

CHESAPEAKE ENERGY CORP  
Form FWP  
December 01, 2006

Filed Pursuant to Rule 433  
Registration No. 333-138966  
Pricing Term Sheet  
December 1, 2006

**Chesapeake Energy Corporation**

**600,000,000 aggregate principal amount of 6.25% Senior Notes due 2017**

*The following information supplements the Preliminary Prospectus dated November 27, 2006, filed pursuant to Rule 433, Registration Statement No. 333-138966.*

<b>Title of securities:</b>	6.25% Senior Notes due 2017
<b>Aggregate principal amount offered:</b>	600,000,000 principal amount
<b>Principal amount per note:</b>	50,000
<b>Price to public:</b>	100% of principal amount
<b>Net proceeds to Chesapeake Energy Corporation, after underwriters discount, but before other offering expenses:</b>	590,250,000
<b>Use of proceeds:</b>	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 funding potential future acquisitions.
<b>Underwriters discount:</b>	1.625%
<b>Estimated expenses of notes offering:</b>	\$250,000
<b>Annual interest rate:</b>	6.25% per annum
<b>Interest payment dates:</b>	January 15 and July 15 of each year, commencing July 15, 2007
<b>Record dates:</b>	January 1 and July 1
<b>Maturity:</b>	January 15, 2017
<b>Make-whole redemption:</b>	At any time prior to the maturity date at Bund Rate plus 50 basis points.
<b>Ranking:</b>	Senior unsecured
<b>Trade date:</b>	December 1, 2006
<b>Settlement date:</b>	December 6, 2006
<b>Common Code/ISIN:</b>	Common Code 027393390/ISIN XS0273933902

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**Joint Book-Running Managers:** Barclays Bank PLC, Credit Suisse Securities (Europe) Limited, Deutsche Bank Securities Inc. and Goldman Sachs International

**Senior Co-Managers:** 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 and UBS Limited

**Co-Managers:** 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 and The Toronto-Dominion Bank

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling +44 20 7773 9498 or toll-free 1-888-227-2275 (ext. 5576).**