

**IN THE UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF ARKANSAS
WESTERN DIVISION**

**STEPHEN HEARN, JESSE and SUSAN FREY,
PEGGY FREEMAN, TONY and KAREN DAVIS,
and JASON and MISTY SPILLER, on behalf of
themselves and all others similarly situated**

PLAINTIFFS

VS.

NO. 4:11-CV-00474 JLH

**BHP BILLITON PETROLEUM
(FAYETTEVILLE) LLC; CHESAPEAKE
OPERATING, INC. and DEEP SIX WATER
DISPOSAL SERVICES, L.L.C.**

DEFENDANTS

**ANSWER OF BHP BILLITON PETROLEUM (FAYETTEVILLE) LLC
TO PLAINTIFFS' FIRST AMENDED AND CONSOLIDATED
CLASS ACTION COMPLAINT**

Comes now separate defendant, BHP Billiton Petroleum (Fayetteville) LLC (“BHP Fayetteville”), and for its Answer to Plaintiffs’ First Amended and Consolidated Class Action Complaint (“First Amended Complaint”), states:

1. This defendant admits that the plaintiffs are attempting to bring this case as a class action. The remaining allegations of paragraph 1 of plaintiffs’ First Amended Complaint are denied.

2. Paragraph 2 of plaintiffs’ First Amended Complaint contains no allegations against this defendant requiring a response, however, to the extent deemed to contained allegations, those allegations are denied.

3. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 3 of plaintiffs’ First Amended Complaint, and accordingly, those allegations are denied.

4. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 4 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

5. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 5 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

6. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 6 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

7. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 7 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

8. The allegations of the first two sentences of paragraph 8 of plaintiffs' First Amended Complaint are admitted. The remaining allegations of paragraph 8 of plaintiffs' First Amended Complaint are denied.

9. To the knowledge of this defendant, the allegations of paragraph 9 of plaintiffs' First Amended Complaint are admitted.

10. To the knowledge of this defendant, the allegations of paragraph 10 of plaintiffs' First Amended Complaint are admitted.

11. It is admitted that this Court has jurisdiction over this matter.

12. The allegations of paragraph 12 of plaintiffs' First Amended Complaint are admitted.

13. The allegations of paragraph 13 of plaintiffs' First Amended Complaint are denied.

14. It is admitted that in 2010 and 2011 (as well as other years), to the knowledge of this defendant, earthquakes have been measured in Central Arkansas. This defendant is without sufficient knowledge or information to form a belief as to the truth of the remaining allegations of paragraph 14 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

15. The allegations of paragraph 15 of plaintiffs' First Amended Complaint are denied.

16. The allegations of paragraph 16 of plaintiffs' First Amended Complaint are denied.

17. It is admitted that, to the knowledge of this defendant, the Fayetteville Shale is a major source of natural gas produced in Arkansas and that includes some parts of Faulkner County and other nearby counties. This defendant is without sufficient knowledge or information to form a belief as to the truth of the remaining allegations of paragraph 17 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

18. The allegations of paragraph 18 of plaintiffs' First Amended Complaint are admitted.

19. It is admitted that hydraulic fracturing is a process used at times in the production of natural gas in the Fayetteville Shale. The remaining allegations of paragraph 19 of plaintiffs' First Amended Complaint are denied.

20. The allegations of paragraph 20 of plaintiffs' First Amended Complaint are denied.

21. The allegations of paragraph 21 of plaintiffs' First Amended Complaint are denied.

22. It is admitted that this defendant owned and operated one injection well for a short period in the summer of 2011 in Faulkner County. The remaining allegations of paragraph 22 of plaintiffs' First Amended Complaint are denied.

23. Paragraph 23 of plaintiffs' First Amended Complaint contains no allegations as to this defendant, but to the extent that allegations are intended against this defendant in paragraph 23, those allegations are denied.

24. It is admitted that to the knowledge of this defendant, the referenced injection wells are located in Faulkner County, Arkansas. The remaining allegations of paragraph 23 of plaintiffs' First Amended Complaint are denied.

25. To the knowledge of this defendant, the allegations of paragraph 25 of plaintiffs' First Amended Complaint are admitted.

26. It is admitted that the two referenced disposal wells were among the assets purchased by this defendant from Chesapeake Operating, Inc. The remaining allegations of paragraph 26 of plaintiffs' First Amended Complaint are denied.

27. The allegations of paragraph 27 of plaintiffs' First Amended Complaint are denied.

28. The allegations of paragraph 28 of plaintiffs' First Amended Complaint are denied.

29. The allegations of paragraph 29 of plaintiffs' First Amended Complaint are denied.

30. As written, the allegations of paragraph 30 of plaintiffs' First Amended Complaint are denied.

31. To the knowledge of this defendant, the allegations of paragraph 31 of plaintiffs' First Amended Complaint are admitted.

32. The allegations of paragraph 32 of plaintiffs' First Amended Complaint are denied.

33. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 33 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

34. The allegations of paragraph 34 of plaintiffs' First Amended Complaint are denied.

35. The first sentence of paragraph 35 of plaintiffs' First Amended Complaint is denied. This defendant is without sufficient knowledge or information to form a belief as to the person or entity responsible for preparation of the graph referenced in paragraph 35, or plaintiffs' the basis for the graph, or plaintiffs' interpretation of the graph, and accordingly, the remaining allegations of paragraph 35 of plaintiffs' First Amended Complaint are denied.

36. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 36 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

37. It is admitted that, to the knowledge of this defendant, two earthquakes referenced in paragraph 37 of plaintiffs' First Amended Complaint were reported to have occurred, although actual magnitudes are unknown. This defendant is without sufficient knowledge or information

to form a belief as to the truth of the remaining allegations of paragraph 37 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

38. It is admitted that Exhibit B to plaintiffs' First Amended Complaint appears to be a true and correct copy of the referenced document, and speaks for itself. To the extent the allegations of paragraph 38 of plaintiffs' First Amended Complaint are inconsistent with this response or the document, those allegations are denied.

39. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 39 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

40. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 40 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

41. It is admitted that Exhibit C to plaintiffs' First Amended Complaint appears to be a true and correct copy of the referenced document, and speaks for itself. To the extent the allegations of paragraph 41 of plaintiffs' First Amended Complaint are inconsistent with this response or the document, those allegations are denied.

42. It is admitted that Exhibit D to plaintiffs' First Amended Complaint appears to be a true and correct copy of the referenced document, and speaks for itself. To the extent the allegations of paragraph 42 of plaintiffs' First Amended Complaint are inconsistent with this response or the document, those allegations are denied.

43. It is admitted that Exhibit E to plaintiffs' First Amended Complaint appears to be a true and correct copy of the referenced document, and speaks for itself. To the extent the

allegations of paragraph 43 of plaintiffs' First Amended Complaint are inconsistent with this response or the document, those allegations are denied.

44. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 44 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

45. To the knowledge of this defendant, it is admitted that an earthquake was reported to have occurred on February 27, 2011 at the referenced time. With respect to the remaining allegations of paragraph 45 of plaintiffs' First Amended Complaint, this defendant is without sufficient knowledge or information to form a belief, and those allegations are denied.

46. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 46 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

47. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 47 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

48. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 48 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

49. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 49 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

50. The allegations of paragraph 50 of plaintiffs' First Amended Complaint are admitted.

51. To the knowledge of this defendant, the allegations of paragraph 51 of plaintiffs' First Amended Complaint are admitted.

52. It is admitted that on or about June 21, 2011, the "Chesapeake Trammel" disposal well operations were voluntarily terminated. To the extent the allegations of paragraph 52 of plaintiffs' First Amended Complaint are inconsistent with this response, those allegations are denied.

53. It is admitted that Exhibit H to plaintiffs' First Amended Complaint appears to be a true and correct copy of the referenced document, and speaks for itself. To the extent the allegations of paragraph 53 of plaintiffs' First Amended Complaint are inconsistent with this response or the document, those allegations are denied.

54. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 54 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

55. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 55 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

56. It is admitted that this defendant voluntarily ceased operations of the "Chesapeake Trammel" disposal well, and it was plugged and abandoned. It is further admitted that separate defendant Chesapeake agreed to voluntarily close, plug and abandon the "Chesapeake SRE" disposal well. This defendant is without sufficient knowledge or information to form a belief as to the truth of the remaining allegations of paragraph 56 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

57. To the knowledge of this defendant, a hearing was held by the AOGC on July 26, 2011. This defendant is without sufficient knowledge or information to form a belief as to the truth of the remaining allegations of paragraph 57 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

58. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 58 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

59. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 59 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

60. The allegations of paragraph 60 of plaintiffs' First Amended Complaint are denied.

61. It is admitted that Exhibits I and J to plaintiffs' First Amended Complaint appear to be a true and correct copy of the referenced documents, and speak for themselves. To the extent the allegations of paragraph 61 of plaintiffs' First Amended Complaint are inconsistent with this response or those documents, those allegations are denied.

62. This defendant incorporates all matters previously pled by it in this action.

63. The allegations of paragraph 63 of plaintiffs' First Amended Complaint are denied.

64. The allegations of paragraph 64 of plaintiffs' First Amended Complaint are denied.

65. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 65 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

66. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 66 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

67. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 67 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

68. The allegations of paragraph 68 of plaintiffs' First Amended Complaint are denied.

69. The allegations of paragraph 69 of plaintiffs' First Amended Complaint are denied.

70. The allegations of paragraph 70 of plaintiffs' First Amended Complaint are denied.

71. The allegations of paragraph 71 of plaintiffs' First Amended Complaint are denied, as well as all subparagraphs.

72. The allegations of paragraph 72 of plaintiffs' First Amended Complaint are denied.

73. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 73 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

74. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 74 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

75. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 75 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

76. The allegations of paragraph 76 of plaintiffs' First Amended Complaint are denied.

77. The allegations of paragraph 77 of plaintiffs' First Amended Complaint are denied.

78. The allegations of paragraph 78 of plaintiffs' First Amended Complaint are denied.

79. The allegations of paragraph 79 of plaintiffs' First Amended Complaint are denied.

80. The allegations of paragraph 80 of plaintiffs' First Amended Complaint are denied.

81. The allegations of paragraph 81 of plaintiffs' First Amended Complaint are denied.

82. The allegations of paragraph 82 of plaintiffs' First Amended Complaint are denied.

83. The allegations of paragraph 83 of plaintiffs' First Amended Complaint are denied.

84. The allegations of paragraph 84 of plaintiffs' First Amended Complaint are denied, as well as all subparagraphs.

85. The allegations of paragraph 85 of plaintiffs' First Amended Complaint are denied.

86. The allegations of paragraph 86 of plaintiffs' First Amended Complaint are denied.

87. The allegations of paragraph 87 of plaintiffs' First Amended Complaint are denied, as well as subparagraphs.

88. This defendant incorporates all matters previously pled by it in response to plaintiffs' allegations.

89. The allegations of paragraph 89 of plaintiffs' First Amended Complaint are denied.

90. The allegations of paragraph 90 of plaintiffs' First Amended Complaint are denied.

91. The allegations of paragraph 91 of plaintiffs' First Amended Complaint are denied.

92. The allegations of paragraph 92 of plaintiffs' First Amended Complaint are denied.

93. This defendant incorporates all matters previously pled by it in response to plaintiffs' allegations.

94. The allegations of paragraph 94 of plaintiffs' First Amended Complaint are denied.

95. The allegations of paragraph 95 of plaintiffs' First Amended Complaint are denied.

96. The allegations of paragraph 96 of plaintiffs' First Amended Complaint are denied.

97. The allegations of paragraph 97 of plaintiffs' First Amended Complaint are denied.

98. This defendant incorporates all matters previously pled by it in response to plaintiffs' allegations.

99. The allegations of paragraph 99 of plaintiffs' First Amended Complaint are denied.

100. The allegations of paragraph 100 of plaintiffs' First Amended Complaint are denied.

101. The allegations of paragraph 101 of plaintiffs' First Amended Complaint are denied.

102. This defendant incorporates all matters previously pled by it in response to plaintiffs' allegations.

103. The allegations of paragraph 103 of plaintiffs' First Amended Complaint are denied.

104. The allegations of paragraph 104 of plaintiffs' First Amended Complaint are denied.

105. The allegations of paragraph 105 of plaintiffs' First Amended Complaint are denied.

106. This defendant incorporates all matters previously pled by it in response to plaintiffs' allegations.

107. The allegations of paragraph 107 of plaintiffs' First Amended Complaint are denied.

108. The allegations of paragraph 108 of plaintiffs' First Amended Complaint are denied.

109. The allegations of paragraph 109 of plaintiffs' First Amended Complaint are denied.

110. The allegations of paragraph 110 of plaintiffs' First Amended Complaint are denied.

111. The allegations of paragraph 111 of plaintiffs' First Amended Complaint are denied.

112. The allegations of paragraph 112 of plaintiffs' First Amended Complaint are denied.

113. Paragraph 113 of plaintiffs' First Amended Complaint does not appear to make any allegations against this defendant related to any claims in this case, however, to the extent paragraph 113 is interpreted as making allegations against this defendant, those allegations are denied.

114. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations regarding the alleged damages of the plaintiffs as set forth in paragraph 114 of their First Amended Complaint, and accordingly, those allegations are denied. Additionally, this defendant denies that plaintiffs' damages were caused as a result of any actions, inactions, conduct or lack of conduct by this defendant.

115. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 115 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

116. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 116 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

117. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 117 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

118. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 118 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

119. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 119 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

120. The allegations of paragraph 120 of plaintiffs' First Amended Complaint which allege that this defendant caused earthquakes, are denied. As to the remaining allegations, this defendant is without sufficient knowledge or information to form a belief as to the truth of those allegations, and accordingly, those allegations are denied.

121. It is denied that this defendant's operations caused the earthquakes which plaintiffs have described in paragraph 121 of their First Amended Complaint. This defendant is without sufficient knowledge or information to form a belief as to the truth of the remaining

allegations of paragraph 121 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

122. The allegations of paragraph 122 of plaintiffs' First Amended Complaint are denied.

123. This defendant is without sufficient knowledge or information to form a belief as to the truth of the allegations of paragraph 123 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

124. It is denied that plaintiffs have been damaged by any action, inaction, conduct or lack of conduct of this defendant. This defendant is without knowledge or information to form a belief as to the truth of the remaining allegations of paragraph 124 of plaintiffs' First Amended Complaint, and accordingly, those allegations are denied.

125. The allegations of paragraph 125 of plaintiffs' First Amended Complaint are denied.

126. The allegations of paragraph 126 of plaintiffs' First Amended Complaint are denied.

127. The allegations of paragraph 127 of plaintiffs' First Amended Complaint are denied.

128. This defendant respectfully requests a trial by jury pursuant to Rule 38, Fed. R. Civ. P.

129. This defendant denies the allegations of plaintiffs' prayer for relief, including subparagraphs A., B., C., D., E., F., G. and H., and denies that the plaintiffs are entitled to the relief sought.

130. All allegations of plaintiffs' First Amended Complaint not specifically admitted herein are denied.

131. Plaintiffs' First Amended Complaint should be dismissed pursuant to Rule 12(b)(6), Fed. R. Civ. P., as plaintiffs failed to state claims upon which relief can be granted as to this defendant. Specifically, the plaintiffs fail to state a valid claim for trespass, absolute liability, public nuisance, private nuisance, negligence or punitive damages against this defendant.

132. This defendant affirmatively pleads that plaintiffs' damages, if any, have been caused in whole or in part by the negligence and/or fault of the plaintiffs and/or other persons/entities for whose conduct this defendant is not legally responsible.

133. This defendant affirmatively pleads that plaintiffs' claims are barred in whole or in part by laches, waiver, and the statute of limitations.

134. This defendant affirmatively pleads that any class certification is improper and specifically requests that this Court provide conclusions of law and findings of fact with respect to any issue of class certification.

135. This defendant affirmatively pleads that every material allegations in plaintiffs' First Amended Complaint relating to a request for class certification is objected to on the following grounds: (1) lack of commonality of questions of law; (2) lack of commonality of issues and questions of fact; (3) lack of typicality; (4) lack of adequacy of representation; (5) lack of superiority and and predominance; (6) lack of proper class definition; and (7) lack of any basis for injunctive relief.

136. This defendant affirmatively pleads that it is entitled to indemnity, contribution, or both, against any co-defendant which is adjudged to be a joint tortfeasor in this matter.

137. This defendant affirmatively pleads that any damages sought by the plaintiffs on behalf of the putative class members cannot be recovered without specific proof by each putative class member that he or she has been injured.

138. This defendant affirmatively pleads as a matter of constitutional right and substantive due process, it would be entitled to a contest by jury trial of its liability for damages to any particular putative individual class member, even if the representative plaintiff of the putative class prevails on his/her claims.

139. This defendant affirmatively pleads that to the extent plaintiffs and the putative class purport to seek relief on behalf of members of the general public who have not suffered any damages, the First Amended Complaint and each of its claims for relief therein violate the defendant's rights of due process under the United States and Arkansas Constitutions.

140. This defendant affirmatively pleads that plaintiffs' claim for punitive damages asserts liability which is criminal in nature, entitling this defendant to the protection of the Fourth, Fifth, Sixth and Eighth Amendments to the U.S. Constitution. Specifically, for this defendant to receive due process on such claim, plaintiffs' proof must be beyond a reasonable doubt, and this defendant's liability must be tried to a unanimous jury. As to any punitive damages sought by plaintiffs, this defendant is entitled to (1) a trial bifurcating the issues of liability from punitive damages; (2) a clear and convincing burden of proof; (3) effective limit on jury discretion as to any amount of punitive damages, and the limits imposed by Arkansas law.

141. This defendant affirmatively pleads that plaintiffs cannot recover punitive damages because the relative position of the parties may be considered in such an award, which constitutes an impermissible punishment of status.

142. This defendant affirmatively pleads that plaintiffs cannot recover punitive damages because present Arkansas law under which such damages are sought is impermissibly vague, imprecise, and inconsistent, and is in violation of the due process clause of the United States Constitution and, therefore, the Fifth and Fourteenth Amendments.

WHEREFORE, separate defendant, BHP Billiton Petroleum (Fayetteville) LLC, respectfully requests that this Court dismiss the plaintiffs' First Amended and Consolidated Class Action Complaint, and for its costs, attorney's fees, and all other relief to which it may be entitled.

Respectfully submitted,

/s/ David D. Wilson

KEVIN A. CRASS, #84029

DAVID D. WILSON, #90112

FRIDAY, ELDREDGE & CLARK, LLP

400 West Capitol Avenue, Suite 2000

Little Rock, AR 72201-3522

Telephone: 501-370-1564

Fax: 501-244-5380

E-Mail crass@fridayfirm.com
wilson@fridayfirm.com

*Attorneys for BHP Petroleum
(Fayetteville) LLC*

CERTIFICATE OF SERVICE

I hereby certify that on January 4, 2012, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system, which shall send notification of such filing to the following:

Scott E. Poynter scott@emersonpoynter.com	Attorney for Plaintiffs
Christopher D. Jennings cjennings@emersonpoynter.com	Attorney for Plaintiffs
William T. Crowder wcrowder@emersonpoynter.com	Attorney for Plaintiffs
John G. Emerson jemerson@emersonpoynter.com	Attorney for Plaintiffs
James C. Wyly jwyly@wlylyrommel.com	Attorney for Plaintiffs
Sean F. Rommel srommel@wlylyrommel.com	Attorney for Plaintiffs
Lyn P. Pruitt lpruitt@mwlaw.com	Attorney for Chesapeake Operating, Inc.
Jeffrey L. Spillyards jspillyards@mwlaw.com	Attorney for Chesapeake Operating, Inc.
Anton Leo Janik, Jr ajanik@mwlaw.com	Attorney for Chesapeake Operating, Inc.
Michelle P. Cullen michelle.cullen@chk.com	Attorney for Chesapeake Operating, Inc.

/s/ David D. Wilson

KEVIN A. CRASS, #84029

DAVID D. WILSON, #90112

FRIDAY, ELDREDGE & CLARK, LLP

400 West Capitol Avenue, Suite 2000

Little Rock, AR 72201-3522

Telephone: 501-370-1564

Fax: 501-244-5380

E-Mail crass@fridayfirm.com

wilson@fridayfirm.com

*Attorneys for BHP Petroleum
(Fayetteville) LLC*