenues from proved oil and natural gas reserves as of the end of each year. The second alternative is based on the ratio of our adjusted consolidated EBITDA (as defined in the relevant indentures) to our adjusted consolidated interest expense over a trailing twelve-month period. As of the date of this prospectus, we are permitted to incur significant additional indebtedness under both of these debt incurrence tests. Lower oil and gas prices in the future could reduce our adjusted consolidated EBITDA, as well as our adjusted consolidated net tangible assets, and thus could reduce our ability to incur additional indebtedness.

***Oil and natural gas drilling and producing operations can be hazardous and may expose us to environmental liabilities.***

Oil and natural gas operations are subject to many risks, including well blowouts, cratering and explosions, pipe failure, fires, formations with abnormal pressures, uncontrollable flows of oil, natural gas, brine or well fluids, and other environmental hazards and risks. Our drilling operations involve risks from high pressures and from mechanical difficulties such as stuck pipes, collapsed casings and separated cables. If any of these risks occurs, we could sustain substantial losses as a result of:

injury or loss of life;

severe damage to or destruction of property, natural resources and equipment;

pollution or other environmental damage;

clean-up responsibilities;

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regulatory investigations and administrative, civil and criminal penalties; and

injunctions resulting in limitation or suspension of operations.

There is inherent risk of incurring significant environmental costs and liabilities in our exploration and production operations due to our generation, handling, and disposal of materials including wastes and petroleum hydrocarbons. We may incur joint and several, strict liability under applicable U.S. federal and state environmental laws in connection with releases of petroleum hydrocarbons and wastes on, under or from our leased or owned properties, some of which have been used for oil and natural gas exploration and production activities for a number of years, oftentimes by third parties not under our control. While we may maintain insurance against some, but not all, of the risks described above, our insurance may not be adequate to cover casualty losses or liabilities. Also, in the future we may not be able to obtain insurance at premium levels that justify its purchase.

In addition, in response to studies suggesting that emissions of certain gases may be contributing to warming of the Earth's atmosphere, many states are beginning to consider initiatives to track and record these gases, generally referred to as greenhouse gases, with several states having already adopted regulatory initiatives and one state, California, having adopted legislation aimed at reducing emissions of greenhouse gases. Methane, a primary component of natural gas, and carbon dioxide a byproduct of the burning of natural gas, are included among the types of gases targeted by greenhouse gas initiatives and laws. This movement is in its infancy but regulatory initiatives or legislation placing restrictions on emissions of methane or carbon dioxide that may be imposed in various states of the United States could adversely affect our operations and the demand for our products.

## **Risks Related to the Notes**

***Holders of the notes will be effectively subordinated to all of our and our subsidiaries' secured indebtedness.***

Holders of our secured indebtedness, which is comprised primarily of the indebtedness under our revolving bank credit facility, have claims with respect to our assets constituting collateral for their indebtedness that are prior to your claims under the notes. In the event of a default on the notes or our bankruptcy, liquidation or reorganization, those assets would be available to satisfy obligations with respect to the indebtedness secured thereby before any payment could be made on the notes. Accordingly, the secured indebtedness would effectively be senior to the notes to the extent of the value of the collateral securing the indebtedness. While the indenture governing the notes places some limitations on our ability to create liens, there are significant exceptions to these limitations, including with respect to sale and leaseback transactions, that will allow us to secure indebtedness without equally and ratably securing the notes. To the extent the value of the collateral is not sufficient to satisfy the secured indebtedness, the holders of that indebtedness would be entitled to share with the holders of the notes and the holders of other claims against us with respect to our other assets. In addition, in certain circumstances a subsidiary may not be required to be, or may be delayed in becoming, a Subsidiary Guarantor. The notes will be structurally subordinated to any indebtedness of a subsidiary that is not a Subsidiary Guarantor.

***A guarantee could be voided if the guarantor fraudulently transferred the guarantee at the time it incurred the indebtedness, which could result in the noteholders being able to rely on only us to satisfy claims.***

Under U.S. bankruptcy law and comparable provisions of state fraudulent transfer laws, a guarantee can be voided, or claims under a guarantee may be subordinated to all other debts of that guarantor if, among other things, the guarantor, at the time it

incurred the indebtedness evidenced by its guarantee:

intended to hinder, delay or defraud any present or future creditor or received less than reasonably equivalent value or fair consideration for the incurrence of the guarantee;

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was insolvent or rendered insolvent by reason of such incurrence;

was engaged in a business or transaction for which the guarantor's remaining assets constituted unreasonably small capital;  
or

intended to incur, or believed that it would incur, debts beyond its ability to pay those debts as they mature.

In addition, any payment by that guarantor under a guarantee could be voided and required to be returned to the guarantor or to a fund for the benefit of the creditors of the guarantor.

The measures of insolvency for purposes of fraudulent transfer laws vary depending upon the governing law. Generally, a guarantor would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they became absolute and mature; or

it could not pay its debts as they became due.

On the basis of historical financial information, recent operating history and other factors, we believe that the subsidiary guarantees are being incurred for proper purposes and in good faith and that each subsidiary guarantor, after giving effect to its guarantee of the notes, will not be insolvent, have unreasonably small capital for the business in which it is engaged or have incurred debts beyond its ability to pay those debts as they mature. We cannot be certain, however, that a court would agree with our conclusions in this regard.

***You may find it difficult to sell your notes.***

The notes will constitute a new issue of securities with no established public market. Although the underwriters have indicated that they intend to make a market in the notes, they are not obligated to do so and any of their market making activities may be terminated or limited at any time. In addition, although we have registered the offer and sale of the notes under the Securities Act of 1933 and intend to apply for a listing of the notes on the Irish Stock Exchange for trading on the Alternative Securities Market, there can be no assurance as to the liquidity of markets that may develop for the notes, the ability of noteholders to sell their notes or the prices at which notes could be sold. The notes may trade at prices that are lower than their initial purchase price depending on many factors, including prevailing interest rates and the markets for similar securities. The liquidity of trading markets for the notes may also be adversely affected by general declines or disruptions in the markets for debt securities. Those market declines or disruptions could adversely affect the liquidity of and market for the notes independent of our financial performance or prospects. An active market for the notes may not develop or, if developed, may not continue. In the absence of an active trading market, you may not be able to transfer the notes within the time or at the price you desire.

***The notes lack some covenants typically found in other comparably rated public debt securities.***

Although the notes are rated below investment grade by both Standard & Poor's and Moody's Investors Service, they lack the protection for holders of several financial and other restrictive covenants associated with several other series of our outstanding senior notes and typically associated with comparably rated public debt securities, including:

incurrence of additional indebtedness;

payment of dividends and other restricted payments;



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sale of assets and the use of proceeds therefrom;

transactions with affiliates; and

dividend and other payment restrictions affecting subsidiaries.

***The principal amount of the notes and interest thereon contained in our financial statements may be adversely affected by fluctuations in the dollar/euro exchange rate.***

Since our financial statements are presented in dollars, fluctuations in the dollar/euro exchange rate could adversely affect the principal amount of the notes and the amount of interest payments made on the notes reflected in our financial statements. Since the payments related to the notes will be made in euro, we will need to convert dollars into euro to make such payments, which could result in an increase or decrease in the dollar equivalent of interest payments on the notes depending on fluctuations in the exchange rate. In addition, because our financial results are reported in dollars, the outstanding principal amount of the notes will be reported in dollars based on the average exchange rate for the euro prevailing during the reporting period or the exchange rate at the end of that period. If such exchange rate declines, the amount of debt represented by the notes reflected in our financial statements in dollars will increase.

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**USE OF PROCEEDS**

We expect the net proceeds from this offering to be approximately 393.3 million (or approximately \$503.4 million based on a dollar/euro exchange rate of approximately \$1.28 to 1.00 as of November 22, 2006), after deducting underwriters' discounts and the estimated expenses of the offering payable by us. We intend to use the net proceeds from this offering to repay borrowings under our revolving bank credit facility and for general corporate purposes, including funding potential future acquisitions. Affiliates of certain of the underwriters in this offering are lenders under our existing revolving bank credit facility and may receive a portion of the proceeds from this offering. See Underwriting. As of September 30, 2006, the average interest rate on borrowings outstanding under our revolving bank credit facility was 6.53%.

**Table of Contents****CAPITALIZATION**

The following table shows our unaudited capitalization as of September 30, 2006:

on a historical basis; and

on a pro forma basis to reflect this offering.

This table should be read in conjunction with, and is qualified in its entirety by reference to, our historical financial statements and the accompanying notes included in our annual report on Form 10-K for the year ended December 31, 2005, and our quarterly report on Form 10-Q for the quarter ended September 30, 2006, which are incorporated by reference herein and included in Annex A and Annex B, respectively.

|   | <b>As of September 30, 2006</b> |                        |
|---|---------------------------------|------------------------|
|   | <b>Historical</b>               | <b>Pro Forma</b>       |
|   | <b>(\$ in thousands)</b>        |                        |
| Cash and cash equivalents   | \$ 716                          | \$ 716                 |
| <b>Long-term debt:</b>  |                                 |                        |
| Revolving bank credit facility <sup>(1)</sup>   | \$ 1,464,000                    | \$ 960,570             |
| 7.500% Senior Notes due 2013  | 363,823                         | 363,823                |
| 7.625% Senior Notes due 2013  | 500,000                         | 500,000                |
| 7.000% Senior Notes due 2014  | 300,000                         | 300,000                |
| 7.500% Senior Notes due 2014  | 300,000                         | 300,000                |
| 7.750% Senior Notes due 2015  | 300,408                         | 300,408                |
| 6.375% Senior Notes due 2015  | 600,000                         | 600,000                |
| 6.625% Senior Notes due 2016  | 600,000                         | 600,000                |
| 6.875% Senior Notes due 2016  | 670,437                         | 670,437                |
| 6.500% Senior Notes due 2017  | 1,100,000                       | 1,100,000              |
| % Senior Notes due 2017 offered hereby  |                                 | 512,000 <sup>(2)</sup> |
| 6.250% Senior Notes due 2018  | 600,000                         | 600,000                |
| 6.875% Senior Notes due 2020  | 500,000                         | 500,000                |
| 2.750% Contingent Convertible Senior Notes due 2035   | 690,000                         | 690,000                |
| Interest rate derivatives   | (23,621)                        | (23,621)               |
| Discount, net of premium, on Senior Notes   | (103,939)                       | (103,939)              |
| <b>Total long-term debt</b>   | <b>\$ 7,861,108</b>             | <b>\$ 7,869,678</b>    |
| <b>Stockholders' equity:</b>  |                                 |                        |
| Preferred stock, \$0.01 par value, 20,000,000 authorized:   |                                 |                        |
| 5.00% Cumulative Convertible Preferred Stock (Series 2003), 38,625 shares issued and outstanding, entitled in liquidation to \$3.9 million      | 3,863                           | 3,863                  |
| 4.125% Cumulative Convertible Preferred Stock, 3,065 shares issued and outstanding, entitled in liquidation to \$3.1 million                    | 3,065                           | 3,065                  |
| 5.00% Cumulative Convertible Preferred Stock (Series 2005), 4,600,000 shares issued and outstanding, entitled in liquidation to \$460.0 million | 460,000                         | 460,000                |
| 4.50% Cumulative Convertible Preferred Stock, 3,450,000 shares issued and outstanding, entitled in liquidation to \$345.0 million               | 345,000                         | 345,000                |
|   | 575,000                         | 575,000                |

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|  |                      |                      |
|--|----------------------|----------------------|
| 5.00% Cumulative Convertible Preferred Stock (Series 2005B), 5,750,000 shares issued and outstanding, entitled in liquidation to \$575.0 million |                      |                      |
| 6.25% Mandatory Convertible Preferred Stock, 2,300,000 shares issued and outstanding, entitled in liquidation to \$575.0 million                 | 575,000              | 575,000              |
| Common stock, \$0.01 par value, 750,000,000 shares authorized, 437,859,397 issued and outstanding  | 4,379                | 4,379                |
| Paid-in capital  | 4,899,634            | 4,899,634            |
| Retained earnings  | 2,495,215            | 2,495,215            |
| Accumulated other comprehensive income (loss), net of tax of (\$518,564,000)   | 862,241              | 862,241              |
| Less: treasury stock, at cost; 1,306,528 common shares   | (30,577)             | (30,577)             |
|  |                      |                      |
| <b>Total stockholders' equity</b>  | <b>\$ 10,192,820</b> | <b>\$ 10,192,820</b> |
|  |                      |                      |
| <b>Total capitalization</b>  | <b>\$ 18,053,928</b> | <b>\$ 18,062,498</b> |

(1) As of November 22, 2006, we had outstanding borrowings of \$2.079 billion under our revolving bank credit facility.

(2) Based on an assumed public offering price of par and the dollar/euro exchange rate as of November 22, 2006 of approximately \$1.28 per 1.00.

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**DESCRIPTION OF NOTES**

Chesapeake Energy Corporation will issue the notes offered hereby (the Notes ) under an indenture to be dated as of \_\_\_\_\_, 2006 (the Indenture ), among the Company, as issuer, the Subsidiary Guarantors, as guarantors, The Bank of New York Trust Company, N.A., as trustee (the Trustee ), The Bank of New York, London Branch, as registrar, transfer agent and paying agent, and AIB/BNY Fund Management (Ireland) Limited, as Irish paying agent and transfer agent. The terms of the Notes include those stated in the Indenture and those made part of the Indenture by reference to the Trust Indenture Act of 1939 (the Trust Indenture Act ).

The following description is only a summary of the material provisions of the Notes and the Indenture. These descriptions do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the Notes and the Indenture. You may request copies of the Indenture at our address set forth under the heading Where You Can Find More Information.

Certain terms used in this description are defined under the subheading Certain Definitions. In this description, the words Company, we and our refer only to Chesapeake Energy Corporation and not to any of its Subsidiaries.

**General**

The Company will issue the Notes initially with a maximum aggregate principal amount of 400 million. The Company is permitted to issue additional Notes under the Indenture in an unlimited aggregate principal amount ( Add-On Notes ). Any Add-On Notes that are actually issued will be treated as issued and outstanding Notes (as the same class as the initial Notes) for all purposes of the Indenture and this Description of Notes, unless the context indicates otherwise. Each Note will mature on January 15, 2017 and will bear interest at the rate of interest per annum indicated on the cover page of this prospectus.

Interest on the Notes issued in this offering will accrue from the Issue Date at an annual rate of \_\_\_\_\_ %, payable semi-annually in arrears on January 15 and July 15 of each year, commencing July 15, 2007. We will make each interest payment to the Holders of record of the Notes at the close of business on January 1 or July 1 preceding such interest payment date. Interest will be computed on the basis of a 360-day year of twelve 30-day months. Principal, premium, if any, and interest will be payable at the offices of the Trustee and the paying agents, provided that, at the option of the Company, payment of interest on Notes not in global form may be made by check mailed to the address of the Person entitled thereto as it appears in the register of the Notes maintained by the registrar. Initially, The Bank of New York, London Branch will act as registrar, transfer agent and paying agent for the Notes in London, England, and AIB/BNY Fund Management (Ireland) Limited will act as paying agent and transfer agent in Dublin, Ireland.

The Notes are unsecured senior obligations of the Company. The Notes rank pari passu in right of payment with all existing and future Senior Indebtedness of the Company and rank senior in right of payment to all future Subordinated Indebtedness of the Company.

**Guarantees**

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On the Issue Date, all the existing United States Subsidiaries, other than certain de minimis Subsidiaries, and one non-United States Subsidiary of the Company will fully and unconditionally guarantee, on a joint and several basis, the Company's obligations to pay principal of, premium, if any, and interest on the Notes. The Indenture provides that each Person that becomes a United States Subsidiary after the Issue Date and guarantees any other Indebtedness of the Company or a Subsidiary Guarantor in excess of a De Minimis Guaranteed Amount will guarantee the payment of the Notes within 180 days after the later of (i) the date it becomes a United States Subsidiary and (ii) the date it guarantees such other Indebtedness, provided that no guarantee shall be required if the Subsidiary merges into the Company or an existing Subsidiary Guarantor and the surviving entity remains a Subsidiary Guarantor.

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The obligations of each Subsidiary Guarantor under its Guarantee will be limited as necessary to prevent that Guarantee from constituting a fraudulent conveyance or fraudulent transfer under federal, state or non-United States law. Each Subsidiary Guarantor that makes a payment or distribution under a Guarantee shall be entitled to a contribution from each other Subsidiary Guarantor in a pro rata amount based on the respective net assets of each Subsidiary Guarantor at the time of such payment determined in accordance with GAAP.

If a Guarantee were rendered voidable, it could be subordinated by a court to all other indebtedness (including guarantees and other contingent liabilities) of the applicable Subsidiary Guarantor, and, depending on the amount of such indebtedness, a Subsidiary Guarantor's liability on its Guarantee could be reduced to zero. Please read Risk Factors Risks Related to the Notes A guarantee could be voided if the guarantor fraudulently transferred the guarantee at the time it incurred the indebtedness, which could result in the noteholders being able to rely on only us to satisfy claims.

Subject to the next succeeding paragraph, no Subsidiary Guarantor may consolidate or merge with or into (whether or not such Subsidiary Guarantor is the surviving Person) another Person unless:

- (1) the Person formed by or surviving any such consolidation or merger (if other than such Subsidiary Guarantor) assumes all the obligations of such Subsidiary Guarantor under the Indenture and the Notes pursuant to a supplemental indenture, in a form reasonably satisfactory to the Trustee, and
- (2) immediately after such transaction, no Default or Event of Default exists.

The preceding does not prohibit a merger between Subsidiary Guarantors or a merger between the Company and a Subsidiary Guarantor. In the event of a sale or other disposition of all or substantially all of the assets of any Subsidiary Guarantor, or a sale or other disposition of all the Capital Stock of such Subsidiary Guarantor, in any case whether by way of merger, consolidation or otherwise, then such Subsidiary Guarantor (in the event of a sale or other disposition by way of such a merger, consolidation or otherwise, of all of the Capital Stock of such Subsidiary Guarantor) or the Person acquiring the assets (in the event of a sale or other disposition of all or substantially all of the assets of such Subsidiary Guarantor) will be released and relieved of any obligations under its Guarantee. Further, a Subsidiary Guarantor will be released and relieved from any obligations under its Guarantee if it ceases to guarantee any other Indebtedness of the Company or any other Subsidiary Guarantor other than a De Minimis Guaranteed Amount.

## **Ranking**

*Senior Indebtedness versus Notes.* The Indebtedness evidenced by the Notes and the Guarantees will be unsecured and will rank pari passu in right of payment to all Senior Indebtedness of the Company and the Subsidiary Guarantors, as the case may be.

As of September 30, 2006, the Company and the Subsidiary Guarantors had approximately \$8.0 billion in principal amount of Senior Indebtedness outstanding, \$1.5 billion of which was secured indebtedness under our revolving bank credit facility. Upon completion of this offering, and the ultimate application of the net proceeds therefrom as described under Use of Proceeds, we would have had, on a pro forma basis as of September 30, 2006, approximately \$8.0 billion in principal amount of Senior Indebtedness outstanding, \$972 million of which would have been secured. As of November 22, 2006, we had outstanding borrowings of \$2.079 billion under our revolving bank credit facility.

The Notes will be unsecured obligations of the Company. Secured debt and other secured obligations of the Company and the Subsidiary Guarantors (including obligations with respect to our revolving bank credit facility) will be effectively senior to the Notes to the extent of the value of the assets securing such debt or other obligations.



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*Liabilities of Subsidiaries versus Notes.* A substantial portion of the Company's operations is conducted through its Subsidiaries. Claims of creditors of any Subsidiaries that are not Subsidiary Guarantors, including trade creditors and creditors holding indebtedness or guarantees issued by such Subsidiaries, and claims of preferred stockholders of such Subsidiaries will have priority with respect to the assets and earnings of such Subsidiaries over the claims of the Company's creditors, including Holders of the Notes. Accordingly, the Notes will be effectively subordinated to creditors (including trade creditors) and preferred stockholders, if any, of Subsidiaries that are not Subsidiary Guarantors.

Although the Indenture limits the incurrence of certain secured Indebtedness by the Company's Subsidiaries, such limitations are subject to a number of significant qualifications and the Indenture does not limit the incurrence of unsecured Indebtedness.

## **Make-Whole Redemption**

At any time prior to the Maturity Date, the Company may, at its option, redeem all or any portion of the Notes at the Make-Whole Price plus accrued and unpaid interest to the date of redemption.

## **Redemption Upon Changes in Withholding Taxes**

If, as a result of:

- (a) any amendment to, or change in, the laws (or regulations or rulings promulgated thereunder) of any Relevant Taxing Jurisdiction (as defined below under "Payment of Additional Amounts"); or
- (b) any change in the official application or the official interpretation or administration of such laws, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction or a change in published practice) (each of the foregoing in clauses (a) and (b), a "Change in Tax Law"),

the Company, any Subsidiary Guarantor or any Successor (as defined below under "Certain Covenants Limitations on Mergers and Consolidations") would be obligated to pay, on the next date for any payment, Additional Amounts, as described below under "Payment of Additional Amounts," which the Company, such Subsidiary Guarantor or such Successor cannot avoid by the use of reasonable measures available to it (including making payment through a paying agent located in another jurisdiction), then the Company or the Successor, as the case may be, may redeem all, but not less than all, of the Notes at any time after such amendment or change, upon not less than 30 nor more than 60 days' notice, at a redemption price of 100% of their principal amount, plus accrued and unpaid interest, if any, to the redemption date. In the case of the United States or any other jurisdiction that is a Relevant Taxing Jurisdiction on the Issue Date, the applicable Change in Tax Law must become effective on or after the date of this prospectus. In the case of a jurisdiction that becomes a Relevant Taxing Jurisdiction after the Issue Date, the applicable Change in Tax Law must become effective after the date that such jurisdiction becomes a Relevant Taxing Jurisdiction.

Prior to the giving of any notice of redemption described in this paragraph, the Company or the Successor, as the case may be, will deliver to the Trustee:

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- (i) an officers certificate of the Company or the Successor, as the case may be, stating that the obligation to pay such Additional Amounts cannot be avoided by the Company, such Subsidiary Guarantor or such Successor taking reasonable measures available to it; and
- (ii) a written opinion of independent legal counsel of recognized standing addressed to the Company or the Successor, as the case may be, to the effect that the Company, such Subsidiary

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Guarantor or such Successor has or will become obligated to pay such Additional Amounts as a result of a Change in Tax Law described above.

Absent manifest error, the Trustee will accept such officers' certificate and opinion as sufficient evidence of the satisfaction of the conditions to a redemption upon a Change in Tax Law, including any changes in withholding taxes, in which event it will be conclusive and binding on the Holders of the Notes.

Notwithstanding the foregoing, no such notice will be given (a) earlier than 90 days prior to the earliest date on which the Company or the relevant Successor or Subsidiary Guarantor, as the case may be, would be obliged to pay such Additional Amounts if a payment were then due and (b) unless at the time such notice is given, such obligation to pay such Additional Amounts remains in effect.

## **Payment of Additional Amounts**

All payments that the Company or any Successor makes under or with respect to the Notes, or that any Subsidiary Guarantor makes with respect to any Guarantee, will be made free and clear of, and without withholding or deduction for or on account of, any present or future tax, duty, levy, impost, assessment or other governmental charges (including, without limitation, penalties, interest and other similar liabilities related thereto) of whatever nature (collectively, "Taxes") imposed or levied by or on behalf of any jurisdiction in which the Company, or, if applicable, any Subsidiary Guarantor or any Successor, as the case may be, is incorporated, organized or otherwise resident for tax purposes or from or through which any of the foregoing makes any payment on the Notes or by any taxing authority therein or political subdivision thereof (each, as applicable, a "Relevant Taxing Jurisdiction"), unless the Company, such Subsidiary Guarantor or such Successor, as the case may be, is required to withhold or deduct Taxes by law or by the interpretation or administration of law. If the Company, a Subsidiary Guarantor or such Successor is required to withhold or deduct any amount for, or on account of, Taxes of a Relevant Taxing Jurisdiction from any payment made under or with respect to the Notes or any Guarantee, the Company, such Subsidiary Guarantor or such Successor, as the case may be, will pay such additional amounts ("Additional Amounts") as may be necessary to ensure that the net amount received by each Holder of the Notes after such withholding or deduction will be not less than the amount the Holder would have received if such Taxes had not been required to be withheld or deducted.

Notwithstanding the foregoing, neither the Company, any Subsidiary Guarantor nor any Successor will, however, be required to pay Additional Amounts to a Holder or beneficial owner of Notes in respect of or on account of:

- (a) any Taxes that are imposed or levied by a Relevant Taxing Jurisdiction by reason of the Holder's or beneficial owner's present or former connection with such Relevant Taxing Jurisdiction, including, without limitation, the Holder or beneficial owner being or having been a citizen, national, or resident, being or having been engaged in a trade or business, being, or having been, physically present in or having or having had a permanent establishment in a Relevant Taxing Jurisdiction (but not including, in each case, any connection arising from the mere receipt or holding of Notes or the receipt of payments thereunder or under a Guarantee or the exercise or enforcement of rights under any Notes or the Indenture or a Guarantee);
- (b) any Taxes that are imposed or levied by reason of the failure of the Holder or beneficial owner of Notes, following the written request of the Company, any Subsidiary Guarantor or any Successor (as the case may be) addressed to the Holder (and made at a time that would enable the Holder or beneficial owner acting reasonably to comply with that request) made in accordance with the notice procedures set forth in the Indenture, to comply with any certification, identification, information or other reporting requirements, whether required by statute, treaty, regulation or administrative practice of a Relevant Taxing Jurisdiction, as a precondition to exemption from, or reduction in the rate of withholding or deduction of, Taxes imposed by the

Relevant Taxing Jurisdiction (including,

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- without limitation, a certification that the Holder or beneficial owner is not resident in the Relevant Taxing Jurisdiction);
- (c) any estate, inheritance, gift, sales, transfer, personal property or similar Taxes;
  - (d) any Tax that is payable otherwise than by withholding or deduction from payments made under or with respect to the Notes;
  - (e) any Tax that is imposed or levied by reason of the presentation (where presentation is required in order to receive payment) of such Notes for payment on a date more than 30 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever is later, except to the extent that the beneficial owner or Holder thereof would have been entitled to Additional Amounts had the Notes been presented for payment on any date during such 30 day period;
  - (f) any withholding or deduction in respect of any Taxes where such withholding or deduction is imposed or levied on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC or any other Directive implementing the conclusions of the ECOFIN Council meeting of November 26-27, 2000 on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive;
  - (g) any Tax that is imposed or levied on or with respect to a payment made to a Holder or beneficial owner who would have been able to avoid such withholding or deduction by presenting the Notes to another paying agent in a Member State of the European Union; or
  - (h) any combination of items (a) through (g) above.

Furthermore, Additional Amounts will not be paid with respect to the Notes to a Holder who is a fiduciary, a partnership, a limited liability company or other than the sole beneficial owner of the payment under or with respect to the Notes, to the extent that payment would be required by the laws of a Relevant Taxing Jurisdiction to be included in the income, for tax purposes, of a beneficiary or settlor with respect to the fiduciary, a member of that partnership, an interest holder in that limited liability company or a beneficial owner who would not have been entitled to the Additional Amounts had it been the Holder of the Notes.

The Company, the relevant Subsidiary Guarantor or the relevant Successor, as the case may be, will (i) make such withholding or deduction as is required by applicable law and (ii) remit the full amount withheld or deducted to the relevant taxing authority in accordance with applicable law.

At least 30 calendar days prior to each date on which any payment under or with respect to the Notes is due and payable, if the Company, any Subsidiary Guarantor or a Successor will be obligated to pay Additional Amounts with respect to such payment, the Company, the relevant Subsidiary Guarantor or the relevant Successor (as the case may be) will deliver to the Trustee an officers certificate stating that such Additional Amounts will be payable and the amounts so payable and will set forth such other information necessary to enable the Trustee to pay such Additional Amounts to Holders on the payment date (unless such obligation to pay Additional Amounts arises after the 30th day prior to the date on which payment under or with respect to the Notes is due and payable, in which case such officers certificate shall be delivered promptly thereafter). The Company, the relevant Subsidiary Guarantor or the relevant Successor, as the case may be, will promptly publish a notice in accordance with the notice provisions set forth in the Indenture stating that such Additional Amounts will be payable and describing the obligation to pay such amounts.

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Upon written request, the Company, the relevant Subsidiary Guarantor or the relevant Successor, as the case may be, will furnish to the Trustee or to a Holder of the Notes copies of tax receipts evidencing the payment of any Taxes by the Company, such Guarantor or such Successor in such form as provided in

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the normal course by the taxing authority imposing such Taxes and as is reasonably available to the Company, such Subsidiary Guarantor or such Successor. If, notwithstanding the efforts of the Company, such Subsidiary Guarantor or such Successor to obtain such receipts, the same are not obtainable, the Company, such Subsidiary Guarantor or such Successor will provide the Trustee or such Holder with other evidence reasonably satisfactory to the Trustee or the Holder.

In addition, the Company, any Subsidiary Guarantor and any Successor, as the case may be, will pay any present or future stamp, issue, registration, court, documentation, excise or property taxes or other similar taxes, charges and duties, including interest and penalties with respect thereto, imposed by or in any Relevant Taxing Jurisdiction in respect of the execution, issue, enforcement or delivery of the Notes or any other document or instrument referred to thereunder (other than on or in connection with a transfer of the Notes other than the initial resale by the underwriters).

Whenever the Indenture, the Notes or this Description of Notes refers to, in any context, the payment of principal, premium, if any, interest or any other amount payable under or with respect to any Note or with respect to any Guarantee, such reference includes the payment of Additional Amounts, if applicable.

## **Change of Control**

The Indenture provides that, following the occurrence of any Change of Control, unless the Company has exercised its right to redeem all of the Notes, the Company must offer to purchase all outstanding Notes at a purchase price equal to 101% of the aggregate principal amount of the Notes, plus accrued and unpaid interest to the date of purchase.

Within 15 days after any Change of Control, the Company will mail or cause to be mailed to all Holders on the date of the Change of Control a Notice (the Change of Control Notice) of the occurrence of such Change of Control and of the Holders' rights arising as a result thereof. The Change of Control Notice shall state, among other things:

- (1) that the change of control offer is being made pursuant to this covenant;
- (2) the purchase price and the change of control payment date;
- (3) that any Note not tendered will continue to accrue interest;
- (4) that any Note accepted for payment pursuant to the change of control offer shall cease to accrue interest on the change of control payment date; and
- (5) the instructions, consistent with the covenant described hereunder, that a Holder must follow in order to have such Holder's Notes purchased.

The change of control offer will be deemed to have commenced upon mailing of a notice pursuant to the Indenture and will terminate 20 business days after its commencement, unless a longer offering period is required by law. Promptly after the

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termination of the change of control offer, the Company will purchase and mail or deliver payment for all Notes tendered in response to the change of control offer.

On the change of control payment date, the Company will, to the extent lawful, (a) accept for payment Notes or portions thereof tendered pursuant to the change of control offer, (b) deposit with a paying agent an amount equal to the change of control payment in respect of all Notes or portions thereof so tendered and (c) deliver to the Trustee the Notes so accepted together with an officers certificate stating the Notes or portions thereof tendered to the Company. The paying agent will promptly mail or deliver to each Holder of Notes so accepted payment in an amount equal to the purchase price for such Notes, and the Trustee will promptly authenticate and mail or deliver to each Holder a new Note equal in principal amount to any unpurchased portion of the Notes surrendered, if any, provided that each such new Note will be in a principal amount of 50,000 or in any integral multiple of 1,000 in excess thereof.



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The Company will comply with Section 14 of the Exchange Act and the provisions of Regulation 14E and any other tender offer rules under the Exchange Act and any other U.S. federal and state securities laws, rules and regulations and other jurisdictions laws which may then be applicable to any change of control offer.

The Change of Control purchase feature of the Notes may in certain circumstances make more difficult or discourage a sale or takeover of the Company. The change of control purchase feature is a result of negotiations between the Company and the underwriters. The Company has no present intention to engage in a transaction involving a Change of Control, although it is possible that it could decide to do so in the future. Subject to the limitations discussed below, the Company could, in the future, enter into certain transactions, including acquisitions, refinancings or other recapitalizations, that would not constitute a Change of Control under the Indenture, but that could increase the amount of indebtedness outstanding at such time or otherwise affect the Company's capital structure or credit ratings. Restrictions on the Company's ability to incur additional Indebtedness are contained in the covenants described under *Certain Covenants Limitation on Liens* and *Limitation on Sale/Leaseback Transactions*. Under the Indenture, such restrictions can only be waived with the consent of the Holders of a majority in principal amount of the Notes then outstanding. Except for the limitations contained in such covenants, however, the Indenture does not contain any covenants or provisions that may afford Holders of the Notes protection in the event of a highly leveraged transaction.

Future indebtedness that the Company may incur may contain prohibitions on the occurrence of certain events that would constitute a Change of Control or require the repurchase of such indebtedness upon a Change of Control. Moreover, the exercise by the Holders of their right to require the Company to repurchase the Notes could cause a default under such indebtedness, even if the Change of Control itself does not, due to the financial effect of such repurchase on the Company. Finally, the Company's ability to pay cash to the Holders of Notes following the occurrence of a Change of Control may be limited by the Company's then existing financial resources. There can be no assurance that sufficient funds will be available when necessary to make any required repurchases.

The provisions under the Indenture relative to the Company's obligation to make an offer to repurchase the Notes as a result of a Change of Control may be waived or modified with the written consent of the Holders of a majority in principal amount of the Notes.

## **Certain Covenants**

The following restrictive covenants will be applicable to the Company and its Subsidiaries.

*Limitation on Liens.* The Company will not, and will not permit any Subsidiary to, create, incur or assume any Indebtedness secured by any Liens (other than Permitted Liens) upon any of the properties of the Company or any Subsidiary, unless the Notes or a Guarantee is equally and ratably secured; *provided* that if such Indebtedness is expressly subordinated to the Notes or a Guarantee, the Lien securing such Indebtedness will be subordinated and junior to the Lien securing the Notes or such Guarantee.

*Limitation on Sale/Leaseback Transactions.* The Company will not, and will not permit any Subsidiary to, enter into any Sale/Leaseback Transaction with any Person (other than the Company or any other Subsidiary) unless:

- (1) the Company or such Subsidiary would be entitled to incur secured Indebtedness, in a principal amount equal to the Attributable Indebtedness with respect to such Sale/Leaseback Transaction in accordance with the covenant captioned *Limitation on Liens*; or

- (2) the Company or such Subsidiary receives proceeds from such Sale/Leaseback Transaction at least equal to the fair market value thereof (as determined in good faith by the Company's Board of

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Directors, whose determination in good faith, evidenced by a resolution of such Board, shall be conclusive) and such proceeds are applied in accordance with the following two paragraphs:

The Company may apply Net Available Proceeds from such Sale/Leaseback Transaction, within 365 days following the receipt of Net Available Proceeds from the Sale/Leaseback Transaction, to:

- (1) the repayment of Indebtedness of the Company or a Subsidiary under Credit Facilities or other Senior Indebtedness, including any mandatory redemption or repurchase or make-whole redemption of the Existing Notes or the Notes;
- (2) make an Investment in assets used in the Oil and Gas Business; or
- (3) develop by drilling the Company's oil and gas reserves.

If, upon completion of the 365-day period, any portion of the Net Available Proceeds shall not have been applied by the Company as described in clauses (1), (2) or (3) in the immediately preceding paragraph and such remaining Net Available Proceeds, together with any remaining net cash proceeds from any prior Sale/Leaseback Transaction (such aggregate constituting Excess Proceeds), exceed \$40 million, then the Company will be obligated to make an offer (the Net Proceeds Offer) to purchase the Notes and any other Senior Indebtedness in respect of which such an offer to purchase is also required to be made concurrently with the Net Proceeds Offer having an aggregate principal amount (or, with respect to the Notes, an equivalent amount in dollars based on the Federal Reserve Bank of New York noon buying rate of euro on the second business day preceding such offer) equal to the Excess Proceeds (such purchase to be made on a pro rata basis if the amount available for such repurchase is less than the principal amount of the Notes and other such Senior Indebtedness tendered in such Net Proceeds Offer) at a purchase price of 100% of the principal amount thereof plus accrued interest to the date of repurchase. Upon the completion of the Net Proceeds Offer, the amount of Excess Proceeds will be reset to zero.

Within 15 days after the Company becomes obligated to make a Net Proceeds Offer (a Net Proceeds Offer Triggering Event), the Company will mail or cause to be mailed to all Holders on the date of the Net Proceeds Offer Triggering Event a notice (the Offer Notice) of the occurrence of such Net Proceeds Offer Triggering Event and of the Holders' rights arising as a result thereof. The Offer Notice shall state, among other things:

- (1) that the offer is being made pursuant to this covenant;
- (2) that any Note not tendered will continue to accrue interest;
- (3) that any Note accepted for payment pursuant to the offer shall cease to accrue interest on the payment date; and
- (4) the instructions, consistent with this covenant, that a Holder must follow in order to have such Holder's Notes purchased.

The Net Proceeds Offer will be deemed to have commenced upon mailing of the Offer Notice and will terminate 20 business days after its commencement, unless a longer offering period is required by law. Promptly after the termination of the offer, the Company will purchase and mail or deliver payment for all Notes tendered in response to the offer.

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On the payment date, the Company will, to the extent lawful, (a) accept for payment Notes or portions thereof tendered pursuant to the Net Proceeds Offer, (b) deposit with a paying agent an amount equal to the payment in respect of all Notes or portions thereof so tendered and (c) deliver to the Trustee the Notes so accepted together with an officers certificate stating the Notes or portions thereof tendered to the Company. The paying agent will promptly mail or deliver to each Holder of Notes so accepted

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payment in an amount equal to the purchase price for such Notes, and the Trustee will promptly authenticate and mail or deliver to each Holder a new Note equal in principal amount to any unpurchased portion of the Notes surrendered, if any, *provided* that each such new Note will be in a principal amount of 50,000 or in any integral multiple of 1,000 in excess thereof.

The Company will comply with Section 14 of the Exchange Act and the provisions of Regulation 14E and any other tender offer rules under the Exchange Act and any other U.S. federal and state securities laws, rules and regulations and any laws of other jurisdictions which may then be applicable to any Net Proceeds Offer.

During the period between any Sale/Leaseback Transaction and the application of the Net Available Proceeds therefrom in accordance with this covenant, all Net Available Proceeds shall be maintained in a segregated account and shall be invested in Permitted Financial Investments.

*Limitations on Mergers and Consolidations.* The Company will not consolidate or merge with or into any Person, or sell, convey, lease or otherwise dispose of all or substantially all of its assets to any Person, unless:

- (1) the Person formed by or surviving such consolidation or merger (if other than the Company), or to which such sale, lease, conveyance or other disposition shall be made (collectively, the Successor), is a corporation, limited liability company or limited partnership organized and existing under the laws of the United States or any state thereof or the District of Columbia, or Canada or any province thereof, and the Successor assumes by supplemental indenture all of the obligations of the Company under the Indenture and under the Notes; *provided*, that unless the Successor is a corporation, a corporate co-issuer of the Notes will be added to the Indenture by such supplemental indenture; and
- (2) immediately before and after giving effect to such transaction, no Default or Event of Default exists.

*SEC Reports.* Notwithstanding that the Company may not be required to remain subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, the Company will file with the SEC and provide the Holders with annual reports and such information, documents and other reports specified in Sections 13 and 15(d) of the Exchange Act.

## **Certain Definitions**

The following is a summary of certain defined terms used in the Indenture. Reference is made to the Indenture for the full definition of all such terms and for the definitions of capitalized terms used in this prospectus and not defined below.

*Adjusted Consolidated Net Tangible Assets* or *ACNTA* means, without duplication, as of the date of determination, (a) the sum of

- (1) discounted future net revenue from proved oil and gas reserves of the Company and its Subsidiaries calculated in accordance with SEC guidelines before any U.S. state or federal income taxes, as estimated by petroleum engineers (which may include the Company's internal engineers) in a reserve report prepared as of the end of the Company's most recently completed

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fiscal year, as increased by, as of the date of determination, the discounted future net revenue of (A) estimated proved oil and gas reserves of the Company and its Subsidiaries attributable to any acquisition consummated since the date of such year-end reserve report and (B) estimated proved oil and gas reserves of the Company and its Subsidiaries attributable to extensions, discoveries and other additions and upward revisions of estimates of proved oil and gas reserves due to exploration, development or exploitation, production or other activities conducted or otherwise occurring since the date of such year-end

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reserve report which, in the case of sub-clauses (A) and (B), would, in accordance with standard industry practice, result in such increases as calculated in accordance with SEC guidelines (utilizing the prices utilized in such year-end reserve report), and decreased by, as of the date of determination, the discounted future net revenue of (C) estimated proved oil and gas reserves of the Company and its Subsidiaries produced or disposed of since the date of such year-end reserve report and (D) reductions in the estimated oil and gas reserves of the Company and its Subsidiaries since the date of such year-end reserve report attributable to downward revisions of estimates of proved oil and gas reserves due to exploration, development or exploitation, production or other activities conducted or otherwise occurring since the date of such year-end reserve report which, in the case of sub-clauses (C) and (D) would, in accordance with standard industry practice, result in such decreases as calculated in accordance with SEC guidelines (utilizing the prices utilized in such year-end reserve report); *provided* that, in the case of each of the determinations made pursuant to clauses (A) through (D), such increases and decreases shall be as estimated by the Company's engineers,

- (2) the capitalized costs that are attributable to oil and gas properties of the Company and its Subsidiaries to which no proved oil and gas reserves are attributable, based on the Company's books and records as of a date no earlier than the date of the Company's latest annual or quarterly financial statements,
- (3) the Net Working Capital on a date no earlier than the date of the Company's latest annual or quarterly financial statements and
- (4) the greater of (A) the net book value on a date no earlier than the date of the Company's latest annual or quarterly financial statements and (B) the appraised value, as estimated by independent appraisers, of other tangible assets (including Investments in unconsolidated Subsidiaries) of the Company and its Subsidiaries, as of a date no earlier than the date of the Company's latest audited financial statements,

minus (b) the sum of

- (1) minority interests,
- (2) any gas balancing liabilities of the Company and its Subsidiaries reflected as a long-term liability in the Company's latest annual or quarterly financial statements,
- (3) the discounted future net revenue, calculated in accordance with SEC guidelines (utilizing the prices utilized in the Company's year-end reserve report), attributable to reserves which are required to be delivered to third parties to fully satisfy the obligations of the Company and its Subsidiaries with respect to Volumetric Production Payments on the schedules specified with respect thereto,
- (4) the discounted future net revenue, calculated in accordance with SEC guidelines, attributable to reserves subject to Dollar-Denominated Production Payments which, based on the estimates of production included in determining the discounted future net revenue specified in (a)(1) above (utilizing the same prices utilized in the Company's year-end reserve report), would be necessary to fully satisfy the payment obligations of the Company and its Subsidiaries with respect to Dollar-Denominated Production Payments on the schedules specified with respect thereto and
- (5) the discounted future net revenue, calculated in accordance with SEC guidelines (utilizing the same prices utilized in the Company's year-end reserve report), attributable to reserves subject to participation interests, overriding royalty interests or other interests of third parties, pursuant to participation, partnership, vendor financing or other agreements then in effect, or which otherwise are required to be delivered to third parties.

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If the Company changes its method of accounting from the full cost method to the successful efforts method or a similar method of accounting, ACNTA will continue to be calculated as if the Company were still using the full cost method of accounting.



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*Affiliate* of any specified Person means any other Person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified Person. For the purposes of this definition, *control* when used with respect to any specified Person means the power to direct the management and policies of such Person directly or indirectly, whether through the ownership of voting stock, by contract or otherwise; and the terms *controlling* and *controlled* have meanings correlative to the foregoing.

*Attributable Indebtedness* means, with respect to any particular lease under which any Person is at the time liable and at any date as of which the amount thereof is to be determined, the present value of the total net amount of rent required to be paid by such Person under the lease during the primary term thereof, without giving effect to any renewals at the option of the lessee, discounted from the respective due dates thereof to such date at the rate of interest per annum implicit in the terms of the lease. As used in the preceding sentence, the *net amount of rent* under any lease for any such period shall mean the sum of rental and other payments required to be paid with respect to such period by the lessee thereunder excluding any amounts required to be paid by such lessee on account of maintenance and repairs, insurance, taxes, assessments, water rates or similar charges. In the case of any lease which is terminable by the lessee upon payment of a penalty, such net amount of rent shall also include the amount of such penalty, but no rent shall be considered as required to be paid under such lease subsequent to the first date upon which it may be so terminated.

*Average Life* means, as of the date of determination, with respect to any Indebtedness, the quotient obtained by dividing (a) the product of (x) the number of years from such date to the date of each successive scheduled principal payment of such Indebtedness multiplied by (y) the amount of such principal payment by (b) the sum of all such principal payments.

*Capital Stock* means, with respect to any Person, any and all shares, interests, participations or other equivalents (however designated) of corporate stock or partnership or limited liability company interests and any and all warrants, options and rights with respect thereto (whether or not currently exercisable), including each class of common stock and preferred stock of such Person.

*Capitalized Lease Obligations* of any Person means the obligations of such Person to pay rent or other amounts under a lease of property, real or personal, that is required to be capitalized for financial reporting purposes in accordance with GAAP, and the amount of such obligations shall be the capitalized amount thereof determined in accordance with GAAP.

*Change of Control* means the occurrence of any of the following:

- (1) the sale, lease or transfer, in one or a series of related transactions, of all or substantially all of the Company's assets to any Person or group (as such term is used in Section 13(d)(3) of the Exchange Act), other than to Permitted Holders;
- (2) the adoption of a plan relating to the liquidation or dissolution of the Company;
- (3) the acquisition, directly or indirectly, by any Person or group (as such term is used in Section 13(d)(3) of the Exchange Act), other than Permitted Holders, of beneficial ownership (as defined in Rule 13d-3 under the Exchange Act, except that such Person shall be deemed to have beneficial ownership of all shares that any such Person has the right to acquire, whether such right is exercisable immediately or only after passage of time) of more than 50% of the aggregate voting power of the Voting Stock of the Company; provided, however, that the Permitted Holders beneficially own (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, in the aggregate a lesser percentage of the total voting power of the

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Voting Stock of the Company than such other Person and do not have the right or ability by voting power, contract or otherwise to elect or designate for election a majority of the Board of Directors of the Company (for

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the purposes of this definition, such other Person shall be deemed to beneficially own any Voting Stock of a specified corporation held by a parent corporation, if such other Person is the beneficial owner (as defined above), directly or indirectly, of more than 35% of the voting power of the Voting Stock of such parent corporation and the Permitted Holders beneficially own (as defined in this proviso), directly or indirectly, in the aggregate a lesser percentage of the voting power of the Voting Stock of such parent corporation and do not have the right or ability by voting power, contract or otherwise to elect or designate for election a majority of the Board of Directors of such parent corporation); or

- (4) during any period of two consecutive years, individuals who at the beginning of such period constituted the Board of Directors of the Company (together with any new directors whose election by such Board of Directors or whose nomination for election by the shareholders of the Company was approved by a vote of 66 <sup>2</sup>/<sub>3</sub> of the directors of the Company then still in office who were either directors at the beginning of such period or whose election or nomination for election was previously so approved) cease for any reason to constitute a majority of the Board of Directors of the Company then in office.

*Credit Facilities* means, one or more debt facilities (including, without limitation, the Company's existing credit facility) or commercial paper facilities, in each case with banks, investment banks, insurance companies, mutual funds and/or other institutional lenders providing for revolving credit loans, term loans, receivables financing (including through the sale of receivables to such lenders or to special purpose entities formed to borrow from (or sell receivables to) such lenders against such receivables) or letters of credit, in each case, as amended, extended, restated, renewed, refunded, replaced or refinanced (in each case with Credit Facilities), supplemented or otherwise modified (in whole or in part and without limitation as to amount, terms, conditions, covenants and other provisions) from time to time.

*Currency Hedge Obligations* means, at any time as to the Company and its Subsidiaries, the obligations of any such Person at such time that were incurred in the ordinary course of business pursuant to any non-dollar currency exchange agreement, option or futures contract or other similar agreement or arrangement designed to protect against or manage such Person's or any of its Subsidiaries' exposure to fluctuations in non-dollar currency exchange rates.

*Default* means any event which is, or after notice of passage of time would be, an Event of Default.

*De Minimis Guaranteed Amount* means a principal amount of Indebtedness that does not exceed \$5 million.

*Disqualified Stock* means any Capital Stock of the Company or any Subsidiary of the Company which, by its terms (or by the terms of any security into which it is convertible or for which it is exchangeable), or upon the happening of any event or with the passage of time, matures or is mandatorily redeemable, pursuant to a sinking fund obligation or otherwise, or is redeemable at the option of the holder thereof, in whole or in part, on or prior to the Maturity Date or which is exchangeable or convertible into debt securities of the Company or any Subsidiary of the Company, except to the extent that such exchange or conversion rights cannot be exercised prior to the Maturity Date.

*Dollar-Denominated Production Payments* mean production payment obligations recorded as liabilities in accordance with GAAP, together with all undertakings and obligations in connection therewith.

*European Government Obligations* means (1) securities that are direct obligations of the Federal Republic of Germany for the payment of which its full faith and credit is pledged or (2) obligations of a person controlled or supervised by and acting as an

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agency or instrumentality of the Federal Republic of Germany, the payment of which is unconditionally guaranteed as a full faith and credit obligation by the Federal Republic of Germany, which, in either case under clauses (1) or (2) are not callable or redeemable at the option of the issuer thereof.

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*Exchange Act* means the Securities Exchange Act of 1934, as amended, and the rules and regulations of the SEC thereunder.

*Existing Notes* means the Company's outstanding (a) 7.5% Senior Notes due 2013, (b) 7.625% Senior Notes due 2013, (c) 7.5% Senior Notes due 2014, (d) 7% Senior Notes due 2014, (e) 7.75% Senior Notes due 2015, (f) 6.375% Senior Notes due 2015, (g) 6.875% Senior Notes due 2016, (h) 6.625% Senior Notes due 2016, (i) 6.5% Senior Notes due 2017, (j) 6.25% Senior Notes due 2018, (k) 6.875% Senior Notes due 2020 and (l) 2.75% Contingent Convertible Senior Notes due 2035.

*GAAP* means generally accepted accounting principles as in effect in the United States of America as of the Issue Date.

*Guarantee* means, individually and collectively, the guarantees given by the Subsidiary Guarantors pursuant to Article Ten of the Indenture.

*Holder* means a Person in whose name a Note is registered on the registrar's books, which will initially be the nominee for the common depository of Euroclear or Clearstream, as applicable.

*Indebtedness* means, without duplication, with respect to any Person,

(a) all obligations of such Person

(1) in respect of borrowed money (whether or not the recourse of the lender is to the whole of the assets of such Person or only to a portion thereof),

(2) evidenced by bonds, notes, debentures or similar instruments,

(3) representing the balance deferred and unpaid of the purchase price of any property or services (other than accounts payable or other obligations arising in the ordinary course of business),

(4) evidenced by bankers' acceptances or similar instruments issued or accepted by banks,

(5) for the payment of money relating to a Capitalized Lease Obligation, or

(6) evidenced by a letter of credit or a reimbursement obligation of such Person with respect to any letter of credit;

(b) all net obligations of such Person under Interest Rate Hedging Agreements, Oil and Gas Hedging Contracts, and Currency Hedge Obligations, except to the extent such net obligations are taken into account in the determination of future net revenues from

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proved oil and gas reserves for purposes of the calculation of Adjusted Consolidated Net Tangible Assets;

(c) all liabilities of others of the kind described in the preceding clauses (a) or (b) that such Person has guaranteed or that are otherwise its legal liability (including, with respect to any Production Payment, any warranties or guaranties of production or payment by such Person with respect to such Production Payment but excluding other contractual obligations of such Person with respect to such Production Payment);

(d) Indebtedness (as otherwise defined in this definition) of another Person secured by a Lien on any asset of such Person, whether or not such Indebtedness is assumed by such Person, the amount of such obligations being deemed to be the lesser of

(1) the full amount of such obligations so secured and

(2) the fair market value of such asset, as determined in good faith by the Board of Directors of such Person, which determination shall be evidenced by a resolution of such Board;

(e) with respect to such Person, the liquidation preference or any mandatory redemption payment obligations in respect of Disqualified Stock;

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(f) the aggregate preference in respect of amounts payable on the issued and outstanding shares of preferred stock of any of such Person's Subsidiaries in the event of any voluntary or involuntary liquidation, dissolution or winding up (excluding any such preference attributable to such shares of preferred stock that are owned by such Person or any of its Subsidiaries; *provided*, that if such Person is the Company, such exclusion shall be for such preference attributable to such shares of preferred stock that are owned by the Company or any of its Subsidiaries); and

(g) any and all deferrals, renewals, extensions, refinancings and refundings (whether direct or indirect) of, or amendments, modifications or supplements to, any liability of the kind described in any of the preceding clauses (a), (b), (c), (d), (e) or (f) or this clause (g), whether or not between or among the same parties.

Subject to clause (c) of the preceding sentence, neither Dollar-Denominated Production Payments nor Volumetric Production Payments shall be deemed to be Indebtedness.

*Interest Rate Hedging Agreements* means, with respect to the Company and its Subsidiaries, the obligations of such Persons under (a) interest rate swap agreements, interest rate cap agreements and interest rate collar agreements and (b) other agreements or arrangements designed to protect any such Person or any of its Subsidiaries against fluctuations in interest rates.

*Investment* of any Person means (a) all investments by such Person in any other Person in the form of loans, advances or capital contributions, (b) all guarantees of Indebtedness or other obligations of any other Person by such Person, (c) all purchases (or other acquisitions for consideration) by such Person of assets, Indebtedness, Capital Stock or other securities of any other Person and (d) all other items that would be classified as investments (including, without limitation, purchases of assets outside the ordinary course of business) or advances on a balance sheet of such Person prepared in accordance with GAAP.

*Issue Date* means the first date on which the Notes are originally issued, \_\_\_\_\_, 2006.

*Lien* means, with respect to any Person, any mortgage, pledge, lien, encumbrance, easement, restriction, covenant, right-of-way, charge or adverse claim affecting title or resulting in an encumbrance against real or personal property of such Person, or a security interest of any kind (including any conditional sale or other title retention agreement, any lease in the nature thereof, any option, right of first refusal or other similar agreement to sell, in each case securing obligations of such Person and any filing of or agreement to give any financing statement under the Uniform Commercial Code (or equivalent statute or statutes) of any jurisdiction).

*Make-Whole Amount* with respect to a Note means an amount equal to the excess, if any, of (a) the present value of the remaining interest, premium and principal payments due on such Note (excluding any portion of such payments of interest accrued as of the redemption date) as if such Note were redeemed on the Maturity Date, computed using a discount rate equal to the Bund Rate plus 50 basis points, over (b) the outstanding principal amount of such Note. *Bund Rate* with respect to a Note means the yield to maturity (calculated on a semi-annual bond equivalent basis) at the time of the computation of direct obligations of the Federal Republic of Germany (*Bunds* or *Bundesanleihe*) with a constant maturity (as compiled by and published in the most recent financial statistics that have become publicly available at least two business days prior to the date of the redemption notice or, if such financial statistics are no longer published, any publicly available source of similar market data) most nearly equal to the then remaining maturity of such Note assuming that such Note will be redeemed on the Maturity Date; *provided, however*, that if the Make-Whole Average Life of a Note is not equal to the constant maturity of a direct obligation of the Federal Republic of Germany

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for which a weekly average yield is given, the Bund Rate shall be obtained by linear interpolation (calculated to the nearest one-twelfth of a year) from the weekly average yields of direct obligations of the Federal Republic of Germany for which



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such yields are given, except that if the Make-Whole Average Life of such Note is less than one year, the weekly average yield on actually traded direct obligations of the Federal Republic of Germany adjusted to a constant maturity of one year shall be used.

*Make-Whole Average Life* means, with respect to a Note, the number of years (calculated to the nearest one-twelfth of a year) between the date of redemption of such Note and the Maturity Date.

*Make-Whole Price* means the sum of the outstanding principal amount of the Notes to be redeemed plus the Make-Whole Amount of such Notes.

*Maturity Date* means January 15, 2017.

*Moody's* means Moody's Investors Service, Inc. or any successor to the rating agency business thereof.

*Net Available Proceeds* means, with respect to any Sale/Leaseback Transaction of any Person, cash proceeds received (including any cash proceeds received by way of deferred payment of principal pursuant to a note or installment receivable or otherwise, but only as and when received, and excluding any other consideration until such time as such consideration is converted into cash) therefrom, in each case net of all legal, title and recording tax expenses, commissions and other fees and expenses incurred, and all U.S. federal, state or local taxes or taxes in other jurisdictions required to be accrued as a liability as a consequence of such Sale/Leaseback Transaction, and in each case net of all Indebtedness which is secured by such assets, in accordance with the terms of any Lien upon or with respect to such assets, or which must, by its terms or in order to obtain a necessary consent to such Sale/Leaseback Transaction or by applicable law, be repaid out of the proceeds from such Sale/Leaseback Transaction and which is actually so repaid.

*Net Working Capital* means (a) all current assets of the Company and its Subsidiaries, minus (b) all current liabilities of the Company and its Subsidiaries, except current liabilities included in Indebtedness.

*Oil and Gas Business* means the business of the exploration for, and exploitation, development, production, processing (but not refining), marketing, storage and transportation of, hydrocarbons, and other related energy and natural resource businesses (including oil and gas services businesses related to the foregoing).

*Oil and Gas Hedging Contracts* means any oil and gas purchase or hedging agreement, and other agreement or arrangement, in each case, that is designed to provide protection against price fluctuations of oil, gas or other commodities.

*Permitted Company Refinancing Indebtedness* means Indebtedness of the Company, the net proceeds of which are used to renew, extend, refinance, refund or repurchase outstanding Indebtedness of the Company, *provided that*

- (1) if the Indebtedness (including the Notes) being renewed, extended, refinanced, refunded or repurchased is pari passu with or subordinated in right of payment to the Notes, then such Indebtedness is pari passu or subordinated in right of payment to, as

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the case may be, the Notes at least to the same extent as the Indebtedness being renewed, extended, refinanced, refunded or repurchased,

- (2) such Indebtedness is scheduled to mature no earlier than the Indebtedness being renewed, extended, refinanced, refunded or repurchased, and
- (3) such Indebtedness has an Average Life at the time such Indebtedness is incurred that is equal to or greater than the Average Life of the Indebtedness being renewed, extended, refinanced, refunded or repurchased;

*provided, further*, that such Indebtedness (to the extent that such Indebtedness constitutes Permitted Company Refinancing Indebtedness) is in an aggregate principal amount (or, if such Indebtedness is

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issued at a price less than the principal amount thereof, the aggregate amount of gross proceeds therefrom is) not in excess of the aggregate principal amount then outstanding of the Indebtedness being renewed, extended, refinanced, refunded or repurchased (or if the Indebtedness being renewed, extended, refinanced, refunded or repurchased was issued at a price less than the principal amount thereof, then not in excess of the amount of liability in respect thereof determined in accordance with GAAP).

*Permitted Financial Investments* means the following kinds of instruments if, in the case of instruments referred to in clauses (1)-(4) below, on the date of purchase or other acquisition of any such instrument by the Company or any Subsidiary, the remaining term to maturity is not more than one year:

- (1) readily marketable obligations issued or unconditionally guaranteed as to principal of and interest thereon by the United States of America or by any agency or authority controlled or supervised by and acting as an instrumentality of the United States of America;
- (2) repurchase obligations for instruments of the type described in clause (1) for which delivery of the instrument is made against payment;
- (3) obligations (including, but not limited to, demand or time deposits, bankers' acceptances and certificates of deposit) issued by a depository institution or trust company incorporated or doing business under the laws of the United States of America, any state thereof or the District of Columbia or a branch or subsidiary of any such depository institution or trust company operating outside the United States, *provided*, that such depository institution or trust company has, at the time of the Company's or such Subsidiary's investment therein or contractual commitment providing for such investment, capital surplus or undivided profits (as of the date of such institution's most recently published financial statements) in excess of \$500,000,000;
- (4) commercial paper issued by any corporation, if such commercial paper has, at the time of the Company's or any Subsidiary's investment therein or contractual commitment providing for such investment, credit ratings of A-1 (or higher) by S&P and P-1 (or higher) by Moody's; and
- (5) money market mutual or similar funds having assets in excess of \$500,000,000.

*Permitted Holders* means Aubrey K. McClendon and his Affiliates.

*Permitted Liens* means

- (1) Liens existing on the Issue Date;
- (2) Liens securing Indebtedness under Credit Facilities;
- (3) Liens now or hereafter securing any obligations under Interest Rate Hedging Agreements so long as the related Indebtedness (a) constitutes the Existing Notes or the Notes (or any Permitted Company Refinancing Indebtedness in respect thereof) or (b) is, or is permitted to be under the Indenture, secured by a Lien on the same property securing such interest rate hedging

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obligations;

- (4) Liens securing Permitted Company Refinancing Indebtedness or Permitted Subsidiary Refinancing Indebtedness; *provided*, that such Liens extend to or cover only the property or assets currently securing the Indebtedness being refinanced and that the Indebtedness being refinanced was not incurred under the Credit Facilities;
- (5) Liens for taxes, assessments and governmental charges not yet delinquent or being contested in good faith and for which adequate reserves have been established to the extent required by GAAP;
- (6) mechanics , worker s, materialmen s, operators or similar Liens arising in the ordinary course of business;
- (7) Liens in connection with worker s compensation, unemployment insurance or other social security, old age pension or public liability obligations;

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- (8) Liens, deposits or pledges to secure the performance of bids, tenders, contracts (other than contracts for the payment of money), leases, public or statutory obligations, surety, stay, appeal, indemnity, performance or other similar bonds, or other similar obligations arising in the ordinary course of business;
- (9) survey exceptions, encumbrances, easements or reservations of, or rights of others for, rights of way, zoning or other restrictions as to the use of real properties, and minor defects in title which, in the case of any of the foregoing, were not incurred or created to secure the payment of borrowed money or the deferred purchase price of property or services, and in the aggregate do not materially adversely affect the value of such properties or materially impair use for the purposes of which such properties are held by the Company or any Subsidiaries;
- (10) Liens on, or related to, properties to secure all or part of the costs incurred in the ordinary course of business of exploration, drilling, development or operation thereof;
- (11) Liens on pipeline or pipeline facilities which arise out of operation of law;
- (12) judgment and attachment Liens not giving rise to an Event of Default or Liens created by or existing from any litigation or legal proceeding that are currently being contested in good faith by appropriate proceedings and for which adequate reserves have been made;
- (13) (a) Liens upon any property of any Person existing at the time of acquisition thereof by the Company or a Subsidiary, (b) Liens upon any property of a Person existing at the time such Person is merged or consolidated with the Company or any Subsidiary or existing at the time of the sale or transfer of any such property of such Person to the Company or any Subsidiary, or (c) Liens upon any property of a Person existing at the time such Person becomes a Subsidiary; *provided*, that in each case such Lien has not been created in contemplation of such sale, merger, consolidation, transfer or acquisition, and *provided* that in each such case no such Lien shall extend to or cover any property of the Company or any Subsidiary other than the property being acquired and improvements thereon;
- (14) Liens on deposits to secure public or statutory obligations or in lieu of surety or appeal bonds entered into in the ordinary course of business;
- (15) Liens in favor of collecting or payor banks having a right of setoff, revocation, refund or chargeback with respect to money or instruments of the Company or any Subsidiary on deposit with or in possession of such bank;
- (16) purchase money security interests granted in connection with the acquisition of assets in the ordinary course of business and consistent with past practices, *provided*, that (A) such Liens attach only to the property so acquired with the purchase money indebtedness secured thereby and (B) such Liens secure only Indebtedness that is not in excess of 100% of the purchase price of such assets;
- (17) Liens reserved in oil and gas mineral leases for bonus or rental payments and for compliance with the terms of such leases;
- (18) Liens arising under partnership agreements, oil and gas leases, farm-out agreements, division orders, contracts for the sale, purchase, exchange, transportation or processing (but not refining) of oil, gas or other hydrocarbons, unitization and pooling declarations and agreements, development agreements, operating agreements, area of mutual interest agreements, and other similar agreements which are customary in the Oil and Gas Business;
- (19)

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Liens securing obligations of the Company or any of its Subsidiaries under Currency Hedge Obligations or Oil and Gas Hedging Contracts;

- (20) Liens to secure Dollar-Denominated Production Payments and Volumetric Production Payments; and
- (21) Liens securing other Indebtedness in an aggregate principal amount which, together with all other Indebtedness outstanding on the date of such incurrence and secured by Liens pursuant to this clause (21), does not exceed 15% of Adjusted Consolidated Tangible Net Assets.

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*Permitted Subsidiary Refinancing Indebtedness* means Indebtedness of any Subsidiary, the net proceeds of which are used to renew, extend, refinance, refund or repurchase outstanding Indebtedness of such Subsidiary, *provided that*

- (1) if the Indebtedness (including the Guarantees) being renewed, extended, refinanced, refunded or repurchased is *pari passu* with or subordinated in right of payment to the Guarantees, then such Indebtedness is *pari passu* with or subordinated in right of payment to, as the case may be, the Guarantees at least to the same extent as the Indebtedness being renewed, extended, refinanced, refunded or repurchased,
- (2) such Indebtedness is scheduled to mature no earlier than the Indebtedness being renewed, extended, refinanced, refunded or repurchased, and
- (3) such Indebtedness has an Average Life at the time such Indebtedness is incurred that is equal to or greater than the Average Life of the Indebtedness being renewed, extended, refinanced, refunded or repurchased;

*provided, further,* that such Indebtedness (to the extent that such Indebtedness constitutes Permitted Subsidiary Refinancing Indebtedness) is in an aggregate principal amount (or, if such Indebtedness is issued at a price less than the principal amount thereof, the aggregate amount of gross proceeds therefrom is) not in excess of the aggregate principal amount then outstanding of the Indebtedness being renewed, extended, refinanced, refunded or repurchased (or if the Indebtedness being renewed, extended, refinanced, refunded or repurchased was issued at a price less than the principal amount thereof, then not in excess of the amount of liability in respect thereof determined in accordance with GAAP).

*Person* means any individual, corporation, partnership, joint venture, trust, estate, unincorporated organization or government or any agency or political subdivision thereof.

*Production Payments* means, collectively, Dollar-Denominated Production Payments and Volumetric Production Payments.

*S&P* refers to Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., or any successor to the rating agency business thereof.

*Sale/Leaseback Transaction* means with respect to the Company or any of its Subsidiaries, any arrangement with any Person providing for the leasing by the Company or any of its Subsidiaries of any principal property, acquired or placed into service more than 180 days prior to such arrangement, whereby such property has been or is to be sold or transferred by the Company or any of its Subsidiaries to such Person.

*Senior Indebtedness* means any Indebtedness of the Company or a Subsidiary Guarantor (whether outstanding on the Issue Date or thereafter incurred), unless such Indebtedness is contractually subordinate or junior in right of payment of principal, premium and interest to the Notes or the Guarantees, respectively.

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*Subordinated Indebtedness of a Subsidiary Guarantor* means any Indebtedness of such Subsidiary Guarantor, whether outstanding on the Issue Date or thereafter created, incurred or assumed, which is contractually subordinate or junior in right of payment of principal, premium and interest to the Guarantees.

*Subordinated Indebtedness of the Company* means any Indebtedness of the Company, whether outstanding on the Issue Date or thereafter incurred, which is contractually subordinate or junior in right of payment of principal, premium and interest to the Notes.



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*Subsidiary* means any subsidiary of the Company. A subsidiary of any Person means

- (1) a corporation a majority of whose Voting Stock is at the time, directly or indirectly, owned by such Person, by one or more subsidiaries of such Person or by such Person and one or more subsidiaries of such Person,
- (2) a partnership in which such Person or a subsidiary of such Person is, at the date of determination, a general or limited partner of such partnership, but only if such Person or its subsidiary is entitled to receive more than 50 percent of the assets of such partnership upon its dissolution, or
- (3) any other Person (other than a corporation or partnership) in which such Person, directly or indirectly, at the date of determination thereof, has (x) at least a majority ownership interest or (y) the power to elect or direct the election of a majority of the directors or other governing body of such Person.

*Subsidiary Guarantor* means (a) each of the United States Subsidiaries on the Issue Date, other than Subsidiaries that are not guarantors of other Indebtedness of the Company in excess of a De Minimis Guaranteed Amount, (b) Chesapeake Eagle Canada Corp., a Canadian Subsidiary, and (c) each of the other Subsidiaries that becomes a guarantor of the Notes in compliance with the terms of the Indenture.

*Volumetric Production Payments* mean production payment obligations recorded as deferred revenue in accordance with GAAP, together with all undertakings and obligations in connection therewith.

*Voting Stock* means, with respect to any Person, securities of any class or classes of Capital Stock in such Person entitling the holders thereof (whether at all times or only so long as no senior class of stock has voting power by reason of contingency) to vote in the election of members of the Board of Directors or other governing body of such Person.

## **Events of Default**

The following will be Events of Default with respect to the Notes:

- (1) default by the Company or any Subsidiary Guarantor in the payment of principal of or premium, if any, on the Notes when due and payable at maturity, upon repurchase pursuant to the provisions described under *Change of Control* or pursuant to the covenant described under *Limitation on Sale/Leaseback Transactions*, upon acceleration or otherwise;
- (2) default by the Company or any Subsidiary Guarantor for 30 days in payment of any interest on the Notes;
- (3) default by the Company or any Subsidiary Guarantor in the deposit of any make-whole redemption payment;
- (4) default on any other Indebtedness of the Company, any Subsidiary Guarantor or any other Subsidiary if either

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- (A) such default results in the acceleration of the maturity of any such Indebtedness having a principal amount of \$50.0 million or more individually or, taken together with the principal amount of any other such Indebtedness the maturity of which has been so accelerated, in the aggregate, or
  
- (B) such default results from the failure to pay when due principal of, premium, if any, or interest on, any such Indebtedness, after giving effect to any applicable grace period (a Payment Default ), having a principal amount of \$50.0 million or more individually or, taken together with the principal amount of any other Indebtedness under which there has been a Payment Default, in the aggregate;

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provided that if any such default is cured or waived or any such acceleration is rescinded, or such Indebtedness is repaid, within a period of 30 days from the continuation of such default beyond any applicable grace period or the occurrence of such acceleration, as the case may be, such Event of Default and any consequent acceleration of the Notes shall be rescinded, so long as any such rescission does not conflict with any judgment or decree or applicable provision of law;

- (5) default in the performance, or breach of, the covenant set forth in the covenant captioned Limitations on Mergers and Consolidations, or in the performance, or breach of, any other covenant or agreement of the Company or any Subsidiary Guarantor in the Indenture and failure to remedy such default within a period of 45 days after written notice thereof from the Trustee or Holders of 25% of the principal amount of the outstanding Notes;
- (6) the entry by a court of one or more judgments or orders for the payment of money against the Company, any Subsidiary Guarantor or any other Subsidiary in an aggregate amount in excess of \$50.0 million (net of applicable insurance coverage by a third party insurer which is acknowledged in writing by such insurer) that has not been vacated, discharged, satisfied or stayed pending appeal within 60 days from the entry thereof;
- (7) the failure of a Guarantee by a Subsidiary Guarantor to be in full force and effect, or the denial or disaffirmance by such entity thereof; or
- (8) certain events involving bankruptcy, insolvency or reorganization of the Company or any Subsidiary of the Company.

The Indenture provides that the Trustee may withhold notice to the Holders of the Notes of any default (except in payment of principal of, or premium, if any, or interest on the Notes) if the Trustee considers it in the interest of the Holders of the Notes to do so.

If an Event of Default occurs and is continuing, the Trustee or the Holders of not less than 25% in principal amount of the Notes outstanding may declare the principal of and premium, if any, and accrued but unpaid interest on all the Notes to be due and payable. Upon such a declaration, such principal, premium, if any, and interest will be due and payable immediately. If an Event of Default relating to certain events of bankruptcy, insolvency or reorganization of the Company or any Subsidiary of the Company occurs and is continuing, the principal of, and premium, if any, and interest on all the Notes will become and be immediately due and payable without any declaration or other act on the part of the Trustee or any Holders of the Notes. The amount due and payable on the acceleration of any Note will be equal to 100% of the principal amount of the Note, plus accrued and unpaid interest to the date of payment. Under certain circumstances, the Holders of a majority in principal amount of the outstanding Notes may rescind any such acceleration with respect to the Notes and its consequences.

No Holder of a Note may pursue any remedy under the Indenture unless

- (1) the Trustee shall have received written notice of a continuing Event of Default,
- (2) the Trustee shall have received a request from Holders of at least 25% in principal amount of the Notes to pursue such remedy,
- (3) the Trustee shall have been offered indemnity reasonably satisfactory to it,

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- (4) the Trustee shall have failed to act for a period of 60 days after receipt of such notice, request and offer of indemnity and
- (5) no direction inconsistent with such written request has been given to the Trustee during such 60-day period by the Holders of a majority in principal amount of the Notes;

*provided, however,* such provision does not affect the right of a Holder of any Note to sue for enforcement of any overdue payment thereon.

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The Holders of a majority in principal amount of the Notes then outstanding will have the right to direct the time, method and place of conducting any proceeding for exercising any remedy available to the Trustee, subject to certain limitations specified in the Indenture. The Indenture requires the annual filing by the Company with the Trustee of a written statement as to compliance with the covenants contained in the Indenture.

## **Modification and Waiver**

Supplements and amendments to the Indenture or the Notes may be made by the Company, the Subsidiary Guarantors and the Trustee with the consent of the Holders of a majority in principal amount of the Notes then outstanding; *provided* that no such modification or amendment may, without the consent of the Holder of each Note then outstanding affected thereby,

- (1) reduce the percentage of principal amount of Notes whose Holders must consent to an amendment or supplement;
- (2) reduce the rate or change the time for payment of interest, including default interest, on any Note;
- (3) reduce the principal amount of any Note or change the Maturity Date;
- (4) reduce the redemption price, including premium, if any, payable upon redemption of any Note or change the time at which any Note may or shall be redeemed;
- (5) reduce the purchase price payable upon the repurchase of any Note in connection with a Change of Control Offer or a Net Proceeds Offer, or change the time at which any Note may or shall be repurchased thereunder;
- (6) make any Note payable in money other than that stated in such Note;
- (7) impair the right to institute suit for the enforcement of any payment of principal of, or premium, if any, or interest on, any Note;
- (8) make any change in the percentage of principal amount of Notes necessary to waive compliance with certain provisions of the Indenture; or
- (9) waive a continuing Default or Event of Default in the payment of principal of, premium, if any, or interest on the Notes.

Supplements and amendments of the Indenture may be made by the Company, the Subsidiary Guarantors and the Trustee without the consent of any Holders of the Notes in certain limited circumstances, including

- (1) to cure any ambiguity, omission, defect or inconsistency,
- (2)

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to provide for the assumption of the obligations of the Company or any Subsidiary Guarantor under the Indenture upon the merger, consolidation or sale or other disposition of all or substantially all of the assets of the Company or such Subsidiary Guarantor,

- (3) to reflect the release of any Subsidiary Guarantor from its Guarantee of the Notes, or the addition of any Subsidiary of the Company as a Subsidiary Guarantor, in the manner provided in the Indenture,
- (4) to comply with any requirement of the SEC in order to effect or maintain the qualification of the Indenture under the Trust Indenture Act or
- (5) to make any change that would provide any additional benefit to the Holders or that does not adversely affect the rights of any Holder of the Notes in any material respect.

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The Holders of a majority in aggregate principal amount of the Notes then outstanding may waive any past default under the Indenture, except a default in the payment of principal, premium, if any, or interest.

### **Legal Defeasance and Covenant Defeasance**

The Company may, at its option and at any time, elect to have its obligations discharged with respect to the outstanding Notes ( Legal Defeasance ). Such Legal Defeasance means that the Company will be deemed to have paid and discharged the entire Indebtedness represented by such Notes, except for

- (1) the rights of Holders of the Notes to receive payments solely from the trust fund described in the following paragraph in respect of the principal of, premium, if any, and interest on the Notes when such payments are due,
- (2) the Company's obligations with respect to the Notes concerning the issuance of temporary Notes, transfers and exchanges of the Notes, replacement of mutilated, destroyed, lost or wrongfully taken Notes, the maintenance of an office or agency where the Notes may be surrendered for transfer or exchange or presented for payment, and duties of paying agents,
- (3) the rights, powers, trusts, duties and immunities of the Trustee, and the Company's obligations in connection therewith and
- (4) the Legal Defeasance provisions of the Indenture.

In addition, the Company may, at its option and at any time, elect to have the obligations of the Company released with respect to certain covenants described under Certain Covenants ( Covenant Defeasance ), and thereafter any omission to comply with such obligations shall not constitute a Default or Event of Default. In the event Covenant Defeasance occurs, certain events (not including non-payment) described under Events of Default will no longer constitute an Event of Default. If we exercise our Legal Defeasance or Covenant Defeasance option, each Subsidiary Guarantor will be released from all its obligations under the Indenture and its Guarantee.

In order to exercise either Legal Defeasance or Covenant Defeasance under the Indenture,

- (1) the Company must irrevocably deposit with the Trustee, in trust, for the benefit of the Holders of the Notes, cash in euro, European Government Obligations, or a combination thereof, in such amounts as will be sufficient, in the opinion of a nationally recognized firm of independent public accountants, to pay the principal of, premium, if any, and interest on the outstanding amount of the Notes on the Maturity Date or on the applicable redemption date, as the case may be, of such principal or installment of principal, premium, if any, or interest;
- (2) in the case of Legal Defeasance, the Company must deliver to the Trustee an opinion of counsel confirming that
  - (a) the Company has received from or there has been published by, the Internal Revenue Service a ruling or

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- (b) since the date of the Indenture, there has been a change in the applicable U.S. Federal income tax law, in either case to the effect that, and based thereon such opinion of counsel shall confirm that, the Holders of the Notes will not recognize income, gain or loss for U.S. Federal income tax purposes as a result of such Legal Defeasance and will be subject to U.S. Federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Legal Defeasance had not occurred;
  
- (3) in the case of Covenant Defeasance, the Company shall have delivered to the Trustee an opinion of counsel to the effect that the Holders of the Notes will not recognize income, gain or loss for U.S.



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Federal income tax purposes as a result of such Covenant Defeasance and will be subject to U.S. Federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Covenant Defeasance had not occurred;

- (4) no Default or Event of Default shall have occurred and be continuing on the date of such deposit or insofar as Events of Default from bankruptcy or insolvency events are concerned, at any time in the period ending on the 91st day after the date of deposit;
- (5) such Legal Defeasance or Covenant Defeasance shall not result in a breach or violation of, or constitute a default under the Indenture or any other material agreement or instrument to which the Company is a party or by which the Company is bound;
- (6) the Company shall have delivered to the Trustee an officers certificate stating that the deposit was not made by the Company with the intent of preferring the Holders of the Notes over other creditors of the Company or with the intent of defeating, hindering, delaying or defrauding creditors of the Company or others; and
- (7) the Company shall have delivered to the Trustee an officers certificate and an opinion of counsel each stating that the Company has complied with all conditions precedent provided for relating to the Legal Defeasance or the Covenant Defeasance.

## **Governing Law**

The Indenture provides that it and the Notes will be governed by, and construed in accordance with, the laws of the State of New York.

## **The Trustee**

The Bank of New York Trust Company, N.A. is the Trustee under the Indenture. The Bank of New York Trust Company, N.A. also serves as trustee for our 7.5% Senior Notes due 2013, our 7.625% Senior Notes due 2013, our 7% Senior Notes due 2014, our 7.5% Senior Notes due 2014, our 7.75% Senior Notes due 2015, our 6.375% Senior Notes due 2015, our 6.875% Senior Notes due 2016, our 6.625% Senior Notes due 2016, our 6.5% Senior Notes due 2017, our 6.25% Senior Notes due 2018, our 6.875% Senior Notes due 2020 and our 2.75% Contingent Convertible Senior Notes due 2035. We may also maintain banking and other commercial relationships with the Trustee and its affiliates in the ordinary course of business, and the Trustee may own our debt securities. The Trustee's address is 2 North LaSalle Street, Suite 1020, Chicago, Illinois 60602. The Company has also appointed the Trustee as the initial registrar and paying agent in the U.S. under the Indenture.

The Trustee is permitted to become an owner or pledgee of the Notes and may otherwise deal with the Company or its Subsidiaries or Affiliates with the same rights it would have if it were not Trustee. If, however, the Trustee acquires any conflicting interest (as defined in the Trust Indenture Act) after an Event of Default has occurred and is continuing, it must eliminate such conflict or resign.

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In case an Event of Default shall occur (and be continuing), the Trustee will be required to use the degree of care and skill of a prudent person in the conduct of such person's own affairs. The Trustee will be under no obligation to exercise any of its powers under the Indenture at the request of any of the Holders of the Notes, unless such Holders have offered the Trustee indemnity reasonably satisfactory to it.

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### **Book-Entry, Delivery and Form**

#### ***General***

Notes sold will be represented by one or more global notes in registered form without interest coupons attached (collectively, the Global Notes ). The Notes will be issued in denominations of 50,000 and in any integral multiple of 1,000 in excess thereof. The Global Notes will be deposited with, or on behalf of, a common depository for the accounts of Euroclear and Clearstream and registered in the name of the nominee of the common depository.

Ownership of interests in the Global Notes (the Book-Entry Interests ) will be limited to persons that have accounts with Euroclear and/or Clearstream, or persons that hold interests through such participants or otherwise in accordance with applicable transfer restrictions set out in the indenture governing the Notes and any applicable securities laws of any state of the United States or any other jurisdiction. Euroclear and Clearstream will hold interests in the Global Notes on behalf of their participants through customers securities accounts in their respective names on the books of their respective depositories. Except under the limited circumstances described below, owners of beneficial interests in the Global Notes will not be entitled to receive physical delivery of certificated Notes.

Book-Entry Interests will be shown on, and transfers thereof will be done only through, records maintained in book-entry form by Euroclear and Clearstream and their respective participants. The laws of some jurisdictions, including certain states of the United States, may require that certain purchasers of securities take physical delivery of such securities in definitive form. The foregoing limitations may impair your ability to own, transfer or pledge Book-Entry Interests. In addition, while the Notes are in global form, holders of Book-Entry Interests will not be considered the owners or Holders of Notes for any purpose.

So long as the Notes are held in global form, Euroclear and/or Clearstream (or their respective nominees), as applicable, will be considered the sole Holders of Global Notes for all purposes under the indenture. In addition, participants in Euroclear and/or Clearstream must rely on the procedures of Euroclear and/or Clearstream, as the case may be, and indirect participants must rely on the procedures of Euroclear, Clearstream and the participants through which they own Book-Entry Interests, to transfer their interests or to exercise any rights of Holders under the Indenture.

Neither we nor the Trustee under the Indenture and neither the registrar nor the transfer agent will have any responsibility or be liable for any aspect of the records relating to the Book-Entry Interests.

### **Redemption of the Global Notes**

In the event any Global Note (or any portion thereof) is redeemed, Euroclear and/or Clearstream (or their respective nominees), as applicable, will redeem an equal amount of the Book-Entry Interests in such Global Note from the amount received by it in respect of the redemption of such Global Note. The redemption price payable in connection with the redemption of such Book-Entry Interests will be equal to the amount received by Euroclear and Clearstream, as applicable, in connection with the redemption of such Global Note (or any portion thereof). We understand that, under existing practices of Euroclear and Clearstream, if fewer than all of the Notes are to be redeemed at any time, Euroclear and Clearstream will credit their respective participants accounts on a

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proportionate basis (with adjustments to prevent fractions) or by lot or on such other basis as they deem fair and appropriate; provided, however, that no book-entry interest of 50,000 principal amount or less may be redeemed in part.

### **Payments on Global Notes**

We will make payments of any amounts owing in respect of the Global Notes (including principal, premium and interest, if any) to the common depository or its nominee, which will distribute such

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payments to participants in accordance with their procedures. We expect that standing customer instructions and customary practices will govern payments by participants to owners of Book-Entry Interests held through such participants.

Under the terms of the Indenture, we and the Trustee will treat the registered Holders of the Global Notes (e.g., Euroclear or Clearstream (or their respective nominees)) as the owners thereof for the purpose of receiving payments and for all other purposes. Consequently, neither we nor the Trustee nor any of our or its respective agents has or will have any responsibility or liability for:

any aspect of the records of Euroclear, Clearstream or any participant or indirect participant relating to payments made on account of a Book-Entry Interest or for maintaining, supervising or reviewing the records of Euroclear, Clearstream or any participant or indirect participant relating to or payments made on account of a Book-Entry Interest; or

Euroclear, Clearstream or any participant or indirect participant.

Payments by participants to owners of Book-Entry Interests held through participants are the responsibility of such participants.

## **Currency of Payment for the Global Notes**

Except as may otherwise be agreed between Euroclear and/or Clearstream and any Holder, the principal of, premium, if any, and interest on, and all other amounts payable in respect of, the Global Notes will be paid to owners of Book-Entry Interests in such Notes (the Euroclear/Clearstream Holders ) through Euroclear and/or Clearstream in euro.

Payments will be subject in all cases to any fiscal or other laws and regulations (including any regulations of the applicable clearing system) applicable thereto. Neither we nor the Trustee nor the underwriters nor any of our or their respective agents will be liable to any Holder of a Global Note or any other person for any commissions, costs, losses or expenses in relation to or resulting from any currency conversion or rounding effected in connection with any such payment.

## **Action by Owners of Book-Entry Interests**

Euroclear and Clearstream have advised us that they will take any action permitted to be taken by a Holder of Notes (including the presentation of Notes for exchange as described below) only at the direction of one or more participants to whose account the Book-Entry Interests in the Global Notes are credited and only in respect of such portion of the aggregate principal amount of Notes as to which such participant or participants has or have given such direction. Euroclear and Clearstream will not exercise any discretion in the granting of consents, waivers or the taking of any other action in respect of the Global Notes. However, if there is an Event of Default, each of Euroclear and Clearstream reserves the right to exchange the relevant Global Notes for definitive registered Notes in certificated form (the Definitive Registered Notes ), and to distribute Definitive Registered Notes to its participants.

**Transfers**

Transfers of beneficial interests in the Global Notes will be subject to the applicable rules and procedures of Euroclear and Clearstream and their respective direct or indirect participants, which rules and procedures may change from time to time.

Any Book-Entry Interest in one of the Global Notes that is transferred to a person who takes delivery in the form of a Book-Entry Interest in any other Global Note will, upon transfer, cease to be a Book-Entry Interest in the first-mentioned Global Note and become a Book-Entry Interest in such other Global Note, and accordingly will thereafter be subject to all transfer restrictions, if any, and other procedures applicable to Book-Entry Interests in such other Global Note for as long as it remains such a Book-Entry Interest.

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### **Definitive Registered Notes**

Under the terms of the Indenture, owners of the Book-Entry Interests will receive Definitive Registered Notes:

if Euroclear or Clearstream notifies us that it is unwilling or unable to continue as depository for the Global Note, and we fail to appoint a successor;

if Euroclear or Clearstream so requests following an event of default under the Indenture; or

if the owner of a Book-Entry Interest requests such exchange in writing delivered through either Euroclear or Clearstream, as applicable, following an event of default under the Indenture.

Euroclear has advised the issuer that upon request by an owner of a Book-Entry Interest, its current procedure is to request that the issuer issue or cause to be issued Definitive Registered Notes to all owners of Book-Entry Interests.

In such an event, the registrar will issue Definitive Registered Notes, registered in the name or names and issued in any approved denominations, requested by or on behalf of Euroclear and/or Clearstream, as applicable (in accordance with their respectively customary procedures and based upon directions received from participants reflecting the beneficial ownership of Book-Entry Interests).

In the case of the issuance of Definitive Registered Notes, the Holder of a Definitive Registered Note may transfer such Note by surrendering it to the transfer agent. In the event of a partial transfer or a partial redemption of a holding of Definitive Registered Notes represented by one Definitive Registered Note, a Definitive Registered Note will be issued to the transferee in respect of the part transferred, and a new Definitive Registered Note in respect of the balance of the holding not transferred or redeemed will be issued to the transferor or the Holder, as applicable; provided that Definitive Registered Notes will be issued in denominations of 50,000 and in any integral multiple of 1,000 in excess thereof. We will bear the cost of preparing, printing, packaging and delivering the Definitive Registered Notes. Holders of the Book-Entry Interests may incur fees normally payable in respect of the maintenance and operation of accounts in Euroclear and/or Clearstream.

If Definitive Registered Notes are issued and a Holder thereof claims that such Definitive Registered Notes have been lost, destroyed or wrongfully taken or if such Definitive Registered Notes are mutilated and are surrendered to the registrar or at the office of a transfer agent, we will issue and the Trustee will authenticate a replacement Definitive Registered Note if the Trustee's requirements are met. We or the Trustee may require a Holder requesting replacement of a Definitive Registered Note to furnish an indemnity bond sufficient in the judgment of both the Trustee and us to protect us, the Trustee, any transfer agent or any paying agent appointed pursuant to the indenture from any loss which any of them may suffer if a Definitive Registered Note is replaced. We may charge for its expenses in replacing a Definitive Registered Note.

In case any such mutilated, destroyed, lost or wrongfully taken Definitive Registered Note has become or is about to become due and payable, or is about to be redeemed or purchased by us pursuant to the provisions of the Indenture, we in our discretion may, instead of issuing a new Definitive Registered Note, pay, redeem or purchase such Definitive Registered Note, as the case may be.





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Definitive Registered Notes may be transferred and exchanged for Book-Entry Interests in a Global Note only in accordance with the Indenture.

### **Global Clearance and Settlement Under the Book-Entry System**

#### ***Initial Settlement***

Initial settlement for the Notes will be made in euro. Book-Entry Interests owned through depositary accounts will follow the settlement procedures applicable to conventional eurobonds in registered form. Book-Entry Interests held through Euroclear and Clearstream will be credited to the securities custody account of Euroclear and Clearstream Holders on the business day following the settlement date against payment for value on the settlement date.

#### ***Secondary Market Trading***

The Book-Entry Interests will trade through participants of the relevant depositary, and will settle in same day funds. Since the purchase determines the place of delivery, it is important to establish at the time of trading any Book-Entry Interests where both the purchaser's and seller's accounts are located to ensure that settlement can be made on the desired value date.

#### ***Special Timing Considerations***

You should be aware that investors will only be able to make and receive deliveries, payments and other communications involving Notes through Euroclear or Clearstream on days when those systems are open for business.

In addition, because of time-zone differences, there may be complications with completing transactions involving Clearstream and/or Euroclear on the same business day as in the United States. U.S. investors who wish to transfer their interests in the Notes, or to receive or make a payment or delivery of Notes, on a particular day, may find that the transactions will not be performed until the next business day in Luxembourg if Clearstream is used, or Brussels if Euroclear is used.

#### ***Clearing Information***

We expect that the Notes will be accepted for clearance through the facilities of Euroclear and Clearstream. The international securities identification numbers and common codes for the Notes are set out under Listing and General Information Clearing Information.

**Information Concerning Euroclear and Clearstream**

The preceding description of the operations and procedures of Euroclear and Clearstream is provided solely as a matter of convenience. These operations and procedures are solely within the control of the relevant settlement systems and are subject to changes by them. We take no responsibility for these operations and procedures and urge investors to contact the systems or their participants directly to discuss these matters.

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We understand as follows with respect to Euroclear and Clearstream:

Euroclear and Clearstream hold securities for participating organizations. They also facilitate the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in the accounts of such participants. Euroclear and Clearstream provide various services to their participants, including the safekeeping, administration, clearance, settlement, lending and borrowing of internationally traded securities. Euroclear and Clearstream interface with domestic securities markets. Euroclear and Clearstream participants are financial institutions such as underwriters, securities brokers and dealers, banks, trust companies and certain other organizations. Indirect access to Euroclear or Clearstream is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Euroclear or Clearstream participant, either directly or indirectly.

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**DESCRIPTION OF CERTAIN OTHER INDEBTEDNESS**

The following is a summary of certain of our indebtedness that will be outstanding following the consummation of this offering. To the extent this summary contains descriptions of our revolving bank credit facility, our 7.5% Senior Notes due 2013, our 7.625% Senior Notes due 2013, our 7% Senior Notes due 2014, our 7.5% Senior Notes due 2014, our 7.75% Senior Notes due 2015, our 6.375% Senior Notes due 2015, our 6.875% Senior Notes due 2016, our 6.625% Senior Notes due 2016, our 6.5% Senior Notes due 2017, our 6.25% Senior Notes due 2018, our 6.875% Senior Notes due 2020 and our 2.75% Contingent Convertible Senior Notes due 2035, and the indentures governing them, the descriptions do not purport to be complete and are qualified in their entirety by reference to those and related documents, copies of which we will provide you upon request.

**Our Revolving Bank Credit Facility**

Our revolving bank credit facility limits our borrowings to the lesser of the borrowing base and the total commitments (currently both are \$2.5 billion) and matures in February 2011. As of November 22, 2006, we had outstanding borrowings of \$2.079 billion under this facility and had \$6.165 million of the facility securing various letters of credit. Borrowings under the facility are collateralized by some of our producing oil and gas properties and bear interest at either (i) the greater of the reference rate of Union Bank of California N.A. or the U.S. federal funds effective rate plus 0.50% or (ii) the London Interbank Offered Rate (LIBOR), at our option, plus a margin that varies based on our senior unsecured long-term debt ratings. The collateral value and borrowing base are determined periodically. The unused portion of the facility is subject to an annual commitment fee that also varies according to our senior unsecured long-term debt ratings. As of September 30, 2006, the annual commitment fee rate was 0.25%. Interest is payable quarterly or, if LIBOR applies, it may be payable at more frequent intervals. The credit agreement contains various covenants and restrictive provisions, including those restricting our ability to incur additional indebtedness, make investments or loans and create liens. The credit agreement requires us to maintain an indebtedness to EBITDA ratio (as defined in the credit agreement) not to exceed 3.5 to 1 and an indebtedness to total capitalization ratio (as defined in the credit agreement) not to exceed 0.65 to 1.

**Our Senior Notes**

At September 30, 2006, we had outstanding senior notes in an aggregate principal amount of \$5.8 billion, which, together with our \$690 million aggregate principal amount of 2.75% Contingent Convertible Senior Notes due 2035, represented the remainder of our long-term debt. At the date of this prospectus, we have issued and outstanding \$363.8 million in principal amount of 7.5% Senior Notes due 2013, \$500 million in principal amount of 7.625% Senior Notes due 2013, \$300.0 million in principal amount of 7% Senior Notes due 2014, \$300.0 million in principal amount of 7.5% Senior Notes due 2014, \$300.4 million in principal amount of 7.75% Senior Notes due 2015, \$600.0 million in principal amount of 6.375% Senior Notes due 2015, \$670.4 million in principal amount of 6.875% Senior Notes due 2016, \$600.0 million principal amount of 6.625% Senior Notes due 2016, \$1.1 billion principal amount of 6.5% Senior Notes due 2017, \$600.0 million principal amount of 6.25% Senior Notes due 2018 and \$500.0 million principal amount of 6.875% Senior Notes due 2020. There are no scheduled principal payments required on any of these senior notes until their final maturities.

Our outstanding senior notes are senior, unsecured obligations that rank pari passu in right of payment with all of our existing and future senior indebtedness, including the notes offered hereby, and rank senior in right of payment to all of our future subordinated indebtedness. Our outstanding senior notes are fully and unconditionally guaranteed, jointly and severally, by certain of our United States subsidiaries and one of our non-United States subsidiaries.

Our existing senior note indentures (other than the indentures governing the 7.625% Senior Notes due 2013, the 6.50% Senior Notes due 2017 and the 6.875% Senior Notes due 2020) restrict our and our

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restricted subsidiaries ability to incur additional indebtedness. Please read Risk Factors Risks Relating to Our Business Lower oil and natural gas prices could negatively impact our ability to borrow. As of September 30, 2006, we estimate that secured bank indebtedness of \$5.4 billion could have been incurred within those restrictions. These restrictions under such indentures will not apply to any future unrestricted subsidiaries. There are no unrestricted subsidiaries under our indentures as of the date of this prospectus.

Our existing senior note indentures (other than the indentures governing the 7.625% Senior Notes due 2013, the 6.50% Senior Notes due 2017 and the 6.875% Senior Notes due 2020) also limit our ability to make restricted payments, including the payment of cash dividends, unless certain tests are met.

We also have issued and outstanding \$690 million aggregate principal amount of 2.75% Contingent Convertible Senior Notes due 2035 (the Convertible Senior Notes ). The Convertible Senior Notes are senior unsecured obligations and rank pari passu in right of payment to all of our existing and future senior indebtedness, including the notes offered hereby, and rank senior in right of payment to all of our future subordinated indebtedness. The Convertible Senior Notes are guaranteed by certain of our existing United States subsidiaries and one of our non-United States subsidiaries and by certain of our future United States subsidiaries on a senior unsecured basis. The indenture governing the Convertible Senior Notes does not have any financial or restricted payment covenants.

The Convertible Senior Notes will be convertible, at the holder s option, prior to the maturity date under certain circumstances, using a net share settlement process, into cash and, in some circumstances, our common stock. In general, upon conversion of a Convertible Senior Note, the holder of such note will receive cash equal to the principal amount of the note and common stock for the note s conversion value in excess of such principal amount.

In addition, we will pay contingent interest on the Convertible Senior Notes during any six-month interest period, beginning with the six-month period ending May 14, 2016, under certain conditions.

The Convertible Senior Notes mature on November 15, 2035. We may redeem the Convertible Senior Notes, in whole at any time, or in part from time to time, on or after November 15, 2015 at a redemption price, payable in cash, of 100% of the principal amount of such notes, plus accrued and unpaid interest.

Holders of the Convertible Senior Notes may require us to repurchase all or a portion of their notes on November 15, 2015, 2020, 2025 and 2030 at 100% of the principal amount of the notes, plus accrued and unpaid interest, payable in cash. Upon a fundamental change, as defined in the indenture governing the Convertible Senior Notes, holders may require us to repurchase all or a portion of their notes, payable in cash equal to 100% of the principal amount of the notes plus accrued and unpaid interest.

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**MATERIAL UNITED STATES FEDERAL TAX CONSIDERATIONS**

**General**

The following discussion summarizes the material U.S. Federal income and certain estate tax consequences of the purchase, ownership and disposition of the notes by an initial holder of the notes who purchases the notes for cash at the original offering price, who holds the notes as capital assets (generally property held for investment) and who does not have a special tax status. This discussion is based upon the Internal Revenue Code of 1986, as amended (the Code), Treasury Regulations, and judicial decisions and administrative interpretations thereunder, as of the date hereof, all of which are subject to change, possibly with retroactive effect, or are subject to different interpretations. We cannot assure you that the Internal Revenue Service (the IRS) will not challenge one or more of the tax consequences described herein, and we have not obtained, nor do we intend to obtain, a ruling from the IRS or an opinion of counsel with respect to the U.S. Federal tax consequences of purchasing, owning or disposing of the notes.

In this discussion, we do not purport to address all tax considerations that may be important to a particular holder in light of the holder's circumstances, or to certain categories of investors (such as financial institutions, insurance companies, tax-exempt organizations, dealers or traders in securities or currencies, persons who hold the notes through partnerships or other pass-through entities, regulated investment companies, real estate investment trusts, U.S. persons whose functional currency is not the U.S. dollar, persons liable for alternative minimum tax, U.S. expatriates or persons who hold the notes as part of a hedge, conversion transaction, straddle or other risk reduction transaction) that may be subject to special rules. This discussion also does not address the tax considerations arising under the laws of any foreign, state or local jurisdiction.

If a partnership (including an entity treated as a partnership for U.S. Federal income tax purposes) holds notes, the tax treatment of a partner generally will depend upon the status of the partner and upon the activities of the partnership. If you are a partner of a partnership holding notes, we suggest that you consult your tax advisor.

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF THE NOTES, INCLUDING THE EFFECT AND APPLICABILITY OF STATE, LOCAL OR FOREIGN TAX LAWS.**

**Consequences to U.S. Holders**

You are a U.S. holder for purposes of this discussion if you are a beneficial owner of notes and you are:

an individual U.S. citizen or resident alien;

a corporation, or other entity taxable as a corporation for U.S. Federal income tax purposes, that was created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

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an estate whose world-wide income is subject to U.S. Federal income taxation; or

a trust that either is subject to the supervision of a court within the United States and which has one or more United States persons with authority to control all substantial decisions or has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a United States person.

Because the notes provide for the payment of additional amounts under certain circumstances (see Description of Notes Make-Whole Redemption ), the notes may be subject to U.S. Treasury Regulations applicable to debt instruments that provide for one or more contingent payments. Under such Treasury Regulations, if the payment of additional amounts on the notes is, as of the issue date, neither a remote contingency nor an incidental contingency, the U.S. federal income tax consequences to a



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U.S. holder would be different from those discussed below. We intend to take the position that the payment of additional amounts is a remote or incidental contingency. Our determination that such payments are a remote or incidental contingency for these purposes is binding on a U.S. holder unless such U.S. holder discloses to the IRS that it is taking a contrary position. It is possible, however, that the IRS may take a contrary position from that described above, in which case the tax consequences to a holder could differ materially and adversely from those described below. The remainder of this discussion assumes that the notes are not contingent payment debt instruments under the U.S. Treasury Regulations. Prospective investors should consult with their own tax advisors as to the tax consequences that relate to the possibility of additional payments.

### *Purchase of Notes*

The conversion of U.S. dollars into euro and the immediate use of that currency to purchase notes generally will not result in taxable gain or loss. However, if you use previously acquired euro to purchase notes, you will generally recognize ordinary currency exchange gain or loss at the time of purchase. Such currency exchange gain or loss will generally be the difference between the U.S. dollar value of those euro based on the spot rate on the date the notes are purchased and your tax basis in those euro, which will generally be the U.S. dollar value of the euro based on the spot exchange rate on the date the euro were acquired by you. For purposes of this discussion, *spot rate* generally means a currency exchange rate that reflects a market exchange rate available to the public for cash.

### *Interest*

Interest payable on the notes will generally be included in the gross income of a U.S. holder as ordinary interest income at the time it is accrued or received, in accordance with such U.S. holder's method of accounting for U.S. federal income tax purposes.

If you are a cash method taxpayer (including most individual holders), you will be taxed on the U.S. dollar value of the euro you receive as interest when you receive them. The U.S. dollar value of the euro will be determined using the *spot rate* in effect at such time.

If you are an accrual method taxpayer, you will be taxed on the U.S. dollar value of the euro as the interest accrues on the notes. In determining the U.S. dollar value of the euro for this purpose, you may use the average euro exchange rate during the relevant interest accrual period (or, if that period spans two taxable years, during the portion of the interest accrual period in the relevant taxable year). The average rate for an accrual period (or partial period) is the simple average of the spot rates for each business day of such period, or other average exchange rate for the period reasonably derived and consistently applied by you. When interest is actually paid, you will generally also recognize currency exchange gain or loss, taxable as ordinary income or loss from sources within the United States, equal to the difference between (a) the value of the euro received as interest, as translated into U.S. dollars using the spot rate on the date of receipt, and (b) the U.S. dollar amount previously included in income with respect to such payment. If you do not wish to accrue interest income using the average exchange rate, certain alternative elections may be available.

Your tax basis in the euro you receive as interest will be the aggregate amount reported by you as income with respect to the receipt of the euro. If you subsequently sell those euro, additional tax consequences will apply as described in *Sale of euro*.

### *Disposition of the Notes*

On the sale, exchange, redemption, retirement, or other taxable disposition of your notes:

If you receive proceeds on the disposition of your notes in the form of U.S. dollars, you will be considered to have received the principal in the form of euro and to have sold those euro for U.S. dollars.

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You will have taxable gain or loss equal to the difference between the amount realized by you (less any amount attributable to accrued but unpaid interest to the extent not previously included in income) and your tax basis in the notes. The amount realized on the disposition of your notes will generally be the U.S. dollar value of the euro you receive (or are considered to receive) based on the spot exchange rate on the date of disposition. Your tax basis in the notes is the U.S. dollar value of the amount in euro paid for the notes, determined on the date of purchase.

Any such gain or loss (except to the extent attributable to foreign currency gain or loss) will be capital gain or loss, and will be long term capital gain or loss if you held the notes for more than one year. Long term capital gain recognized by certain U.S. holders (including individuals) is currently subject to taxation at reduced rates. The deductibility of capital losses may be subject to limitations.

You will realize foreign currency gain or loss to the extent the U.S. dollar value of the euro that you paid for the notes, based on the spot rate at the time you dispose of the notes, is greater or less than the U.S. dollar value of the euro that you paid for the notes, based on the spot rate at the time you acquired the notes. Any resulting foreign currency gain or loss will be U.S.-source ordinary income or loss. You will only recognize such foreign currency gain or loss to the extent you have gain or loss, respectively, on the overall sale, retirement, or other disposition of the notes.

If you sell notes between interest payment dates, a portion of the amount you receive reflects interest that has accrued on the notes but has not yet been paid by the sale date. That amount is treated as ordinary interest income and not as sale proceeds.

Your tax basis in the euro you receive on sale or retirement of the notes will be the value of euro reported by you as received on the sale or retirement of the notes. If you receive euro on retirement of the notes and subsequently sell those euro, or if you are considered to receive euro on retirement of the notes and those euro are considered to be sold for U.S. dollars on your behalf, or if you sell the notes for euro and subsequently sell those euro, additional tax consequences will apply as described in Sale of euro.

### *Sale of euro*

If you receive euro from the sale, exchange, redemption, retirement, or other taxable disposition of a note, and you later sell those euro (or euro you received as interest on the notes) for U.S. dollars, you will have taxable gain or loss equal to the difference between the amount of U.S. dollars received and your tax basis in the euro. Any such gain or loss is foreign currency gain or loss taxable as ordinary income or loss.

## **Consequences to Non-U.S. Holders**

You are a non-U.S. holder for purposes of this discussion if you are a beneficial owner of notes (other than an entity treated as a partnership for U.S. Federal income tax purposes) and you are not a U.S. holder.

### *U.S. Federal Withholding Tax*

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The 30% U.S. Federal withholding tax generally will not apply to any payment of principal or interest on the notes under the portfolio interest exemption provided that interest on the notes is not effectively connected with your conduct of a trade or business in the United States, you provide the appropriate certification, as described below, and:

you do not actually or constructively own 10% or more of the total combined voting power of all classes of our voting stock within the meaning of the Code and applicable Treasury Regulations;

you are not a controlled non-U.S. corporation that is related to us (directly or indirectly) through stock ownership; and

you are not a bank whose receipt of interest on the notes is pursuant to a loan agreement entered into in the ordinary course of business.

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The exemption from withholding tax will not apply unless (a) you provide your name and address on an IRS Form W-8BEN (or successor form), and certify under penalties of perjury, that you are not a United States person, (b) a financial institution holding the notes on your behalf certifies, under penalties of perjury, that it has received an IRS Form W-8BEN (or successor form) from you and must provide us with a copy, or (c) you hold your notes directly through a qualified intermediary, and the qualified intermediary has sufficient information in its files indicating that you are not a U.S. holder. A qualified intermediary is a bank, broker or other intermediary that is acting out of a non-U.S. branch or office and has signed an agreement with the IRS providing that it will administer all or part of the U.S. Federal tax withholding rules under specified procedures.

If you cannot satisfy the requirements described above, payments of principal and interest made to you will be subject to the 30% U.S. Federal withholding tax, unless you provide us with a properly executed (1) IRS Form W-8BEN or successor form claiming an exemption from or a reduction of withholding under the benefit of a tax treaty or (2) IRS Form W-8ECI (or successor form) stating that interest paid on the notes is not subject to withholding tax because it is effectively connected with your conduct of a trade or business in the United States.

### *U.S. Federal Income Tax*

*Interest.* If you are engaged in a trade or business in the United States and interest on the notes is effectively connected with the conduct of that trade or business (and, in the case of an applicable tax treaty, is attributable to a U.S. permanent establishment maintained by you), you will be subject to U.S. Federal income tax on the interest on a net income basis (although exempt from the 30% withholding tax) in the same manner as if you were a United States person as defined under the Code. In addition, if you are a non-U.S. corporation, you may be subject to a branch profits tax equal to 30% (or lower applicable treaty rate) of your earnings and profits for the taxable year, including earnings and profits from an investment in the notes, that are effectively connected with the conduct by you of a trade or business in the United States.

*Sale, Exchange, Redemption or Other Disposition of the Notes.* Any gain or income realized on the sale, exchange, redemption or other disposition of the notes generally will not be subject to U.S. Federal income tax unless:

that gain or income is effectively connected with the conduct of a trade or business in the United States by you (and, in the case of an applicable tax treaty, is attributable to a U.S. permanent establishment maintained by you),

you are an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are present, or

the gain represents accrued interest, in which case the rules for taxation of interest would apply.

If you are a holder subject to U.S. Federal income tax under the first bullet point, you will be taxed on a net income basis in the same manner as if you were a United States person as defined under the Code. In addition, if you are a non-U.S. corporation, you may be subject to a branch profits tax as explained above. Holders subject to U.S. Federal income tax under the second bullet point will be taxed on the net gain at a 30% rate.

### *U.S. Federal Estate Tax*

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Your estate will not be subject to U.S. Federal estate tax on notes beneficially owned by you at the time of your death, provided that interest on the notes is exempt from U.S. Federal withholding tax under the portfolio interest exemption (without regard to the certification requirement) described in the first paragraph of Consequences to Non-U.S. Holders U.S. Federal Withholding Tax above.

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### **Backup Withholding and Information Reporting**

#### *U.S. Holders*

Information reporting will apply to payments of principal and interest made by us on, or the proceeds of the sale or other disposition of, the notes with respect to certain noncorporate U.S. holders, and backup withholding, currently at a rate of 28%, may apply unless the recipient of such payment provides the appropriate intermediary with a taxpayer identification number, certified under penalties of perjury, as well as certain other information or otherwise establishes an exemption from backup withholding. Any amount withheld under the backup withholding rules is allowable as a credit against the U.S. holder's U.S. Federal income tax liability, provided the required information is timely provided to the IRS.

#### *Non-U.S. Holders*

Payments to you of interest on a note and amounts withheld from such payments, if any, generally will be reported to the IRS and you. Backup withholding will not apply to payments of principal and interest on the notes if you certify as to your non-U.S. holder status on an IRS Form W-8BEN (or successor form) under penalties of perjury or you otherwise qualify for an exemption (provided that neither we nor our agent know or have reason to know that you are a United States person or that the conditions of any other exemptions are not in fact satisfied).

The payment of the proceeds of the disposition of notes to or through the U.S. office of a U.S. or non-U.S. broker will be subject to information reporting and backup withholding unless you provide the certification described above or you otherwise qualify for an exemption. The proceeds of a disposition effected outside the United States by a non-U.S. holder to or through a non-U.S. office of a broker generally will not be subject to backup withholding or information reporting. However, if such broker is a United States person, a controlled non-U.S. corporation, a non-U.S. person 50% or more of whose gross income from all sources for certain periods is effectively connected with a trade or business in the United States, or a non-U.S. partnership that is engaged in the conduct of a trade or business in the United States or that has one or more partners that are United States persons who in the aggregate hold more than 50% of the income or capital interests in the partnership, information reporting requirements will apply unless such broker has documentary evidence in its files of the holder's non-U.S. status and has no actual knowledge or reason to know to the contrary or unless the holder otherwise qualifies for an exemption. Any amount withheld under the backup withholding rules is allowable as a credit against your U.S. Federal income tax liability, if any, provided the required information or appropriate claim for refund is provided to the IRS.

### **EU DIRECTIVE ON THE TAXATION OF SAVINGS INCOME**

On June 3, 2003, the Council of the EU adopted the Directive on the taxation of savings income pursuant to which a Member State is generally required to provide the tax authorities of another Member State with details on payments of interest or other similar income paid by a person within its jurisdiction to or for an individual resident in the other Member State. Exceptionally (and for a transitional period only, which will end after agreement on exchange of information has been reached between the EU and certain non-EU States), Belgium, Luxembourg and Austria will, instead, be required to withhold tax from such payments unless bondholders either authorize the person making the payment to report the payment as described above or present a certificate

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from the relevant tax authority establishing exemption therefrom. The Directive applies since July 1, 2005.



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We, the subsidiary guarantors, and the underwriters for the offering named below have entered into an underwriting agreement with respect to the notes. Subject to certain conditions, each underwriter has severally agreed to purchase the principal amount of notes indicated in the following table.

| <b>Underwriters</b>                       | <b>Principal<br/>Amount of<br/>Notes</b> |
|---|--|
| Barclays Bank PLC                         |  |
| Credit Suisse Securities (Europe) Limited |  |
| Deutsche Bank Securities Inc.             |  |
| Goldman Sachs International               |  |
| ABN AMRO Incorporated                     |  |
| Banc of America Securities Limited        |  |
| BNP Paribas Securities Corp.              |  |
| Fortis Securities LLC                     |  |
| Lehman Brothers International (Europe)    |  |
| The Royal Bank of Scotland plc            |  |
| UBS Limited                               |  |
| Bayerische Hypo- und Vereinsbank AG       |  |
| BMO Capital Markets Corp.                 |  |
| Calyon Securities (USA) Inc.              |  |
| DZ Financial Markets LLC                  |  |
| Natexis Bleichroeder Inc.                 |  |
| Royal Bank of Canada Europe Limited       |  |
| The Toronto-Dominion Bank                 |  |
| <b>Total</b>                              | <b>400,000,000</b>                       |

The underwriters are committed to take and pay for all of the notes being offered, if any are taken.

Notes sold by the underwriters to the public will initially be offered at the initial public offering price set forth on the cover of this prospectus.

The notes are a new issue of securities with no established trading market. We have been advised by the underwriters that the underwriters intend to make a market in the notes but are not obligated to do so and may discontinue market making at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes.

In connection with the offering, the underwriters may purchase and sell notes in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the

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underwriters of a greater number of notes than they are required to purchase in the offering. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market price of the notes while the offering is in progress.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased notes sold by or for the account of such underwriter in stabilizing or short covering transactions.

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These activities by the underwriters, as well as other purchases by the underwriters for their own accounts, may stabilize, maintain or otherwise affect the market price of the notes. As a result, the price of the notes may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the underwriters at any time. These transactions may be effected in the over-the-counter market or otherwise.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date), has not made and will not make an offer of notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of notes to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts; or
- (c) in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

Each Underwriter has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) to persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or in circumstances in which section 21 of FSMA does not apply to the company; and
- (b) it has complied with, and will comply with, all applicable provisions of FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

The notes may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32,

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Laws of Hong Kong), and no advertisement, invitation or document relating to the notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by,

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the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to notes which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

The notes have not been and will not be registered under the Securities and Exchange Law of Japan (the Securities and Exchange Law) and each underwriter has agreed that it will not offer or sell any notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Securities and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the notes under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

We do not intend to apply for the notes to be listed on any securities exchange other than the Irish Stock Exchange for trading on the Alternative Securities Market thereof or for the notes to be quoted on any quotation system. We cannot assure you that the notes will be approved for listing or such listing will be maintained. The underwriters have advised us that they currently intend to make a market in the notes. However, they are not obligated to do so and any market making may be discontinued by an underwriter at any time without notice. Accordingly, no assurance can be given as to the liquidity of, or the trading market for, the notes.

Buyers who purchase the notes from the underwriters may be required to pay stamp taxes and other charges in accordance with the laws and practice of the country of purchase in addition to the initial public offering price set forth on the cover of this prospectus.

We estimate that our share of the total expenses of the offering, excluding underwriting discounts and commissions, will be approximately \$250,000. The underwriters have also agreed to reimburse us for up to \$150,000 in expenses incurred by us in connection with this offering.

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We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933.

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The underwriters have from time to time provided, and in the future may provide, certain investment banking and financial advisory services to us and our affiliates, for which they have received, and in the future would receive, customary fees. In addition, affiliates of each of the underwriters listed in the table are lenders under our existing revolving bank credit facility. Amounts outstanding under our existing revolving bank credit facility will be repaid in connection with this offering. An affiliate of Lehman Brothers Inc. is a participant in a drilling business with us. We have each contributed approximately \$25 million to this venture.

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission utilizing a shelf registration process for an immediate, delayed or continuous offering process as set forth in Rule 415 under the Securities Act. You should read this prospectus together with additional information described under Where You Can Find More Information. You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and special reports, proxy statements and other information with the SEC.

We incorporate by reference in this prospectus the following documents filed with the SEC pursuant to the Securities Exchange Act of 1934 (the Exchange Act ):

our Annual Report on Form 10-K for the fiscal year ended December 31, 2005;

our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2006, June 30, 2006 and September 30, 2006; and

our current reports on Form 8-K filed on November 1, 2005, January 10, 2006, January 18, 2006, January 26, 2006, January 30, 2006 (two reports of the same date), February 1, 2006, February 3, 2006, February 8, 2006, February 10, 2006, February 15, 2006 (two reports of the same date), February 21, 2006, February 24, 2006, February 28, 2006, March 8, 2006, March 22, 2006, April 7, 2006, April 21, 2006, May 2, 2006, May 8, 2006, May 31, 2006, June 6, 2006, June 8, 2006 (two reports of the same date), June 15, 2006 (three reports of the same date), June 27, 2006 (one such report as amended on July 24, 2006), June 30, 2006 (two reports of the same date), July 10, 2006, July 28, 2006, August 3, 2006, August 9, 2006, September 27, 2006, October 2, 2006, October 6, 2006, October 16, 2006, October 23, 2006, October 27, 2006, November 13, 2006, November 17, 2006, November 20, 2006 and November 21, 2006 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any such current report on Form 8-K).

We also incorporate by reference any future filings made by us with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any such current report on Form 8-K that is filed in the future and is not deemed filed under the Exchange Act), until the underwriters have sold all of the notes.

The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information as well as the information included in this prospectus.

You may read and copy any document we file with the SEC at the SEC public reference room located at:



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100 F Street, N.E.

Room 1580

Washington, D.C. 20549

Please call the SEC at 1-800-SEC-0330 for further information on the public reference room and its copy charges. Our SEC filings are also available to the public on the SEC's web site at <http://www.sec.gov> and through the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005, on which our shares of common stock are traded.

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During the course of the offering and prior to sale, we invite each offeree of the notes to ask us questions concerning the terms and conditions of the offering and to obtain any additional information necessary to verify the accuracy of the information in this prospectus which is material to the offering to the extent that we possess such information or can acquire it without unreasonable effort or expense. You may obtain a copy of any or all of the documents summarized in this prospectus or incorporated by reference in this prospectus, without charge, by request directed to us at the following address and telephone number:

Jennifer M. Grigsby

Corporate Secretary

Chesapeake Energy Corporation

6100 North Western Avenue

Oklahoma City, Oklahoma 73118

Telephone: (405) 879-9225

[corpsec@chkenergy.com](mailto:corpsec@chkenergy.com)

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**FORWARD-LOOKING STATEMENTS**

This prospectus contains or incorporates by reference forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements give our current expectations or forecasts of future events. They include statements regarding oil and natural gas reserve estimates, planned capital expenditures, the drilling of oil and natural gas wells and future acquisitions, expectations of closing and the impact of the pending committed acquisitions as described in this prospectus, expected oil and natural gas production, cash flow and anticipated liquidity, business strategy and other plans and objectives for future operations and expected future expenses. Statements concerning the fair values of derivative contracts and their estimated contribution to our future results of operations are based upon market information as of a specific date. These market prices are subject to significant volatility.

Although we believe the expectations and forecasts reflected in these and other forward-looking statements are reasonable, we can give no assurance they will prove to have been correct. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Factors that could cause actual results to differ materially from expected results are described under Risk Factors and include:

the volatility of oil and natural gas prices;

our level of indebtedness;

the strength and financial resources of our competitors;

the availability of capital on an economic basis to fund reserve replacement costs;

uncertainties inherent in estimating quantities of oil and natural gas reserves, projecting future rates of production and the timing of development expenditures;

our ability to replace reserves and sustain production;

uncertainties in evaluating oil and natural gas reserves of acquired properties and associated potential liabilities;

the effect of oil and natural gas prices on our borrowing ability;

unsuccessful exploration and development drilling;

declines in the values of our oil and natural gas properties resulting in ceiling test write-downs;

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lower prices realized on oil and natural gas sales and collateral required to secure hedging liabilities resulting from our commodities price risk management activities;

adverse effects of governmental and environmental regulation;

losses possible from pending or future litigation;

drilling and operating risks; and

uncertainties and difficulties associated with the integration and operation of our recently acquired properties.

We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus, and we undertake no obligation to update this information. We urge you to carefully review and consider the disclosures made in this prospectus and our reports filed with the SEC and incorporated by reference herein that attempt to advise interested parties of the risks and factors that may affect our business.

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**LISTING AND GENERAL INFORMATION**

**Listing**

We intend to apply to list the notes on the Irish Stock Exchange for trading on the Alternative Securities Market thereof in accordance with the rules of that exchange. In connection with such listing, we will appoint a listing agent.

Pursuant to the rules of the Irish Stock Exchange, we accept responsibility for the information contained in this prospectus. To the best of our knowledge and belief, the information contained in this prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. Information relating to each of the Guarantors was provided by the respective Guarantor.

For as long as the Notes are listed on the Irish Stock Exchange for trading on the Alternative Securities Market thereof and the rules of that exchange require, copies of the following documents may be inspected and obtained at the specific office of the Issuer and the Irish paying agent:

our certificate of incorporation and by-laws and the certificates of incorporation and by-laws (or comparable organizational documents) of the Guarantors;

our annual consolidated and interim financial statements; and

the Indenture for the Notes (which includes the form of the Notes).

As long as the Notes are listed on the Irish Stock Exchange and the rules of the Irish Stock Exchange shall so require, we will maintain a paying and transfer agent in Ireland. We reserve the right to vary such appointment and we will publish notice of such change of appointment in a newspaper having a general circulation in Ireland.

We have appointed AIB/BNY Fund Management (Ireland) Limited as paying agent and transfer agent in Ireland and The Bank of New York, London Branch as principal paying agent to make payments on, and transfers of, the Notes. We reserve the right to vary such appointments.

We prepare audited consolidated annual financial statements according to U.S. GAAP. These annual financial statements are published in our annual report on Form 10-K and filed with the SEC. We do not prepare non-consolidated financial statements or financial statements for individual Guarantors. Our historical consolidated financial statements include the financial information of the Guarantors that are our subsidiaries.

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So long as the Notes are listed on the Irish Stock Exchange for trading on the Alternative Securities Market thereof, the Notes will be freely transferable and negotiable in accordance with the rules of the Irish Stock Exchange.

### Clearing Information

The Notes sold pursuant to the Securities Act have been accepted for clearance through the facilities of Euroclear and Clearstream. The Notes are represented by the Global Note with the ISIN of      and the Common Code of      .

### Legal Information

We are a corporation incorporated under the laws of Oklahoma on December 23, 1996. Our registered office is 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102. We have not been involved in any litigation, administrative proceeding or arbitration relating to claims or amounts which are material in the context of the issue of the Notes, and, to our knowledge, no such litigation, administrative proceeding or arbitration is pending or threatened.

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**Guarantor Information**

As of the date of closing of the offering of the Notes hereby, the Guarantors are expected to include:

Chesapeake Eagle Canada Corp., which is a corporation incorporated under the laws of New Brunswick, Canada on June 7, 2002 with a registered office at Suite 600, 570 Queen Street, P.O. Box 610, Fredericton, New Brunswick E3B 5A6;

Chesapeake Energy Louisiana Corporation, which is a corporation incorporated under the laws of Oklahoma on June 27, 1997 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake Energy Marketing, Inc., which is a corporation incorporated under the laws of Oklahoma on December 15, 1993 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake Operating, Inc., which is a corporation incorporated under the laws of Oklahoma on May 18, 1989 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake South Texas Corp., which is a corporation incorporated under the laws of Oklahoma on July 5, 2002 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Nomac Drilling Corporation, which is a corporation incorporated under the laws of Oklahoma on February 7, 2001 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Carmen Acquisition, L.L.C., which is a limited liability company formed under the laws of Oklahoma on January 29, 2001 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake Acquisition, L.L.C., which is a limited liability company formed under the laws of Oklahoma on October 13, 1997 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake Appalachia, L.L.C., which is a limited liability company formed under the laws of Oklahoma on October 10, 2005 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake Land Company, L.L.C., which is a limited liability company formed under the laws of Oklahoma on December 29, 2004 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake ORC, L.L.C., which is a limited liability company formed under the laws of Oklahoma on January 28, 2003 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake Royalty, L.L.C., which is a limited liability company formed under the laws of Oklahoma on September 30, 1998 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

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Gothic Production, L.L.C., which is a limited liability company formed under the laws of Oklahoma on March 26, 1998 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Hawg Hauling & Disposal, LLC, which is a limited liability company formed under the laws of Delaware on August 27, 2003 with a registered office at The Corporation Trust Company, 1209 Orange Street, Corporation Trust Center, Wilmington, Delaware 19801;



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Hodges Trucking Company, L.L.C., which is a limited liability company formed under the laws of Oklahoma on January 23, 1987 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Mayfield Processing, L.L.C., which is a limited liability company formed under the laws of Oklahoma on August 25, 2003 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

MC Mineral Company, L.L.C., which is a limited liability company formed under the laws of Oklahoma on April 21, 2003 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

W. W. Realty, L.L.C., which is a limited liability company formed under the laws of Oklahoma on April 3, 1990 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake Exploration Limited Partnership, which is a limited partnership formed under the laws of Oklahoma on December 27, 1994 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake Louisiana, L.P., which is a limited partnership formed under the laws of Oklahoma on May 20, 1997 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102;

Chesapeake Sigma, L.P., which is a limited partnership formed under the laws of Oklahoma on July 28, 2002 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102; and

MidCon Compression, L.P., which is a limited partnership formed under the laws of Oklahoma on September 15, 2003 with a registered office at 735 First National Bank, 120 North Robinson, Oklahoma City, Oklahoma 73102.

**LEGAL MATTERS**

The validity of the issuance of the notes and certain other legal matters will be passed upon for us by Vinson & Elkins L.L.P., Houston, Texas. The underwriters are being represented by Cravath, Swaine & Moore LLP, New York, New York. Vinson & Elkins L.L.P. and Cravath, Swaine & Moore LLP will rely upon Commercial Law Group, P.C., Oklahoma City, Oklahoma, as to all matters of Oklahoma law.

**EXPERTS**

The financial statements as of December 31, 2005 and 2004, and for each of the three years in the period ended December 31, 2005 and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) as of December 31, 2005, included in this prospectus have been so included in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

## Edgar Filing: Hawg Hauling Disposal LLC - Form S-3ASR

The financial statements of Columbia Energy Resources, LLC as of December 31, 2004 and 2003 and for the year ended December 31, 2004 and the four months ended December 31, 2003, incorporated in this prospectus by reference from the current report on Form 8-K of Chesapeake Energy Corporation filed with the SEC on November 1, 2005, have been so incorporated in reliance on the report of Ernst & Young LLP,

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an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

Estimates of the oil and gas reserves of Chesapeake Energy Corporation and related future net cash flows and the present values thereof, included in Chesapeake's annual report on Form 10-K for the year ended December 31, 2005, were based in part upon reserve reports prepared by Netherland, Sewell & Associates, Inc., Schlumberger Data and Consulting Services, Lee Keeling and Associates, Inc., Ryder Scott Company, L.P., LaRoche Petroleum Consultants, Ltd., H.J. Gruy and Associates, Inc. and Miller and Lents, Ltd., independent petroleum engineers. We have incorporated these estimates in reliance on the authority of each such firm as experts in such matters.

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Annex A

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

x Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Fiscal Year Ended December 31, 2005

.. Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Commission File No. 1-13726

**Chesapeake Energy Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Oklahoma**  
(State or other jurisdiction of  
incorporation or organization)

**73-1395733**  
(I.R.S. Employer  
Identification No.)

**6100 North Western Avenue**

**Oklahoma City, Oklahoma**  
(Address of principal executive offices)

**73118**  
(Zip Code)

**(405) 848-8000**

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

**Title of Each Class**  
Common Stock, par value \$.01  
7.5% Senior Notes due 2013  
7.0% Senior Notes due 2014  
7.5% Senior Notes due 2014

**Name of Each Exchange on Which Registered**  
New York Stock Exchange  
New York Stock Exchange  
New York Stock Exchange  
New York Stock Exchange

## Edgar Filing: Hawg Hauling Disposal LLC - Form S-3ASR

|   |                         |
|---|-------------------------|
| 6.375% Senior Notes due 2015                              | New York Stock Exchange |
| 7.75% Senior Notes due 2015                               | New York Stock Exchange |
| 6.625% Senior Notes due 2016                              | New York Stock Exchange |
| 6.875% Senior Notes due 2016                              | New York Stock Exchange |
| 6.25% Senior Notes due 2018                               | New York Stock Exchange |
| 6.0% Cumulative Convertible Preferred Stock               | New York Stock Exchange |
| 5.0% Cumulative Convertible Preferred Stock (Series 2003) | New York Stock Exchange |
| 4.5% Cumulative Convertible Preferred Stock               | New York Stock Exchange |

### Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The aggregate market value of our common stock held by non-affiliates on June 30, 2005 was \$6,327,096,262. At March 10, 2006, there were 373,622,333 shares of our \$0.01 par value common stock outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the 2006 Annual Meeting of Shareholders are incorporated by reference in Part III.

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**CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES**

**2005 ANNUAL REPORT ON FORM 10-K**

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**PART I**

**ITEM 1. *Business***  
**General**

We are the second largest independent producer of natural gas in the United States, owning interests in approximately 30,600 producing oil and gas wells that are currently producing approximately 1.5 bcfe per day, 92% of which is natural gas. Our strategy is focused on discovering, developing and acquiring onshore natural gas reserves primarily in the southwestern U.S. and secondarily in the Appalachian Basin of the eastern U.S. Our most important operating area has historically been the Mid-Continent region of the U.S., which includes Oklahoma, Arkansas, Kansas and the Texas Panhandle, and is where 51% of our proved oil and natural gas reserves are located. During the past four years, we have also built significant positions in the South Texas and Texas Gulf Coast regions, the Permian Basin of West Texas and eastern New Mexico, the Barnett Shale area of north-central Texas, the Ark-La-Tex area of East Texas and northern Louisiana and most recently, the emerging Fayetteville Shale play located in Arkansas. As a result of our recent acquisition of the holding company of Columbia Natural Resources, LLC and certain affiliated entities ( CNR ), we now have a significant presence in the Appalachian Basin, principally in West Virginia, eastern Kentucky, eastern Ohio and southern New York.

As of December 31, 2005, we had 7.5 tcf of proved reserves, of which 92% are natural gas and all of which are onshore. During 2005, we replaced our 469 bcfe of production with an internally estimated 3.088 tcf of new proved reserves, for a reserve replacement rate of 659%. Reserve replacement through the drillbit was 1.047 tcf, or 223% of production (including a positive 17 bcfe from performance revisions and a positive 24 bcfe from oil and natural gas price increases), and reserve replacement through acquisitions was 2.041 tcf, or 436% of production. Our proved reserves grew by 53% during 2005, from 4.9 tcf to 7.5 tcf.

During 2005, we led the nation in drilling activity with an average utilization of 73 operated rigs and 66 non-operated rigs. Through this drilling activity, we drilled 902 (686 net) operated wells and participated in another 1,066 (130 net) wells operated by other companies. We added approximately 1.047 tcf of proved oil and natural gas reserves through our drilling efforts. Our success rate was 98% for operated wells and 95% for non-operated wells. As of December 31, 2005, our proved developed reserves were 65% of our total proved reserves. In 2005, we added approximately 1,200 new employees and invested \$362 million in leasehold (exclusive of leases acquired through acquisitions) and 3-D seismic data, all of which we consider the building blocks of future value creation.

From January 1, 1998 through December 31, 2005, we have been one of the most active consolidators of onshore U.S. natural gas assets, having purchased approximately 5.9 tcf of proved reserves, at a total cost of approximately \$10.3 billion (including \$2.2 billion for unproved leasehold, but excluding \$809 million of deferred taxes established in connection with certain corporate acquisitions) for a per proved mcfe acquisition cost of \$1.37.

During 2005, we were especially active in the acquisitions market. Acquisition expenditures totaled \$4.9 billion through December 31, 2005 (including \$1.4 billion for unproved leasehold, but excluding \$252 million of deferred taxes established in connection with certain corporate acquisitions). Through these acquisitions, we have acquired an internally estimated 2.0 tcf of proved oil and natural gas reserves at a per proved mcfe acquisition cost of \$1.74.

On November 14, 2005, we acquired CNR and its significant natural gas reserves, acreage and mid-stream assets for approximately \$3.02 billion, of which \$2.2 billion was in cash and \$0.82 billion was in assumed liabilities related to CNR's prepaid sales agreement, hedging positions and other liabilities. The CNR assets consist of 125 mmcf per day of natural gas production, 1.3 tcf of proved reserves and approximately 3.2 million net acres of U.S. oil and gas leasehold, which we estimate have over 9,000 additional undrilled locations with reserve potential. CNR also owns extensive mid-stream natural gas assets, including over 6,500 miles of natural gas gathering lines.

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Our principal executive offices are located at 6100 North Western Avenue, Oklahoma City, Oklahoma 73118 and our main telephone number at that location is (405) 848-8000. We make available free of charge on our website at [www.chkenergy.com](http://www.chkenergy.com) our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. References to us, we and our in this report refer to Chesapeake Energy Corporation together with its subsidiaries.

## **Recent Developments**

In the first quarter of 2006, we have continued to execute our acquisition and financing strategy through the following transactions, in which we:

acquired oil and natural gas assets from private companies located in the Barnett Shale, South Texas, Permian Basin, Mid-Continent and Ark-La-Tex regions for an aggregate purchase price of approximately \$640 million in cash and expect to close another acquisition for a cash purchase price of approximately \$60 million by March 31, 2006;

acquired a privately-held Oklahoma-based trucking company for \$48 million;

issued an additional \$500 million of our 6.5% Senior Notes due 2017 in a private placement and used the proceeds of approximately \$487 million to repay outstanding borrowings under our revolving bank credit facility incurred primarily to finance our recent acquisitions;

amended and restated our revolving bank credit facility, increasing the commitments to \$2.0 billion and extending the maturity date to February 2011;

sold our investment in Pioneer Drilling Company (AMEX:PDC) common stock for cash proceeds of \$159 million and a pre-tax gain of \$116 million; and

acquired 13 drilling rigs and related assets through our wholly-owned subsidiary, Nomac Drilling Corporation, from Martex Drilling Company, L.L.P., a privately-held drilling contractor with operations in East Texas and North Louisiana, for \$150 million.

Our President and Chief Operating Officer, Tom L. Ward, resigned as a director, officer and employee of the company effective February 10, 2006. Mr. Ward has agreed to act as a consultant to Chesapeake for a period of six months from the effective date of his resignation, pursuant to a resignation agreement, to assist in the transition of his responsibilities. During the term of his consulting agreement, Mr. Ward will receive no cash compensation but will be provided support staff for personal administrative and accounting services together with access to the company's fractional shares in aircraft in accordance with historical practices. The resignation agreement provides for the immediate vesting of all of Mr. Ward's unvested stock options and restricted stock on February 10, 2006. As a result of such vesting, options to purchase 724,615 shares of Chesapeake's common stock at an average exercise price of \$8.01 per share and 1,291,875 shares of restricted common stock became immediately vested. As a result, the company expects to incur a non-cash after-tax charge of approximately \$31.8 million in the first quarter 2006. Mr. Ward will have until May 10, 2006 to exercise the stock options granted to him by the company.

## **Business Strategy**

Since our inception in 1989, our goal has been to create value for investors by building one of the largest onshore natural gas resource bases in the United States. For much of the past eight years, our strategy to accomplish this goal has been to build the dominant operating position in the Mid-Continent region, the third largest gas supply region in the U.S. In building our industry-leading position in the Mid-Continent, we have integrated an aggressive and technologically advanced drilling program with an active property consolidation program focused on small to medium-sized corporate and property acquisitions. In 2002, we began expanding our focus from the Mid-Continent to other regions where we believed we could extend our successful strategy. To date, those areas have included the South Texas and Texas Gulf Coast regions, the Permian Basin of West





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Texas and eastern New Mexico, the Barnett Shale area of north-central Texas, the Ark-La-Tex area of East Texas and northern Louisiana, and, through our recent CNR acquisition, the Appalachian Basin, principally in West Virginia, eastern Kentucky, eastern Ohio and southern New York. We believe significant elements of our successful Mid-Continent strategy of acquisition, exploitation, extension and exploration have been or will be successfully transferred to these areas.

Key elements of this business strategy are further explained below:

*Make High-Quality Acquisitions.* Our acquisition program is focused on acquisitions of natural gas properties that offer high-quality, long-lived production and significant development and higher potential deep drilling opportunities. From January 1, 1998 through December 31, 2005, we have acquired \$10.3 billion of oil and gas properties at an estimated average cost of \$1.37 per mcf of proved reserves. Included in this amount is \$2.2 billion for unproved leasehold, but excluded from this amount is \$809 million, or \$0.14 per mcf of proved reserves, of deferred taxes established in connection with certain corporate acquisitions. The vast majority of these acquisitions either increased our ownership in existing wells or fields or added additional drilling locations in our focused operating areas. Because these operating areas contain many smaller companies seeking liquidity opportunities and larger companies seeking to divest non-core assets, we expect to continue to find additional attractive acquisition opportunities in the future.

*Grow through the Drillbit.* One of our most distinctive characteristics is our ability to increase reserves and production through the drillbit. We are currently utilizing 78 operated drilling rigs and 82 non-operated drilling rigs to conduct the most active drilling program in the United States. We focus both on finding significant new natural gas reserves and developing existing proved reserves, principally at deeper depths than the industry average. For the past seven years, we have been aggressively investing in leasehold, 3-D seismic information and human capital to be able to take advantage of the favorable drilling economics that exist today. While we believe U.S. natural gas production has been generally declining during the past five years, we are one of the few large-cap companies that have been able to increase production, which we have successfully achieved for the past 16 consecutive years and 18 consecutive quarters. We believe key elements of the success and scale of our drilling programs have been our early recognition that gas prices were likely to move higher in the U.S. in the post-1999 period accompanied by our willingness to aggressively hire new employees and to build the nation's largest onshore leasehold and 3-D seismic inventories, all of which are the building blocks of value creation in a successful large-scale drilling program.

*Build Regional Scale.* We believe one of the keys to success in the natural gas exploration industry is to build significant operating scale in a limited number of operating areas that share many similar geological and operational characteristics. Achieving such scale provides many benefits, the most important of which are higher per unit revenues, lower per unit operating costs, greater rates of drilling success, higher returns from more easily integrated acquisitions and higher returns on drilling investments. We first began pursuing this focused strategy in the Mid-Continent in late 1997 and we are now the largest natural gas producer, the most active driller and the most active acquirer of leasehold and producing properties in the Mid-Continent. We believe this region, which trails only the Gulf Coast and Rocky Mountain basins in current U.S. gas production, has many attractive characteristics. These characteristics include long-lived natural gas properties with predictable decline curves; multi-pay geological targets that decrease drilling risk and have resulted in a drilling success rate of 93% over the past sixteen years; generally lower service costs than in more competitive or more remote basins; and a favorable regulatory environment with virtually no federal land ownership. We believe our other operating areas possess many of these same favorable characteristics and our goal is to become or remain a top five producer in each of our operating areas.

*Focus on Low Costs.* By minimizing lease operating costs and general and administrative expense through focused activities and increased scale, we have been able to deliver attractive financial returns through all phases of the commodity price cycle. We believe our low cost structure is the result of

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management's effective cost-control programs, a high-quality asset base and the extensive and competitive services, gas processing and transportation infrastructures that exist in our key operating areas. As of December 31, 2005, we operated approximately 18,200 wells, or approximately 80% of our daily production.

*Improve our Balance Sheet.* We have made significant progress in improving our balance sheet over the past seven years. From December 31, 1998 through December 31, 2005, we have increased our shareholders' equity by \$6.4 billion through a combination of earnings and common and preferred equity issuances. As of December 31, 2005, our debt as a percentage of total capitalization (total capitalization is the sum of debt and stockholders' equity) was 47%, compared to 49% as of December 31, 2004 and 137% as of December 31, 1998. We plan to continue improving our balance sheet in the years ahead.

Based on our view that natural gas will be in a tight supply/demand relationship in the U.S. during at least the next few years because of the significant structural challenges to growing gas supply and the growing demand for this clean-burning, domestically-produced fuel, we believe our focused natural gas acquisition, exploitation and exploration strategy should provide substantial value-creating growth opportunities in the years ahead. Our goal is to increase our overall production by 10% to 20% per year, with growth at an annual rate of 5% to 10% generated organically through the drillbit and the remaining growth generated through acquisitions. We have reached or exceeded this overall production goal in 11 of our 13 years as a public company.

### **Company Strengths**

We believe the following six characteristics distinguish our past performance and differentiate our future growth potential from other independent natural gas producers:

*High-Quality Asset Base.* Our producing properties are characterized by long-lived reserves, established production profiles and an emphasis on onshore natural gas. Based upon current production and proved reserve estimates, our proved reserves-to-production ratio, or reserve life, is approximately 14 years. In addition, we believe we are the sixth largest producer of natural gas in the U.S. (second among independents) and among the largest owners of proved U.S. natural gas reserves. In each of our operating areas, our properties are concentrated in locations that enable us to establish substantial economies of scale in drilling and production operations and facilitate the application of more effective reservoir management practices. We intend to continue building our asset base in each of our operating areas through a balance of acquisitions, exploitation and exploration. As of December 31, 2005, we operated properties accounting for approximately 80% of our daily production volumes. This large percentage of operated properties provides us with a high degree of operating flexibility and cost control.

*Low-Cost Producer.* Our high-quality asset base, the work ethic of our employees, our hands-on management style and our headquarters location in Oklahoma City have enabled us to achieve a low operating and administrative cost structure. During 2005, our operating costs per unit of production were \$1.26 per mcf, which consisted of general and administrative expenses of \$0.14 per mcf (including non-cash stock-based compensation of \$0.03 per mcf), production expenses of \$0.68 per mcf and production taxes of \$0.44 per mcf. We believe this is one of the lowest cost structures among publicly-traded, large-cap independent oil and natural gas producers.

*Successful Acquisition Program.* Our experienced acquisition team focuses on enhancing and expanding our existing assets in each of our operating areas. These areas are characterized by long-lived natural gas reserves, low lifting costs, multiple geological targets, favorable basis differentials to benchmark commodity prices, well-developed oil and gas transportation infrastructures and considerable potential for further consolidation of assets. Since 1998, we have completed \$10.3 billion in acquisitions at an estimated average cost of \$1.37 per mcf of proved reserves. Included in this amount is \$2.2 billion for unproved leasehold, but excluded from this amount is \$809 million, or \$0.14

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per mcf of proved reserves, of deferred taxes established in connection with certain corporate acquisitions. We are well-positioned to continue making attractive acquisitions as a result of our extensive track record of identifying, completing and integrating multiple successful acquisitions, our large operating scale and our knowledge and experience in the regions in which we operate.

*Large Inventory of Drilling Projects.* During the 16 years since our inception, we have been among the five most active drillers of new wells in the United States. Presently, we are the most active driller in the U.S. (with 78 operated and 82 non-operated rigs drilling). Through this high level of activity over the years, we have developed an industry-leading expertise in drilling deep vertical and horizontal wells in search of large natural gas accumulations in challenging reservoir conditions. In addition, we believe that our large 11.6 million acre 3-D seismic inventory, much of which is proprietary to us, provides significant informational advantages over our competitors. As a result of our aggressive leasehold acquisition and seismic acquisition strategies, we have been able to accumulate a U.S. onshore leasehold position of approximately 8.5 million net acres and have acquired rights to 11.6 million acres of onshore 3-D seismic data to help evaluate our expansive acreage inventory. On this very large acreage position, our technical teams have identified approximately 28,000 exploratory and developmental drill sites, representing a backlog of more than ten years of future drilling opportunities at current drilling rates.

*Hedging Program.* We have used and intend to continue using hedging programs to reduce the risks inherent in acquiring and producing oil and natural gas reserves, commodities that are frequently characterized by significant price volatility. We believe this price volatility is likely to continue in the years ahead and that we can use this volatility to our benefit by taking advantage of prices when they reach levels that management believes are either unsustainable for the long-term or provide unusually high rates of return on our invested capital. Excluding hedges assumed in the acquisition of CNR, we currently have gas hedges in place covering 71% of our anticipated gas production for 2006, 36% of our anticipated gas production for 2007 and 22% of our anticipated gas production for 2008 at average NYMEX prices of \$9.43, \$9.85 and \$9.10 per mcf, respectively (excluding collars and options). In addition, we have 63% of our anticipated oil production hedged for 2006, 22% of our anticipated oil production hedged for 2007 and 14% of our anticipated oil production hedged for 2008 at average NYMEX prices of \$61.02, \$62.42 and \$65.48 per barrel of oil, respectively.

*Entrepreneurial Management.* Chesapeake was formed in 1989 with an initial capitalization of \$50,000 and fewer than ten employees. Since then, management has guided the company through various operational and industry challenges and extremes of oil and gas prices to create the second largest independent U.S. producer of natural gas with approximately 2,900 employees and an enterprise value of approximately \$20 billion. Our CEO and co-founder, Aubrey K. McClendon, has been in the oil and gas industry for 23 years and beneficially owns, as of March 10, 2006, approximately 22.4 million shares of our common stock.

**Properties**

Chesapeake focuses its natural gas exploration, development and acquisition efforts in one primary operating area and in four secondary operating areas: (i) the Mid-Continent (consisting of Oklahoma, Arkansas, southwestern Kansas and the Texas Panhandle), representing 51% of our proved reserves, (ii) the South Texas and Texas Gulf Coast region, representing 8% of our proved reserves, (iii) the Barnett Shale area of north-central Texas and the Ark-La-Tex area of central and East Texas and northern Louisiana, representing 14% of our proved reserves, (iv) the Permian Basin of western Texas and eastern New Mexico, representing 9% of our proved reserves, and (v) the Appalachian basin, principally in West Virginia, eastern Kentucky, eastern Ohio and southern New York, representing 17% of our proved reserves.

Chesapeake's strategy for 2006 is to continue developing our natural gas assets through exploratory and developmental drilling and by selectively acquiring strategic properties in the Mid-Continent and in our secondary areas. We project that our 2006 production will be between 576 bcf and 586 bcf. We have budgeted

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\$3.0 to \$3.2 billion for drilling, acreage acquisition, seismic and related capitalized internal costs, all of which is expected to be funded with operating cash flow based on our current assumptions. Our budget is frequently adjusted based on changes in oil and gas prices, drilling results, drilling costs and other factors. We expect to fund future acquisitions through a combination of operating cash flow, our revolving bank credit facility and, if needed, new debt and equity issuances.

### **Operating Areas**

*Mid-Continent.* Chesapeake's Mid-Continent proved reserves of 3.798 tcf represented 51% of our total proved reserves as of December 31, 2005, and this area produced 298 bcfe, or 64%, of our 2005 production. During 2005, we invested approximately \$1.102 billion to drill 1,442 (498 net) wells in the Mid-Continent. We anticipate spending approximately 35% of our total budget for exploration and development activities in the Mid-Continent region during 2006.

*South Texas and Texas Gulf Coast.* Chesapeake's South Texas and Texas Gulf Coast proved reserves represented 622 bcfe, or 8%, of our total proved reserves as of December 31, 2005. During 2005, the South Texas and Texas Gulf Coast assets produced 64 bcfe, or 14%, of our total production. During 2005, we invested approximately \$239.1 million to drill 115 (80 net) wells in the South Texas and Texas Gulf Coast region. We anticipate spending approximately 10% of our total budget for exploration and development activities in the South Texas and Texas Gulf Coast region during 2006.

*Ark-La-Tex and Barnett Shale.* Chesapeake's Ark-La-Tex and Barnett Shale proved reserves represented 1.069 tcf, or 14%, of our total proved reserves as of December 31, 2005. During 2005, the Ark-La-Tex and Barnett Shale assets produced 58 bcfe, or 12%, of our total production. During 2005, we invested approximately \$326.9 million to drill 257 (171 net) wells in the Ark-La-Tex and Barnett Shale regions. For 2006, we anticipate spending approximately 33% of our total budget for exploration and development activities in the Ark-La-Tex and Barnett Shale regions.

*Permian Basin.* Chesapeake's Permian Basin proved reserves represented 693 bcfe, or 9%, of our total proved reserves as of December 31, 2005. During 2005, the Permian assets produced 40 bcfe, or 9%, of our total production. During 2005, we invested approximately \$265.9 million to drill 139 (56 net) wells in the Permian Basin. For 2006, we anticipate spending approximately 15% of our total budget for exploration and development activities in the Permian Basin.

*Appalachian Basin.* Chesapeake's Appalachian Basin proved reserves represented 1.296 tcf, or 17%, of our total proved reserves as of December 31, 2005. During 2005, the Appalachian assets produced 6 bcfe, or 1%, of our total production, which was not acquired until November 14, 2005. During 2005, we invested approximately \$8 million to drill 15 (11 net) wells in the Appalachian Basin. For 2006, we anticipate spending approximately 7% of our total budget for exploration and development activities in the Appalachian Basin.

**Table of Contents****Drilling Activity**

The following table sets forth the wells we drilled during the periods indicated. In the table, gross refers to the total wells in which we had a working interest and net refers to gross wells multiplied by our working interest.

|                     | 2005  |         |     |         | 2004  |         |     |         | 2003  |         |     |         |
|---------------------|-------|---------|-----|---------|-------|---------|-----|---------|-------|---------|-----|---------|
|                     | Gross | Percent | Net | Percent | Gross | Percent | Net | Percent | Gross | Percent | Net | Percent |
| <b>Development:</b> |       |         |     |         |       |         |     |         |       |         |     |         |
| Productive          | 1,736 | 97%     | 735 | 97%     | 1,239 | 97%     | 463 | 98%     | 958   | 96%     | 401 | 97%     |
| Non-productive      | 51    | 3       | 21  | 3       | 34    | 3       | 9   | 2       | 37    | 4       | 11  | 3       |
| Total               | 1,787 | 100%    | 756 | 100%    | 1,273 | 100%    | 472 | 100%    | 995   | 100%    | 412 | 100%    |
| <b>Exploratory:</b> |       |         |     |         |       |         |     |         |       |         |     |         |
| Productive          | 177   | 98%     | 57  | 95%     | 164   | 92%     | 67  | 91%     | 76    | 86%     | 36  | 83%     |
| Non-productive      | 4     | 2       | 3   | 5       | 14    | 8       | 7   | 9       | 12    | 14      | 8   | 17      |
| Total               | 181   | 100%    | 60  | 100%    | 178   | 100%    | 74  | 100%    | 88    | 100%    | 44  | 100%    |

The following table shows the wells we drilled by area:

|                                  | 2005        |           | 2004        |           | 2003        |           |
|----------------------------------|-------------|-----------|-------------|-----------|-------------|-----------|
|                                  | Gross Wells | Net Wells | Gross Wells | Net Wells | Gross Wells | Net Wells |
| Mid-Continent                    | 1,442       | 498       | 1,195       | 417       | 984         | 403       |
| South Texas and Texas Gulf Coast | 115         | 80        | 67          | 38        | 55          | 25        |
| Ark-La-Tex and Barnett Shale     | 257         | 171       | 82          | 36        |             |           |
| Permian                          | 139         | 56        | 107         | 55        | 44          | 28        |
| Appalachia                       | 15          | 11        |             |           |             |           |
| Total                            | 1,968       | 816       | 1,451       | 546       | 1083        | 456       |

At December 31, 2005, we had 154 (67 net) wells in process. As of December 31, 2005, we owned 18 drilling rigs dedicated to drilling wells operated by Chesapeake. An additional 26 drilling rigs are under construction or on order, and we purchased 13 drilling rigs in February 2006. Our drilling business is conducted through our wholly owned subsidiary, Nomac Drilling Corporation.

**Well Data**

At December 31, 2005, we had interests in approximately 30,600 (16,985 net) producing wells, including properties in which we held an overriding royalty interest, of which 3,100 (1,360 net) were classified as primarily oil producing wells and 27,500 (15,625 net) were classified as primarily gas producing wells. Chesapeake operated approximately 18,200 of its 30,600 producing wells. During 2005, we drilled 902 (686 net) wells and participated in another 1,066 (130 net) wells operated by other companies. We operate approximately 80% of our current daily production volumes.

**Table of Contents****Production, Sales, Prices and Expenses**

The following table sets forth information regarding the production volumes, oil and gas sales, average sales prices received and expenses for the periods indicated:

|  | 2005         | 2004         | 2003         |
|--|--------------|--------------|--------------|
| <b>Net Production:</b>   |              |              |              |
| Oil (m bbl)  | 7,698        | 6,764        | 4,665        |
| Gas (mmcf)   | 422,389      | 322,009      | 240,366      |
| Gas equivalent (mmcfe)   | 468,577      | 362,593      | 268,356      |
| <b>Oil and Gas Sales (\$ in thousands):</b>  |              |              |              |
| Oil sales  | \$ 401,845   | \$ 260,915   | \$ 132,630   |
| Oil derivatives realized gains (losses)  | (34,132)     | (69,267)     | (12,058)     |
| Oil derivatives unrealized gains (losses)  | 4,374        | 3,454        | (9,440)      |
| Total oil sales  | \$ 372,087   | \$ 195,102   | \$ 111,132   |
| Gas sales  | \$ 3,231,286 | \$ 1,789,275 | \$ 1,171,050 |
| Gas derivatives realized gains (losses)  | (367,551)    | (85,634)     | (5,331)      |
| Gas derivatives unrealized gains (losses)  | 36,763       | 37,433       | 19,971       |
| Total gas sales  | \$ 2,900,498 | \$ 1,741,074 | \$ 1,185,690 |
| Total oil and gas sales  | \$ 3,272,585 | \$ 1,936,176 | \$ 1,296,822 |
| <b>Average Sales Price<br/>(excluding gains (losses) on derivatives):</b>            |              |              |              |
| Oil (\$ per bbl)   | \$ 52.20     | \$ 38.57     | \$ 28.43     |
| Gas (\$ per mcf)   | \$ 7.65      | \$ 5.56      | \$ 4.87      |
| Gas equivalent (\$ per mcfe)   | \$ 7.75      | \$ 5.65      | \$ 4.86      |
| <b>Average Sales Price<br/>(excluding unrealized gains (losses) on derivatives):</b> |              |              |              |
| Oil (\$ per bbl)   | \$ 47.77     | \$ 28.33     | \$ 25.85     |
| Gas (\$ per mcf)   | \$ 6.78      | \$ 5.29      | \$ 4.85      |
| Gas equivalent (\$ per mcfe)   | \$ 6.90      | \$ 5.23      | \$ 4.79      |
| <b>Expenses (\$ per mcfe):</b>   |              |              |              |
| Production expenses  | \$ 0.68      | \$ 0.56      | \$ 0.51      |
| Production taxes   | \$ 0.44      | \$ 0.29      | \$ 0.29      |
| General and administrative expenses  | \$ 0.14      | \$ 0.10      | \$ 0.09      |
| Oil and gas depreciation, depletion and amortization                                 | \$ 1.91      | \$ 1.61      | \$ 1.38      |
| Depreciation and amortization of other assets  | \$ 0.11      | \$ 0.08      | \$ 0.06      |
| Interest expense (a)   | \$ 0.47      | \$ 0.45      | \$ 0.55      |

(a) Includes realized gains or (losses) from interest rate derivatives, but does not include unrealized gains or (losses) and is net of amounts capitalized.

**Table of Contents****Oil and Gas Reserves**

The tables below set forth information as of December 31, 2005 with respect to our estimated proved reserves, the associated estimated future net revenue and present value (discounted at 10%) of estimated future net revenue before and after income tax (standardized measure) at such date. Neither the pre-tax present value of estimated future net revenue nor the after-tax standardized measure is intended to represent the current market value of the estimated oil and gas reserves we own.

|                     | December 31, 2005 |                  | Total            |
|---------------------|-------------------|------------------|------------------|
|                     | Oil (mbl)         | Gas (mmcf)       | (mmcfe)          |
| Proved developed    | 76,238            | 4,442,270        | 4,899,694        |
| Proved undeveloped  | 27,085            | 2,458,484        | 2,620,996        |
| <b>Total proved</b> | <b>103,323</b>    | <b>6,900,754</b> | <b>7,520,690</b> |

|   | Proved<br>Developed | Proved<br>Undeveloped<br>(\$ in thousands) | Total<br>Proved |
|---|---------------------|--|-----------------|
| Estimated future net revenue (a)        | \$ 32,435,228       | \$ 14,376,458                              | \$ 46,811,686   |
| Present value of future net revenue (a) | \$ 16,271,138       | \$ 6,662,456                               | \$ 22,933,594   |
| Standardized measure (a) (b)            |                     |  | \$ 15,967,911   |

|                                  | Oil<br>(mbl)   | Gas<br>(mmcf)    | Gas<br>Equivalent<br>(mmcfe) | Percent<br>of<br>Proved<br>Reserves | Present<br>Value<br>(\$ in thousands) |
|----------------------------------|----------------|------------------|------------------------------|-------------------------------------|---------------------------------------|
| Mid-Continent                    | 48,915         | 3,504,653        | 3,798,216                    | 51%                                 | \$ 11,308,766                         |
| South Texas and Texas Gulf Coast | 3,308          | 602,551          | 622,399                      | 8                                   | 2,459,379                             |
| Ark-La-Tex and Barnett Shale     | 6,379          | 1,030,962        | 1,069,236                    | 14                                  | 3,551,565                             |
| Permian                          | 39,126         | 457,811          | 692,570                      | 9                                   | 2,040,175                             |
| Appalachia                       | 1,094          | 1,289,919        | 1,296,482                    | 17                                  | 3,462,744                             |
| Other                            | 4,501          | 14,858           | 41,787                       | 1                                   | 110,965                               |
| <b>Total</b>                     | <b>103,323</b> | <b>6,900,754</b> | <b>7,520,690</b>             | <b>100%</b>                         | <b>\$ 22,933,594(a)</b>               |

(a) Estimated future net revenue represents the estimated future gross revenue to be generated from the production of proved reserves, net of estimated production and future development costs, using prices and costs in effect at December 31, 2005. The prices used in the external and internal reports yield weighted average wellhead prices of \$56.41 per barrel of oil and \$8.76 per mcf of gas. These prices should not be interpreted as a prediction of future prices. The amounts shown do not give effect to non-property related expenses, such as corporate general and administrative expenses and debt service, or to depreciation, depletion and amortization. Estimated future net revenue and the present value thereof differ from future net cash flows and the standardized measure thereof only because the former do not include the effects of future income tax expenses (\$6.97 billion as of December 31, 2005).

Management uses future net revenue, which is calculated without deducting estimated future income tax expenses, and the present value thereof as one measure of the value of the company's current proved reserves and to compare relative values among peer companies without regard to income taxes. We also understand that securities analysts and rating agencies use this measure in similar ways. While future net revenue and present value are based on prices, costs and discount factors which are consistent from company to company, the standardized measure of discounted future net cash flows is dependent on the unique tax situation of each individual company.



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- (b) The standardized measure of discounted future net cash flows is calculated in accordance with SFAS 69. Additional information on the standardized measure is presented in note 11 of the notes to our consolidated financial statements included in Item 8 of this report.

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As of December 31, 2005, our reserve estimates included 2.621 tcf of reserves classified as proved undeveloped (PUD). Of this amount, approximately 56% (by volume) were initially classified as PUDs in 2005, 29% were initially classified as PUDs in 2004, 5% were initially classified as PUDs in 2003, and the remaining 10% were initially classified as PUDs prior to 2003. Of our proved developed reserves, 555 bcf are non-producing, which are primarily behind pipe zones in producing wells.

The future net revenue attributable to our estimated proved undeveloped reserves of \$14.4 billion at December 31, 2005, and the \$6.7 billion present value thereof, has been calculated assuming that we will expend approximately \$4.3 billion to develop these reserves. The amount and timing of these expenditures will depend on a number of factors, including actual drilling results, product prices and the availability of capital, but we have projected to incur \$1.8 billion in 2006, \$1.1 billion in 2007, \$0.7 billion in 2008 and \$0.7 billion in 2009 and beyond. We do not believe any of these proved undeveloped reserves are contingent upon installation of additional infrastructure and we are not subject to regulatory approval other than routine permits to drill, which we expect to obtain in the normal course of business.

Chesapeake employed third-party engineers to prepare independent reserve forecasts for approximately 78% of our proved reserves (by volume) at year-end 2005. These are not audits or reviews of internally prepared reserve reports. The estimates of the proved reserves evaluated by third-party engineers were within 99% of the company's own estimates and were used instead of our estimates for booking purposes. Netherland, Sewell & Associates, Inc. evaluated 25%, Data and Consulting Services, Division of Schlumberger Technology Corporation evaluated 16%, Lee Keeling and Associates, Inc. evaluated 15%, Ryder Scott Company L.P. evaluated 12%, LaRoche Petroleum Consultants, Ltd. evaluated 8%, and H. J. Gruy and Associates, Inc. evaluated 2% of our estimated proved reserves by volume at December 31, 2005. Of the 41,880 properties included in the 2005 reserve reports, the estimates prepared by the independent firms covered approximately 16,400 properties, or 39% of the total well count. Because, in management's opinion, it is cost prohibitive for third-party engineers to evaluate all of our wells, we have prepared reserve forecasts for approximately 22% of our proved reserves. All estimates were prepared based upon a review of production histories and other geologic, economic, ownership and engineering data we developed. The estimates are not based on any single significant assumption due to the diverse nature of the reserves and there is no significant concentration of proved reserves volume or value in any one well.

No estimates of proved reserves comparable to those included herein have been included in reports to any federal agency other than the Securities and Exchange Commission.

Chesapeake's ownership interest used in calculating proved reserves and the associated estimated future net revenue was determined after giving effect to the assumed maximum participation by other parties to our farmout and participation agreements. The prices used in calculating the estimated future net revenue attributable to proved reserves do not reflect market prices for oil and gas production sold subsequent to December 31, 2005. There can be no assurance that all of the estimated proved reserves will be produced and sold at the assumed prices.

There are numerous uncertainties inherent in estimating quantities of proved reserves and in projecting future rates of production and timing of development expenditures, including many factors beyond Chesapeake's control. The reserve data represent only estimates. Reserve engineering is a subjective process of estimating underground accumulations of oil and gas that cannot be measured in an exact way, and the accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. As a result, estimates made by different engineers often vary. In addition, results of drilling, testing and production subsequent to the date of an estimate may justify revision of such estimates, and such revisions may be material. Accordingly, reserve estimates are often different from the actual quantities of oil and gas that are ultimately recovered. Furthermore, the estimated future net revenue from proved reserves and the associated present value are based upon certain assumptions, including prices, future production levels and costs that may not prove correct. Future prices and costs may be materially higher or lower than the prices and costs as of the date of any estimate. A change in price of \$0.10 per mcf for natural gas and \$1.00 per barrel for oil would result

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in a change in the December 31, 2005 present value of estimated future net revenue of our proved reserves of approximately \$315 million and \$50 million, respectively. The estimated future net revenue used in this analysis does not include the effects of future income taxes or hedging. The foregoing uncertainties are particularly true as to proved undeveloped reserves, which are inherently less certain than proved developed reserves and which comprise a significant portion of our proved reserves.

The company's estimated proved reserves and the standardized measure of discounted future net cash flows of the proved reserves at December 31, 2005, 2004 and 2003, and the changes in quantities and standardized measure of such reserves for each of the three years then ended, are shown in Note 11 of the notes to the consolidated financial statements included in Item 8 of this report.

**Development, Exploration, Acquisition and Divestiture Activities**

The following table sets forth historical cost information regarding our development, exploration, acquisition and divestiture activities during the periods indicated:

|   | 2005                | December 31,<br>2004<br>(\$ in thousands) | 2003                |
|---|---------------------|---|---------------------|
| <b>Acquisition of properties:</b>         |                     |   |                     |
| Proved properties                         | \$ 3,554,651        | \$ 1,541,920                              | \$ 1,110,077        |
| Unproved properties                       | 1,375,675           | 570,495                                   | 198,394             |
| Deferred income taxes                     | 251,722             | 463,949                                   | (4,903)             |
| <b>Total</b>                              | <b>5,182,048</b>    | <b>2,576,364</b>                          | <b>1,303,568</b>    |
| <b>Development costs:</b>                 |                     |   |                     |
| Development drilling (a)                  | 1,566,730           | 863,268                                   | 474,355             |
| Leasehold acquisition costs               | 290,946             | 110,530                                   | 84,984              |
| Asset retirement obligation and other (b) | 52,619              | 41,924                                    | 54,657              |
| <b>Total</b>                              | <b>1,910,295</b>    | <b>1,015,722</b>                          | <b>613,996</b>      |
| <b>Exploration costs:</b>                 |                     |   |                     |
| Exploratory drilling                      | 253,341             | 128,635                                   | 103,424             |
| Geological and geophysical costs (c)      | 70,901              | 55,618                                    | 42,736              |
| <b>Total</b>                              | <b>324,242</b>      | <b>184,253</b>                            | <b>146,160</b>      |
| Sales of oil and gas properties           | (9,769)             | (12,048)                                  | (22,156)            |
| <b>Total</b>                              | <b>\$ 7,406,816</b> | <b>\$ 3,764,291</b>                       | <b>\$ 2,041,568</b> |

(a) Includes capitalized internal cost of \$94.1 million, \$45.4 million and \$30.9 million, respectively.

(b) The 2003 amount includes \$24.1 million of asset retirement costs recorded as a result of implementation of SFAS 143 effective January 1, 2003.

(c) Includes capitalized internal cost of \$8.1 million, \$6.3 million and \$4.6 million, respectively.

Our development costs included \$671 million, \$333 million and \$229 million in 2005, 2004 and 2003, respectively, related to properties carried as proved undeveloped locations in the prior year's reserve reports. Included in our reserve report as of December 31, 2005 are estimated future development costs of \$4.3 billion related to the development of proved undeveloped reserves (\$1.8 billion in 2006, \$1.1 billion in 2007, \$0.7 billion in 2008 and \$0.7 billion in 2009 and beyond). Chesapeake's developmental drilling schedules are subject to revision and reprioritization throughout the year, resulting from unknowable factors such as the relative success in an individual developmental drilling prospect leading to an additional drilling opportunity, rig availability, title issues or delays, and the effect that acquisitions may have on prioritizing development drilling plans.

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A summary of our development, exploration, acquisition and divestiture activities in 2005 by operating area is as follows:

|                                  | Gross<br>Wells<br>Drilled | Net<br>Wells<br>Drilled | Exploration<br>and<br>Development | Leasehold         | Acquisition of<br>Unproved<br>Properties<br>(\$ in thousands) | Acquisition of<br>Proved<br>Properties (a) | Sales of<br>Properties | Total               |
|----------------------------------|---------------------------|-------------------------|-----------------------------------|-------------------|---|--|------------------------|---------------------|
| Mid-Continent<br>South Texas and | 1,442                     | 498                     | \$ 1,102,099                      | \$ 166,281        | \$ 178,169  | \$ 217,238                                 | \$ (214)               | \$ 1,663,573        |
| Texas Gulf Coast                 | 115                       | 80                      | 239,107                           | 87,418            | 224,947   | 215,166                                    |                        | 766,638             |
| Ark-La-Tex and Barnett Shale     | 257                       | 171                     | 359,206                           | 7,816             | 350,416   | 666,309                                    |                        | 1,383,747           |
| Permian                          | 139                       | 56                      | 233,597                           | 29,452            | 114,874   | 339,838                                    | (9,555)                | 708,206             |
| Appalachia                       | 15                        | 11                      | 7,673                             |                   | 506,881   | 2,367,835                                  |                        | 2,882,389           |
| Other                            |                           |                         | 1,909                             | (21)              | 388   | (13)                                       |                        | 2,263               |
| <b>Total</b>                     | <b>1,968</b>              | <b>816</b>              | <b>\$ 1,943,591</b>               | <b>\$ 290,946</b> | <b>\$ 1,375,675</b>   | <b>\$ 3,806,373</b>                        | <b>\$ (9,769)</b>      | <b>\$ 7,406,816</b> |

(a) Includes \$252 million of deferred tax adjustments.

**Acreage**

The following table sets forth as of December 31, 2005 the gross and net acres of both developed and undeveloped oil and gas leases which we hold. Gross acres are the total number of acres in which we own a working interest. Net acres refer to gross acres multiplied by our fractional working interest. Acreage numbers do not include our options to acquire additional leasehold which have not been exercised.

|                                  | Developed        |                  | Undeveloped      |                  | Total             |                  |
|----------------------------------|------------------|------------------|------------------|------------------|-------------------|------------------|
|                                  | Gross            | Net              | Gross            | Net              | Gross             | Net              |
| Mid-Continent                    | 3,636,949        | 1,723,203        | 3,497,527        | 1,609,322        | 7,134,476         | 3,332,525        |
| South Texas and Texas Gulf Coast | 304,027          | 172,915          | 352,121          | 229,615          | 656,148           | 402,530          |
| Ark-La-Tex and Barnett Shale     | 164,589          | 116,239          | 317,082          | 220,316          | 481,671           | 336,555          |
| Permian                          | 175,204          | 110,571          | 726,714          | 459,224          | 901,918           | 569,795          |
| Appalachia                       | 506,828          | 478,791          | 2,907,116        | 2,681,685        | 3,413,944         | 3,160,476        |
| Canada                           |                  |                  | 673,689          | 614,616          | 673,689           | 614,616          |
| Other                            | 43,424           | 18,607           | 95,240           | 76,084           | 138,664           | 94,691           |
| <b>Total</b>                     | <b>4,831,021</b> | <b>2,620,326</b> | <b>8,569,489</b> | <b>5,890,862</b> | <b>13,400,510</b> | <b>8,511,188</b> |

**Marketing**

Chesapeake's oil production is generally sold under market sensitive or spot price contracts. Our natural gas production is sold to purchasers under percentage-of-proceeds contracts, percentage-of-index contracts or spot price contracts. By the terms of the percentage-of-proceeds contracts, we receive a percentage of the resale price received by the purchaser for sales of residue gas and natural gas liquids recovered after transportation and processing of our gas. These purchasers sell the residue gas and natural gas liquids based primarily on spot market prices. The revenue we receive from the sale of natural gas liquids is included in oil sales. Under percentage-of-index contracts, the price per mmbtu we receive for our gas is tied to indexes published in *Inside FERC* or *Gas Daily*. Although exact percentages vary daily, as of February 2006, approximately 70% of our natural gas production was sold under short-term contracts at market-sensitive or spot prices.

During 2005, sales to Eagle Energy Partners I, L.P. (Eagle) of \$851 million accounted for 18% of our total revenues. Chesapeake owns approximately 33% of Eagle. Management believes that the loss of this customer would not have a material adverse effect on our results of

operations or our financial position. No other customer accounted for more than 10% of total revenues in 2005.

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Chesapeake Energy Marketing, Inc., which is our marketing subsidiary, provides marketing services, including commodity price structuring, contract administration and nomination services for Chesapeake and its partners. This subsidiary is a reportable segment under SFAS No. 131, *Disclosure about Segments of an Enterprise and Related Information*. See Note 8 of the notes to our consolidated financial statements in Item 8.

### **Drilling**

In 2001, Chesapeake formed its 100% owned drilling rig subsidiary, Nomac Drilling Corporation ( Nomac ), with an investment of \$26 million to build and refurbish five drilling rigs. As of December 31, 2005, Nomac owned 18 drilling rigs dedicated to drilling wells operated by Chesapeake and had an additional 26 rigs under construction or on order. The 18 drilling rigs which are currently drilling company-operated wells have depth ratings between 7,500 and 23,000 feet and range in drilling horsepower from 650 to 2,000. These drilling rigs are currently operating in the Mid-Continent region of Oklahoma and Texas. In February 2006, Nomac acquired 13 drilling rigs from privately-held Martex Drilling Corporation for \$150 million. The acquisition of Martex will bring Nomac's rig fleet to 57 drilling rigs when all rigs on order are delivered. As the Martex drilling rigs currently under contract become available, they will be used for drilling company-operated wells.

### **Gas Gathering**

Chesapeake owns and operates gathering systems in 13 states throughout the Mid-Continent and Appalachian regions. These systems are designed primarily to gather company production and are comprised of approximately 7,600 miles of gathering lines, treating facilities and processing facilities which provide service to approximately 8,775 wells.

### **Hedging Activities**

We utilize hedging strategies to hedge the price of a portion of our future oil and natural gas production and to manage interest rate exposure. See Item 7A Quantitative and Qualitative Disclosures About Market Risk.

### **Regulation**

*General.* All of our operations are conducted onshore in the United States. The U.S. oil and gas industry is subject to regulation at the federal, state and local level, and some of the laws, rules and regulations that govern our operations carry substantial penalties for noncompliance. This regulatory burden increases our cost of doing business and, consequently, affects our profitability.

*Regulation of Oil and Gas Operations.* Our exploration and production operations are subject to various types of regulation at the U.S. federal, state and local levels, although very few of our oil and gas leases are located on federal lands. Such regulation includes requirements for permits to drill and to conduct other operations and for provision of financial assurances (such as bonds) covering drilling and well operations. Other activities subject to regulation are:

the location of wells,

the method of drilling and completing wells,

the surface use and restoration of properties upon which wells are drilled,

the plugging and abandoning of wells,

the disposal of fluids used or other wastes obtained in connection with operations,

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the marketing, transportation and reporting of production, and

the valuation and payment of royalties.

Our operations are also subject to various conservation regulations. These include the regulation of the size of drilling and spacing units (regarding the density of wells which may be drilled in a particular area) and the

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unitization or pooling of oil and gas properties. In this regard, some states, such as Oklahoma and Arkansas, allow the forced pooling or integration of tracts to facilitate exploration, while other states, such as Texas and New Mexico, rely on voluntary pooling of lands and leases. In areas where pooling is voluntary, it may be more difficult to form units and, therefore, more difficult to fully develop a project if the operator owns less than 100% of the leasehold. In addition, state conservation laws establish maximum rates of production from oil and gas wells, generally prohibit the venting or flaring of gas and impose certain requirements regarding the ratability of production. The effect of these regulations is to limit the amount of oil and gas we can produce and to limit the number of wells or the locations at which we can drill.

Chesapeake operates a number of natural gas gathering systems. The U.S. Department of Transportation and certain state agencies regulate the safety and operating aspects of the transportation and storage activities of these facilities. All of the company's sales of oil, natural gas liquids and natural gas are currently deregulated, although governmental agencies may elect in the future to regulate certain sales.

We do not anticipate that compliance with existing laws and regulations governing exploration, production and gas gathering will have a significantly adverse effect upon our capital expenditures, earnings or competitive position.

*Environmental Regulation.* Various federal, state and local laws and regulations concerning the discharge of contaminants into the environment, the generation, storage, transportation and disposal of contaminants, and the protection of public health, natural resources, wildlife and the environment affect our exploration, development and production operations, including processing facilities. We must take into account the cost of complying with environmental regulations in planning, designing, drilling, operating and abandoning wells. In most instances, the regulatory requirements relate to the handling and disposal of drilling and production waste products, water and air pollution control procedures, and the remediation of petroleum-product contamination. In addition, our operations may require us to obtain permits for, among other things,

air emissions,

discharges into surface waters, and

the construction and operation of underground injection wells or surface pits to dispose of produced saltwater and other nonhazardous oilfield wastes.

Under state and federal laws, we could be required to remove or remediate previously disposed wastes, including wastes disposed of or released by us or prior owners or operators in accordance with current laws or otherwise, to suspend or cease operations in contaminated areas, or to perform remedial well plugging operations or cleanups to prevent future contamination. The Environmental Protection Agency and various state agencies have limited the disposal options for hazardous and nonhazardous wastes. The owner and operator of a site, and persons that treated, disposed of or arranged for the disposal of hazardous substances found at a site, may be liable, without regard to fault or the legality of the original conduct, for the release of a hazardous substance into the environment. The Environmental Protection Agency, state environmental agencies and, in some cases, third parties are authorized to take actions in response to threats to human health or the environment and to seek to recover from responsible classes of persons the costs of such action. Furthermore, certain wastes generated by our oil and natural gas operations that are currently exempt from treatment as hazardous wastes may in the future be designated as hazardous wastes and, therefore, be subject to considerably more rigorous and costly operating and disposal requirements.

Federal and state occupational safety and health laws require us to organize information about hazardous materials used, released or produced in our operations. Certain portions of this information must be provided to employees, state and local governmental authorities and local citizens. We are also subject to the requirements and reporting set forth in federal workplace standards.



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We have made and will continue to make expenditures to comply with environmental regulations and requirements. These are necessary business costs in the oil and gas industry. Although we are not fully insured against all environmental risks, we maintain insurance coverage which we believe is customary in the industry. Moreover, it is possible that other developments, such as stricter and more comprehensive environmental laws and regulations, as well as claims for damages to property or persons resulting from company operations, could result in substantial costs and liabilities, including civil and criminal penalties, to Chesapeake. We believe we are in compliance with existing environmental regulations, and that, absent the occurrence of an extraordinary event the effect of which cannot be predicted, any noncompliance will not have a material adverse effect on our operations or earnings.

**Income Taxes**

Chesapeake recorded income tax expense of \$545.1 million in 2005 compared to income tax expense of \$289.8 million in 2004 and \$191.8 million in 2003. Our effective income tax rate was 36.5% in 2005 compared to 36% in 2004 and 38% in 2003. The increase in 2005 reflected the impact state income taxes and permanent differences had on our overall effective rate. We expect our effective income tax rate will increase to 38% in 2006 to reflect our current assessment of expected increases in state income taxes and permanent differences.

At December 31, 2005, Chesapeake had federal income tax net operating loss (NOL) carryforwards of approximately \$564.5 million. We also had approximately \$169.6 million of alternative minimum tax (AMT) NOL carryforwards available as a deduction against future AMT income and approximately \$12.3 million of percentage depletion carryforwards. The NOL carryforwards expire from 2012 through 2025. The value of the remaining carryforwards depends on the ability of Chesapeake to generate taxable income. In addition, for AMT purposes, only 90% of AMT income in any given year may be offset by AMT NOLs.

The ability of Chesapeake to utilize NOL carryforwards to reduce future federal taxable income and federal income tax is subject to various limitations under the Internal Revenue Code of 1986, as amended. The utilization of such carryforwards may be limited upon the occurrence of certain ownership changes, including the issuance or exercise of rights to acquire stock, the purchase or sale of stock by 5% stockholders, as defined in the Treasury regulations, and the offering of stock by us during any three-year period resulting in an aggregate change of more than 50% in the beneficial ownership of Chesapeake.

In the event of an ownership change (as defined for income tax purposes), Section 382 of the Code imposes an annual limitation on the amount of a corporation's taxable income that can be offset by these carryforwards. The limitation is generally equal to the product of (i) the fair market value of the equity of the company multiplied by (ii) a percentage approximately equivalent to the yield on long-term tax exempt bonds during the month in which an ownership change occurs. In addition, the limitation is increased if there are recognized built-in gains during any post-change year, but only to the extent of any net unrealized built-in gains (as defined in the Code) inherent in the assets sold. Certain NOLs acquired through various acquisitions are also subject to limitations. The following table summarizes our net operating losses as of December 31, 2005 and any related limitations:

|                        | Net Operating Losses |                              |                      |
|------------------------|----------------------|------------------------------|----------------------|
|                        | Total                | Limited<br>(\$ in thousands) | Annual<br>Limitation |
| Net operating loss     | \$ 564,451           | \$ 49,284                    | \$ 27,754            |
| AMT net operating loss | \$ 169,635           | \$ 11,220                    | \$ 6,652             |

Although no assurances can be made, we do not believe that an ownership change has occurred as of December 31, 2005. Future equity transactions by Chesapeake or by 5% stockholders (including relatively small transactions and transactions beyond our control) could cause an ownership change and therefore a limitation on the annual utilization of NOLs. Following an ownership change, the amount of Chesapeake's NOLs available for use each year will depend upon future events that cannot currently be predicted and upon interpretation of complex

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rules under Treasury regulations. If less than the full amount of the annual limitation is utilized in any given year, the unused portion may be carried forward and may be used in addition to successive years' annual limitation.

We expect to utilize our NOL carryforwards and other tax deductions and credits to offset taxable income in the future. However, there is no assurance that the Internal Revenue Service will not challenge these carryforwards or their utilization.

## **Title to Properties**

Our title to properties is subject to royalty, overriding royalty, carried, net profits, working and other similar interests and contractual arrangements customary in the oil and gas industry, to liens for current taxes not yet due and to other encumbrances. As is customary in the industry in the case of undeveloped properties, only cursory investigation of record title is made at the time of acquisition. Drilling title opinions are usually prepared before commencement of drilling operations. We believe we have satisfactory title to substantially all of our active properties in accordance with standards generally accepted in the oil and gas industry. Nevertheless, we are involved in title disputes from time to time which result in litigation.

## **Operating Hazards and Insurance**

The oil and gas business involves a variety of operating risks, including the risk of fire, explosions, blow-outs, pipe failure, abnormally pressured formations and environmental hazards such as oil spills, gas leaks, ruptures or discharges of toxic gases. If any of these should occur, Chesapeake could suffer substantial losses due to injury or loss of life, severe damage to or destruction of property, natural resources and equipment, pollution or other environmental damage, clean-up responsibilities, regulatory investigation and penalties, and suspension of operations. Our horizontal and deep drilling activities involve greater risk of mechanical problems than vertical and shallow drilling operations.

Chesapeake maintains a \$50 million oil and gas lease operator policy that insures against certain sudden and accidental risks associated with drilling, completing and operating our wells. There is no assurance that this insurance will be adequate to cover all losses or exposure to liability. Chesapeake also carries a \$175 million comprehensive general liability umbrella policy and a \$100 million pollution liability policy. We provide workers' compensation insurance coverage to employees in all states in which we operate and we maintain a \$1 million employment practice liability policy. While we believe these policies are customary in the industry, they do not provide complete coverage against all operating risks.

## **Facilities**

Chesapeake owns an office complex in Oklahoma City and also owns or leases various field offices in the following locations:

Illinois: Chicago;

Kansas: Garden City;

Kentucky: Gray, Elkhorn City, Hueysville, Inez and Prestonburg;

Louisiana: Cheneyville and Shreveport;

New Mexico: Eunice and Hobbs;

New York: Hammondsport;

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Oklahoma: Arkoma, Billings, El Reno, Kingfisher, Lindsay, Waynoka, Weatherford, Wilburton, Forgan and Sayre;

Tennessee: Egan;

Texas: Borger, Dumas, College Station, Midland, Cleburne, Goliad, Ozona, Tyler, Victoria and Zapata; and

West Virginia: Branchland, Buckhannon, Cedar Grove, Charleston, Clendenin, Kermit and Tad.

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### **Employees**

Chesapeake had 2,885 employees as of December 31, 2005, which includes 429 employed by our drilling subsidiary, Nomac Drilling Corporation. As a result of the CNR acquisition, approximately 140 of our employees are covered by a collective bargaining agreement. We believe our employee relations are good.

### **Glossary of Oil and Gas Terms**

The terms defined in this section are used throughout this Form 10-K.

*Bcf.* Billion cubic feet.

*Bcfe.* Billion cubic feet of gas equivalent.

*Bbl.* One stock tank barrel, or 42 U.S. gallons liquid volume, used herein in reference to crude oil or other liquid hydrocarbons.

*Btu.* British thermal unit, which is the heat required to raise the temperature of a one-pound mass of water from 58.5 to 59.5 degrees Fahrenheit.

*Commercial Well; Commercially Productive Well.* An oil and gas well which produces oil and gas in sufficient quantities such that proceeds from the sale of such production exceed production expenses and taxes.

*Developed Acreage.* The number of acres which are allocated or assignable to producing wells or wells capable of production.

*Development Well.* A well drilled within the proved area of an oil or gas reservoir to the depth of a stratigraphic horizon known to be productive.

*Dry Hole; Dry Well.* A well found to be incapable of producing either oil or gas in sufficient quantities to justify completion as an oil or gas well.

*Exploratory Well.* A well drilled to find and produce oil or gas in an unproved area, to find a new reservoir in a field previously found to be productive of oil or gas in another reservoir or to extend a known reservoir.

*Farmout.* An assignment of an interest in a drilling location and related acreage conditional upon the drilling of a well on that location.

*Formation.* A succession of sedimentary beds that were deposited under the same general geologic conditions.

*Full Cost Pool.* The full cost pool consists of all costs associated with property acquisition, exploration, and development activities for a company using the full cost method of accounting. Additionally, any internal costs that can be directly identified with acquisition, exploration and development activities are included. Any costs related to production, general corporate overhead or similar activities are not included.

*Gross Acres or Gross Wells.* The total acres or wells, as the case may be, in which a working interest is owned.

*Horizontal Wells.* Wells which are drilled at angles greater than 70 degrees from vertical.

*Mbbl.* One thousand barrels of crude oil or other liquid hydrocarbons.

*Mbtu.* One thousand btus.

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*Mcf.* One thousand cubic feet.

*Mcfe.* One thousand cubic feet of gas equivalent.

*Mmbbl.* One million barrels of crude oil or other liquid hydrocarbons.

*Mmbtu.* One million btus.

*Mmcf.* One million cubic feet.

*Mmcfe.* One million cubic feet of gas equivalent.

*Net Acres or Net Wells.* The sum of the fractional working interests owned in gross acres or gross wells.

*NYMEX.* New York Mercantile Exchange.

*Present Value or PV-10.* When used with respect to oil and gas reserves, present value or PV-10 means the estimated future gross revenue to be generated from the production of proved reserves, net of estimated production and future development costs, using prices and costs in effect at the determination date, without giving effect to non-property related expenses such as general and administrative expenses, debt service and future income tax expense or to depreciation, depletion and amortization, discounted using an annual discount rate of 10%.

*Productive Well.* A well that is producing oil or gas or that is capable of production.

*Proved Developed Reserves.* Reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Additional oil and gas expected to be obtained through the application of fluid injection or other improved recovery techniques for supplementing the natural forces and mechanisms of primary recovery should be included as proved developed reserves only after testing by a pilot project or after the operation of an installed program has confirmed through production responses that increased recovery will be achieved.

*Reserve Replacement.* Calculated by dividing the sum of reserve additions from all sources (revisions, extensions, discoveries and other additions and acquisitions) by the actual production for the corresponding period. The values for these reserve additions are derived directly from the proved reserves table on page 107. In calculating reserve replacement, we do not use unproved reserve quantities or proved reserve additions attributable to less than wholly-owned consolidated entities or investments accounted for using the equity method. Management uses the reserve replacement ratio as an indicator of the company's ability to replenish annual production volumes and grow its reserves, thereby providing some information on the sources of future production. It should be noted that the reserve replacement ratio is a statistical indicator that has limitations. As an annual measure, the ratio is limited because it typically varies widely based on the extent and timing of new discoveries and property acquisitions. Its predictive and comparative value is also limited for the same reasons. In addition, since the ratio does not imbed the cost or timing of future production of new reserves, it cannot be used as a measure of value creation.

*Proved Reserves.* The estimated quantities of crude oil, natural gas and natural gas liquids which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. Reservoirs are considered proved if economic producibility is supported by either actual production or conclusive formation test. The area of a reservoir considered proved includes (a) that portion delineated by drilling and defined by gas-oil and/or oil-water contacts, if any, and (b) the immediately adjoining portions not yet drilled, but which can be reasonably judged as economically productive on the basis of available

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geological and engineering data. In the absence of information on fluid contacts, the lowest known structural occurrence of hydrocarbons controls the lower proved limit of the reservoir. Reserves which can be produced economically through application of improved recovery techniques (such as fluid injection) are included in the proved classification when successful testing by a pilot project, or the operation of an installed program in the reservoir, provides support for the engineering analysis on which the project or program was based.

*Proved Undeveloped Location.* A site on which a development well can be drilled consistent with spacing rules for purposes of recovering proved undeveloped reserves.

*Proved Undeveloped Reserves.* Reserves that are expected to be recovered from new wells on undrilled acreage or from existing wells where a relatively major expenditure is required for recompletion. Reserves on undrilled acreage are limited to those drilling units offsetting productive units that are reasonably certain of production when drilled. Proved reserves for other undrilled units can be claimed only where it can be demonstrated with certainty that there is continuity of production from the existing productive formation. Proved undeveloped reserves may not include estimates attributable to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual tests in the area and in the same reservoir.

*Royalty Interest.* An interest in an oil and gas property entitling the owner to a share of oil or gas production free of costs of production.

*Standardized Measure of Discounted Future Net Cash Flows.* The discounted future net cash flows relating to proved reserves based on year-end prices, costs and statutory tax rates (adjusted for permanent differences) and a 10-percent annual discount rate.

*Tcf.* One trillion cubic feet.

*Tcfe.* One trillion cubic feet of gas equivalent.

*Undeveloped Acreage.* Lease acreage on which wells have not been drilled or completed to a point that would permit the production of commercial quantities of oil and gas regardless of whether such acreage contains proved reserves.

*Working Interest.* The operating interest which gives the owner the right to drill, produce and conduct operating activities on the property and a share of production.

### **ITEM 1A. Risk Factors**

Our business has many risks. Any of the following factors could materially adversely affect our business, financial condition, operating results or liquidity and the trading price of our common stock, preferred stock or senior notes could decline. This information should be considered carefully, together with other information in this report and other reports and materials we file with the Securities and Exchange Commission.

***Oil and gas prices are volatile. A decline in prices could adversely affect our financial position, financial results, cash flows, access to capital and ability to grow.***

Our revenues, operating results, profitability and future rate of growth depend primarily upon the prices we receive for the oil and gas we sell. Prices also affect the amount of cash flow available for capital expenditures and our ability to borrow money or raise additional capital. The amount we can borrow from banks is subject to periodic redeterminations based on prices specified by our bank group at the time of redetermination. In addition, we may have ceiling test write-downs in the future if prices fall significantly.

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Historically, the markets for oil and gas have been volatile and they are likely to continue to be volatile. Wide fluctuations in oil and gas prices may result from relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty and other factors that are beyond our control, including:

worldwide and domestic supplies of oil and gas;

weather conditions;

the level of consumer demand;

the price and availability of alternative fuels;

the proximity and capacity of natural gas pipelines and other transportation facilities;

the price and level of foreign imports;

domestic and foreign governmental regulations and taxes;

the ability of the members of the Organization of Petroleum Exporting Countries to agree to and maintain oil price and production controls;

political instability or armed conflict in oil-producing regions; and

overall domestic and global economic conditions.

These factors and the volatility of the energy markets make it extremely difficult to predict future oil and gas price movements with any certainty. Declines in oil and gas prices would not only reduce revenue, but could reduce the amount of oil and gas that we can produce economically and, as a result, could have a material adverse effect on our financial condition, results of operations and reserves. Further, oil and gas prices do not necessarily move in tandem. Because approximately 92% of our reserves at December 31, 2005 are natural gas reserves, we are more affected by movements in natural gas prices.

***Our level of indebtedness may limit our financial flexibility.***

As of December 31, 2005, we had long-term indebtedness of approximately \$5.5 billion, with \$72.0 million drawn under our revolving bank credit facility. Our long-term indebtedness represented 47% of our total book capitalization at December 31, 2005. As of March 10, 2006, we had approximately \$402 million outstanding under our revolving bank credit facility.

Our level of indebtedness and preferred stock affects our operations in several ways, including the following:

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a portion of our cash flows from operating activities must be used to service our indebtedness and pay dividends on our preferred stock and is not available for other purposes;

we may be at a competitive disadvantage as compared to peer companies that have less debt;

the covenants contained in the agreements governing our outstanding indebtedness and future indebtedness may limit our ability to borrow additional funds, pay dividends and make certain investments and may also affect our flexibility in planning for, and reacting to, changes in the economy and in our industry;

additional financing in the future for working capital, capital expenditures, acquisitions, general corporate or other purposes may have higher costs and more restrictive covenants;

changes in the credit ratings of our debt may negatively affect the cost, terms, conditions and availability of future financing, and lower ratings will increase the interest rate and fees we pay on our revolving bank credit facility; and

we may be more vulnerable to general adverse economic and industry conditions.

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We may incur additional debt, including significant secured indebtedness, or issue additional series of preferred stock in order to make future acquisitions or to develop our properties. A higher level of indebtedness and/or additional preferred stock increases the risk that we may default on our obligations. Our ability to meet our debt obligations and to reduce our level of indebtedness depends on our future performance. General economic conditions, oil and gas prices and financial, business and other factors affect our operations and our future performance. Many of these factors are beyond our control. We may not be able to generate sufficient cash flow to pay the interest on our debt, and future working capital, borrowings or equity financing may not be available to pay or refinance such debt. Factors that will affect our ability to raise cash through an offering of our capital stock or a refinancing of our debt include financial market conditions, the value of our assets and our performance at the time we need capital.

In addition, our bank borrowing base is subject to periodic redetermination. A lowering of our borrowing base could require us to repay indebtedness in excess of the borrowing base, or we might need to further secure the lenders with additional collateral.

***Competition in the oil and natural gas industry is intense, and many of our competitors have greater financial and other resources than we do.***

We operate in the highly competitive areas of oil and natural gas acquisition, development, exploitation, exploration and production. We face intense competition from both major and other independent oil and natural gas companies in each of the following areas:

seeking to acquire desirable producing properties or new leases for future exploration, and

seeking to acquire the equipment and expertise necessary to develop and operate our properties.

Many of our competitors have financial and other resources substantially greater than ours, and some of them are fully integrated oil companies. These companies may be able to pay more for development prospects and productive oil and natural gas properties and may be able to define, evaluate, bid for and purchase a greater number of properties and prospects than our financial or human resources permit. Our ability to develop and exploit our oil and natural gas properties and to acquire additional properties in the future will depend upon our ability to successfully conduct operations, evaluate and select suitable properties and consummate transactions in this highly competitive environment.

***Significant capital expenditures are required to replace our reserves.***

Our exploration, development and acquisition activities require substantial capital expenditures. Historically, we have funded our capital expenditures through a combination of cash flows from operations, our revolving bank credit facility and debt and equity issuances. Future cash flows are subject to a number of variables, such as the level of production from existing wells, prices of oil and gas, and our success in developing, acquiring and producing new reserves. If revenue were to decrease as a result of lower oil and gas prices or decreased production, and our access to capital were limited, we would have a reduced ability to replace our reserves. If our cash flow from operations is not sufficient to fund our capital expenditure budget, we may not be able to access additional bank debt, debt or equity or other methods of financing on an economic basis to meet these requirements.

***If we are not able to replace reserves, we may not be able to sustain production.***

Our future success depends largely upon our ability to find, develop or acquire additional oil and gas reserves that are economically recoverable. Unless we replace the reserves we produce through successful development, exploration or acquisition activities, our proved reserves and production will decline over time. In addition, approximately 35% of our total estimated proved reserves (by volume) at December 31, 2005 were undeveloped. By their nature, estimates of undeveloped reserves are less certain. Recovery of such reserves will

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require significant capital expenditures and successful drilling operations. Our reserve estimates reflect that our production rate on producing properties will decline approximately 24% from 2006 to 2007. Thus, our future oil and natural gas reserves and production and, therefore, our cash flow and income are highly dependent on our success in efficiently developing and exploiting our current reserves and economically finding or acquiring additional recoverable reserves.

*The actual quantities and present value of our proved reserves may prove to be lower than we have estimated.*

This report contains estimates of our proved reserves and the estimated future net revenues from our proved reserves. These estimates are based upon various assumptions, including assumptions required by the SEC relating to oil and gas prices, drilling and operating expenses, capital expenditures, taxes and availability of funds. The process of estimating oil and gas reserves is complex. The process involves significant decisions and assumptions in the evaluation of available geological, geophysical, engineering and economic data for each reservoir. Therefore, these estimates are inherently imprecise.

Actual future production, oil and gas prices, revenues, taxes, development expenditures, operating expenses and quantities of recoverable oil and gas reserves most likely will vary from these estimates. Such variations may be significant and could materially affect the estimated quantities and present value of our proved reserves. In addition, we may adjust estimates of proved reserves to reflect production history, results of exploration and development drilling, prevailing oil and gas prices and other factors, many of which are beyond our control. Our properties may also be susceptible to hydrocarbon drainage from production by operators on adjacent properties.

At December 31, 2005, approximately 35% of our estimated proved reserves (by volume) were undeveloped. Recovery of undeveloped reserves requires significant capital expenditures and successful drilling operations. These reserve estimates include the assumption that we will make significant capital expenditures to develop the reserves, including \$1.8 billion in 2006. You should be aware that the estimated costs may not be accurate, development may not occur as scheduled and results may not be as estimated.

You should not assume that the present values referred to in this report represent the current market value of our estimated oil and natural gas reserves. In accordance with SEC requirements, the estimates of our present values are based on prices and costs as of the date of the estimates. The December 31, 2005 present value is based on weighted average oil and natural gas wellhead prices of \$56.41 per barrel of oil and \$8.76 per mcf of natural gas. Actual future prices and costs may be materially higher or lower than the prices and costs as of the date of an estimate.

Any changes in consumption by oil and natural gas purchasers or in governmental regulations or taxation will also affect actual future net cash flows.

The timing of both the production and the expenses from the development and production of oil and natural gas properties will affect both the timing of actual future net cash flows from our proved reserves and their present value. In addition, the 10% discount factor, which is required by the SEC to be used in calculating discounted future net cash flows for reporting purposes, is not necessarily the most accurate discount factor. The effective interest rate at various times and the risks associated with our business or the oil and gas industry in general will affect the accuracy of the 10% discount factor.

*Acquisitions may prove to be worth less than we paid because of uncertainties in evaluating recoverable reserves and potential liabilities.*

Our recent growth is due in part to acquisitions of exploration and production companies, producing properties and undeveloped leasehold. We expect acquisitions will also contribute to our future growth. Successful acquisitions require an assessment of a number of factors, including estimates of recoverable reserves,

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exploration potential, future oil and gas prices, operating costs and potential environmental and other liabilities. Such assessments are inexact and their accuracy is inherently uncertain. In connection with our assessments, we perform a review of the acquired properties which we believe is generally consistent with industry practices. However, such a review will not reveal all existing or potential problems. In addition, our review may not permit us to become sufficiently familiar with the properties to fully assess their deficiencies and capabilities. We do not inspect every well. Even when we inspect a well, we do not always discover structural, subsurface and environmental problems that may exist or arise. We are generally not entitled to contractual indemnification for pre-closing liabilities, including environmental liabilities. Normally, we acquire interests in properties on an as is basis with limited remedies for breaches of representations and warranties. As a result of these factors, we may not be able to acquire oil and gas properties that contain economically recoverable reserves or be able to complete such acquisitions on acceptable terms.

We were not entitled to contractual indemnification for the majority of pre-closing liabilities, including environmental liabilities, in our recent acquisition of CNR. We acquired CNR on an as is basis with very limited remedies for breaches of representations and warranties. We might incur significant liabilities relating to CNR in the future which we have not yet identified or cannot quantify at this time.

***As new owners, we may not effectively consolidate and integrate acquired operations, particularly when we make significant acquisitions outside our historical operating areas.***

Significant acquisitions present operational and administrative challenges that may prove more difficult than anticipated. The failure to consolidate functions and integrate procedures, personnel and operations in an effective and timely manner may adversely affect our business and results of operations, at least temporarily. Significant acquisitions can change the nature of our operations and business depending upon the character of the acquired properties, which may have substantially different operating and geological characteristics or be in different geographic locations than our existing properties. To the extent that we acquire properties substantially different from the properties in our primary operating areas or acquire properties that require different technical expertise, we may not be able to realize the economic benefits of these acquisitions as efficiently as in our prior acquisitions. As a result of our recent acquisition of CNR, we now have a significant presence in the Appalachian Basin, principally in West Virginia, eastern Kentucky, eastern Ohio and southern New York. We have not previously developed or explored for oil and natural gas in this part of the U.S.

***Exploration and development drilling may not result in commercially productive reserves.***

We do not always encounter commercially productive reservoirs through our drilling operations. The new wells we drill or participate in may not be productive and we may not recover all or any portion of our investment in wells we drill or participate in. The seismic data and other technologies we use do not allow us to know conclusively prior to drilling a well that oil or gas is present or may be produced economically. The cost of drilling, completing and operating a well is often uncertain, and cost factors can adversely affect the economics of a project. Our efforts will be unprofitable if we drill dry wells or wells that are productive but do not produce enough reserves to return a profit after drilling, operating and other costs. Further, our drilling operations may be curtailed, delayed or canceled as a result of a variety of factors, including:

increases in the cost of, or shortages or delays in the availability of, drilling rigs and equipment;

unexpected drilling conditions;

title problems;

pressure or irregularities in formations;

equipment failures or accidents;

adverse weather conditions; and



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compliance with environmental and other governmental requirements.

*Future price declines may result in a write-down of our asset carrying values.*

We utilize the full cost method of accounting for costs related to our oil and gas properties. Under this method, all such costs (for both productive and nonproductive properties) are capitalized and amortized on an aggregate basis over the estimated lives of the properties using the unit-of-production method. However, these capitalized costs are subject to a ceiling test which limits such pooled costs to the aggregate of the present value of future net revenues attributable to proved oil and gas reserves discounted at 10% plus the lower of cost or market value of unproved properties. The full cost ceiling is evaluated at the end of each quarter using the prices for oil and gas at that date, adjusted for the impact of derivatives accounted for as cash flow hedges. A significant decline in oil and gas prices from current levels, or other factors, without other mitigating circumstances, could cause a future write-down of capitalized costs and a non-cash charge against future earnings.

*Our hedging activities may reduce the realized prices received for our oil and gas sales and require us to provide collateral for hedging liabilities.*

In order to manage our exposure to price volatility in marketing our oil and gas, we enter into oil and gas price risk management arrangements for a portion of our expected production. Commodity price hedging may limit the prices we actually realize and therefore reduce oil and gas revenues in the future. The fair value of our oil and gas derivative instruments outstanding as of December 31, 2005 was a liability of approximately \$945.8 million. In addition, our commodity price risk management transactions may expose us to the risk of financial loss in certain circumstances, including instances in which:

our production is less than expected;

there is a widening of price differentials between delivery points for our production and the delivery point assumed in the hedge arrangement; or

the counterparties to our contracts fail to perform under the contracts.

Some of our commodity price and interest rate risk management arrangements require us to deliver cash collateral or other assurances of performance to the counterparties in the event that our payment obligations exceed certain levels. As of December 31, 2005, we were required to post a total of \$50 million of collateral with our counterparties through letters of credit issued under our bank credit facility with respect to commodity price and financial risk management transactions. As of March 10, 2006, we were required to post \$50 million of collateral with our counterparties through letters of credit. Future collateral requirements are uncertain and will depend on arrangements with our counterparties and highly volatile natural gas and oil prices.

*Lower oil and gas prices could negatively impact our ability to borrow.*

Our amended and restated revolving bank credit facility limits our borrowings to the lesser of the borrowing base (currently \$2.5 billion) and the commitment (currently \$2.0 billion). The borrowing base is determined periodically at the discretion of the banks and is based in part on oil and gas prices. Additionally, some of our indentures contain covenants limiting our ability to incur indebtedness in addition to that incurred under our bank credit facility. These indentures limit our ability to incur additional indebtedness unless we meet one of two alternative tests. The first alternative is based on our adjusted consolidated net tangible assets (as defined in all of our indentures), which is determined using discounted future net revenues from proved oil and gas reserves as of the end of each year. The second alternative is based on the ratio of our adjusted consolidated EBITDA (as defined in the relevant indentures) to our adjusted consolidated interest expense over a trailing twelve-month period. As of the date of this report, we are permitted to incur significant additional indebtedness under both of these debt incurrence tests. Lower oil and gas prices in the future could reduce our adjusted consolidated EBITDA, as well as our adjusted consolidated net tangible assets, and thus could reduce our ability to incur additional indebtedness.

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*Oil and gas drilling and producing operations can be hazardous and may expose us to environmental liabilities.*

Oil and gas operations are subject to many risks, including well blowouts, cratering and explosions, pipe failure, fires, formations with abnormal pressures, uncontrollable flows of oil, natural gas, brine or well fluids, and other environmental hazards and risks. Our drilling operations involve risks from high pressures and from mechanical difficulties such as stuck pipes, collapsed casings and separated cables. If any of these risks occur, we could sustain substantial losses as a result of:

injury or loss of life;

severe damage to or destruction of property, natural resources and equipment;

pollution or other environmental damage;

clean-up responsibilities;

regulatory investigations and penalties; and

suspension of operations.

Our liability for environmental hazards includes those created either by the previous owners of properties that we purchase or lease or by acquired companies prior to the date we acquire them. We maintain insurance against some, but not all, of the risks described above. Our insurance may not be adequate to cover casualty losses or liabilities. Also, in the future we may not be able to obtain insurance at premium levels that justify its purchase.

### **ITEM 1B. *Unresolved Staff Comments***

None.

### **ITEM 2. *Properties***

Information regarding our properties is included in Item 1 and in Note 11 of the notes to our consolidated financial statements included in Item 8 of this report.

### **ITEM 3. *Legal Proceedings***

We are currently involved in various disputes incidental to our business operations. We believe that the final resolution of currently pending or threatened litigation is not likely to have a material adverse effect on our financial position or results of operations or cash flows.

### **ITEM 4. *Submission of Matters to a Vote of Security Holders***

Not applicable.



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Our common stock trades on the New York Stock Exchange under the symbol **CHK**. The following table sets forth, for the periods indicated, the high and low sales prices per share of our common stock as reported by the New York Stock Exchange:

|                                      | <b>Common Stock</b> |            |
|--------------------------------------|---------------------|------------|
|                                      | <b>High</b>         | <b>Low</b> |
| <b>Year ended December 31, 2005:</b> |                     |            |
| First Quarter                        | \$ 23.65            | \$ 15.06   |
| Second Quarter                       | 24.00               | 17.74      |
| Third Quarter                        | 38.98               | 22.90      |
| Fourth Quarter                       | 40.20               | 26.59      |
| <b>Year ended December 31, 2004:</b> |                     |            |
| First Quarter                        | \$ 13.98            | \$ 11.70   |
| Second Quarter                       | 15.05               | 12.68      |
| Third Quarter                        | 16.24               | 13.69      |
| Fourth Quarter                       | 18.31               | 15.17      |

At March 10, 2006, there were 1,473 holders of record of our common stock and approximately 322,000 beneficial owners.

**Dividends**

The following table sets forth the amount of dividends per share declared on Chesapeake common stock during 2005 and 2004:

|                | <b>2005</b> | <b>2004</b> |
|----------------|-------------|-------------|
| First Quarter  | \$ 0.045    | \$ 0.035    |
| Second Quarter | 0.050       | 0.045       |
| Third Quarter  | 0.050       | 0.045       |
| Fourth Quarter | 0.050       | 0.045       |

While we expect to continue to pay dividends on our common stock, the payment of future cash dividends will depend upon, among other things, our financial condition, funds from operations, the level of our capital and development expenditures, our future business prospects, contractual restrictions and any other factors considered relevant by the board of directors.

Several of the indentures governing our outstanding senior notes contain restrictions on our ability to declare and pay cash dividends. Under these indentures, we may not pay any cash dividends on our common or preferred stock if an event of default has occurred, if we have not met one of the two debt incurrence tests described in the indentures, or if immediately after giving effect to the dividend payment, we have paid total dividends and made other restricted payments in excess of the permitted amounts. As of December 31, 2005, our coverage ratio for purposes of the debt incurrence test under the relevant indentures was 5.45 to 1, compared to 2.25 to 1 required in our indentures. Our adjusted consolidated net tangible assets under the relevant indentures exceeded 200% of our total indebtedness, as required in our indentures, by more than \$5.2 billion.



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The following table presents information about repurchases of our common stock during the three months ended December 31, 2005:

| <b>Period</b>                              | <b>Total Number<br/>of Shares<br/>Purchased (a)</b> | <b>Average<br/>Price Paid<br/>Per Share (a)</b> | <b>Total Number of<br/>Shares<br/>Purchased<br/>as Part of Publicly<br/>Announced Plans<br/>or Programs</b> | <b>Maximum Number<br/>of Shares That May<br/>Yet Be Purchased<br/>Under the Plans<br/>or Programs (b)</b> |
|--|---|---|---|---|
| October 1, 2005 through October 31, 2005   | 28,227  | \$ 32.461                                       |   |   |
| November 1, 2005 through November 30, 2005 | 26,596  | \$ 29.890                                       |   |   |
| December 1, 2005 through December 31, 2005 | 22,952  | \$ 31.965                                       |   |   |
| Total                                      | 77,775  | \$ 31.435                                       |   |   |

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- (a) Includes 75,224 shares purchased in the open market for the matching contributions we make to our 401(k) plans and the surrender to the company of 2,551 shares of common stock to pay withholding taxes in connection with the vesting of employee restricted stock.
- (b) We make matching contributions to our 401(k) plans and 401(k) make-up plan using Chesapeake common stock which is held in treasury or is purchased by the respective plan trustees in the open market. The plans contain no limitation on the number of shares that may be purchased for purposes of company contributions. There are no other repurchase plans or programs currently authorized by the board of directors.

**Table of Contents****ITEM 6. Selected Financial Data**

The following table sets forth selected consolidated financial data of Chesapeake for the years ended December 31, 2005, 2004, 2003, 2002 and 2001. The data are derived from our audited consolidated financial statements revised to reflect the reclassification of certain items. In addition to changes in the annual average prices for oil and gas and increased production from drilling activity, significant acquisitions in recent years also impacted comparability between years. See Notes 11 and 13 of the notes to our consolidated financial statements. The table should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements, including the notes, appearing in Items 7 and 8 of this report.

|   | 2005                                     | Years Ended December 31, |                  |                  | 2001             |
|---|--|--------------------------|------------------|------------------|------------------|
|   |  | 2004                     | 2003             | 2002             |                  |
|   | (\$ in thousands, except per share data) |                          |                  |                  |                  |
| <b>Statement of Operations Data:</b>  |  |                          |                  |                  |                  |
| Revenues:   |  |                          |                  |                  |                  |
| Oil and gas sales   | \$ 3,272,585                             | \$ 1,936,176             | \$ 1,296,822     | \$ 568,187       | \$ 820,318       |
| Oil and gas marketing sales   | 1,392,705                                | 773,092                  | 420,610          | 170,315          | 148,733          |
| <b>Total revenues</b>   | <b>4,665,290</b>                         | <b>2,709,268</b>         | <b>1,717,432</b> | <b>738,502</b>   | <b>969,051</b>   |
| Operating costs:  |  |                          |                  |                  |                  |
| Production expenses   | 316,956                                  | 204,821                  | 137,583          | 98,191           | 75,374           |
| Production taxes  | 207,898                                  | 103,931                  | 77,893           | 30,101           | 33,010           |
| General and administrative expenses   | 64,272                                   | 37,045                   | 23,753           | 17,618           | 14,449           |
| Oil and gas marketing expenses  | 1,358,003                                | 755,314                  | 410,288          | 165,736          | 144,373          |
| Oil and gas depreciation, depletion and amortization                              | 894,035                                  | 582,137                  | 369,465          | 221,189          | 172,902          |
| Depreciation and amortization of other assets                                     | 50,966                                   | 29,185                   | 16,793           | 14,009           | 8,663            |
| Provision for legal settlements   |  | 4,500                    | 6,402            |                  |                  |
| <b>Total operating costs</b>  | <b>2,892,130</b>                         | <b>1,716,933</b>         | <b>1,042,177</b> | <b>546,844</b>   | <b>448,771</b>   |
| <b>Income from operations</b>   | <b>1,773,160</b>                         | <b>992,335</b>           | <b>675,255</b>   | <b>191,658</b>   | <b>520,280</b>   |
| Other income (expense):   |  |                          |                  |                  |                  |
| Interest and other income   | 10,452                                   | 4,476                    | 2,827            | 7,340            | 2,877            |
| Interest expense  | (219,800)                                | (167,328)                | (154,356)        | (112,031)        | (98,321)         |
| Loss on repurchases or exchanges of Chesapeake debt                               | (70,419)                                 | (24,557)                 | (20,759)         | (2,626)          | (76,667)         |
| Loss on investment in Seven Seas Petroleum, Inc.                                  |  |                          | (2,015)          | (17,201)         |                  |
| Impairments of investments in securities  |  |                          |                  |                  | (10,079)         |
| Gain on sale of Canadian subsidiary   |  |                          |                  |                  | 27,000           |
| Gothic standby credit facility costs  |  |                          |                  |                  | (3,392)          |
| <b>Total other income (expense)</b>   | <b>(279,767)</b>                         | <b>(187,409)</b>         | <b>(174,303)</b> | <b>(124,518)</b> | <b>(158,582)</b> |
| <b>Income before income taxes and cumulative effect of accounting change</b>      | <b>1,493,393</b>                         | <b>804,926</b>           | <b>500,952</b>   | <b>67,140</b>    | <b>361,698</b>   |
| Income tax expense (benefit):   |  |                          |                  |                  |                  |
| Current   |  |                          | 5,000            | (1,822)          | 3,565            |
| Deferred  | 545,091                                  | 289,771                  | 185,360          | 28,676           | 140,727          |
| <b>Total income tax expense</b>   | <b>545,091</b>                           | <b>289,771</b>           | <b>190,360</b>   | <b>26,854</b>    | <b>144,292</b>   |
| <b>Net income before cumulative effect of accounting change, net of tax</b>       | <b>948,302</b>                           | <b>515,155</b>           | <b>310,592</b>   | <b>40,286</b>    | <b>217,406</b>   |
| <b>Cumulative effect of accounting change, net of income taxes of \$1,464,000</b> |  |                          | <b>2,389</b>     |                  |                  |
| <b>Net Income</b>   | <b>948,302</b>                           | <b>515,155</b>           | <b>312,981</b>   | <b>40,286</b>    | <b>217,406</b>   |
| Preferred stock dividends   | (41,813)                                 | (39,506)                 | (22,469)         | (10,117)         | (2,050)          |
| Loss on conversion/exchange of preferred stock                                    | (26,874)                                 | (36,678)                 |                  |                  |                  |

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|  |    |         |    |         |    |         |    |        |    |         |
|--|----|---------|----|---------|----|---------|----|--------|----|---------|
| Net income available to common shareholders          | \$ | 879,615 | \$ | 438,971 | \$ | 290,512 | \$ | 30,169 | \$ | 215,356 |
| Earnings per common share - basic:                   |    |         |    |         |    |         |    |        |    |         |
| Income before cumulative effect of accounting change | \$ | 2.73    | \$ | 1.73    | \$ | 1.36    | \$ | 0.18   | \$ | 1.33    |
| Cumulative effect of accounting change               |    |         |    |         |    | 0.02    |    |        |    |         |
|  | \$ | 2.73    | \$ | 1.73    | \$ | 1.38    | \$ | 0.18   | \$ | 1.33    |
| Earnings per common share - assuming dilution:       |    |         |    |         |    |         |    |        |    |         |
| Income before cumulative effect of accounting change | \$ | 2.51    | \$ | 1.53    | \$ | 1.20    | \$ | 0.17   | \$ | 1.25    |
| Cumulative effect of accounting change               |    |         |    |         |    | 0.01    |    |        |    |         |
|  | \$ | 2.51    | \$ | 1.53    | \$ | 1.21    | \$ | 0.17   | \$ | 1.25    |
| Cash dividends declared per common share             | \$ | 0.195   | \$ | 0.170   | \$ | 0.135   | \$ | 0.060  | \$ |         |

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|   | Years Ended December 31,                 |              |              |              |              |
|---|--|--------------|--------------|--------------|--------------|
|   | 2005                                     | 2004         | 2003         | 2002         | 2001         |
|   | (\$ in thousands, except per share data) |              |              |              |              |
| <b>Cash Flow Data:</b>                        |  |              |              |              |              |
| Cash provided by operating activities         | \$ 2,406,888                             | \$ 1,432,274 | \$ 938,907   | \$ 428,797   | \$ 478,098   |
| Cash used in investing activities             | 7,017,494                                | 3,381,204    | 2,077,217    | 779,745      | 670,105      |
| Cash provided by financing activities         | 4,663,737                                | 1,915,245    | 931,254      | 480,991      | 310,146      |
| Effect of exchange rate changes on cash       |  |              |              |              | (545)        |
| <b>Balance Sheet Data (at end of period):</b> |  |              |              |              |              |
| Total assets                                  | \$ 16,118,462                            | \$ 8,244,509 | \$ 4,572,291 | \$ 2,875,608 | \$ 2,286,768 |
| Long-term debt, net of current maturities     | 5,489,742                                | 3,075,109    | 2,057,713    | 1,651,198    | 1,329,453    |
| Stockholders' equity                          | 6,174,323                                | 3,162,883    | 1,732,810    | 907,875      | 767,407      |

**ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations****Financial Data**

The following table sets forth certain information regarding the production volumes, oil and gas sales, average sales prices received and expenses for the periods indicated:

|  | 2005         | December 31,<br>2004 | 2003         |
|--|--------------|----------------------|--------------|
| <b>Net Production:</b>   |              |                      |              |
| Oil (m bbl)  | 7,698        | 6,764                | 4,665        |
| Gas (mmcf)   | 422,389      | 322,009              | 240,366      |
| Gas equivalent (mmcfe)   | 468,577      | 362,593              | 268,356      |
| <b>Oil and Gas Sales (\$ in thousands):</b>                                      |              |                      |              |
| Oil sales  | \$ 401,845   | \$ 260,915           | \$ 132,630   |
| Oil derivatives realized gains (losses)  | (34,132)     | (69,267)             | (12,058)     |
| Oil derivatives unrealized gains (losses)  | 4,374        | 3,454                | (9,440)      |
| Total oil sales  | 372,087      | 195,102              | 111,132      |
| Gas sales  | 3,231,286    | 1,789,275            | 1,171,050    |
| Gas derivatives realized gains (losses)  | (367,551)    | (85,634)             | (5,331)      |
| Gas derivatives unrealized gains (losses)  | 36,763       | 37,433               | 19,971       |
| Total gas sales  | 2,900,498    | 1,741,074            | 1,185,690    |
| Total oil and gas sales  | \$ 3,272,585 | \$ 1,936,176         | \$ 1,296,822 |
| <b>Average Sales Price (excluding gains (losses) on derivatives):</b>            |              |                      |              |
| Oil (\$ per bbl)   | \$ 52.20     | \$ 38.57             | \$ 28.43     |
| Gas (\$ per mcf)   | \$ 7.65      | \$ 5.56              | \$ 4.87      |
| Gas equivalent (\$ per mcfe)   | \$ 7.75      | \$ 5.65              | \$ 4.86      |
| <b>Average Sales Price (excluding unrealized gains (losses) on derivatives):</b> |              |                      |              |
| Oil (\$ per bbl)   | \$ 47.77     | \$ 28.33             | \$ 25.85     |
| Gas (\$ per mcf)   | \$ 6.78      | \$ 5.29              | \$ 4.85      |
| Gas equivalent (\$ per mcfe)   | \$ 6.90      | \$ 5.23              | \$ 4.79      |
| <b>Expenses (\$ per mcfe):</b>   |              |                      |              |
| Production expenses  | \$ 0.68      | \$ 0.56              | \$ 0.51      |
| Production taxes (a)   | \$ 0.44      | \$ 0.29              | \$ 0.29      |
| General and administrative expenses  | \$ 0.14      | \$ 0.10              | \$ 0.09      |
| Oil and gas depreciation, depletion and amortization                             | \$ 1.91      | \$ 1.61              | \$ 1.38      |
| Depreciation and amortization of other assets                                    | \$ 0.11      | \$ 0.08              | \$ 0.06      |
| Interest expense (b)   | \$ 0.47      | \$ 0.45              | \$ 0.55      |
| <b>Interest Expense (\$ in thousands):</b>                                       |              |                      |              |

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|  |                           |            |            |            |
|--|---------------------------|------------|------------|------------|
| Interest expense                                   |                           | \$ 226,330 | \$ 162,781 | \$ 151,676 |
| Interest rate derivatives                          | realized (gains) losses   | (4,945)    | (791)      | (3,859)    |
| Interest rate derivatives                          | unrealized (gains) losses | (1,585)    | 5,338      | 6,539      |
| Total interest expense                             |                           | \$ 219,800 | \$ 167,328 | \$ 154,356 |
| <b>Net Wells Drilled</b>                           |                           | 816        | 546        | 456        |
| <b>Net Producing Wells as of the End of Period</b> |                           | 16,985     | 8,058      | 5,873      |

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- (a) Production taxes in 2004 include a benefit of \$6.8 million, or \$0.02 per mcfe, from 2003 severance tax credits.
- (b) Includes realized gains or (losses) from interest rate derivatives, but does not include unrealized gains or (losses) and is net of amounts capitalized.

We manage our business as three separate segments, an exploration and production segment, a marketing segment and a service operations segment which is comprised of our wholly owned drilling subsidiary. We refer you to Note 8 of the notes to our consolidated financial statements appearing in Item 8 of this report, which summarizes by segment our net income and capital expenditures for 2005, 2004 and 2003 and our assets as of December 31, 2005, 2004 and 2003.

## **Executive Summary**

Chesapeake is the second largest independent producer of natural gas in the United States and we own interests in approximately 30,600 producing oil and gas wells. Our strategy is focused on discovering, developing and acquiring onshore natural gas reserves primarily in the southwestern U.S. and secondarily in the Appalachian Basin in the eastern U.S. Our most important operating area has historically been the Mid-Continent region, which includes Oklahoma, Arkansas, Kansas and the Texas Panhandle. At December 31, 2005, 51% of our proved reserves were located in the Mid-Continent. During the past four years, we have also built significant positions in the South Texas and Texas Gulf Coast regions, the Permian Basin of West Texas and eastern New Mexico, the Barnett Shale area of north-central Texas, the Ark-La-Tex area of East Texas and northern Louisiana and the emerging Fayetteville Shale play in Arkansas. As a result of our recent acquisition of Columbia Energy Resources, LLC and its subsidiaries, including Columbia Natural Resources, LLC ( CNR ) as described below, we now have a significant presence in the Appalachian Basin, principally in West Virginia, eastern Kentucky, eastern Ohio and southern New York.

Chesapeake attributes its strong organic growth rates during 2005 and in the past five years to management's early recognition that oil and gas prices were undergoing structural change and its subsequent decision to invest aggressively in the building blocks of value creation in the E&P industry—people, land and seismic. During the past five years, Chesapeake has invested more than \$3.0 billion in new leasehold and 3-D seismic acquisitions and now owns what it believes to be the largest inventories of onshore leasehold (8.5 million net acres) and 3-D seismic (11.6 million acres) in the U.S. On this leasehold, the company has identified more than a 10-year drilling inventory of approximately 28,000 drilling locations.

In addition, Chesapeake has significantly strengthened its technical capabilities during the past five years by increasing its land, geoscience and engineering staff by 400% to over 600 employees. Today, the company has more than 3,300 employees, of which approximately 70% work in the company's E&P operations and 30% work in the company's oilfield service operations.

Oil and natural gas production for 2005 was 468.6 bcfe, an increase of 106.0 bcfe, or 29% over the 362.6 bcfe produced in 2004. We have increased our production for 16 consecutive years and 18 consecutive quarters. During these 18 quarters, Chesapeake's U.S. production has increased 262% for an average compound quarterly growth rate of 7% and an average compound annual growth rate of 33%.

In addition to increased oil and natural gas production, the prices we received were higher in 2005 than in 2004. On a natural gas equivalent basis, weighted average prices (excluding the effect of unrealized gains or losses on derivatives) were \$6.90 per mcfe in 2005 compared to \$5.23 per mcfe in 2004. The increase in prices resulted in an increase in revenue of \$782.2 million, and increased production resulted in an increase in revenue of \$554.0 million, for a total increase in revenue of \$1.336 billion (excluding the effect of unrealized gains or losses on derivatives). In each of the operating areas where Chesapeake sells its oil and natural gas, established marketing and transportation infrastructures exist thereby contributing to relatively high wellhead price realizations for our production.

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During 2005, Chesapeake drilled 902 (686 net) operated wells and participated in another 1,066 (130 net) wells operated by other companies. The company's drilling success rate was 98% for company-operated wells and 95% for non-operated wells. During 2005, Chesapeake invested \$1.511 billion in operated wells (using an average of 73 operated rigs), \$309 million in non-operated wells (using an average of approximately 66 non-operated rigs) and \$362 million in acquiring new 3-D seismic data and new leasehold (excluding leasehold acquired through acquisitions). Our acquisition expenditures totaled \$4.9 billion during 2005 (including amounts paid for unproved leasehold and excluding \$252 million of deferred taxes in connection with certain corporate acquisitions). We expect to continue replacing reserves through the drillbit and acquisitions, although the timing and magnitude of future additions are uncertain.

Chesapeake began 2005 with estimated proved reserves of 4.902 tcf and ended the year with 7.521 tcf, an increase of 2.619 tcf, or 53%. During 2005, we replaced 468.6 bcf of production with an estimated 3.088 tcf of new proved reserves, for a reserve replacement rate of 659%. This compares to reserve replacement of 578% and 459% for 2004 and 2003, respectively. Reserve replacement through the drillbit was 1.047 tcf, or 223% of production (including a positive 17 bcf from performance revisions and a positive 24 bcf from oil and natural gas price increases), or 34% of the total increase. Reserve replacement through acquisitions was 2.041 tcf, or 436% of production, or 66% of the total increase. Our annual decline rate on producing properties is projected to be 24% from 2006 to 2007, 16% from 2007 to 2008, 13% from 2008 to 2009, 11% from 2009 to 2010 and 10% from 2010 to 2011. Our percentage of proved undeveloped reserve additions to total proved reserve additions was approximately 36% in 2005, 56% in 2004 and 35% in 2003. Based on our current drilling schedule and budget, we expect that virtually all of the proved undeveloped reserves added in 2005 will begin producing within the next five years. Generally, proved developed reserves are producing at the time they are added or will begin producing within a year.

On November 14, 2005, we acquired CNR and its significant natural gas reserves, acreage and mid-stream assets for approximately \$3.02 billion, of which \$2.2 billion was in cash and \$0.82 billion was in assumed liabilities related to CNR's working capital deficit and its prepaid sales agreement and hedging positions. The CNR assets consist of 125 mmcf per day of natural gas production, 1.3 tcf of proved reserves and approximately 3.2 million net acres of U.S. oil and gas leasehold, which we estimate have over 9,000 additional undrilled locations with reserve potential. CNR also owns extensive mid-stream natural gas assets, including over 6,500 miles of natural gas gathering lines.

In anticipation of today's tight drilling rig market, Chesapeake began making a series of investments in drilling rigs in 2001. In that year, Chesapeake formed its 100% owned drilling rig subsidiary, Nomac Drilling Corporation, with an investment of \$26 million to build and refurbish five drilling rigs. Chesapeake has invested a total of \$123 million in Nomac's 19 operating rigs, invested another \$26 million in 25 rigs that Nomac is currently building, and budgeted an additional \$191 million for completion of these rigs.

In addition to Nomac, Chesapeake has also made four other major drilling rig investments. The first of these was its ownership of approximately 17% of the common stock of Pioneer Drilling Company (Pioneer), which we began acquiring in 2003. The company recently sold its Pioneer stock, realizing proceeds of \$159 million and a pre-tax gain of \$116 million that it will recognize in the 2006 first quarter. Chesapeake re-invested the Pioneer proceeds to acquire 13 rigs from privately held Martex Drilling Company, L.L.P. for \$150 million.

Chesapeake has invested \$43 million in two private drilling rig contractors, DHS Drilling Company and Mountain Drilling Company, in which Chesapeake owns 45% and 49%, respectively. DHS owns ten drilling rigs and has three more rigs on order. Mountain owns one drilling rig and has ordered another nine rigs for delivery in 2006 and 2007. Chesapeake's drilling rig investments have served as a partial hedge to rising service costs and have also provided competitive advantages in making acquisitions and in developing its own leasehold on a more timely basis.

As of December 31, 2005, the company's debt as a percentage of total capitalization (total capitalization is the sum of debt and stockholders equity) was 47% compared to 49% as of December 31, 2004. During 2005, we

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received net proceeds of \$5.252 billion through issuances of \$1.380 billion of preferred equity, \$1.025 billion of common equity, and \$2.990 billion principal amount of senior notes. We issued 18.7 million shares of common stock in exchange for outstanding shares of our 4.125% and 5.0% (Series 2003) preferred stock and upon conversions of our 6.0% preferred stock. Additionally, we purchased and retired \$564.4 million principal amount of outstanding senior notes during 2005. As a result of our debt transactions during 2005, we have extended the average maturity of our long-term debt to over 10 years and have lowered our average interest rate to approximately 6.3%.

We intend to continue to focus on improving the strength of our balance sheet. We believe our business strategy and operational performance will lead to an investment grade credit rating for our unsecured debt in the future.

Our President and Chief Operating Officer, Tom L. Ward, resigned as a director, officer and employee of the company effective February 10, 2006. The Resignation Agreement provides for the immediate vesting of all of Mr. Ward's unvested stock options and restricted stock on February 10, 2006. As a result of such vesting, options to purchase 724,615 shares of Chesapeake's common stock at an average exercise price of \$8.01 per share and 1,291,875 shares of restricted common stock became immediately vested. As a result, the company expects to incur a non-cash after-tax charge of approximately \$31.8 million in the first quarter 2006.

## **Liquidity and Capital Resources**

### *Sources of Liquidity and Uses of Funds*

Our primary source of liquidity to meet operating expenses and fund capital expenditures (other than for certain acquisitions) is cash flow from operations. Based on our current production, price and expense assumptions, we expect cash flow from operations will exceed our drilling capital expenditures in 2006. Our budget for drilling, land and seismic activities during 2006 is currently between \$3.0 billion and \$3.2 billion. We believe this level of exploration and development will be sufficient to increase our reserves in 2006 and achieve our goal of a 10% to 20% increase in production over 2005 production (inclusive of acquisitions completed or scheduled to close in 2006 through the filing date of this report but without regard to any additional acquisitions that may be completed in 2006). However, higher drilling and field operating costs, drilling results that alter planned development schedules, acquisitions or other factors could cause us to revise our drilling program, which is largely discretionary. Any cash flow from operations not needed to fund our drilling program will be available for acquisitions, dividends, debt repayment or other general corporate purposes in 2006.

Cash provided by operating activities was \$2.407 billion in 2005, compared to \$1.432 billion in 2004 and \$938.9 million in 2003. The \$975 million increase from 2004 to 2005 and the \$493.1 million increase from 2003 to 2004 were primarily due to higher realized prices and higher volumes of oil and gas production. We expect that 2006 production volumes will be higher than in 2005 and that cash provided by operating activities in 2006 will exceed 2005 levels. While a precipitous decline in gas prices in 2006 would affect the amount of cash flow that would be generated from operations, we have 63% of our expected oil production in 2006 hedged at an average NYMEX price of \$61.02 per barrel of oil and 71% (excluding the hedges assumed in the CNR acquisition and certain collars and options) of our expected natural gas production in 2006 hedged at an average NYMEX price of \$9.43 per mcf. This level of hedging provides certainty of the cash flow we will receive for a substantial portion of our 2006 production. Depending on changes in oil and gas futures markets and management's view of underlying oil and natural gas supply and demand trends, however, we may increase or decrease our current hedging positions.

Based on fluctuations in natural gas and oil prices, our hedging counterparties may require us to deliver cash collateral or other assurances of performance from time to time. At December 31, 2005 and March 10, 2006, we had \$50 million of letters of credit securing our performance of hedging contracts. To mitigate the liquidity impact of those collateral requirements, we have negotiated caps on the amount of collateral that we might be required to post with seven of our counterparties. All of our existing commodity hedges that are not under our



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secured hedge facilities (described below under *Contractual Obligations*) are with these counterparties and the maximum amount of collateral that we would be required to post with them is no more than \$230 million in the aggregate.

A significant source of liquidity is our \$2.0 billion syndicated revolving bank credit facility which matures in February 2011. At March 10, 2006, there was \$1.5 billion of borrowing capacity available under the revolving bank credit facility. We use the facility to fund daily operating activities and acquisitions as needed. We borrowed \$5.682 billion and repaid \$5.669 billion in 2005, we borrowed \$2.160 billion and repaid \$2.101 billion in 2004 and we borrowed and repaid \$738 million in 2003 under our bank credit facility. We incurred \$4.7 million, \$2.2 million and \$2.5 million of financing costs related to our revolving bank credit facility in 2005, 2004 and 2003, respectively, as a result of amendments to the credit facility agreement. Also during 2005, we repaid the remaining credit facility balance of \$96.1 million assumed in the CNR acquisition.

We believe that our available cash, cash provided by operating activities and funds available under our revolving bank credit facility will be sufficient to fund our operating, interest and general and administrative expenses, our capital expenditure budget, our short-term contractual obligations and dividend payments at current levels for the foreseeable future.

The public and institutional markets have been our principal source of long-term financing for acquisitions. We have sold debt and equity in both public and private offerings in the past, and we expect that these sources of capital will continue to be available to us in the future for acquisitions. Nevertheless, we caution that ready access to capital on reasonable terms and the availability of desirable acquisition targets at attractive prices are subject to many uncertainties, as explained under *Risk Factors* in Item 1A.

The following table reflects the proceeds from sales of securities we issued in 2005, 2004 and 2003 (\$ in millions):

|   | 2005              |                   | 2004              |                   | 2003              |                   |
|---|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
|   | Total             | Net               | Total             | Net               | Total             | Net               |
|   | Proceeds          | Proceeds          | Proceeds          | Proceeds          | Proceeds          | Proceeds          |
| Unsecured senior notes guaranteed by subsidiaries | \$ 2,300.0        | \$ 2,251.3        | \$ 1,200.0        | \$ 1,166.0        | \$ 500.0          | \$ 485.4          |
| Contingent convertible unsecured senior notes     | 690.0             | 673.3             |                   |                   |                   |                   |
| Convertible preferred stock                       | 1,380.0           | 1,341.5           | 313.3             | 304.9             | 402.5             | 390.4             |
| Common stock                                      | 1,024.6           | 985.8             | 650.0             | 624.2             | 186.3             | 177.4             |
| <b>Total</b>                                      | <b>\$ 5,394.6</b> | <b>\$ 5,251.9</b> | <b>\$ 2,163.3</b> | <b>\$ 2,095.1</b> | <b>\$ 1,088.8</b> | <b>\$ 1,053.2</b> |

We qualify as a well-known seasoned issuer (WKSI), as defined in Rule 405 of the Securities Act of 1933, and therefore we may utilize automatic shelf registration to register future debt and equity issuances with the Securities and Exchange Commission. A prospectus supplement will be prepared at the time of an offering and will contain a description of the security issued, the plan of distribution and other information.

We paid dividends on our common stock of \$60.5 million, \$38.9 million and \$27.3 million in 2005, 2004 and 2003, respectively, and we paid dividends on our preferred stock of \$31.5 million, \$40.9 million and \$20.9 million in 2005, 2004 and 2003, respectively. We received \$21.6 million, \$12.0 million and \$9.3 million from the exercise of employee and director stock options and warrants in 2005, 2004 and 2003, respectively. We paid \$4.0 million and \$2.1 million to purchase treasury stock in 2005 and 2003 to fund our matching contributions to our 401(k) make-up plan. There were no treasury stock purchases made in 2004.

In 2005, we paid \$11.6 million to settle derivative liabilities assumed from CNR.

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Outstanding payments from certain disbursement accounts in excess of funded cash balances where no legal right of set-off exists increased by \$61.2 million, \$88.3 million and \$28.3 million in 2005, 2004 and 2003, respectively. All disbursements are funded on the day they are presented to our bank using available cash on hand or draws on our revolving bank credit facility.

Historically, we have used significant funds to redeem or purchase and retire outstanding senior notes issued by Chesapeake. The following table shows our redemption, purchases and exchanges of senior notes for 2005, 2004 and 2003 (\$ in millions):

|   | Senior Notes Activity |         |           |            | Cash Paid |
|---|-----------------------|---------|-----------|------------|-----------|
|   | Retired               | Premium | Other (a) | Issued     |           |
| <b>For the Year Ended December 31, 2005:</b>                      |                       |         |           |            |           |
| 8.375% Senior Notes due 2008                                      | \$ 19.0               | \$ 1.2  | \$        | \$         | \$ 20.2   |
| 8.125% Senior Notes due 2011                                      | 245.4                 | 17.3    | 0.7       |            | 263.4     |
| 9.0% Senior Notes due 2012  | 300.0                 | 41.4    | 0.8       |            | 342.2     |
|   | \$ 564.4              | \$ 59.9 | \$ 1.5    | \$         | \$ 625.8  |
| <b>For the Year Ended December 31, 2004:</b>                      |                       |         |           |            |           |
| 8.375% Senior Notes due 2008                                      | \$ 190.8              | \$ 16.1 | \$ 0.5    | \$         | \$ 207.4  |
| 7.875% Senior Notes due 2004                                      | 42.1                  |         |           |            | 42.1      |
| 8.5% Senior Notes due 2012  | 4.3                   | 0.2     |           |            | 4.5       |
| 8.125% Senior Notes due 2011 (b)                                  | 482.8                 |         | 62.1      | (534.2)    | 10.7      |
|   | \$ 720.0              | \$ 16.3 | \$ 62.6   | \$ (534.2) | \$ 264.7  |
| <b>For the Year Ended December 31, 2003:</b>                      |                       |         |           |            |           |
| 8.5% Senior Notes due 2012  | \$ 106.4              | \$ 6.7  | \$        | \$         | \$ 113.1  |
| 8.5% Senior Notes due 2012 (c)                                    | 32.0                  |         | 1.5       | (33.5)     |           |
| 8.375% Senior Notes due 2008 (d)                                  | 27.9                  |         | 1.6       | (29.5)     |           |
| 8.375 Senior Notes due 2008 and 8.125% Senior Notes due 2011 (e)  | 22.9                  |         | 0.8       | (23.7)     |           |
| 8.375% Senior Notes due 2008 and 8.125% Senior Notes due 2011 (f) | 61.2                  |         | 2.6       | (63.8)     |           |
|   | \$ 250.4              | \$ 6.7  | \$ 6.5    | \$ (150.5) | \$ 113.1  |

- (a) Includes adjustments to accrued interest and discount associated with notes retired and new notes issued, cash in lieu of fractional notes, transaction costs and fair value hedging adjustments.
- (b) We issued \$63.7 million of our 7.75% Senior Notes and \$470.5 million of our 6.875% Senior Notes.
- (c) We issued \$33.5 million of our 7.75% Senior Notes.
- (d) We issued \$29.5 million of our 7.75% Senior Notes.
- (e) We issued \$23.7 million of our 7.75% Senior Notes for \$6.0 million 8.375% Senior Notes and \$16.8 million 8.125% Senior Notes.
- (f) We issued \$63.8 million of our 7.5% Senior Notes for \$6.3 million 8.375% Senior Notes and \$54.9 million 8.125% Senior Notes.

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Cash used in investing activities increased to \$6.921 billion in 2005, compared to \$3.381 billion in 2004 and \$2.077 billion in 2003. The following table shows our capital expenditures during these years (\$ in millions):

|   | 2005              | 2004              | 2003              |
|---|-------------------|-------------------|-------------------|
| Acquisitions of oil and gas companies, proved and unproved properties, net of cash acquired | \$ 3,925.5        | \$ 1,914.7        | \$ 1,261.3        |
| Exploration and development of oil and gas properties                                       | 2,371.9           | 1,276.3           | 727.2             |
| Additions to buildings and other fixed assets   | 417.5             | 126.7             | 71.5              |
| Additions to investments  | 135.0             | 37.0              | 30.8              |
| Additions to drilling equipment   | 66.8              | 23.1              | 1.2               |
| Deposits for acquisitions   | 35.0              | 16.3              | 13.3              |
| <b>Total</b>  | <b>\$ 6,951.7</b> | <b>\$ 3,394.1</b> | <b>\$ 2,105.3</b> |

Through divestitures of oil and gas properties, we received \$9.8 million in 2005, \$12.0 million in 2004 and \$22.2 million, in 2003. Sales of other assets and investments in securities of other companies provided \$20.4 million, \$0.9 million and \$5.8 million of cash in 2005, 2004 and 2003, respectively.

Our accounts receivable are primarily from purchasers of oil and natural gas (\$615.4 million at December 31, 2005) and exploration and production companies which own interests in properties we operate (\$84.8 million at December 31, 2005). This industry concentration has the potential to impact our overall exposure to credit risk, either positively or negatively, in that our customers may be similarly affected by changes in economic, industry or other conditions. We generally require letters of credit for receivables from customers which are judged to have sub-standard credit, unless the credit risk can otherwise be mitigated.

Our liquidity is not dependent on the use of off-balance sheet financing arrangements, such as the securitization of receivables or obtaining access to assets through special purpose entities. We have not relied on off-balance sheet financing arrangements in the past and we do not intend to rely on such arrangements in the future as a source of liquidity. We are not a commercial paper issuer.

*Investing and Financing Transactions*

The following table describes investing transactions that we completed in 2005 (\$ in millions):

| Acquisition                              | Location                     | Amount      |
|--|------------------------------|-------------|
| Columbia Natural Resources, LLC          | Appalachian Basin            | \$ 2,200(a) |
| BRG Petroleum Corporation                | Mid-Continent and Ark-La-Tex | 325(b)      |
| Hallwood Energy, III L.P.                | Barnett Shale                | 250(c)      |
| Laredo Energy II, L.L.C.                 | South Texas                  | 228         |
| Houston-based oil and gas company        | Texas Gulf Coast/South Texas | 202         |
| Pecos Production Company                 | Permian                      | 198         |
| Laredo II Partners                       | Texas Gulf Coast/South Texas | 139         |
| Corpus Christi-based oil and gas company | Ark-La-Tex                   | 95          |
| Dallas-based oil and gas company         | Ark-La-Tex                   | 85          |
| Midland-based oil and gas company        | Permian                      | 38          |
| Other                                    | Various                      | 372(d)      |
|  |                              | \$ 4,132    |

(a) Includes \$175 million related to gathering systems which was allocated to other property and equipment.

(b) We paid \$16.3 million of the purchase amount in 2004.

(c) Includes \$15 million related to gathering systems which was allocated to other property and equipment.

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- (d) In 2005, we paid the remaining \$57 million of the purchase price related to an acquisition transaction with Hallwood Energy Corporation in the fourth quarter of 2004.

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During 2004 and continuing in 2005, we have taken several steps to improve our capital structure. These transactions enabled us to extend our average maturity of long-term debt to over ten years with an average interest rate of approximately 6.3%. Maintaining a debt-to-total-capitalization ratio below 50% and reducing debt per mcfe of proved reserves remain key goals of our business strategy.

We completed the following significant financing transactions in 2005:

### First Quarter 2005

Amended our revolving bank credit facility to increase the committed borrowing base to \$1.25 billion and extended the maturity of the facility to January 2010.

Completed a private purchase of \$11.0 million of our 8.375% Senior Notes due 2008 for \$12.0 million (including a premium of \$0.8 million).

### Second Quarter 2005

Completed private offerings of \$600 million principal amount of 6.625% Senior Notes due 2016 and 4,600,000 shares of 5.0% cumulative convertible preferred stock having a liquidation preference of \$100 per share. Net proceeds of approximately \$1.032 billion from these transactions were used to finance acquisitions totaling \$459 million that closed in the second quarter of 2005 and to repay debt incurred under our revolving bank credit facility to temporarily finance the BRG and the Laredo acquisitions completed in the first quarter.

Completed a private placement of \$600 million of 6.25% Senior Notes due 2018. Net proceeds of approximately \$596.4 million were used to fund our purchases in June 2005 of \$237.8 million of our 8.125% Senior Notes due 2011 for \$255.3 million (including a premium of \$16.8 million and transaction costs of \$0.7 million) and \$298.9 million of our 9.0% Senior Notes due 2012 for \$341.0 million (including a premium of \$41.3 million and transaction costs of \$0.8 million) pursuant to tender offers for the 8.125% and 9.0% Senior Notes.

Completed a private exchange of 45,000 shares of our outstanding 4.125% cumulative convertible preferred stock for 2,911,250 shares of common stock. No cash was received or paid in connection with this transaction.

### Third Quarter 2005

Completed cash tender offers for our 8.125% Senior Notes due 2011 and 9.0% Senior Notes due 2012. Approximately \$0.3 million was used to purchase \$0.1 million of 8.125% Senior Notes due 2011 and \$0.2 million of 9.0% Senior Notes due 2012. Together with the amounts acquired in June 2005, we acquired a total of \$237.9 million principal amount of 8.125% Senior Notes due 2011 and \$299.1 million principal amount of 9.0% Senior Notes due 2012, representing 96.9% and 99.7%, respectively, of the amounts outstanding, in the tender offers, which expired on July 6, 2005. We redeemed the remaining \$7.5 million of 8.125% and \$0.9 million of 9.0% Senior Notes for \$9.1 million (including a premium of \$0.6 million) on August 17, 2005 based on the make-whole redemption provisions in the indentures.

Completed a number of transactions whereby we exchanged 133,675 shares of our 4.125% cumulative convertible preferred stock for 8,529,758 shares of our common stock. No cash was received or paid in connection with these transactions.

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Completed a number of transactions whereby we exchanged 697,724 shares of our 5.0% (Series 2003) cumulative convertible preferred stock for 4,354,439 shares of our common stock. No cash was received or paid in connection with these transactions.

Completed a private placement of \$600 million of 6.5% Senior Notes due 2017. Net proceeds of approximately \$584.6 million were used to repay amounts outstanding under our revolving bank credit facility which resulted from acquisitions completed in the third quarter.

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Completed public offerings of 3,450,000 shares of 4.5% cumulative convertible preferred stock having a liquidation preference of \$100 per share and 9,200,000 shares of common stock at \$32.72 per share. Net proceeds from both offerings of approximately \$624.6 million were used to repay amounts outstanding under our revolving bank credit facility which resulted from acquisitions completed in the third quarter.

Fourth Quarter 2005

Completed private offerings of \$500 million of 6.875% Senior Notes due 2020, \$690 million of 2.75% Contingent Convertible Senior Notes due 2035 and 5,750,000 shares of 5.00% cumulative convertible preferred stock having a liquidation preference of \$100 per share. Net proceeds of approximately \$1.718 billion along with cash on hand and borrowings under our credit facility were used to fund the CNR acquisition.

Completed a public offering of 23 million shares of common stock at \$31.46 per share. Net proceeds of approximately \$696.4 million were used to repay outstanding borrowings under our revolving bank credit facility which were incurred to temporarily finance the CNR acquisition.

Completed a number of transactions whereby we exchanged 45,515 shares of our 4.125% cumulative convertible preferred stock for 2,880,873 shares of our common stock. No cash was received or paid in connection with these transactions.

Completed an exchange of 1,330 shares of 5.0% (Series 2003) cumulative convertible preferred stock for 8,281 shares of common stock. No cash was received or paid in connection with these transactions.

*Contractual Obligations*

We currently have a \$2.0 billion syndicated revolving bank credit facility which matures in February 2011. The credit facility was increased from \$1.25 billion to \$2.0 billion in February 2006. As of December 31, 2005, we had \$72.0 million of outstanding borrowings under this facility and had utilized \$53.0 million of the facility for various letters of credit. Borrowings under the facility are collateralized by certain producing oil and natural gas properties and bear interest at either (i) the greater of the reference rate of Union Bank of California, N.A., or the federal funds effective rate plus 0.50% or (ii) London Interbank Offered Rate (LIBOR), at our option, plus a margin that varies from 0.875% to 1.50% according to our senior unsecured long-term debt ratings. The collateral value and borrowing base are redetermined periodically. The unused portion of the facility is subject to an annual commitment fee that also varies from 0.125% to 0.30% according to our senior unsecured long-term debt ratings. Currently the annual commitment fee is 0.25%. Interest is payable quarterly or, if LIBOR applies, it may be payable at more frequent intervals.

The credit facility agreement contains various covenants and restrictive provisions which limit our ability to incur additional indebtedness, purchase or redeem our capital stock, make investments or loans, and create liens. The credit facility agreement requires us to maintain an indebtedness to total capitalization ratio (as defined) not to exceed 0.65 to 1 and an indebtedness to EBITDA ratio (as defined) not to exceed 3.5 to 1. At December 31, 2005, our indebtedness to total capitalization ratio was 0.48 to 1 and our indebtedness to EBITDA ratio was 2.34 to 1. If we should fail to perform our obligations under these and other covenants, the revolving credit commitment could be terminated and any outstanding borrowings under the facility could be declared immediately due and payable. Such acceleration, if involving a principal amount of \$10 million (\$50 million in the case of our senior notes issued after 2004), would constitute an event of default under our senior note indentures which could in turn result in the acceleration of a significant portion of our senior note indebtedness. The credit facility agreement also has cross default provisions that apply to other indebtedness we may have with an outstanding principal amount in excess of \$75 million.

Some of our commodity price and financial risk management arrangements require us to deliver cash collateral or other assurances of performance to the counterparties in the event that our payment obligations exceed certain levels. As of December 31, 2005, we were required to post \$50 million of collateral in the form of

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letters of credit with respect to such derivative transactions. These collateral requirements were \$50 million as of March 10, 2005. Future collateral requirements are uncertain and will depend on arrangements with our counterparties and fluctuations in natural gas and oil prices and interest rates. We currently have arrangements with five of our counterparties, with which we have outstanding transactions, that limit the amount of collateral that we would be required to post with them to no more than \$230 million in the aggregate.

We have two secured hedging facilities, each of which permits us to enter into cash-settled natural gas and oil commodity transactions, valued by the counterparty, for up to \$500 million. The scheduled maturity date for these facilities is May 2010. Outstanding transactions under each facility are collateralized by certain of our oil and natural gas properties that do not secure any of our other obligations. One of the hedging facilities is subject to an annual fee of 0.30% of the maximum total capacity and each of them has a 1.0% exposure fee, which is assessed quarterly on the average of the daily negative fair market value amounts, if any, during the quarter. As of December 31, 2005, the fair market value of the natural gas and oil hedging transactions was a liability of \$92.9 million under one of the facilities and a liability of \$10.9 million under the other facility. As of March 10, 2006, the fair market value of the same transactions was an asset of approximately \$100 million and \$400 million, respectively. The hedging facilities contain the standard representations and default provisions that are typical of such agreements. The agreements also contain various restrictive provisions which govern the aggregate gas and oil production volumes that we are permitted to hedge under all of our agreements at any one time.

Two of our subsidiaries, Chesapeake Exploration Limited Partnership and Chesapeake Appalachia, L.L.C., are the borrowers under our revolving bank credit facility and Chesapeake Exploration Limited Partnership is the named party to our hedging facilities. The facilities are guaranteed by Chesapeake and all its other wholly-owned domestic subsidiaries. Our revolving bank credit facility and secured hedge facilities do not contain material adverse change or adequate assurance covenants. Although the applicable interest rates and commitment fees in our bank credit facility fluctuate slightly based on our long-term senior unsecured credit ratings, the bank facility and the secured hedge facilities do not contain provisions which would trigger an acceleration of amounts due under the facilities or a requirement to post additional collateral in the event of a downgrade of our credit ratings.

In addition to outstanding revolving bank credit facility borrowings discussed above, as of December 31, 2005, senior notes represented approximately \$5.4 billion of our long-term debt and consisted of the following (\$ in thousands):

|  |              |
|--|--------------|
| 7.5% Senior Notes due 2013                         | \$ 363,823   |
| 7.0% Senior Notes due 2014                         | 300,000      |
| 7.5% Senior Notes due 2014                         | 300,000      |
| 7.75% Senior Notes due 2015                        | 300,408      |
| 6.375% Senior Notes due 2015                       | 600,000      |
| 6.625% Senior Notes due 2016                       | 600,000      |
| 6.875% Senior Notes due 2016                       | 670,437      |
| 6.5% Senior Notes due 2017                         | 600,000      |
| 6.25% Senior Notes due 2018                        | 600,000      |
| 6.875% Senior Notes due 2020                       | 500,000      |
| 2.75% Contingent Convertible Senior Notes due 2035 | 690,000      |
| Discount on senior notes                           | (95,577)     |
| Discount for interest rate derivatives             | (11,349)     |
|  | \$ 5,417,742 |

No scheduled principal payments are required on any of the senior notes until 2013, when \$363.8 million is due. The holders of the 2.75% Contingent Convertible Senior Notes due 2035 may require us to repurchase all or a portion of these notes on November 15, 2015, 2020, 2025 and 2030 at 100% of the principal amount of the notes.



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As of December 31, 2005 and currently, debt ratings for the senior notes are Ba2 by Moody's Investor Service (stable outlook), BB by Standard & Poor's Ratings Services (stable outlook) and BB by Fitch Ratings (stable outlook).

Our senior notes are unsecured senior obligations of Chesapeake and rank equally with all of our other unsecured indebtedness. All of our wholly-owned domestic subsidiaries guarantee the notes. The indentures (other than the indentures issued after June 2005) contain covenants limiting our ability and our restricted subsidiaries' ability to incur additional indebtedness; pay dividends on our capital stock or redeem, repurchase or retire our capital stock or subordinated indebtedness; make investments and other restricted payments; incur liens; engage in transactions with affiliates; sell assets; and consolidate, merge or transfer assets. The debt incurrence covenants do not presently restrict our ability to borrow under or expand our secured credit facility. As of December 31, 2005, we estimate that secured commercial bank indebtedness of approximately \$3.6 billion could have been incurred under the most restrictive indenture covenant.

The table below summarizes our contractual obligations as of December 31, 2005 (\$ in thousands)

| Contractual Obligations                   | Total               | Payments Due By Period |                   |                  |                      |
|---|---------------------|------------------------|-------------------|------------------|----------------------|
|   |                     | Less than<br>1 Year    | 1-3<br>Years      | 3-5<br>Years     | More than<br>5 years |
| Long-term debt obligations                | \$ 5,596,668        | \$                     | \$                | \$               | \$ 5,596,668         |
| Capital lease obligations                 | 8,979               | 3,370                  | 4,219             | 1,390            |                      |
| Operating lease obligations               | 13,759              | 4,124                  | 6,310             | 2,623            | 702                  |
| Purchase obligations (a)                  | 662,551             | 387,290                | 167,375           | 12,419           | 95,467               |
| Standby letters of credit                 | 57,609              | 57,609                 |                   |                  |                      |
| Other long-term obligations               |                     |                        |                   |                  |                      |
| <b>Total contractual cash obligations</b> | <b>\$ 6,339,566</b> | <b>\$ 452,393</b>      | <b>\$ 177,904</b> | <b>\$ 16,432</b> | <b>\$ 5,692,837</b>  |

(a) See Note 4 of the notes to our consolidated financial statements for discussion regarding transportation and drilling contract commitments.

**Hedging Activities***Oil and Gas Hedging Activities*

Our results of operations and operating cash flows are impacted by changes in market prices for oil and gas. To mitigate a portion of the exposure to adverse market changes, we have entered into various derivative instruments. Executive management is involved in all risk management activities and the Board of Directors reviews the company's hedging program at every Board meeting. We believe we have sufficient internal controls to prevent unauthorized hedging. As of December 31, 2005, our oil and gas derivative instruments were comprised of swaps, cap-swaps, basis protection swaps, call options and collars. Item 7A Quantitative and Qualitative Disclosures About Market Risk contains a description of each of these instruments. Although derivatives often fail to achieve 100% effectiveness for accounting purposes, we believe our derivative instruments continue to be highly effective in achieving the risk management objectives for which they were intended.

Hedging allows us to predict with greater certainty the effective prices we will receive for our hedged oil and gas production. We closely monitor the fair value of our hedging contracts and may elect to settle a contract prior to its scheduled maturity date in order to lock in a gain or loss. Commodity markets are volatile, and Chesapeake's hedging activity is dynamic.

Mark-to-market positions under oil and gas hedging contracts fluctuate with commodity prices. As described above under *Contractual Obligations*, we may be required to deliver cash collateral or other assurances of performance if our payment obligations to our hedging counterparties exceed levels stated in our contracts.

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Realized gains and losses from our oil and gas derivatives resulted in a net decrease in oil and gas sales of \$401.7 million, or \$0.86, per mcf in 2005, a net decrease of \$154.9 million, or \$0.43, per mcf in 2004 and a net decrease of \$17.4 million, or \$0.06, per mcf in 2003. Oil and gas sales also include changes in the fair value of oil and gas derivatives that do not qualify as cash flow hedges under SFAS 133, as well as gains (losses) on ineffectiveness of instruments designated as cash flow hedges. Unrealized gains (losses) included in oil and gas sales in 2005, 2004 and 2003 were \$41.1 million, \$40.9 million and \$10.5 million, respectively. Included in these unrealized gains (losses) are gains (losses) on ineffectiveness of cash flow hedges of (\$76.3) million in 2005, (\$8.2) million in 2004 and (\$9.2) million in 2003.

Changes in the fair value of oil and gas derivative instruments designated as cash flow hedges, to the extent effective in offsetting cash flows attributable to the hedged commodities, and locked-in gains and losses of derivative contracts are recorded in accumulated other comprehensive income until being transferred to earnings in the month of related production. These unrealized losses, net of related tax effects, totaled \$270.7 million, \$4.4 million and \$20.3 million as of December 31, 2005, 2004, and 2003, respectively. Based upon the market prices at December 31, 2005, we expect to transfer to earnings approximately \$153.8 million of the loss included in the balance of accumulated other comprehensive income during the next 12 months when the transactions actually occur. A detailed explanation of accounting for oil and gas derivatives under SFAS 133 appears under *Application of Critical Accounting Policies Hedging* elsewhere in this Item 7.

The fair values of our oil and gas derivative instruments are recorded on our consolidated balance sheet as assets or liabilities. The estimated fair values of our oil and gas derivative instruments (including derivatives acquired from CNR) as of December 31, 2005 and 2004 are provided below:

|                                  | December 31,      |           |
|----------------------------------|-------------------|-----------|
|                                  | 2005              | 2004      |
|                                  | (\$ in thousands) |           |
| Derivative assets (liabilities): |                   |           |
| Fixed-price gas swaps            | \$ (1,047,094)    | \$ 57,073 |
| Gas basis protection swaps       | 307,308           | 122,287   |
| Fixed-price gas cap-swaps        | (161,056)         | (48,761)  |
| Fixed-price gas counter-swaps    | 37,785            | 4,654     |
| Gas call options (a)             | (21,461)          | (5,793)   |
| Fixed-price gas collars          | (9,374)           | (5,573)   |
| Fixed-price gas locked swaps     | (34,229)          | (77,299)  |
| Floating-price gas swaps         | 2,607             |           |
| Fixed-price oil swaps            | (16,936)          |           |
| Fixed-price oil cap-swaps        | (3,364)           | (8,238)   |
| Estimated fair value             | \$ (945,814)      | \$ 38,350 |

- (a) After adjusting for the remaining \$23.0 million and \$3.2 million premium paid to Chesapeake by the counterparty, the cumulative unrealized loss related to these call options as of December 31, 2005 and 2004 was \$1.6 million and \$2.6 million, respectively.

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Additional information concerning changes in the fair value of our oil and gas derivative instruments is as follows:

|   | 2005         | December 31,<br>2004 | 2003        |
|---|--------------|----------------------|-------------|
|   |              | (\$ in thousands)    |             |
| Fair value of contracts outstanding, as of January 1            | \$ 38,350    | \$ (44,988)          | \$ (14,533) |
| Change in fair value of contracts during the period             | (771,076)    | (69,927)             | (31,078)    |
| Contracts realized or otherwise settled during the period       | 401,684      | 154,901              | 17,389      |
| Fair value of new contracts when entered into during the period | (614,772)    | (5,369)              | (16,766)    |
| Fair value of contracts when closed during the period           |              | 3,733                |             |
| Fair value of contracts outstanding, as of December 31          | \$ (945,814) | \$ 38,350            | \$ (44,988) |

*Interest Rate Derivatives*

We use interest rate derivatives to mitigate our exposure to the volatility in interest rates. For interest rate derivative instruments designated as fair value hedges (in accordance with SFAS 133), changes in fair value of interest rate derivatives are recorded on the consolidated balance sheets as assets (liabilities) and the debt's carrying value amount is adjusted by the change in the fair value of the debt subsequent to the initiation of the derivative. Any resulting differences are recorded currently as ineffectiveness in the consolidated statements of operations as an adjustment to interest expense. Changes in the fair value of derivative instruments not qualifying as fair value hedges are recorded currently as adjustments to interest expense.

As of December 31, 2005, the following interest rate swaps were used to convert a portion of our long-term fixed-rate debt to floating-rate debt were outstanding:

| Term                         | Notional<br>Amount | Fixed<br>Rate | Floating Rate                         | Fair Value<br>Gain (Loss)<br>(\$ in thousands) |
|------------------------------|--------------------|---------------|---------------------------------------|--|
| September 2004 - August 2012 | \$ 75,000,000      | 9.000%        | 6 month LIBOR plus 452 basis points   | \$ (2,734)                                     |
| July 2005 - January 2015     | \$ 150,000,000     | 7.750%        | 6 month LIBOR plus 289 basis points   | \$ (5,133)                                     |
| July 2005 - June 2014        | \$ 150,000,000     | 7.500%        | 6 month LIBOR plus 282 basis points   | \$ (5,327)                                     |
| September 2005 - August 2014 | \$ 250,000,000     | 7.000%        | 6 month LIBOR plus 205.5 basis points | \$ (5,004)                                     |
| October 2005 - June 2015     | \$ 200,000,000     | 6.375%        | 6 month LIBOR plus 112 basis points   | \$ (1,344)                                     |
| October 2005 - January 2018  | \$ 250,000,000     | 6.250%        | 6 month LIBOR plus 99 basis points    | \$ (3,240)                                     |
| October 2005 - January 2016  | \$ 200,000,000     | 6.625%        | 6 month LIBOR plus 129 basis points   | \$ 282   |

In January 2006, we closed the interest rate swap on our 6.625% Senior Notes for \$1.0 million. Subsequent to December 31, 2005, we entered into the following interest rate swaps (which qualify as fair value hedges) to convert a portion of our long-term fixed-rate debt to floating-rate debt:

| Term                        | Notional<br>Amount | Fixed<br>Rate | Floating Rate                         |
|-----------------------------|--------------------|---------------|---------------------------------------|
| January 2006 - January 2016 | \$ 250,000,000     | 6.625%        | 6 month LIBOR plus 129 basis points   |
| March 2006 - January 2016   | \$ 250,000,000     | 6.875%        | 6 month LIBOR plus 120 basis points   |
| March 2006 - August 2017    | \$ 250,000,000     | 6.500%        | 6 month LIBOR plus 125.5 basis points |

In 2005, we closed various interest rate swaps for gains totaling \$7.1 million. These interest rate swaps were designated as fair value hedges, and the settlement amounts received will be amortized as a reduction to realized interest expense over the remaining terms of the related senior notes.

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In March 2004, Chesapeake entered into an interest rate swap which required Chesapeake to pay a fixed rate of 8.68% while the counterparty paid Chesapeake a floating rate of six month LIBOR plus 0.75% on a notional amount of \$142.7 million. On March 15, 2005, we elected to terminate the interest rate swap and paid \$31.8 million to the counterparty.

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**Table of Contents****Results of Operations**

*General.* For the year ended December 31, 2005, Chesapeake had net income of \$948.3 million, or \$2.51 per diluted common share, on total revenues of \$4.665 billion. This compares to net income of \$515.2 million, or \$1.53 per diluted common share, on total revenues of \$2.709 billion during the year ended December 31, 2004, and net income of \$313.0 million, or \$1.21 per diluted common share, on total revenues of \$1.717 billion during the year ended December 31, 2003. The 2005 net income includes, on a pre-tax basis, a \$70.4 million loss on repurchased debt and \$42.7 million in net unrealized gains on oil and gas and interest rate derivatives. The 2004 net income includes, on a pre-tax basis, a \$24.6 million loss on repurchased debt, a \$4.5 million provision for legal settlements and \$35.5 million in net unrealized gains on oil and gas and interest rate derivatives. The 2003 net income includes, on a pre-tax basis, a \$20.8 million loss on repurchased debt, a \$6.4 million provision for legal settlements, \$4.0 million in net unrealized losses on oil and gas and interest rate derivatives, and a \$2.0 million impairment of our investment in Seven Seas Petroleum Inc.

*Oil and Gas Sales.* During 2005, oil and gas sales were \$3.273 billion compared to \$1.936 billion in 2004 and \$1.297 billion in 2003. In 2005, Chesapeake produced and sold 468.6 bcf at a weighted average price of \$6.90 per mcf, compared to 362.6 bcf in 2004 at a weighted average price of \$5.23 per mcf, and 268.4 bcf in 2003 at a weighted average price of \$4.79 per mcf (weighted average prices for all years discussed exclude the effect of unrealized gains or (losses) on derivatives of \$41.1 million, \$40.9 million and \$10.5 million in 2005, 2004 and 2003, respectively). The increase in prices in 2005 resulted in an increase in revenue of \$782 million and increased production resulted in a \$554 million increase, for a total increase in revenues of \$1.336 billion (excluding unrealized gains or losses on oil and gas derivatives). The increase in production from period to period was due to the combination of production growth from drilling as well as acquisitions completed during those periods.

For 2005, we realized an average price per barrel of oil of \$47.77, compared to \$28.33 in 2004 and \$25.85 in 2003 (weighted average prices for all years discussed exclude the effect of unrealized gains or losses on derivatives). Natural gas prices realized per mcf (excluding unrealized gains or losses on derivatives) were \$6.78, \$5.29 and \$4.85 in 2005, 2004 and 2003, respectively. Realized gains or losses from our oil and gas derivatives resulted in a net decrease in oil and gas revenues of \$401.7 million or \$0.86 per mcf in 2005, a net decrease of \$154.9 million or \$0.43 per mcf in 2004 and a net decrease of \$17.4 million or \$0.06 per mcf in 2003.

A change in oil and gas prices has a significant impact on our oil and gas revenues and cash flows. Assuming 2005 production levels, a change of \$0.10 per mcf of gas sold would result in an increase or decrease in revenues and cash flow of approximately \$42.2 million and \$39.5 million, respectively, and a change of \$1.00 per barrel of oil sold would result in an increase or decrease in revenues and cash flow of approximately \$7.7 million and \$7.2 million, respectively, without considering the effect of hedging activities.

The following table shows our production by region for 2005, 2004 and 2003:

|                                  | Years Ended December 31, |             |                |             |                |             |
|----------------------------------|--------------------------|-------------|----------------|-------------|----------------|-------------|
|                                  | 2005                     |             | 2004           |             | 2003           |             |
|                                  | Mmcfe                    | Percent     | Mmcfe          | Percent     | Mmcfe          | Percent     |
| Mid-Continent                    | 297,773                  | 64%         | 268,459        | 74%         | 233,559        | 87%         |
| South Texas and Texas Gulf Coast | 63,852                   | 13          | 42,427         | 12          | 15,546         | 6           |
| Ark-La-Tex and Barnett Shale     | 58,116                   | 12          | 19,640         | 5           | 7,776          | 3           |
| Permian                          | 40,207                   | 9           | 29,468         | 8           | 8,496          | 3           |
| Appalachia                       | 5,878                    | 1           |                |             |                |             |
| Other                            | 2,751                    | 1           | 2,599          | 1           | 2,979          | 1           |
| <b>Total Production</b>          | <b>468,577</b>           | <b>100%</b> | <b>362,593</b> | <b>100%</b> | <b>268,356</b> | <b>100%</b> |

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Natural gas production represented approximately 90% of our total production volume on an equivalent basis in 2005, compared to 89% in 2004 and 90% in 2003.

*Oil and Gas Marketing Sales.* Chesapeake realized \$1.393 billion in oil and gas marketing sales to third parties in 2005, with corresponding oil and gas marketing expenses of \$1.358 billion, for a net margin of \$35 million. Marketing activities are substantially for third parties who are owners in Chesapeake operated wells. This compares to sales of \$773 million and \$421 million, expenses of \$755 million and \$410 million, and margins of \$18 million and \$11 million in 2004 and 2003, respectively. In 2005 and 2004, Chesapeake realized an increase in volumes and prices related to oil and gas marketing sales as compared to the previous year.

*Production Expenses.* Production expenses, which include lifting costs and ad valorem taxes, were \$317.0 million in 2005, compared to \$204.8 million and \$137.6 million in 2004 and 2003, respectively. On a unit-of-production basis, production expenses were \$0.68 per mcfe in 2005 compared to \$0.56 and \$0.51 per mcfe in 2004 and 2003, respectively. The increase in 2005 was primarily due to higher third-party field service costs, energy costs and personnel costs. We expect that production expenses per mcfe produced for 2006 will range from \$0.77 to \$0.82.

*Production Taxes.* Production taxes were \$207.9 million in 2005 compared to \$103.9 million in 2004 and \$77.9 million in 2003. On a unit-of-production basis, production taxes were \$0.44 per mcfe in 2005 compared to \$0.29 per mcfe in both 2004 and 2003. The \$104.0 million increase in production taxes in 2005 is due primarily to approximately 106.0 bcfe of increased production and the increase of \$2.10 per mcfe in sales price (excluding gains or losses on derivatives). Included in 2004 is a credit of \$6.8 million, or \$0.02 per mcfe, related to certain Oklahoma severance tax abatements for the period July 2003 through December 2003. In April 2004, the Oklahoma Tax Commission concluded that a pre-determined oil and gas price cap for 2003 sales had not been exceeded (on a statewide basis) and notified the company that it was eligible to receive certain severance tax abatements for the period from July 1, 2003 through June 30, 2004. The company had previously estimated that the average oil and gas sales prices in Oklahoma (on a statewide basis) could exceed the price cap, and did not reflect the benefit from these potential severance tax abatements until the first quarter of 2004. In general, production taxes are calculated using value-based formulas that produce higher per unit costs when oil and gas prices are higher. We expect production taxes per mcfe to range from \$0.41 to \$0.46 during 2006 based on NYMEX prices of \$54.00 per barrel of oil and natural gas wellhead prices ranging from \$7.50 to \$8.50 per mcfe produced.

*General and Administrative Expense.* General and administrative expenses, which are net of internal payroll and non-payroll costs capitalized in our oil and gas properties (see Note 11 of notes to consolidated financial statements), were \$64.3 million in 2005, \$37.0 million in 2004 and \$23.8 million in 2003. General and administrative expenses were \$0.14, \$0.10 and \$0.09 per mcfe for 2005, 2004 and 2003, respectively. The increase in 2005 and 2004 was the result of the company's overall growth. This growth has resulted in a substantial increase in employees and related costs. Included in general and administrative expenses is stock-based compensation of \$15.3 million in 2005, \$4.8 million in 2004 and \$0.9 million in 2003. During 2005, 3.9 million shares of restricted stock, net of forfeitures, were granted to employees. The cost of all outstanding restricted shares is amortized over a four-year period which resulted in the recognition of \$23.3 million of stock-based compensation costs during 2005. Of this amount, \$12.6 million was reflected in general and administrative expense, and the remaining \$10.7 million was capitalized to oil and gas properties. Chesapeake did not issue restricted stock awards prior to 2004. Additionally, we recognized \$3.9 million, \$0.6 million and \$0.9 million in stock-based compensation expense in 2005, 2004 and 2003, respectively, as a result of modifications made to previously issued stock options. Of the \$3.9 million recognized in 2005, \$1.2 million was capitalized to oil and gas properties. Stock-based compensation was \$0.03 per mcfe for 2005 and \$0.01 per mcfe for 2004. We anticipate that general and administrative expenses for 2006 will be between \$0.22 and \$0.26 per mcfe produced including stock based compensation ranging from \$0.08 and \$0.10 per mcfe produced.

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Chesapeake follows the full-cost method of accounting under which all costs associated with property acquisition, exploration and development activities are capitalized. We capitalize internal costs that can be directly identified with our acquisition, exploration and development activities and do not include any costs related to production, general corporate overhead or similar activities. We capitalized \$102.2 million, \$51.7 million and \$35.5 million of internal costs (excluding stock-based compensation) in 2005, 2004 and 2003, respectively, directly related to our oil and gas property acquisition, exploration and development efforts.

*Provision for Legal Settlements.* In 2004, we recorded a provision for legal settlement of \$4.5 million related to various litigation incidental to our business operations. In 2003, we recorded a \$6.4 million provision related to the settlement of a class-action lawsuit with certain Oklahoma royalty owners.

*Oil and Gas Depreciation, Depletion and Amortization.* Depreciation, depletion and amortization of oil and gas properties was \$894.0 million, \$582.1 million and \$369.5 million during 2005, 2004 and 2003, respectively. The average DD&A rate per mcfe, which is a function of capitalized costs, future development costs, and the related underlying reserves in the periods presented, was \$1.91, \$1.61 and \$1.38 in 2005, 2004 and 2003, respectively. The increase in the average rate from \$1.61 in 2004 to \$1.91 in 2005 is primarily the result of higher drilling costs, higher costs associated with acquisitions and the recognition of the tax effect of acquisition costs in excess of tax basis acquired in certain corporate acquisitions. We expect the 2006 DD&A rate to be between \$2.15 and \$2.20 per mcfe produced.

*Depreciation and Amortization of Other Assets.* Depreciation and amortization of other assets was \$51.0 million in 2005, compared to \$29.2 million in 2004 and \$16.8 million in 2003. The increase in 2005 and 2004 was primarily the result of higher depreciation costs resulting from the acquisition of various gathering facilities, compression equipment, construction of new buildings at our corporate headquarters complex and at various field office locations and the purchase of additional information technology equipment and software in 2005 and 2004. Property and equipment costs are depreciated on a straight-line basis. Buildings are depreciated over 15 to 39 years, gathering facilities are depreciated over seven to 20 years, drilling rigs are depreciated over 15 years and all other property and equipment are depreciated over the estimated useful lives of the assets, which range from two to seven years. To the extent drilling rigs are used to drill our wells, a substantial portion of the depreciation is capitalized in oil and gas properties as exploration or development costs. We expect 2006 depreciation and amortization of other assets to be between \$0.14 and \$0.16 per mcfe produced.

*Interest and Other Income.* Interest and other income was \$10.5 million, \$4.5 million and \$2.8 million in 2005, 2004 and 2003, respectively. The 2005 income consisted of \$3.0 million of interest income, \$1.8 million of income related to equity investments, and \$5.7 million of miscellaneous income. The 2004 income consisted of \$2.1 million of interest income, \$0.8 million of income related to earnings on investments, and \$1.6 million of miscellaneous income. The 2003 income consisted of \$1.0 million of interest income, a \$0.4 million loss related to an equity investment, a \$0.6 million gain on the final settlement of the sale of our Canadian subsidiary and \$1.6 million of miscellaneous income.

*Interest Expense.* Interest expense increased to \$219.8 million in 2005 compared to \$167.3 million in 2004 and \$154.4 million in 2003 as follows:

|   | Years Ended December 31, |          |          |
|---|--------------------------|----------|----------|
|   | 2005                     | 2004     | 2003     |
|   | (\$ in millions)         |          |          |
| Interest expense on senior notes and revolving bank credit facility | \$ 299.6                 | \$ 194.5 | \$ 163.2 |
| Capitalized interest  | (79.0)                   | (36.2)   | (13.0)   |
| Amortization of loan discount                                       | 5.7                      | 4.5      | 1.6      |
| Unrealized (gain) loss on interest rate derivatives                 | (1.6)                    | 5.3      | 6.5      |
| Realized gain on interest rate derivatives                          | (4.9)                    | (0.8)    | (3.9)    |
| Total interest expense  | \$ 219.8                 | \$ 167.3 | \$ 154.4 |
| Average long-term borrowings  | \$ 3,948                 | \$ 2,428 | \$ 1,932 |

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We use interest rate derivatives to mitigate our exposure to the volatility in interest rates. For interest rate derivative instruments designated as fair value hedges (in accordance with SFAS 133), changes in fair value of interest rate derivatives are recorded on the consolidated balance sheets as assets (liabilities) and the debt's carrying value amount is adjusted by the change in the fair value of the debt subsequent to the initiation of the derivative. Any resulting differences are recorded currently as ineffectiveness in the consolidated statements of operations as an adjustment to interest expense. Changes in the fair value of derivative instruments not qualifying as fair value hedges are recorded currently as adjustments to interest expense. A detailed explanation of our interest rate derivative activity appears below in Item 7A Quantitative and Qualitative Disclosures About Market Risk.

Interest expense, excluding unrealized (gains) losses on derivatives and net of amounts capitalized, was \$0.47 per mcf in 2005 compared to \$0.45 per mcf in 2004 and \$0.55 per mcf in 2003. We expect interest expense for 2006 to be between \$0.52 and \$0.57 per mcf produced (before considering the effect of interest rate derivatives).

*Loss on Investment in Seven Seas.* In 2003, we reduced the carrying value of our 2001 investment in securities of Seven Seas Petroleum Inc. to zero by recording an impairment of \$2.0 million. We recovered approximately \$5.5 million on this investment in 2003 and recorded an impairment of \$17.2 million in 2002.

*Loss on Repurchases or Exchanges of Debt.* During the past three years we have repurchased or exchanged Chesapeake debt and incurred losses in connection with these transactions. We entered into these transactions in order to re-finance a portion of our long-term debt at a lower rate of interest. The following table shows the losses related to these transactions for 2005, 2004 and 2003, respectively (\$ in millions):

|  | Notes    |         | Loss on Repurchases/Exchanges |         |
|--|----------|---------|-------------------------------|---------|
|  | Retired  | Premium | Other (a)                     | Total   |
| <b>For the Year Ended December 31, 2005:</b> |          |         |                               |         |
| 8.375% Senior Notes due 2008                 | \$ 19.0  | \$ 1.2  | \$ 0.1                        | \$ 1.3  |
| 8.125% Senior Notes due 2011                 | 245.4    | 17.3    | 4.4                           | 21.7    |
| 9.0% Senior Notes due 2012                   | 300.0    | 41.4    | 6.0                           | 47.4    |
|  | \$ 564.4 | \$ 59.9 | \$ 10.5                       | \$ 70.4 |
| <b>For the Year Ended December 31, 2004:</b> |          |         |                               |         |
| 8.375% Senior Notes due 2008                 | \$ 190.8 | \$ 16.1 | \$ 1.5                        | \$ 17.6 |
| 8.5% Senior Notes due 2012                   | 4.3      | 0.2     | 0.7                           | 0.9     |
| 8.125% Senior Notes due 2011                 | 482.8    |         | 6.0                           | 6.0     |
|  | \$ 677.9 | \$ 16.3 | \$ 8.2                        | \$ 24.5 |
| <b>For the Year Ended December 31, 2003:</b> |          |         |                               |         |
| 8.5% Senior Notes due 2012                   | \$ 106.4 | \$ 6.7  | \$ 14.1(b)                    | \$ 20.8 |

(a) Includes write-offs of discounts, deferred charges and interest rate derivatives associated with notes retired and transaction costs.

(b) Includes a \$12.0 million loss that was recognized based on the hedging relationship between the notes and an associated interest rate derivative.

*Income Tax Expense.* Chesapeake recorded income tax expense of \$545.1 million in 2005 compared to income tax expense of \$289.8 million in 2004 and \$191.8 million in 2003. Our effective income tax rate was 36.5% in 2005 compared to 36% in 2004 and 38% in 2003. The increase in 2005 reflected the impact state income taxes and permanent differences had on our overall effective rate. Our effective income tax rate will increase to 38% in 2006 to reflect our current assessment of expected increases in state income taxes and permanent differences. During 2003 and 2001, we determined that it was more likely than not that \$4.4 million and \$2.4 million, respectively, of the deferred tax assets related to Louisiana net operating losses would not be realized and we recorded a valuation allowance equal to such amounts during those years. In 2004, we acquired Louisiana oil and gas properties which resulted in us determining that it was more likely than not that the



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\$6.8 million of deferred tax assets related to Louisiana net operating losses would be realized. Therefore, the \$6.8 million valuation allowance was reversed at December 31, 2004 as part of the recording of the purchase of these assets. All 2005 income tax expense was deferred, and we expect most, if not all, of our 2006 income tax expense to be deferred.

*Cumulative Effect of Accounting Change.* Effective January 1, 2003, Chesapeake adopted SFAS No. 143, *Accounting For Asset Retirement Obligation*. Upon adoption of SFAS 143 in 2003, we recorded the discounted fair value of our expected future obligations of \$30.5 million, a cumulative effect of the change in accounting principle, as an increase to earnings of \$2.4 million (net of income taxes) and an increase in net oil and gas properties of \$34.3 million.

*Loss on Conversion/Exchange of Preferred Stock.* Loss on conversion/exchange of preferred stock was \$26.9 million in 2005 compared to \$36.7 million in 2004. The 2005 loss was the result of private exchanges of \$224.2 million of our 4.125% cumulative convertible preferred stock for 14.3 million shares of common stock and private exchanges of \$69.9 million of our 5.0% (Series 2003) cumulative convertible preferred stock for 4.4 million shares of common stock. The 2004 loss was the result of a private exchange of \$30.0 million of our 6.0% cumulative convertible preferred stock for 3.2 million shares of common stock and a public exchange of \$194.8 million of our 6.0% cumulative convertible preferred stock for 20.8 million shares of common stock. The loss on the exchanges represented the excess of the fair value of the common stock issued over the fair value of the securities issuable pursuant to the original conversion terms. We also incurred \$1.2 million in transaction costs related to the public exchange.

### **Application of Critical Accounting Policies**

Readers of this report and users of the information contained in it should be aware of how certain events may impact our financial results based on the accounting policies in place. The four policies we consider to be the most significant are discussed below. The company's management has discussed each critical accounting policy with the audit committee of the company's board of directors.

The selection and application of accounting policies is an important process that changes as our business changes and as accounting rules are developed. Accounting rules generally do not involve a selection among alternatives, but involve an implementation and interpretation of existing rules and the use of judgment to the specific set of circumstances existing in our business.

*Hedging.* Chesapeake uses commodity price and financial risk management instruments to mitigate our exposure to price fluctuations in oil and natural gas and interest rates. Recognized gains and losses on derivative contracts are reported as a component of the related transaction. Results of oil and gas derivative transactions are reflected in oil and gas sales, and results of interest rate hedging transactions are reflected in interest expense. The changes in the fair value of derivative instruments not qualifying for designation as either cash flow or fair value hedges that occur prior to maturity are reported currently in the consolidated statement of operations as unrealized gains (losses) within oil and gas sales or interest expense. Cash flows from derivative instruments are classified in the same category within the statement of cash flows as the items being hedged, or on a basis consistent with the nature of the instruments.

Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities* establishes accounting and reporting standards requiring that derivative instruments (including certain derivative instruments embedded in other contracts) be recorded at fair value and included in the consolidated balance sheet as assets or liabilities. The accounting for changes in the fair value of a derivative instrument depends on the intended use of the derivative and the resulting designation, which is established at the inception of a derivative. For derivative instruments designated as cash flow hedges, changes in fair value, to the extent the hedge is effective, are recognized in other comprehensive income until the hedged item is recognized in earnings. Any change in the fair value resulting from ineffectiveness, as defined by SFAS 133, is recognized immediately in oil and gas sales. For derivative instruments designated as fair value hedges (in accordance with SFAS 133),

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changes in fair value, as well as the offsetting changes in the estimated fair value of the hedged item attributable to the hedged risk, are recognized currently in earnings. Differences between the changes in the fair values of the hedged item and the derivative instrument, if any, represent gains or losses on ineffectiveness and are reflected currently in interest expense. Hedge effectiveness is measured at least quarterly based on the relative changes in fair value between the derivative contract and the hedged item over time. Changes in fair value of contracts that do not qualify as hedges or are not designated as hedges are also recognized currently in earnings. See *Hedging Activities* above and Item 7A *Quantitative and Qualitative Disclosures About Market Risk* for additional information regarding our hedging activities.

One of the primary factors that can have an impact on our results of operations is the method used to value our derivatives. We have established the fair value of all derivative instruments using estimates determined by our counterparties and subsequently confirmed the fair values internally using established index prices and other sources. These values are based upon, among other things, futures prices, volatility, time to maturity and credit risk. The values we report in our financial statements change as these estimates are revised to reflect actual results, changes in market conditions or other factors, many of which are beyond our control.

Another factor that can impact our results of operations each period is our ability to estimate the level of correlation between future changes in the fair value of the hedge instruments and the transactions being hedged, both at the inception and on an ongoing basis. This correlation is complicated since energy commodity prices, the primary risk we hedge, have quality and location differences that can be difficult to hedge effectively. The factors underlying our estimates of fair value and our assessment of correlation of our hedging derivatives are impacted by actual results and changes in conditions that affect these factors, many of which are beyond our control.

Due to the volatility of oil and natural gas prices and, to a lesser extent, interest rates, the company's financial condition and results of operations can be significantly impacted by changes in the market value of our derivative instruments. As of December 31, 2005, 2004 and 2003, the net market value of our derivatives was a liability of \$968.3 million, an asset of \$2.5 million and a liability of \$75.4 million, respectively. The derivatives that we acquired in our CNR acquisition represented \$661.4 million of the liability at December 31, 2005. With respect to our derivatives held as of December 31, 2005, an increase or decrease in natural gas prices of \$0.10 per mmbtu would decrease or increase the estimated fair value of our derivatives by approximately \$136 million. An increase or decrease in crude oil prices of \$1.00 per barrel would decrease or increase the estimated fair value of our derivatives by approximately \$8 million.

*Oil and Gas Properties.* The accounting for our business is subject to special accounting rules that are unique to the oil and gas industry. There are two allowable methods of accounting for oil and gas business activities: the successful efforts method and the full-cost method. Chesapeake follows the full-cost method of accounting under which all costs associated with property acquisition, exploration and development activities are capitalized. We also capitalize internal costs that can be directly identified with our acquisition, exploration and development activities and do not include any costs related to production, general corporate overhead or similar activities. Under the successful efforts method, geological and geophysical costs and costs of carrying and retaining undeveloped properties are charged to expense as incurred. Costs of drilling exploratory wells that do not result in proved reserves are charged to expense. Depreciation, depletion, amortization and impairment of oil and gas properties are generally calculated on a well by well or lease or field basis versus the aggregated full cost pool basis. Additionally, gain or loss is generally recognized on all sales of oil and gas properties under the successful efforts method. As a result, our financial statements will differ from companies that apply the successful efforts method since we will generally reflect a higher level of capitalized costs as well as a higher oil and gas depreciation, depletion and amortization rate, and we will not have exploration expenses that successful efforts companies frequently have.

Capitalized costs are amortized on a composite unit-of-production method based on proved oil and gas reserves. Depreciation, depletion and amortization expense is also based on the amount of estimated reserves. If

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we maintain the same level of production year over year, the depreciation, depletion and amortization expense may be significantly different if our estimate of remaining reserves changes significantly.

Proceeds from the sale of properties are accounted for as reductions of capitalized costs unless such sales involve a significant change in the relationship between costs and the value of proved reserves or the underlying value of unproved properties, in which case a gain or loss is recognized.

The costs of unproved properties are excluded from amortization until the properties are evaluated. We review all of our unevaluated properties quarterly to determine whether or not and to what extent proved reserves have been assigned to the properties, and otherwise if impairment has occurred. Unevaluated properties are grouped by major producing area where individual property costs are not significant and are assessed individually when individual costs are significant.

We review the carrying value of our oil and gas properties under the full-cost accounting rules of the Securities and Exchange Commission on a quarterly basis. This quarterly review is referred to as a ceiling test. Under the ceiling test, capitalized costs, less accumulated amortization and related deferred income taxes, may not exceed an amount equal to the sum of the present value of estimated future net revenues (adjusted for cash flow hedges) less estimated future expenditures to be incurred in developing and producing the proved reserves, less any related income tax effects. The two primary factors impacting this test are reserve levels and current prices, and their associated impact on the present value of estimated future net revenues. Revisions to estimates of natural gas and oil reserves and/or an increase or decrease in prices can have a material impact on the present value of estimated future net revenues.

The process of estimating natural gas and oil reserves is very complex, requiring significant decisions in the evaluation of available geological, geophysical, engineering and economic data. The data for a given property may also change substantially over time as a result of numerous factors, including additional development activity, evolving production history and a continual reassessment of the viability of production under changing economic conditions. As a result, material revisions to existing reserve estimates occur from time to time. Although every reasonable effort is made to ensure that reserve estimates reported represent the most accurate assessments possible, the subjective decisions and variances in available data for various properties increase the likelihood of significant changes in these estimates.

As of December 31, 2005, approximately 78% of our proved reserves were evaluated by independent petroleum engineers, with the balance evaluated by our internal reservoir engineers. In addition, our internal engineers review and update our reserves on a quarterly basis. All reserve estimates are prepared based upon a review of production histories and other geologic, economic, ownership and engineering data we developed. Additional information about our 2005 year-end reserve evaluation is included under Oil and Gas Reserves in Item 1 Business.

In addition, the prices of natural gas and oil are volatile and change from period to period. Price changes directly impact the estimated revenues from our properties and the associated present value of future net revenues. Such changes also impact the economic life of our properties and thereby affect the quantity of reserves that can be assigned to a property.

The volatility of oil and natural gas prices and the impact of revisions to reserve estimates can have a significant impact on the company's financial condition and results of operations. Our oil and gas depreciation, depletion and amortization rates have increased from \$1.38 per mcfe in 2003 to \$1.91 per mcfe in 2005 reflecting the impact of increases in prices and finding costs during these periods. As of December 31, 2005, a decrease in natural gas prices of \$0.10 per mcf and a decrease in oil prices of \$1.00 per barrel would reduce the company's estimated proved reserves by 3.5 bcf and by 1.1 bcf, respectively, as a result of economic truncation of the expected producing lives of some properties.

*Income Taxes.* As part of the process of preparing the consolidated financial statements, we are required to estimate the federal and state income taxes in each of the jurisdictions in which Chesapeake operates. This

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process involves estimating the actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as derivative instruments, depreciation, depletion and amortization, and certain accrued liabilities for tax and accounting purposes. These differences and our net operating loss carryforwards result in deferred tax assets and liabilities, which are included in our consolidated balance sheet. We must then assess, using all available positive and negative evidence, the likelihood that the deferred tax assets will be recovered from future taxable income. If we believe that recovery is not likely, we must establish a valuation allowance. Generally, to the extent Chesapeake establishes a valuation allowance or increases or decreases this allowance in a period, we must include an expense or reduction of expense within the tax provisions in the consolidated statement of operations.

Under Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*, an enterprise must use judgment in considering the relative impact of negative and positive evidence. The weight given to the potential effect of negative and positive evidence should be commensurate with the extent to which it can be objectively verified. The more negative evidence that exists (a) the more positive evidence is necessary and (b) the more difficult it is to support a conclusion that a valuation allowance is not needed for some portion or all of the deferred tax asset. Among the more significant types of evidence that we consider are:

taxable income projections in future years,

whether the carryforward period is so brief that it would limit realization of tax benefits,

future sales and operating cost projections that will produce more than enough taxable income to realize the deferred tax asset based on existing sales prices and cost structures, and

our earnings history exclusive of the loss that created the future deductible amount coupled with evidence indicating that the loss is an aberration rather than a continuing condition.

If (a) natural gas and oil prices were to decrease significantly below present levels (and if such decreases were considered other than temporary), (b) exploration, drilling and operating costs were to increase significantly beyond current levels, or (c) we were confronted with any other significantly negative evidence pertaining to our ability to realize our NOL carryforwards prior to their expiration, we may be required to provide a valuation allowance against our deferred tax assets. As of December 31, 2005, we had deferred tax assets of \$726.5 million.

*Accounting for Business Combinations.* Our business has grown substantially through acquisitions and our business strategy is to continue to pursue acquisitions as opportunities arise. We have accounted for all of our business combinations using the purchase method, which is the only method permitted under SFAS 141, *Accounting for Business Combinations*. The accounting for business combinations is complicated and involves the use of significant judgment.

Under the purchase method of accounting, a business combination is accounted for at a purchase price based upon the fair value of the consideration given, whether in the form of cash, assets, stock or the assumption of liabilities. The assets and liabilities acquired are measured at their fair values, and the purchase price is allocated to the assets and liabilities based upon these fair values. The excess of the cost of an acquired entity, if any, over the net of the amounts assigned to assets acquired and liabilities assumed is recognized as goodwill. The excess of the fair value of assets acquired and liabilities assumed over the cost of an acquired entity, if any, is allocated as a pro rata reduction of the amounts that otherwise would have been assigned to certain acquired assets.

Determining the fair values of the assets and liabilities acquired involves the use of judgment, since some of the assets and liabilities acquired do not have fair values that are readily determinable. Different techniques may be used to determine fair values, including market prices, where available, appraisals, comparisons to transactions for similar assets and liabilities and present value of estimated future cash flows, among others. Since these estimates involve the use of significant judgment, they can change as new information becomes available.

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We believe that the consideration we have paid for our acquisitions has represented the fair value of the assets and liabilities acquired at the time of purchase. Consequently, we have not recognized any goodwill from any of our business combinations, nor do we expect to recognize goodwill from similar business combinations that we may complete in the future.

### **Disclosures About Effects of Transactions with Related Parties**

As of December 31, 2005, we had accrued accounts receivable from our two co-founders, CEO Aubrey K. McClendon and former COO, Tom L. Ward, of \$6.4 million and \$6.4 million, respectively, representing joint interest billings from December 2005 which were invoiced and paid in January 2006. Since Chesapeake was founded in 1989, Messrs. McClendon and Ward have acquired small working interests in certain of our oil and gas properties by participating in our drilling activities. Joint interest billings to them are settled in cash immediately upon delivery of a monthly joint interest billing.

Under the Founder Well Participation Program, approved by our shareholders in June 2005, Messrs. McClendon and Ward may elect to participate in all or none of the wells drilled by or on behalf of Chesapeake, but they are not allowed to participate only in selected wells. A participation election is required to be received by the Compensation Committee of Chesapeake's Board of Directors 30 days prior to the start of each calendar year. Their participation is permitted only under the terms outlined in the Founder Well Participation Program, which, among other things, limits their individual participation to a maximum working interest of 2.5% in a well and prohibits participation in situations where Chesapeake's working interest would be reduced below 12.5% as a result of their participation. In addition, the company is reimbursed for the cost of its leasehold acquired by Messrs. McClendon and Ward as a result of their well participation. As a result of the resignation of Mr. Ward on February 10, 2006, his participation in the Founder Well Participation Program will expire on August 10, 2006, which is also the expiration date of non-competition covenants applicable to Mr. Ward.

As disclosed in Note 8 of the notes to our consolidated financial statements in Item 8, in 2005, Chesapeake had revenues of \$851.4 million from oil and gas sales to Eagle Energy Partners I, L.P., an affiliated entity.

During 2005, 2004 and 2003, we paid legal fees of \$1.2 million, \$1.1 million and \$2.1 million, respectively, for legal services provided by a law firm of which a former director is a member.

### **Recently Issued Accounting Standards**

The Financial Accounting Standards Board recently issued the following standards which were reviewed by Chesapeake to determine the potential impact on our financial statements upon adoption.

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123(R), *Share-Based Payment*, a revision of SFAS 123, accounting for stock-based compensation. This statement establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services by requiring a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. This statement is effective as of the beginning of the annual reporting period that begins after June 15, 2005. Since the issuance of SFAS 123(R), three FASB Staff Positions (FSPs) have been issued regarding SFAS 123(R). These FSPs, FSP FAS 123(R)-1 *Classification and Measurement of Freestanding Financial Instruments Originally Issued in Exchange for Employee Services under FASB Statement No. 123(R)*, FSP FAS 123(R)-2 *Practical Accommodation to the Application of Grant Date as Defined in FASB Statement No. 123(R)*, and FSP FAS 123(R)-3 *Transition Election Related to Accounting for the Tax Effects of Share-Based Payment Awards* will be applicable upon the initial adoption of SFAS 123(R).

Chesapeake will implement SFAS 123(R) in the first quarter of 2006 and the Black-Scholes option pricing model will be used to value the stock options as of the grant date. Based on the stock options outstanding and unvested at December 31, 2005 and our current intention to limit future awards of stock options, we do not believe the new accounting requirement will have a significant impact on future results of operations.

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In March 2005, the FASB issued FASB Interpretation No. (FIN) 47, *Accounting for Conditional Asset Retirement Obligations*. FIN 47 specifies the accounting treatment for conditional asset retirement obligations under the provisions of SFAS No. 143. FIN 47 is effective no later than the end of the fiscal year ending after December 15, 2005. We adopted this statement effective December 31, 2005. Implementation of FIN 47 did not have a material effect on our financial statements.

In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and FASB Statement No. 3*. SFAS 154 requires retrospective application to prior period financial statements for changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 also requires that retrospective application of a change in accounting principle be limited to the direct effects of the change. Indirect effects of a change in accounting principle should be recognized in the period of the accounting change. SFAS 154 is effective for accounting changes made in fiscal years beginning after December 15, 2005. The impact of SFAS 154 will depend on the nature and extent of any voluntary accounting changes and correction of errors after the effective date, but we do not currently expect SFAS 154 to have a material impact on our financial statements.

In June 2005, the EITF reached a consensus on Issue No. 04-10, *Determining Whether to Aggregate Operating Segments That Do Not Meet the Quantitative Thresholds*. EITF Issue 04-10 confirmed that operating segments that do not meet the quantitative thresholds can be aggregated only if aggregation is consistent with the objective and basic principles of SFAS 131, *Disclosure about Segments of an Enterprise and Related Information*. The consensus in this issue should be applied for fiscal years ending after September 30, 2005, and the corresponding information for earlier periods, including interim periods, should be restated unless it is impractical to do so. The adoption of EITF Issue 04-10 is not expected to have a material impact on our disclosures.

In September 2005, the Emerging Issues Task Force (EITF) reached a consensus on Issue No. 04-13, *Accounting for Purchases and Sales of Inventory with the Same Counterparty*. EITF Issue 04-13 requires that purchases and sales of inventory with the same counterparty in the same line of business should be accounted for as a single non-monetary exchange, if entered into in contemplation of one another. The consensus is effective for inventory arrangements entered into, modified or renewed in interim or annual reporting periods beginning after March 15, 2006. The adoption of EITF Issue 04-13 is not expected to have a material impact on our financial statements.

## **Forward-Looking Statements**

This report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements give our current expectations or forecasts of future events. They include statements regarding oil and gas reserve estimates, planned capital expenditures, the drilling of oil and gas wells and future acquisitions, expected oil and gas production, cash flow and anticipated liquidity, business strategy and other plans and objectives for future operations and expected future expenses. Statements concerning the fair values of derivative contracts and their estimated contribution to our future results of operations are based upon market information as of a specific date. These market prices are subject to significant volatility.

Although we believe the expectations and forecasts reflected in these and other forward-looking statements are reasonable, we can give no assurance they will prove to have been correct. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Factors that could cause actual results to differ materially from expected results are described under **Risk Factors** in Items 1. and 2. of this report and include:

the volatility of oil and gas prices,

our level of indebtedness,

the strength and financial resources of our competitors,

the availability of capital on an economic basis to fund reserve replacement costs,

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our ability to replace reserves and sustain production,

uncertainties inherent in estimating quantities of oil and gas reserves and projecting future rates of production and the timing of development expenditures,

uncertainties in evaluating oil and gas reserves of acquired properties and associated potential liabilities,

inability to effectively integrate and operate acquired companies and properties,

unsuccessful exploration and development drilling,

declines in the value of our oil and gas properties resulting in ceiling test write-downs,

lower prices realized on oil and gas sales and collateral required to secure hedging liabilities resulting from our commodity price risk management activities,

lower oil and gas prices could negatively affect our ability to borrow, and

drilling and operating risks.

We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this report, and we undertake no obligation to update this information. We urge you to carefully review and consider the disclosures made in this report and our other filings with the Securities and Exchange Commission that attempt to advise interested parties of the risks and factors that may affect our business.

**ITEM 7A. *Quantitative and Qualitative Disclosures About Market Risk***

*Oil and Gas Hedging Activities*

Our results of operations and operating cash flows are impacted by changes in market prices for oil and gas. To mitigate a portion of the exposure to adverse market changes, we have entered into various derivative instruments. As of December 31, 2005, our oil and gas derivative instruments were comprised of swaps, cap-swaps, basis protection swaps, call options and collars. These instruments allow us to predict with greater certainty the effective oil and gas prices to be received for our hedged production. Although derivatives often fail to achieve 100% effectiveness for accounting purposes, we believe our derivative instruments continue to be highly effective in achieving the risk management objectives for which they were intended.

For swap instruments, Chesapeake receives a fixed price for the hedged commodity and pays a floating market price to the counterparty. The fixed-price payment and the floating-price payment are netted, resulting in a net amount due to or from the counterparty.

For cap-swaps, Chesapeake receives a fixed price and pays a floating market price. The fixed price received by Chesapeake includes a premium in exchange for a cap limiting the counterparty's exposure. In other words, there is no limit to Chesapeake's exposure but there is a limit to the downside exposure of the counterparty.

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Basis protection swaps are arrangements that guarantee a price differential for oil or gas from a specified delivery point. Chesapeake receives a payment from the counterparty if the price differential is greater than the stated terms of the contract and pays the counterparty if the price differential is less than the stated terms of the contract.

For call options, Chesapeake receives a cash premium from the counterparty in exchange for the sale of a call option. If the market price exceeds the fixed price of the call option, then Chesapeake pays the counterparty such excess. If the market price settles below the fixed price of the call option, no payment is due from Chesapeake.

Collars contain a fixed floor price (put) and ceiling price (call). If the market price exceeds the call strike price or falls below the put strike price, Chesapeake receives the fixed price and pays the market price. If the market price is between the call and the put strike price, no payments are due from either party.



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Chesapeake enters into counter-swaps from time to time for the purpose of locking-in the value of a swap. Under the counter-swap, Chesapeake receives a floating price for the hedged commodity and pays a fixed price to the counterparty. The counter-swap is 100% effective in locking-in the value of a swap since subsequent changes in the market value of the swap are entirely offset by subsequent changes in the market value of the counter-swap. We refer to this locked-in value as a locked swap. At the time Chesapeake enters into a counter-swap, Chesapeake removes the original swap's designation as a cash flow hedge and classifies the original swap as a non-qualifying hedge under SFAS 133. The reason for this new designation is that collectively the swap and the counter-swap no longer hedge the exposure to variability in expected future cash flows. Instead, the swap and counter-swap effectively lock-in a specific gain (or loss) that will be unaffected by subsequent variability in oil and gas prices. Any locked-in gain or loss is recorded in accumulated other comprehensive income and reclassified to oil and gas sales in the month of related production.

With respect to counter-swaps that are designed to lock-in the value of cap-swaps, the counter-swap is effective in locking-in the value of the cap-swap until the floating price reaches the cap (or floor) stipulated in the cap-swap agreement. The value of the counter-swap will increase (or decrease), but in the opposite direction, as the value of the cap-swap decreases (or increases) until the floating price reaches the pre-determined cap (or floor) stipulated in the cap-swap agreement. However, because of the written put option embedded in the cap-swap, the changes in value of the cap-swap are not completely effective in offsetting changes in value of the corresponding counter-swap. Changes in the value of cap-swaps and the counter-swaps are recorded as adjustments to oil and gas sales.

Chesapeake enters into derivatives from time to time for the purpose of converting a fixed price gas sales contract to a floating price. We refer to these contracts as floating price swaps. For a floating price swap, Chesapeake receives a floating market price from the counterparty and pays a fixed price.

In accordance with FASB Interpretation No. 39, to the extent that a legal right of setoff exists, Chesapeake nets the value of its derivative arrangements with the same counterparty in the accompanying consolidated balance sheets.

Chesapeake enters into basis protection swaps for the purpose of locking-in a price differential for oil or gas from a specified delivery point. We currently have basis protection swaps covering four different delivery points which correspond to the actual prices we receive for much of our gas production. By entering into these basis protection swaps, we have effectively reduced our exposure to market changes in future gas price differentials. As of December 31, 2005, the fair value of our basis protection swaps was \$307.3 million. Currently, our basis protection swaps cover approximately 24% of our anticipated gas production remaining in 2006, 24% in 2007, 20% in 2008, and 14% in 2009.

Gains or losses from derivative transactions are reflected as adjustments to oil and gas sales on the consolidated statements of operations. Realized gains (losses) included in oil and gas sales were (\$401.7) million, (\$154.9) million and (\$17.4) million in 2005, 2004 and 2003, respectively. Pursuant to SFAS 133, certain derivatives do not qualify for designation as cash flow hedges. Changes in the fair value of these non-qualifying derivatives that occur prior to their maturity (i.e., temporary fluctuations in value) are reported currently in the consolidated statements of operations as unrealized gains (losses) within oil and gas sales. Unrealized gains (losses) included in oil and gas sales were \$41.1 million, \$40.9 million and \$10.5 million, in 2005, 2004 and 2003, respectively.

Following provisions of SFAS 133, changes in the fair value of derivative instruments designated as cash flow hedges, to the extent they are effective in offsetting cash flows attributable to the hedged risk, are recorded in other comprehensive income until the hedged item is recognized in earnings. Any change in fair value resulting from ineffectiveness is recognized currently in oil and gas sales as unrealized gains (losses). We recorded a gain (loss) on ineffectiveness of (\$76.3) million, (\$8.2) million and (\$9.2) million in 2005, 2004 and 2003, respectively.

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As of December 31, 2005, we had the following open oil and gas derivative instruments designed to hedge a portion of our oil and gas production for periods after December 2005 (excluding derivatives acquired from CNR):

|                             | Volume      | Weighted-Average Fixed Price to be Received (Paid) | Weighted Average Put Fixed Price | Weighted-Average Call Fixed Price | Weighted-Average Differential | SFAS 133 Hedge | Net Premiums Received (\$ in thousands) | Fair Value at December 31, 2005 (\$ in thousands) |
|-----------------------------|-------------|--|----------------------------------|-----------------------------------|-------------------------------|----------------|---|---|
| <b>Natural Gas (mmbtu):</b> |             |  |                                  |                                   |                               |                |   |   |
| Swaps:                      |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                     | 93,030,000  | 10.60  |                                  |                                   |                               | Yes            |   | (34,043)  |
| 2Q 2006                     | 61,880,000  | 9.03   |                                  |                                   |                               | Yes            |   | (80,285)  |
| 3Q 2006                     | 62,560,000  | 9.02   |                                  |                                   |                               | Yes            |   | (87,205)  |
| 4Q 2006                     | 52,155,000  | 9.42   |                                  |                                   |                               | Yes            |   | (80,961)  |
| 1Q 2007                     | 37,800,000  | 10.72  |                                  |                                   |                               | Yes            |   | (40,253)  |
| 2Q 2007                     | 20,020,000  | 9.04   |                                  |                                   |                               | Yes            |   | (9,700)   |
| 3Q 2007                     | 20,240,000  | 9.04   |                                  |                                   |                               | Yes            |   | (10,526)  |
| 4Q 2007                     | 20,240,000  | 9.56   |                                  |                                   |                               | Yes            |   | (11,900)  |
| 1Q 2008                     | 14,105,000  | 10.28  |                                  |                                   |                               | Yes            |   | (9,199)   |
| 2Q 2008                     | 14,105,000  | 7.94   |                                  |                                   |                               | Yes            |   | (10,122)  |
| 3Q 2008                     | 14,260,000  | 7.96   |                                  |                                   |                               | Yes            |   | (10,140)  |
| 4Q 2008                     | 14,260,000  | 8.48   |                                  |                                   |                               | Yes            |   | (10,492)  |
| Basis Protection Swaps:     |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                     | 34,200,000  |  |                                  |                                   | (0.33)                        | No             |   | 66,338  |
| 2Q 2006                     | 30,940,000  |  |                                  |                                   | (0.31)                        | No             |   | 21,892  |
| 3Q 2006                     | 31,280,000  |  |                                  |                                   | (0.31)                        | No             |   | 17,380  |
| 4Q 2006                     | 33,720,000  |  |                                  |                                   | (0.32)                        | No             |   | 22,268  |
| 1Q 2007                     | 32,850,000  |  |                                  |                                   | (0.29)                        | No             |   | 24,990  |
| 2Q 2007                     | 34,125,000  |  |                                  |                                   | (0.35)                        | No             |   | 23,208  |
| 3Q 2007                     | 34,500,000  |  |                                  |                                   | (0.35)                        | No             |   | 18,471  |
| 4Q 2007                     | 35,720,000  |  |                                  |                                   | (0.32)                        | No             |   | 20,078  |
| 1Q 2008                     | 33,215,000  |  |                                  |                                   | (0.29)                        | No             |   | 19,800  |
| 2Q 2008                     | 26,845,000  |  |                                  |                                   | (0.25)                        | No             |   | 17,689  |
| 3Q 2008                     | 27,140,000  |  |                                  |                                   | (0.25)                        | No             |   | 14,136  |
| 4Q 2008                     | 31,410,000  |  |                                  |                                   | (0.28)                        | No             |   | 12,716  |
| 1Q 2009                     | 26,100,000  |  |                                  |                                   | (0.32)                        | No             |   | 9,076   |
| 2Q 2009                     | 20,020,000  |  |                                  |                                   | (0.28)                        | No             |   | 8,026   |
| 3Q 2009                     | 20,240,000  |  |                                  |                                   | (0.28)                        | No             |   | 5,505   |
| 4Q 2009                     | 20,240,000  |  |                                  |                                   | (0.28)                        | No             |   | 5,735   |
| Cap-Swaps:                  |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                     | 7,200,000   | 7.11   | 5.06                             |                                   |                               | No             |   | (28,331)  |
| 2Q 2006                     | 11,830,000  | 6.84   | 5.13                             |                                   |                               | No             |   | (40,761)  |
| 3Q 2006                     | 11,960,000  | 6.85   | 5.13                             |                                   |                               | No             |   | (42,622)  |
| 4Q 2006                     | 11,960,000  | 6.89   | 5.13                             |                                   |                               | No             |   | (49,342)  |
| Counter Swaps:              |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                     | (1,800,000) | (6.19)   |                                  |                                   |                               | No             |   | 9,267   |
| 2Q 2006                     | (1,820,000) | (5.35)   |                                  |                                   |                               | No             |   | 9,062   |
| 3Q 2006                     | (1,840,000) | (5.33)   |                                  |                                   |                               | No             |   | 9,353   |
| 4Q 2006                     | (1,840,000) | (5.50)   |                                  |                                   |                               | No             |   | 10,103  |
| Call Options:               |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                     | 1,800,000   |  |                                  | 12.50                             |                               | No             | 1,890                                   | (821)   |
| 2Q 2006                     | 1,820,000   |  |                                  | 12.50                             |                               | No             | 1,911                                   | (781)   |
| 3Q 2006                     | 1,840,000   |  |                                  | 12.50                             |                               | No             | 1,932                                   | (1,348)   |
| 4Q 2006                     | 1,840,000   |  |                                  | 12.50                             |                               | No             | 1,932                                   | (2,408)   |
| 1Q 2007                     | 1,800,000   |  |                                  | 12.50                             |                               | No             | 1,890                                   | (3,559)   |
| 2Q 2007                     | 1,820,000   |  |                                  | 12.50                             |                               | No             | 1,911                                   | (1,285)   |
| 3Q 2007                     | 1,840,000   |  |                                  | 12.50                             |                               | No             | 1,932                                   | (1,423)   |
| 4Q 2007                     | 1,840,000   |  |                                  | 12.50                             |                               | No             | 1,932                                   | (2,371)   |
| 1Q 2008                     | 1,820,000   |  |                                  | 12.50                             |                               | No             | 1,911                                   | (3,754)   |

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|         |           |       |    |       |         |
|---------|-----------|-------|----|-------|---------|
| 2Q 2008 | 1,820,000 | 12.50 | No | 1,911 | (893)   |
| 3Q 2008 | 1,840,000 | 12.50 | No | 1,932 | (1,043) |
| 4Q 2008 | 1,840,000 | 12.50 | No | 1,932 | (1,775) |

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|                                  | Volume      | Weighted-Average Fixed Price to be Received (Paid) | Weighted Average Put Fixed Price | Weighted-Average Call Fixed Price | Weighted-Average Differential | SFAS 133 Hedge | Net Premiums Received (\$ in thousands) | Fair Value at December 31, 2005 (\$ in thousands) |
|----------------------------------|-------------|--|----------------------------------|-----------------------------------|-------------------------------|----------------|---|---|
| <b>Collars:</b>                  |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                          | 180,000     |  | 6.00                             | 9.70                              |                               | Yes            |   | (270)   |
| <b>Locked Swaps:</b>             |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                          | 6,300,000   |  |                                  |                                   |                               | No             |   | (7,598)   |
| 2Q 2006                          | 6,370,000   |  |                                  |                                   |                               | No             |   | (5,199)   |
| 3Q 2006                          | 6,440,000   |  |                                  |                                   |                               | No             |   | (5,099)   |
| 4Q 2006                          | 6,440,000   |  |                                  |                                   |                               | No             |   | (4,706)   |
| 1Q 2007                          | 6,300,000   |  |                                  |                                   |                               | No             |   | (4,789)   |
| 2Q 2007                          | 6,370,000   |  |                                  |                                   |                               | No             |   | (2,517)   |
| 3Q 2007                          | 6,440,000   |  |                                  |                                   |                               | No             |   | (2,049)   |
| 4Q 2007                          | 6,440,000   |  |                                  |                                   |                               | No             |   | (2,272)   |
| <b>Floating-Price Swaps:</b>     |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                          | (2,700,000) | (7.96)   |                                  |                                   |                               | No             |   | 2,607   |
| <b>Total Natural Gas</b>         |             |  |                                  |                                   |                               |                | 23,016                                  | (264,142)   |
| <b>Oil (bbls):</b>               |             |  |                                  |                                   |                               |                |   |   |
| <b>Swaps:</b>                    |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                          | 900,000     | 60.00  |                                  |                                   |                               | Yes            |   | (1,739)   |
| 2Q 2006                          | 880,000     | 59.88  |                                  |                                   |                               | Yes            |   | (2,760)   |
| 3Q 2006                          | 828,000     | 60.16  |                                  |                                   |                               | Yes            |   | (2,858)   |
| 4Q 2006                          | 828,000     | 59.78  |                                  |                                   |                               | Yes            |   | (3,415)   |
| 1Q 2007                          | 360,000     | 57.13  |                                  |                                   |                               | Yes            |   | (2,495)   |
| 2Q 2007                          | 91,000      | 51.04  |                                  |                                   |                               | Yes            |   | (1,200)   |
| 3Q 2007                          | 92,000      | 50.56  |                                  |                                   |                               | Yes            |   | (1,233)   |
| 4Q 2007                          | 92,000      | 50.11  |                                  |                                   |                               | Yes            |   | (1,236)   |
| <b>Cap-Swaps:</b>                |             |  |                                  |                                   |                               |                |   |   |
| 1Q 2006                          | 135,000     | 57.82  | 40.67                            |                                   |                               | No             |   | (565)   |
| 2Q 2006                          | 136,500     | 57.82  | 40.67                            |                                   |                               | No             |   | (825)   |
| 3Q 2006                          | 138,000     | 57.82  | 40.67                            |                                   |                               | No             |   | (1,057)   |
| 4Q 2006                          | 92,000      | 56.53  | 40.00                            |                                   |                               | No             |   | (917)   |
| <b>Total Oil</b>                 |             |  |                                  |                                   |                               |                |   | (20,300)  |
| <b>Total Natural Gas and Oil</b> |             |  |                                  |                                   |                               |                | \$ 23,016                               | \$ (284,442)                                      |

We have established the fair value of all derivative instruments using estimates of fair value reported by our counterparties and subsequently evaluated internally using established index prices and other sources. The actual contribution to our future results of operations will be based on the market prices at the time of settlement and may be more or less than the fair value estimates used at December 31, 2005.

Based upon the market prices at December 31, 2005, we expect to transfer approximately \$153.8 million (net of income taxes) of the loss included in the balance in accumulated other comprehensive income to earnings during the next 12 months when the transactions actually occur. All transactions hedged as of December 31, 2005 are expected to mature by December 31, 2009.

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Additional information concerning changes in the fair value of our oil and gas derivative instruments is as follows:

|   | 2005         | December 31,<br>2004<br>(\$ in thousands) | 2003        |
|---|--------------|---|-------------|
| Fair value of contracts outstanding, as of January 1            | \$ 38,350    | \$ (44,988)                               | \$ (14,533) |
| Change in fair value of contracts during the period             | (771,076)    | (69,927)                                  | (31,078)    |
| Contracts realized or otherwise settled during the period       | 401,684      | 154,901                                   | 17,389      |
| Fair value of new contracts when entered into during the period | (614,772)    | (5,369)                                   | (16,766)    |
| Fair value of contracts when closed during the period           |              | 3,733                                     |             |
| Fair value of contracts outstanding, as of December 31          | \$ (945,814) | \$ 38,350                                 | \$ (44,988) |

The change in the fair value of our derivative instruments since January 1, 2005 resulted mainly from an increase in oil and natural gas prices. Derivative instruments reflected as current in the consolidated balance sheet represent the estimated fair value of derivative instrument settlements scheduled to occur over the subsequent twelve-month period based on market prices for oil and gas as of the consolidated balance sheet date. The derivative settlement amounts are not due and payable until the month in which the related underlying hedged transaction occurs.

We assumed certain liabilities related to open derivative positions in connection with the CNR acquisition. In accordance with SFAS 141, these derivative positions were recorded at fair value in the purchase price allocation as a liability of \$592 million. The recognition of the derivative liability and other assumed liabilities resulted in an increase in the total purchase price which is allocated to the assets acquired. Because of this accounting treatment, only cash settlements for changes in fair value subsequent to the acquisition date for the derivative positions assumed will result in adjustments to our oil and gas revenues upon settlement. For example, if the fair value of the derivative positions assumed do not change then upon the sale of the underlying production and corresponding settlement of the derivative positions, cash would be paid to the counterparties and there would be no adjustment to oil and gas revenues related to the derivative positions. If, however, the actual sales price is different from the price assumed in the original fair value calculation, the difference would be reflected as either a decrease or increase in oil and gas revenues, depending upon whether the sales price was higher or lower, respectively, than the prices assumed in the original fair value calculation. For accounting purposes, the net effect of these acquired hedges is that we have hedged the production volumes listed below market prices on the date of our acquisition of CNR.

Pursuant to Statement of Financial Accounting Standards No. 149, *Amendment of SFAS 133 on Derivative Instruments and Hedging Activities*, the derivative instruments assumed in connection with the CNR acquisition are deemed to contain a significant financing element and all cash flows associated with these positions will be reported as financing activity in the statement of cash flows for the periods in which settlement occurs.

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The following details the CNR derivatives we have assumed:

|                             | Volume     | Weighted-Average Fixed Price to be Received (Paid) | Weighted Average Put Fixed Price | Weighted-Average Call Fixed Price | SFAS 133 Hedge | Fair Value at December 31, 2005 (\$ in thousands) |
|-----------------------------|------------|--|----------------------------------|-----------------------------------|----------------|---|
| <b>Natural Gas (mmbtu):</b> |            |  |                                  |                                   |                |   |
| Swaps:                      |            |  |                                  |                                   |                |   |
| 1Q 2006                     | 7,872,500  | 4.91   |                                  |                                   | Yes            | (50,693)  |
| 2Q 2006                     | 10,510,500 | 4.86   |                                  |                                   | Yes            | (56,501)  |
| 3Q 2006                     | 10,626,000 | 4.86   |                                  |                                   | Yes            | (57,355)  |
| 4Q 2006                     | 10,626,000 | 4.86   |                                  |                                   | Yes            | (62,483)  |
| 1Q 2007                     | 10,350,000 | 4.82   |                                  |                                   | Yes            | (68,401)  |
| 2Q 2007                     | 10,465,000 | 4.82   |                                  |                                   | Yes            | (46,158)  |
| 3Q 2007                     | 10,580,000 | 4.82   |                                  |                                   | Yes            | (46,442)  |
| 4Q 2007                     | 10,580,000 | 4.82   |                                  |                                   | Yes            | (51,557)  |
| 1Q 2008                     | 9,555,000  | 4.68   |                                  |                                   | Yes            | (53,954)  |
| 2Q 2008                     | 9,555,000  | 4.68   |                                  |                                   | Yes            | (33,892)  |
| 3Q 2008                     | 9,660,000  | 4.68   |                                  |                                   | Yes            | (33,999)  |
| 4Q 2008                     | 9,660,000  | 4.66   |                                  |                                   | Yes            | (38,487)  |
| 1Q 2009                     | 4,500,000  | 5.18   |                                  |                                   | Yes            | (18,772)  |
| 2Q 2009                     | 4,550,000  | 5.18   |                                  |                                   | Yes            | (10,450)  |
| 3Q 2009                     | 4,600,000  | 5.18   |                                  |                                   | Yes            | (10,508)  |
| 4Q 2009                     | 4,600,000  | 5.18   |                                  |                                   | Yes            | (12,616)  |
| <b>Total</b>                |            |  |                                  |                                   |                | <b>(652,268)</b>                                  |
| Collars:                    |            |  |                                  |                                   |                |   |
| 1Q 2009                     | 900,000    |  | 4.50                             | 6.00                              | Yes            | (3,380)   |
| 2Q 2009                     | 910,000    |  | 4.50                             | 6.00                              | Yes            | (1,754)   |
| 3Q 2009                     | 920,000    |  | 4.50                             | 6.00                              | Yes            | (1,773)   |
| 4Q 2009                     | 920,000    |  | 4.50                             | 6.00                              | Yes            | (2,197)   |
| <b>Total</b>                |            |  |                                  |                                   |                | <b>(9,104)</b>                                    |
| <b>Total Natural Gas</b>    |            |  |                                  |                                   |                | <b>\$ (661,372)</b>                               |

In connection with the November 14, 2005 acquisition of Columbia Natural Resources, LLC ( CNR ), Chesapeake assumed obligations under forward gas sales agreements with Mahonia II Limited (Mahonia) to deliver a total of 8.9 bcf of natural gas to Mahonia through February 2006. As of December 31, 2005, the remaining 4.25 bcf of gas scheduled to be delivered under this contract has been recorded as a \$60.9 million current accrued liability, based on the fair value of the delivery commitment at the date of acquisition.

**Table of Contents***Interest Rate Risk*

The table below presents principal cash flows and related weighted average interest rates by expected maturity dates. As of December 31, 2005, the fair value of the fixed-rate long-term debt has been estimated based on quoted market prices.

|                               | 2006 | 2007 | 2008 | 2009 | Years of Maturity<br>2010 Thereafter<br>(\$ in millions) |            | Total      | Fair Value |
|-------------------------------|------|------|------|------|--|------------|------------|------------|
| <b>Liabilities:</b>           |      |      |      |      |  |            |            |            |
| Long-term debt fixed-rate (a) | \$   | \$   | \$   | \$   | \$   | \$ 5,524.7 | \$ 5,524.7 | \$ 5,582.4 |
| Average interest rate         |      |      |      |      |  | 6.3%       | 6.3%       | 6.3%       |
| Long-term debt variable rate  | \$   | \$   | \$   | \$   | \$   | 72.0       | \$ 72.0    | \$ 72.0    |
| Average interest rate         |      |      |      |      |  | 7.3%       | 7.3%       | 7.3%       |

(a) This amount does not include the discount included in long-term debt of (\$95.6) million and the discount for interest rate swaps of (\$11.3) million.

Changes in interest rates affect the amount of interest we earn on our cash, cash equivalents and short-term investments and the interest rate we pay on borrowings under our revolving bank credit facility. All of our other long-term indebtedness is fixed rate and therefore does not expose us to the risk of earnings or cash flow loss due to changes in market interest rates. However, changes in interest rates do affect the fair value of our debt.

*Interest Rate Derivatives*

We use interest rate derivatives to mitigate our exposure to the volatility in interest rates. For interest rate derivative instruments designated as fair value hedges (in accordance with SFAS 133), changes in fair value of interest rate derivatives are recorded on the consolidated balance sheets as assets (liabilities) and the debt's carrying value amount is adjusted by the change in the fair value of the debt subsequent to the initiation of the derivative. Any resulting differences are recorded currently as ineffectiveness in the consolidated statements of operations as an adjustment to interest expense. Changes in the fair value of derivative instruments not qualifying as fair value hedges are recorded currently as adjustments to interest expense.

As of December 31, 2005, the following interest rate swaps were used to convert a portion of our long-term fixed-rate debt to floating-rate debt were outstanding:

| Term                         | Notional<br>Amount | Fixed<br>Rate | Floating Rate                         | Fair Value<br>Gain (Loss)<br>(\$ in thousands) |
|------------------------------|--------------------|---------------|---------------------------------------|--|
| September 2004 - August 2012 | \$ 75,000,000      | 9.000%        | 6 month LIBOR plus 452 basis points   | \$ (2,734)                                     |
| July 2005 - January 2015     | \$ 150,000,000     | 7.750%        | 6 month LIBOR plus 289 basis points   | \$ (5,133)                                     |
| July 2005 - June 2014        | \$ 150,000,000     | 7.500%        | 6 month LIBOR plus 282 basis points   | \$ (5,327)                                     |
| September 2005 - August 2014 | \$ 250,000,000     | 7.000%        | 6 month LIBOR plus 205.5 basis points | \$ (5,004)                                     |
| October 2005 - June 2015     | \$ 200,000,000     | 6.375%        | 6 month LIBOR plus 112 basis points   | \$ (1,344)                                     |
| October 2005 - January 2018  | \$ 250,000,000     | 6.250%        | 6 month LIBOR plus 99 basis points    | \$ (3,240)                                     |
| October 2005 - January 2016  | \$ 200,000,000     | 6.625%        | 6 month LIBOR plus 129 basis points   | \$ 282   |

In January 2006, we closed the interest rate swap on our 6.625% Senior Notes for \$1.0 million. Subsequent to December 31, 2005, we entered into the following interest rate swaps (which qualify as fair value hedges) to convert a portion of our long-term fixed-rate debt to floating-rate debt:

| Term | Notional | Floating Rate |
|------|----------|---------------|
|------|----------|---------------|

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|              |              | Amount         |                                       |
|--------------|--------------|----------------|---------------------------------------|
| January 2006 | January 2016 | \$ 250,000,000 | 6 month LIBOR plus 129 basis points   |
| March 2006   | January 2016 | \$ 250,000,000 | 6 month LIBOR plus 120 basis points   |
| March 2006   | August 2017  | \$ 250,000,000 | 6 month LIBOR plus 125.5 basis points |

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In 2005, we closed various interest rate swaps for gains totaling \$7.1 million. These interest rate swaps were designated as fair value hedges, and the settlement amounts received will be amortized as a reduction to realized interest expense over the remaining terms of the related senior notes.

In March 2004, Chesapeake entered into an interest rate swap which required Chesapeake to pay a fixed rate of 8.68% while the counterparty paid Chesapeake a floating rate of six month LIBOR plus 0.75% on a notional amount of \$142.7 million. On March 15, 2005, we elected to terminate the interest rate swap and paid \$31.8 million to the counterparty.

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**ITEM 8. *Financial Statements and Supplementary Data***

**INDEX TO FINANCIAL STATEMENTS**

**CHESAPEAKE ENERGY CORPORATION**

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**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

It is the responsibility of the management of Chesapeake Energy Corporation to establish and maintain adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). Management utilized the Committee of Sponsoring Organizations of the Treadway Commission's *Internal Control - Integrated Framework* (COSO framework) in conducting the required assessment of effectiveness of the Company's internal control over financial reporting.

Our evaluation of and conclusion on the effectiveness of internal control over financial reporting excludes Columbia Energy Resources, LLC, which we acquired in a purchase business combination on November 14, 2005. The acquisition of Columbia Energy Resources, LLC accounted for approximately twenty percent of our total assets at December 31, 2005, and contributed approximately two percent of our total revenue in fiscal 2005. See Note 13 for additional information regarding the acquisition.

Management has performed an assessment of the effectiveness of the Company's internal control over financial reporting and has determined the Company's internal control over financial reporting was effective as of December 31, 2005.

Our management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2005 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in its report which appears herein.

Aubrey K. McClendon

Chairman and Chief Executive Officer

Marcus C. Rowland

Executive Vice President and Chief Financial Officer

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

of Chesapeake Energy Corporation:

We have completed integrated audits of Chesapeake Energy Corporation's 2005 and 2004 consolidated financial statements and of its internal control over financial reporting as of December 31, 2005, and an audit of its 2003 consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our opinions, based on our audits, are presented below.

***Consolidated financial statements and financial statement schedule***

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Chesapeake Energy Corporation and its subsidiaries at December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 12 to the consolidated financial statements, effective January 1, 2003, the Company changed the manner in which it accounts for asset retirement obligations.

***Internal control over financial reporting***

Also, in our opinion, management's assessment, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 8, that the Company maintained effective internal control over financial reporting as of December 31, 2005 based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), is fairly stated, in all material respects, based on those criteria. Furthermore, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2005, based on criteria established in *Internal Control - Integrated Framework* issued by the COSO. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express opinions on management's assessment and on the effectiveness of the Company's internal control over financial reporting based on our audit. We conducted our audit of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. An audit of internal control over financial reporting includes obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we consider necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

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A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's Report on Internal Control Over Financial Reporting, management has excluded Columbia Energy Resources, LLC from its assessment of internal control over financial reporting as of December 31, 2005 because it was acquired by the Company in a purchase business combination in November 2005. We have also excluded Columbia Energy Resources, LLC from our audit of internal control over financial reporting. Columbia Energy Resources, LLC is a wholly-owned subsidiary whose total assets and total revenues represent twenty percent and two percent, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2005.

PricewaterhouseCoopers LLP

Oklahoma City, Oklahoma

March 13, 2006

**Table of Contents****CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

|  | December 31,             |                         |
|--|--------------------------|-------------------------|
|  | 2005                     | 2004                    |
|  | (\$ in thousands)        |                         |
| <b>ASSETS</b>  |                          |                         |
| <b>CURRENT ASSETS:</b>   |                          |                         |
| Cash and cash equivalents  | \$ 60,027                | \$ 6,896                |
| Accounts receivable:   |                          |                         |
| Oil and gas sales  | 615,382                  | 347,081                 |
| Joint interest, net of allowances of \$4,904,000 and \$4,648,000, respectively                 | 84,765                   | 68,220                  |
| Related parties  | 12,839                   | 8,286                   |
| Other  | 78,208                   | 35,781                  |
| Deferred income tax asset  | 234,592                  | 18,068                  |
| Short-term derivative instruments  | 10,503                   | 51,061                  |
| Inventory and other  | 87,081                   | 32,147                  |
| <br>Total Current Assets   | <br>1,183,397            | <br>567,540             |
| <b>PROPERTY AND EQUIPMENT:</b>   |                          |                         |
| Oil and gas properties, at cost based on full-cost accounting:                                 |                          |                         |
| Evaluated oil and gas properties   | 15,880,919               | 9,451,413               |
| Unevaluated properties   | 1,739,095                | 761,785                 |
| Less: accumulated depreciation, depletion and amortization of oil and gas properties           | (3,945,703)              | (3,057,742)             |
| <br>Total oil and gas properties, at cost based on full-cost accounting                        | <br>13,674,311           | <br>7,155,456           |
| Other property and equipment   | 750,083                  | 324,495                 |
| Drilling rigs  | 116,133                  | 49,375                  |
| Less: accumulated depreciation and amortization of other property, equipment and drilling rigs | (128,640)                | (84,942)                |
| <br>Total Property and Equipment   | <br>14,411,887           | <br>7,444,384           |
| <b>OTHER ASSETS:</b>   |                          |                         |
| Investment in Pioneer Drilling Company   | 138,095                  | 65,950                  |
| Other investments  | 159,348                  | 26,793                  |
| Long-term derivative instruments   | 78,860                   | 44,169                  |
| Other assets   | 146,875                  | 95,673                  |
| <br>Total Other Assets   | <br>523,178              | <br>232,585             |
| <br><b>TOTAL ASSETS</b>  | <br><b>\$ 16,118,462</b> | <br><b>\$ 8,244,509</b> |

**Table of Contents****CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS (Continued)**

|  | December 31,      |            |
|--|-------------------|------------|
|  | 2005              | 2004       |
|  | (\$ in thousands) |            |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                   |            |
| <b>CURRENT LIABILITIES:</b>  |                   |            |
| Accounts payable   | \$ 516,792        | \$ 367,176 |
| Short-term derivative instruments  | 577,681           | 91,414     |
| Other accrued liabilities  | 364,501           | 222,029    |
| Revenues and royalties due others  | 394,693           | 216,820    |
| Accrued interest   | 110,421           | 66,514     |
| Total Current Liabilities  | 1,964,088         | 963,953    |
| <b>LONG-TERM LIABILITIES:</b>  |                   |            |
| Long-term debt, net  | 5,489,742         | 3,075,109  |
| Deferred income tax liability  | 1,804,978         | 933,873    |
| Asset retirement obligation  | 156,593           | 73,718     |
| Long-term derivative instruments   | 479,996           | 1,296      |
| Revenues and royalties due others  | 22,585            | 17,007     |
| Other liabilities  | 26,157            | 16,670     |
| Total Long-Term Liabilities  | 7,980,051         | 4,117,673  |
| <b>CONTINGENCIES AND COMMITMENTS (Note 4)</b>  |                   |            |
| <b>STOCKHOLDERS EQUITY:</b>  |                   |            |
| Preferred Stock, \$.01 par value, 20,000,000 shares authorized:  |                   |            |
| 6.00% cumulative convertible preferred stock, 99,310 and 103,110 shares issued and outstanding as of December 31, 2005 and 2004, respectively, entitled in liquidation to \$4,965,500 and \$5,155,500                        | 4,966             | 5,156      |
| 5.00% cumulative convertible preferred stock (Series 2003), 1,025,946 and 1,725,000 shares issued and outstanding as of December 31, 2005 and 2004, respectively, entitled in liquidation to \$102,594,600 and \$172,500,000 | 102,595           | 172,500    |
| 4.125% cumulative convertible preferred stock, 89,060 and 313,250 shares issued and outstanding as of December 31, 2005 and 2004, respectively, entitled in liquidation to \$89,060,000 and \$313,250,000                    | 89,060            | 313,250    |
| 5.00% cumulative convertible preferred stock (Series 2005), 4,600,000 and 0 shares issued and outstanding as of December 31, 2005 and 2004, respectively, entitled in liquidation to \$460,000,000                           | 460,000           |            |
| 4.50% cumulative convertible preferred stock, 3,450,000 and 0 shares issued and outstanding as of December 31, 2005 and 2004, respectively, entitled in liquidation to \$345,000,000   | 345,000           |            |
| 5.00% cumulative convertible preferred stock (Series 2005B), 5,750,000 and 0 shares issued and outstanding as of December 31, 2005 and 2004, respectively, entitled in liquidation to \$575,000,000                          | 575,000           |            |
| Common Stock, \$.01 par value, 500,000,000 shares authorized, 375,510,521 and 316,940,784 shares issued December 31, 2005 and 2004, respectively   | 3,755             | 3,169      |
| Paid-in capital  | 3,803,312         | 2,440,105  |
| Retained earnings  | 1,100,841         | 262,987    |
| Accumulated other comprehensive income (loss), net of tax of \$112,071,000 and (\$11,489,000), respectively  | (194,972)         | 20,425     |
| Unearned compensation  | (89,242)          | (32,618)   |
| Less: treasury stock, at cost; 5,320,816 and 5,072,121 common shares as of December 31, 2005 and 2004, respectively  | (25,992)          | (22,091)   |
| Total Stockholders Equity  | 6,174,323         | 3,162,883  |

|  |               |              |
|--|---------------|--------------|
| <b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b> | \$ 16,118,462 | \$ 8,244,509 |
|--|---------------|--------------|

The accompanying notes are an integral part of these consolidated financial statements.

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**Table of Contents****CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS**

|   | Years Ended December 31,                 |                   |                   |
|---|--|-------------------|-------------------|
|   | 2005                                     | 2004              | 2003              |
|   | (\$ in thousands, except per share data) |                   |                   |
| <b>REVENUES:</b>  |  |                   |                   |
| Oil and gas sales   | \$ 3,272,585                             | \$ 1,936,176      | \$ 1,296,822      |
| Oil and gas marketing sales   | 1,392,705                                | 773,092           | 420,610           |
| <b>Total Revenues</b>   | <b>4,665,290</b>                         | <b>2,709,268</b>  | <b>1,717,432</b>  |
| <b>OPERATING COSTS:</b>   |  |                   |                   |
| Production expenses   | 316,956                                  | 204,821           | 137,583           |
| Production taxes  | 207,898                                  | 103,931           | 77,893            |
| General and administrative expenses   | 64,272                                   | 37,045            | 23,753            |
| Oil and gas marketing expenses  | 1,358,003                                | 755,314           | 410,288           |
| Oil and gas depreciation, depletion and amortization                              | 894,035                                  | 582,137           | 369,465           |
| Depreciation and amortization of other assets                                     | 50,966                                   | 29,185            | 16,793            |
| Provision for legal settlements   |  | 4,500             | 6,402             |
| <b>Total Operating Costs</b>  | <b>2,892,130</b>                         | <b>1,716,933</b>  | <b>1,042,177</b>  |
| <b>INCOME FROM OPERATIONS</b>   | <b>1,773,160</b>                         | <b>992,335</b>    | <b>675,255</b>    |
| <b>OTHER INCOME (EXPENSE):</b>  |  |                   |                   |
| Interest and other income   | 10,452                                   | 4,476             | 2,827             |
| Interest expense  | (219,800)                                | (167,328)         | (154,356)         |
| Loss on repurchases or exchanges of Chesapeake debt                               | (70,419)                                 | (24,557)          | (20,759)          |
| Loss on investment in Seven Seas Petroleum, Inc.                                  |  |                   | (2,015)           |
| <b>Total Other Income (Expense)</b>   | <b>(279,767)</b>                         | <b>(187,409)</b>  | <b>(174,303)</b>  |
| <b>INCOME BEFORE INCOME TAXES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE</b>      | <b>1,493,393</b>                         | <b>804,926</b>    | <b>500,952</b>    |
| <b>INCOME TAX EXPENSE:</b>  |  |                   |                   |
| Current   |  |                   | 5,000             |
| Deferred  | 545,091                                  | 289,771           | 185,360           |
| <b>Total Income Tax Expense</b>   | <b>545,091</b>                           | <b>289,771</b>    | <b>190,360</b>    |
| <b>NET INCOME BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE</b>                   | <b>948,302</b>                           | <b>515,155</b>    | <b>310,592</b>    |
| <b>CUMULATIVE EFFECT OF ACCOUNTING CHANGE, NET OF INCOME TAXES OF \$1,464,000</b> |  |                   | <b>2,389</b>      |
| <b>NET INCOME</b>   | <b>948,302</b>                           | <b>515,155</b>    | <b>312,981</b>    |
| <b>PREFERRED STOCK DIVIDENDS</b>  | <b>(41,813)</b>                          | <b>(39,506)</b>   | <b>(22,469)</b>   |
| <b>LOSS ON CONVERSION/EXCHANGE OF PREFERRED STOCK</b>                             | <b>(26,874)</b>                          | <b>(36,678)</b>   |                   |
| <b>NET INCOME AVAILABLE TO COMMON SHAREHOLDERS</b>                                | <b>\$ 879,615</b>                        | <b>\$ 438,971</b> | <b>\$ 290,512</b> |
| <b>EARNINGS PER COMMON SHARE BASIC:</b>   |  |                   |                   |
| Income before cumulative effect of accounting change                              | \$ 2.73                                  | \$ 1.73           | \$ 1.36           |
| Cumulative effect of accounting change  |  |                   | 0.02              |
|   | <b>\$ 2.73</b>                           | <b>\$ 1.73</b>    | <b>\$ 1.38</b>    |

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### EARNINGS PER COMMON SHARE ASSUMING DILUTION:

|  |         |         |         |
|--|---------|---------|---------|
| Income before cumulative effect of accounting change | \$ 2.51 | \$ 1.53 | \$ 1.20 |
| Cumulative effect of accounting change               |         |         | 0.01    |
|  | \$ 2.51 | \$ 1.53 | \$ 1.21 |

|  |                 |                 |                 |
|--|-----------------|-----------------|-----------------|
| <b>CASH DIVIDEND DECLARED PER COMMON SHARE</b> | <b>\$ 0.195</b> | <b>\$ 0.170</b> | <b>\$ 0.135</b> |
|--|-----------------|-----------------|-----------------|

### WEIGHTED AVERAGE COMMON AND COMMON EQUIVALENT SHARES OUTSTANDING (in thousands):

|                   |         |         |         |
|-------------------|---------|---------|---------|
| Basic             | 322,034 | 253,212 | 211,203 |
| Assuming dilution | 366,683 | 305,718 | 258,567 |

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

|  | Years Ended December 31, |             |             |
|--|--------------------------|-------------|-------------|
|  | 2005                     | 2004        | 2003        |
|  | (\$ in thousands)        |             |             |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                          |             |             |
| <b>NET INCOME</b>  | \$ 948,302               | \$ 515,155  | \$ 312,981  |
| <b>ADJUSTMENTS TO RECONCILE NET INCOME TO CASH PROVIDED BY OPERATING ACTIVITIES:</b>                   |                          |             |             |
| Depreciation, depletion, and amortization  | 935,965                  | 605,593     | 382,004     |
| Deferred income taxes  | 544,891                  | 289,532     | 186,664     |
| Loss on repurchases or exchanges of Chesapeake debt  | 70,419                   | 24,557      | 20,759      |
| Premiums paid for repurchasing of senior notes   | (59,893)                 | (16,281)    | (6,695)     |
| Amortization of loan costs and bond discount   | 14,784                   | 10,275      | 5,861       |
| Unrealized (gains) losses on derivatives   | (42,722)                 | (35,549)    | (3,992)     |
| Stock-based compensation   | 15,343                   | 4,828       |             |
| Cumulative effect of accounting change   |                          |             | (3,853)     |
| Loss on investment in Seven Seas   |                          |             | 2,015       |
| Other  | (1,362)                  | 4,412       | 1,490       |
| (Increase) decrease in accounts receivable   | (204,860)                | (152,590)   | (72,683)    |
| (Increase) decrease in inventory and other assets  | (66,979)                 | (9,481)     | (10,971)    |
| Increase (decrease) in accounts payable, accrued liabilities and other                                 | 92,215                   | 97,635      | 86,861      |
| Increase (decrease) in current and non-current revenues and royalties due others                       | 160,785                  | 94,188      | 38,466      |
| Cash provided by operating activities  | 2,406,888                | 1,432,274   | 938,907     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                          |             |             |
| Acquisitions of oil and gas companies, proved properties and unproved properties, net of cash acquired | (3,925,473)              | (1,914,746) | (1,261,275) |
| Exploration and development of oil and gas properties  | (2,371,854)              | (1,276,341) | (727,231)   |
| Additions to buildings and other fixed assets  | (417,470)                | (126,707)   | (71,454)    |
| Additions to investments   | (135,013)                | (36,962)    | (30,750)    |
| Additions to drilling rig equipment  | (66,758)                 | (23,093)    | (1,221)     |
| Deposits for acquisitions  | (35,000)                 | (16,250)    | (13,250)    |
| Divestitures of oil and gas properties   | 9,769                    | 12,048      | 22,156      |
| Sale of non-oil and gas assets and investments   | 20,422                   | 860         | 5,799       |
| Other  | (1)                      | (13)        | 9           |
| Cash used in investing activities  | (6,921,378)              | (3,381,204) | (2,077,217) |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                          |             |             |
| Proceeds from long-term borrowings   | 5,682,000                | 2,160,000   | 738,000     |
| Payments on long-term borrowings   | (5,765,116)              | (2,101,000) | (738,000)   |
| Cash received from issuance of senior notes, net of offering costs                                     | 2,924,636                | 1,165,975   | 485,445     |
| Proceeds from issuance of preferred stock, net of offering costs                                       | 1,341,529                | 304,936     | 390,365     |
| Proceeds from issuance of common stock, net of offering costs  | 985,782                  | 624,187     | 177,427     |
| Cash paid to purchase or exchange senior notes   | (565,868)                | (248,434)   | (106,379)   |
| Cash paid for common stock dividends   | (60,528)                 | (38,902)    | (27,253)    |
| Cash paid for preferred stock dividends  | (31,480)                 | (40,907)    | (20,916)    |
| Cash paid for financing cost of credit facilities  | (4,672)                  | (9,175)     | (2,474)     |
| Cash paid for treasury stock and preferred stock   | (4,000)                  |             | (2,109)     |
| Derivative settlements   | (11,642)                 |             |             |
| Net increase in outstanding payments in excess of cash balance   | 61,171                   | 88,348      | 28,315      |

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|   |                  |                  |                |
|---|------------------|------------------|----------------|
| Other financing costs                                     | (5,803)          | (1,770)          | (496)          |
| Cash received from exercise of stock options and warrants | 21,612           | 11,987           | 9,329          |
| <b>Cash provided by financing activities</b>              | <b>4,567,621</b> | <b>1,915,245</b> | <b>931,254</b> |
| Net increase (decrease) in cash and cash equivalents      | 53,131           | (33,685)         | (207,056)      |
| Cash and cash equivalents, beginning of period            | 6,896            | 40,581           | 247,637        |
| Cash and cash equivalents, end of period                  | \$ 60,027        | \$ 6,896         | \$ 40,581      |

The accompanying notes are an integral part of these consolidated financial statements.

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**Table of Contents****CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**

|  | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2005                     | 2004       | 2003       |
|  | (\$ in thousands)        |            |            |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION OF CASH PAYMENTS</b>     |                          |            |            |
| <b>FOR:</b>  |                          |            |            |
| Interest, net of capitalized interest  | \$ 175,416               | \$ 134,000 | \$ 137,146 |
| Income taxes, net of refunds received  | \$ 200                   | \$ 239     | \$ 5,160   |
| <b>SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:</b> |                          |            |            |

In 2005, holders of our 6.0% cumulative convertible preferred stock converted 3,800 shares into 18,468 shares of common stock at a conversion price of \$10.287 per share.

In 2005, holders of our 4.125% and 5.0% (Series 2003) cumulative convertible preferred stock exchanged 224,190 and 699,054 shares, respectively, for 14,321,881 and 4,362,720 shares, respectively, of common stock in privately negotiated exchanges.

In 2005, Chesapeake acquired Columbia Energy Resources, LLC and its subsidiaries including Columbia Natural Resources, LLC ( CNR ) for a total consideration of \$3.02 billion, consisting of \$2.2 billion of cash and derivative liabilities, prepaid sales agreements and other liabilities of \$0.8 billion. See further discussion regarding the CNR acquisition in Note 13 of the notes to our consolidated financial statements.

In 2004, we completed a public exchange offer in which we retired \$458.5 million of our 8.125% Senior Notes due 2011 and \$10.8 million of accrued interest and issued \$72.8 million of our 7.75% Senior Notes due 2015 and \$2.8 million of accrued interest and \$433.5 million of our 6.875% Senior Notes due 2016 and \$4.1 million of accrued interest.

In 2004, we issued an additional \$37.0 million of our 6.875% Senior Notes due 2016 and \$0.5 million of accrued interest in exchange for \$24.3 million of our 8.125% Senior Notes due 2011 and \$0.7 million of accrued interest and \$9.1 million of our 7.75% Senior Notes due 2015 and \$0.1 million of accrued interest in four private exchange transactions.

In 2004, holders of our 6.75% cumulative convertible preferred stock converted 2,998,000 shares into 19,467,482 shares of common stock (at a conversion price of \$7.70 per share).

In 2004, holders of our 6.0% cumulative convertible preferred stock exchanged 600,000 shares for 3,225,000 shares of common stock and 3,896,890 shares for 20,754,817 shares of common stock in a privately negotiated exchange and a public exchange offer, respectively.

In 2004, Chesapeake acquired Hallwood Energy Corporation for a total consideration of \$292.0 million, consisting of \$223.5 million of cash and short-term notes payable of \$60.0 million.

In 2003, we issued \$86.7 million of our 7.75% Senior Notes due 2015, \$63.8 million of our 7.50% Senior Notes due 2013 and accrued interest of \$1.0 million in exchange for \$71.7 million of our 8.125% Senior Notes due 2011, \$40.2 million of our 8.375% Senior Notes due 2008, \$32.0 million of our 8.5% Senior Notes due 2012 and \$2.2 million of accrued interest, pursuant to privately negotiated transactions. The \$71.7 million of our 8.125% Senior Notes, \$40.2 million of our 8.375% Senior Notes and \$32.0 million of our 8.5% Senior Notes were retired upon receipt.

As of December 31, 2005, 2004 and 2003, dividends payable on our common and preferred stock were \$37.9 million, \$19.4 million and \$15.7 million, respectively.

In 2005, 2004 and 2003 oil and gas properties were adjusted by \$251.7 million, \$463.9 million and (\$4.9) million, respectively, for net tax liabilities related to acquisitions.

During 2005, 2004 and 2003, \$27.3 million, \$29.7 million, and \$18.1 million, respectively, of additions to oil and gas properties were recorded as an increase to accrued exploration and development costs.

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We recorded non-cash asset additions to net oil and gas properties of \$76.8 million, \$20.2 million and \$45.7 million in 2005, 2004 and 2003, respectively, for asset retirement obligations.

The accompanying notes are an integral part of these consolidated financial statements.

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**Table of Contents****CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY**

|   | Years Ended December 31, |            |            |
|---|--------------------------|------------|------------|
|   | 2005                     | 2004       | 2003       |
|   | (\$ in thousands)        |            |            |
| <b>PREFERRED STOCK:</b>   |                          |            |            |
| Balance, beginning of period  | \$ 490,906               | \$ 552,400 | \$ 149,900 |
| Issuance of 6.00% cumulative convertible preferred stock  |                          |            | 230,000    |
| Issuance of 5.00% cumulative convertible preferred stock (Series 2003)                            |                          |            | 172,500    |
| Issuance of 4.125% cumulative convertible preferred stock   |                          | 313,250    |            |
| Issuance of 5.00% cumulative convertible preferred stock (Series 2005)                            | 460,000                  |            |            |
| Issuance of 4.50% cumulative convertible preferred stock  | 345,000                  |            |            |
| Issuance of 5.00% cumulative convertible preferred stock (Series 2005B)                           | 575,000                  |            |            |
| Exchange of common stock for 224,190 shares of 4.125% preferred stock                             | (224,190)                |            |            |
| Exchange of common stock for 699,054 shares of 5.00% preferred stock (Series 2003)                | (69,905)                 |            |            |
| Exchange of common stock for 2,998,000 shares of 6.75% preferred stock                            |                          | (149,900)  |            |
| Exchange of common stock for 3,800, 4,496,890 and 0 shares of 6.00% preferred stock, respectively | (190)                    | (224,844)  |            |
| Balance, end of period  | 1,576,621                | 490,906    | 552,400    |
| <b>COMMON STOCK:</b>  |                          |            |            |
| Balance, beginning of period  | 3,169                    | 2,218      | 1,949      |
| Issuance of 32,200,000, 46,000,000 and 23,000,000 shares of common stock, respectively            | 322                      | 460        | 230        |
| Exchange of 18,703,069, 43,447,299 and 0 shares of common stock for preferred stock               | 187                      | 435        |            |
| Exercise of stock options and warrants  | 40                       | 29         | 39         |
| Restricted stock grants   | 37                       | 27         |            |
| Balance, end of period  | 3,755                    | 3,169      | 2,218      |
| <b>PAID-IN CAPITAL:</b>   |                          |            |            |
| Balance, beginning of period  | 2,440,105                | 1,389,212  | 1,205,554  |
| Issuance of common stock  | 1,024,282                | 649,520    | 186,070    |
| Exchange of 18,703,069, 43,447,299 and 0 shares of common stock for preferred stock, respectively | 294,098                  | 374,310    |            |
| Equity-based compensation   | 82,144                   | 41,485     | 2,292      |
| Offering expenses   | (77,293)                 | (34,297)   | (21,139)   |
| Exercise of stock options and warrants  | 21,573                   | 11,958     | 9,290      |
| Tax benefit from exercise of stock options and restricted stock                                   | 18,506                   | 9,135      | 7,145      |
| Preferred stock conversion/exchange expenses  | (103)                    | (1,218)    |            |
| Balance, end of period  | 3,803,312                | 2,440,105  | 1,389,212  |
| <b>RETAINED EARNINGS (DEFICIT):</b>   |                          |            |            |
| Balance, beginning of period  | 262,987                  | (168,617)  | (426,085)  |
| Net income  | 948,302                  | 515,155    | 312,981    |
| Dividends on common stock   | (64,830)                 | (45,229)   | (29,128)   |
| Dividends on preferred stock  | (45,618)                 | (38,322)   | (26,385)   |
| Balance, end of period  | 1,100,841                | 262,987    | (168,617)  |
| <b>ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS):</b>   |                          |            |            |
| Balance, beginning of period  | 20,425                   | (20,312)   | (3,461)    |
| Gain (loss) on hedging activity   | (266,312)                | 15,946     | (16,851)   |
| Unrealized gain on marketable securities  | 50,915                   | 24,791     |            |
| Balance, end of period  | (194,972)                | 20,425     | (20,312)   |

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**UNEARNED COMPENSATION:**

|                                       |          |          |  |
|---------------------------------------|----------|----------|--|
| Balance, beginning of period          | (32,618) |          |  |
| Restricted stock granted              | (79,979) | (38,949) |  |
| Amortization of unearned compensation | 23,355   | 6,331    |  |

|                        |          |          |  |
|------------------------|----------|----------|--|
| Balance, end of period | (89,242) | (32,618) |  |
|------------------------|----------|----------|--|

**TREASURY STOCK COMMON:**

|   |          |          |          |
|---|----------|----------|----------|
| Balance, beginning of period  | (22,091) | (22,091) | (19,982) |
| Purchase of 257,220, 0 and 279,042 shares of treasury stock, respectively | (4,000)  |          | (2,109)  |
| 401(k) make-up plan distribution of 8,525 shares                          | 99       |          |          |

|                        |          |          |          |
|------------------------|----------|----------|----------|
| Balance, end of period | (25,992) | (22,091) | (22,091) |
|------------------------|----------|----------|----------|

|                                  |              |              |              |
|----------------------------------|--------------|--------------|--------------|
| <b>TOTAL STOCKHOLDERS EQUITY</b> | \$ 6,174,323 | \$ 3,162,883 | \$ 1,732,810 |
|----------------------------------|--------------|--------------|--------------|

The accompanying notes are an integral part of these consolidated financial statements.

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**Table of Contents****CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

|  | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2005                     | 2004       | 2003       |
|  | (\$ in thousands)        |            |            |
| Net Income   | \$ 948,302               | \$ 515,155 | \$ 312,981 |
| Other comprehensive income (loss), net of income tax:  |                          |            |            |
| Change in fair value of derivative instruments, net of income taxes of (\$317,772,000), (\$44,463,000) and (\$15,272,000), respectively                      | (552,837)                | (79,046)   | (24,917)   |
| Reclassification of (gain) loss on settled contracts, net of income taxes of \$136,841,000, \$50,480,000 and \$1,448,000, respectively                       | 238,066                  | 89,743     | 2,363      |
| Ineffective portion of derivatives qualifying for cash flow hedge accounting, net of income taxes of \$27,850,000, \$2,953,000 and \$3,495,000, respectively | 48,452                   | 5,249      | 5,703      |
| Unrealized gain on marketable securities, net of income taxes of \$29,266,000, \$13,945,000 and \$0, respectively  | 50,915                   | 24,791     |            |
| Other adjustments, net of income taxes of \$3,000  | 6                        |            |            |
| Comprehensive income   | \$ 732,904               | \$ 555,892 | \$ 296,130 |

The accompanying notes are an integral part of these consolidated financial statements.

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**CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Basis of Presentation and Summary of Significant Accounting Policies**

*Description of Company*

Chesapeake Energy Corporation ( Chesapeake or the company ) is an oil and natural gas exploration and production company engaged in the acquisition, exploration and development of properties for the production of crude oil and natural gas from underground reservoirs and the marketing of natural gas and oil for other working interest owners in properties we operate. Our properties are located in Oklahoma, Texas, Arkansas, Louisiana, Kansas, Montana, Colorado, North Dakota, New Mexico, West Virginia, Kentucky, Ohio, New York, Maryland, Michigan, Pennsylvania, Tennessee and Virginia.

*Principles of Consolidation*

The accompanying consolidated financial statements of Chesapeake include the accounts of our direct and indirect wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. Investments in companies and partnerships which give us significant influence, but not control, over the investee are accounted for using the equity method. Other investments are generally carried at cost.

*Accounting Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

*Cash Equivalents*

For purposes of the consolidated financial statements, Chesapeake considers investments in all highly liquid instruments with original maturities of three months or less at date of purchase to be cash equivalents.

*Inventory*

Inventory, which is included in current assets, includes tubular goods and other lease and well equipment which we plan to utilize in our ongoing exploration and development activities and is carried at the lower of cost or market using the specific identification method. Oil inventory in tanks is carried at the lower of the estimated cost to produce or market value. Purchased gas inventory is recorded at the lower of weighted average cost or market.

*Oil and Gas Properties*

Chesapeake follows the full-cost method of accounting under which all costs associated with property acquisition, exploration and development activities are capitalized. We capitalize internal costs that can be directly identified with our acquisition, exploration and development activities and do not include