

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Chesapeake Energy Corporation		2 Issuer's employer identification number (EIN) 73-1395733	
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact 405-935-8870	5 Email address of contact ir@chk.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact P.O. Box 18496		7 City, town, or post office, state, and Zip code of contact Oklahoma City, OK 73154-0496	
8 Date of action December 19, 2019	9 Classification and description Debt-for-Debt Exchange		
10 CUSIP number See Line 14 Below	11 Serial number(s)	12 Ticker symbol CHK	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On December 4, 2019 Chesapeake Energy Corporation ("Chesapeake") commenced an offer to exchange (the "Exchange") newly issued 11.5% Senior Secured Second Lien Notes due 2025 ("New Notes") for its outstanding 8.0% Senior Notes due 2027, 8.0% Senior Notes due 2026, 8.0% Senior Notes due 2025, 7.5% Senior Notes due 2026, and 7.0% Senior Notes due 2024 (collectively "Old Notes"). The settlement date for the Exchange was December 19, 2019.

CUSIP Numbers of Old Notes - 165167CV7, 165167CZ8, 165167DC8, U16450AY1, 165167CT2, 165167CU9, U16450AU9, 165167DB0, 165167DA2
CUSIP Numbers of New Notes - 165167DD6, U16450AZ8

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Chesapeake believes that the Exchange will more likely than not be treated as a transaction that qualifies as a recapitalization for U.S. federal income tax purposes. However, holders participating in the Exchange should consult a tax professional to determine their individual tax consequences, as the tax consequences may vary between holders. The tax treatment discussed below assumes that the Exchange is treated as a recapitalization. A U.S. holder who participates in the Exchange will generally not recognize gain or loss on the transaction.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ A U.S. holder's tax basis in the New Notes will equal such U.S. holder's adjusted tax basis in the Old Notes surrendered. Solely for U.S. federal income tax purposes (and pursuant to to § 1.1273-2(f)(9) of the Treasury Regulations), Chesapeake has determined that (i) the New Notes should be treated as "publicly traded" within the meaning of § 1.1273-2(f) of the Treasury Regulations, and (ii) the "issue price" of the New Notes within the meaning of § 1.1273-2(b) of the Treasury Regulations is \$949.12 per \$1,000 face amount of the New Notes. These determinations are binding on a holder of the New Notes unless the holder explicitly discloses that its determination is different than Chesapeake's.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC §§ 354, 356, 358, 368(a)(1)(E), 1001

18 Can any resulting loss be recognized? ▶ Provided that the Exchange qualifies as a recapitalization for U.S. federal income tax purposes, a U.S. holder participating in the Exchange would not recognize a loss on the Exchange.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The settlement date for the Exchange was December 19, 2019. For a U.S. holder whose taxable year is a calendar year, the reportable year is 2019.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
	Signature ▶ <i>W.M. Buegler</i>	Date ▶ <u>1-15-20</u>			
Paid Preparer Use Only	Print your name ▶ <u>William M. Buegler</u>	Preparer's signature	Title ▶ <u>Senior VP & Chief Accounting Officer</u>	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	
	Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054				