SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 1996

[ ] Transition Report pursuant to Section 13 or 15(d) of the Securities Act of 1934

For the transition period from __________ to __________

Commission File No. 1-13726

CHESAPEAKE ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	73-1395733
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6100 North Western Avenue Oklahoma City, Oklahoma	73118
(Address of principal executive offices)	(Zip Code)

(405) 848-8000
(Registrant's telephone number, including area code)

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 X NO

At October 31, 1996 there were 30,128,321 shares of the registrant's $.10 par value Common Stock outstanding.

PART I. FINANCIAL INFORMATION

Index to Financial Statements
and
Management's Discussion and Analysis

Notes to Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

ASSETS

	September 30, 1996	June 30, 1996
	($ in thousands)	
CURRENT ASSETS:		
Cash and cash equivalents	$ 2,444	$ 51,638
Accounts receivable:		
Oil and gas sales	14,409	12,687
Oil and gas marketing sales	8,413	6,982
Joint interest and other, net of allowance for doubtful accounts of $340,000	19,822	27,661
Related parties	3,007	2,884
Inventory	10,461	5,163
Other	4,694	2,158
Total Current Assets	63,250	109,173
PROPERTY AND EQUIPMENT:		
Oil and gas properties, at cost based on full cost accounting:		
Evaluated oil and gas properties	428,309	363,213
Unevaluated properties	185,433	165,441
Less: accumulated depreciation, depletion and amortization	(109,749)	(92,720)
	503,993	435,934
Other property and equipment	19,701	18,162
Less: accumulated depreciation and amortization	(3,358)	(2,922)
Total Property and Equipment	520,336	451,174
OTHER ASSETS	11,965	11,988
TOTAL ASSETS	$595,551	$572,335

LIABILITIES AND STOCKHOLDERS' EQUITY

	September 30, 1996	June 30, 1996
CURRENT LIABILITIES:		
Notes payable and current maturities of long-term debt	$ 10,642	$ 6,755
Accounts payable	56,946	54,514
Accrued liabilities and other	13,869	14,062
Revenues and royalties due others	28,200	33,503
Total Current Liabilities	109,657	108,834
LONG-TERM DEBT, NET	277,323	268,431
REVENUES AND ROYALTIES DUE OTHERS	5,588	5,118
DEFERRED INCOME TAXES	16,326	12,185
CONTINGENCIES AND COMMITMENTS	-	-
STOCKHOLDERS' EQUITY:		
Preferred Stock, $.01 par value, 2,000,000 shares authorized; 0 shares issued and outstanding	-	-
Common Stock, $.10 par value, 45,000,000 shares authorized at September 30, 1996; 30,126,372 and 30,079,913 shares issued and outstanding at September 30, 1996 and June 30, 1996, respectively	3,013	3,008
Paid-in capital	137,463	136,782
Accumulated earnings	46,181	37,977
Total Stockholders' Equity	186,657	177,767
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$595,551	$572,335

The accompanying notes are an integral part of these consolidated financial statements.

CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended September 30, 1996	Three Months Ended September 30, 1995
	($ in thousands, except per share data)	
REVENUES:		
Oil and gas sales	$36,753	$19,831
Oil and gas marketing sales	12,184	-
Oil and gas service operations	-	2,157
Interest and other	848	1,514
Total Revenues	49,785	23,502
COSTS AND EXPENSES:		
Production expenses and taxes	2,530	1,696
Oil and gas marketing expenses	11,866	-
Oil and gas service operations	-	1,852
Oil and gas depreciation, depletion and amortization	17,029	10,435
Depreciation and amortization of other assets	952	696
General and administrative	1,671	941
Interest	2,817	3,363
Total Costs and Expenses	36,865	18,983
INCOME BEFORE INCOME TAXES	12,920	4,519
INCOME TAX EXPENSE		
Current	-	-
Deferred	4,716	1,604
Total Income Tax Expense	4,716	1,604
NET INCOME	$ 8,204	$ 2,915
NET INCOME PER COMMON SHARE:		
Primary	$ .26	$ .10
Fully-diluted	$ .26	$ .10
WEIGHTED AVERAGE COMMON AND COMMON EQUIVALENT SHARES OUTSTANDING:		
Primary	32,129	28,526
Fully-diluted	32,169	28,772

The accompanying notes are an integral part of these consolidated financial statements.

CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended September 30, 1996	1995
	($ in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 8,204	$ 2,915
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	17,545	10,833
Deferred taxes	4,716	1,604
Amortization of loan costs	436	298
Amortization of bond discount	142	140
Gain (loss) on sale of fixed assets and other	6	(433)
Investments in securities	(2,912)	(713)
Other adjustments	(206)	-
Changes in current assets and liabilities	(1,978)	2,741
Cash provided by operating activities	25,953	17,385
CASH FLOWS FROM INVESTING ACTIVITIES:		
Exploration, development and acquisition of oil and gas properties	(87,350)	(46,004)
Proceeds from sale of assets	8,642	4,247
Investment in service operations	(2,545)	-
Additions to property, equipment and other	(1,870)	(979)
Cash used in investing activities	(83,123)	(42,736)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from long-term borrowings	10,000	-
Payments on long-term borrowings	(2,135)	(1,016)
Cash received from exercise of stock options	191	113
Other	(80)	-
Cash provided by financing activities	7,976	(903)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(49,194)	(26,254)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	51,638	55,535
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 2,444	$29,281

The accompanying notes are an integral part of these consolidated financial statements.

CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 1996
(unaudited)

1. Accounting Principles

The accompanying unaudited consolidated financial statements of Chesapeake Energy Corporation and Subsidiaries (the "Company") have been prepared in accordance with the instructions to Form 10-Q as prescribed by the Securities and Exchange Commission. All material adjustments (consisting solely of normal recurring adjustments) which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods have been reflected. The results for the three months ended September 30, 1996, are not necessarily indicative of the results for the full fiscal year.

As used in this Form 10-Q, the terms "Restricted Subsidiaries" and "Subsidiary Guarantors" include Chesapeake Operating, Inc. ("COI"), Lindsay Oil Field Supply, Inc., Sander Trucking Company, Inc., Whitmire Dozer Service, Inc., and Chesapeake Exploration Limited Partnership ("CEX"), and the terms "Unrestricted Subsidiaries" and "Non-Guarantor Subsidiaries" include Chesapeake Gas Development Corporation ("CGDC") and Chesapeake Energy Marketing, Inc. ("CEM"), each of which is a direct or indirect wholly owned subsidiary of the Company.

2. Recent Events

On October 28, 1996 the Company filed a registration statement with the Securities and Exchange Commission with respect to a proposed public offering of 3,250,000 shares of Common Stock of the Company (3,737,500 shares if the underwriters' over-allotment option is fully exercised). The Company intends to use the net proceeds from the offering to reduce debt, to fund expanded exploration and development capital expenditures and for general corporate purposes.

On October 15, 1996, Union Pacific Resources Company ("UPRC") filed suit against the Company in the United States District Court for the Northern District of Texas alleging (a) infringement of UPRC's claimed patent (the "UPRC patent") for an invention involving a method of maintaining a bore hole in a stratigraphic zone during drilling, and (b) tortious interference with contracts between UPRC and a third party vendor (the "Vendor") regarding the confidentiality of proprietary information of UPRC. UPRC is seeking injunctive relief, damages of an unspecified amount, including actual, enhanced, consequential and punitive damages, interest, costs and attorney's fees. The Company believes that it has meritorious defenses to UPRC's allegations, including, without limitation, the Company's belief that the UPRC Patent is invalid. The Company will vigorously defend the lawsuit. No assurance can be given as to the outcome of the matter or the ultimate impact on the Company of any damages (which could be substantial) that may be awarded to UPRC because litigation is inherently uncertain.

3. Senior Notes

12% Notes

The Company has outstanding $47.5 million in aggregate principal amount of 12% Notes which mature in March 2001. The 12% Notes bear interest at an annual rate of 12%, payable semiannually on each March 1 and September 1. The 12% Notes are senior obligations of the Company and are secured by a pledge of all of the issued and outstanding capital stock of, and partnership interests in, the Company=s Restricted Subsidiaries. In addition, the 12% Notes are fully and unconditionally guaranteed, jointly and severally, by the Restricted Subsidiaries. The only subsidiary's securities which constitute a substantial portion of the collateral for the 12% Notes are the partnership interests in CEX, a limited partnership which is 10% owned by COI, as the sole general partner, and 90% owned directly by the Company, as the sole limited partner. Separate financial statements of CEX are presented elsewhere in this Form 10-Q.

10 1/2% Notes

The Company has outstanding $90 million in aggregate principal amount of 10 1/2% Notes which mature June 2002. The 10 1/2% Notes bear interest at an annual rate of 10 1/2%, payable semiannually on each June 1 and December 1. The 10 1/2% Notes are senior, unsecured obligations of the Company, and are fully and unconditionally guaranteed, jointly and severally, by the Company's Restricted Subsidiaries.

9 1/8% Notes

On April 9, 1996 the Company issued $120 million in aggregate principal amount of 9 1/8% Senior Notes due 2006 which mature April 15, 2006. The 9 1/8% Notes bear interest at an annual rate of 9 1/8%, payable semiannually on each April 15 and October 15, commencing October 15, 1996. The 9 1/8% Notes are senior, unsecured obligations of the Company, and are fully and unconditionally guaranteed, jointly and severally, by the Company's Restricted Subsidiaries.

Set forth below are condensed consolidating financial statements of CEX, the other Subsidiary Guarantors, all Subsidiary Guarantors combined, the Non-Guarantor Subsidiaries and the Company. The CEX limited partnership condensed financial statements were prepared on a separate entity basis as reflected in the Company's books and records and include all material costs of doing business as if the partnership were on a stand-alone basis except that interest is not charged or allocated on intercompany advances. No provision has been made for income taxes because the partnership is not a tax paying entity. Separate financial statements of each Subsidiary Guarantor, other than CEX, have not been provided because management has determined they are not material to investors.

CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 1996
(unaudited)

CONDENSED CONSOLIDATING BALANCE SHEET
AS OF SEPTEMBER 30, 1996
($ in thousands)

	SUBSIDIARY GUARANTORS						
	CEX	All Others	Combined	Non-Guarantor Subsidiaries	Company (Parent)	Eliminations	Consolidated
ASSETS							
CURRENT ASSETS:							
Cash and cash equivalents	$ -	$(11,972)	$(11,972)	$ 5,999	$ 8,417	$ -	$ 2,444
Accounts receivable, net	18,685	20,969	39,654	9,478	-	(3,481)	45,651
Inventory	-	10,381	10,381	80	-	-	10,461
Other	1,066	655	1,721	46	2,927	-	4,694
Total Current Assets	19,751	20,033	39,784	15,603	11,344	(3,481)	63,250
PROPERTY AND EQUIPMENT:							
Oil and gas properties	409,286	(5,589)	403,697	24,612	-	-	428,309
Unevaluated leasehold	185,433	-	185,433	-	-	-	185,433
Other property and equipment	-	10,106	10,106	68	9,527	-	19,701
Less: accumulated depreciation, depletion and amortization	(101,099)	(2,846)	(103,945)	(8,650)	(512)	-	(113,107)
Total Property & Equipment	493,620	1,671	495,291	16,030	9,015	-	520,336
INVESTMENTS IN SUBSIDIARIES AND INTERCOMPANY ADVANCES	64,934	524,033	588,967	6,266	429,908	(1,025,141)	-
OTHER ASSETS	762	1,818	2,580	939	8,446	-	11,965
TOTAL ASSETS	$579,067	$547,555	$1,126,622	$ 38,838	$458,713	$(1,028,622)	$595,551
LIABILITIES AND STOCKHOLDERS' EQUITY							
CURRENT LIABILITIES:							
Notes payable and current maturities of long-term debt	$ -	$ 8,002	$ 8,002	$ 2,610	$ 30	$ -	$ 10,642
Accounts payable and other	2,105	82,350	84,455	9,315	8,726	(3,481)	99,015
Total Current Liabilities	2,105	90,352	92,457	11,925	8,756	(3,481)	109,657
LONG-TERM DEBT	10,000	1,502	11,502	9,390	256,431	-	277,323
REVENUES PAYABLE	-	5,588	5,588	-	-	-	5,588
DEFERRED INCOME TAXES	-	26,086	26,086	540	(10,300)	-	16,326
INTERCOMPANY PAYABLES	465,046	460,636	925,682	8,039	87,650	(1,021,371)	-
STOCKHOLDERS' EQUITY:							
Common Stock	-	117	117	2	2,896	(2)	3,013
Other	101,916	(36,726)	65,190	8,942	113,280	(3,768)	183,644
Total Stockholders' Equity	101,916	(36,609)	65,307	8,944	116,176	(3,770)	186,657
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$579,067	$547,555	$1,126,622	$ 38,838	$458,713	$(1,028,622)	$595,551

CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 1996
(unaudited)

CONDENSED CONSOLIDATING BALANCE SHEET
AS OF JUNE 30, 1996
($ in thousands)

	SUBSIDIARY GUARANTORS						
	CEX	All Others	Combined	Non-Guarantor Subsidiaries	Company (Parent)	Eliminations	Consolidated
ASSETS							
CURRENT ASSETS:							
Cash and cash equivalents	$ -	$ 4,061	$ 4,061	$ 2,751	$ 44,826	$ -	$ 51,638
Accounts receivable, net	14,778	29,302	44,080	7,723	-	(1,589)	50,214
Inventory	-	4,947	4,947	216	-	-	5,163
Other	1,891	264	2,155	3	-	-	2,158
Total Current Assets	16,669	38,574	55,243	10,693	44,826	(1,589)	109,173
PROPERTY AND EQUIPMENT:							
Oil and gas properties	346,821	(8,211)	338,610	24,603	-	-	363,213
Unevaluated leasehold	165,441	-	165,441	-	-	-	165,441
Other property and equipment	-	9,608	9,608	61	8,493	-	18,162
Less: accumulated depreciation, depletion and amortization	(84,726)	(2,467)	(87,193)	(8,007)	(442)	-	(95,642)
Total Property & Equipment	427,536	(1,070)	426,466	16,657	8,051	-	451,174
INVESTMENTS IN SUBSIDIARIES AND INTERCOMPANY ADVANCES	56,055	463,331	519,386	8,132	382,388	(909,906)	-
OTHER ASSETS	694	1,616	2,310	940	8,738	-	11,988
TOTAL ASSETS	$500,954	$502,451	$1,003,405	$ 36,422	$444,003	$(911,495)	$572,335
LIABILITIES AND STOCKHOLDERS' EQUITY							
CURRENT LIABILITIES:							
Notes payable and current maturities of long-term debt	$ -	$ 3,846	$ 3,846	$ 2,880	$ 29	$ -	$ 6,755
Accounts payable and other	789	90,280	91,069	7,339	5,260	(1,589)	102,079
Total Current Liabilities	789	94,126	94,915	10,219	5,289	(1,589)	108,834
LONG-TERM DEBT	-	2,113	2,113	10,020	256,298	-	268,431
REVENUES PAYABLE	-	5,118	5,118	-	-	-	5,118
DEFERRED INCOME TAXES	-	23,950	23,950	1,335	(13,100)	-	12,185
INTERCOMPANY PAYABLES	413,726	410,581	824,307	8,182	73,647	(906,136)	-
STOCKHOLDERS' EQUITY:							
Common Stock	-	117	117	2	2,891	(2)	3,008
Other	86,439	(33,554)	52,885	6,664	118,978	(3,768)	174,759
Total Stockholders' Equity	86,439	(33,437)	53,002	6,666	121,869	(3,770)	177,767
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$500,954	$502,451	$1,003,405	$ 36,422	$444,003	$(911,495)	$572,335

CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 1996
(unaudited)

CONDENSED CONSOLIDATING STATEMENTS OF INCOME
($ in thousands)

	SUBSIDIARY GUARANTORS CEX	All Others	Combined	Non-Guarantor Subsidiaries	Company (Parent)	Eliminations	Consolidated
September 30, 1996:							
REVENUES:							
Oil and gas sales	$ 34,789	$ -	$34,789	$ 1,691	$ -	$ 273	$36,753
Oil and gas marketing sale	-	-	-	21,914	-	(9,730)	12,184
Interest and other	-	115	115	409	324	-	848
Total Revenues	34,789	115	34,904	24,014	324	(9,457)	49,785
COSTS AND EXPENSES:							
Production expenses and taxe	2,432	(85)	2,347	183	-	-	2,530
Oil and gas marketing expenses	-	-	-	21,323	-	(9,457)	11,866
Oil and gas depreciation, depletion and amortization	16,373	-	16,373	656	-	-	17,029
Other depreciation and amortization	107	427	534	31	387	-	952
General and administrative	198	975	1,173	236	262	-	1,671
Interest and other	11	22	33	105	2,679	-	2,817
Total Costs & Expenses	19,121	1,339	20,460	22,534	3,328	(9,457)	36,865
INCOME (LOSS) BEFORE INCOME TAXE	15,668	(1,224)	14,444	1,480	(3,004)	-	12,920
INCOME TAX EXPENSE (BENEFIT)	-	5,272	5,272	540	(1,096)	-	4,716
NET INCOME (LOSS)	$15,668	$(6,496)	$ 9,172	$ 940	$(1,908)	$ -	$ 8,204
For the Three Months Ended September 30, 1995:							
REVENUES:							
Oil and gas sales	$18,609	$ (1)	$18,608	$ 1,223	$ -	$ -	$19,831
Oil and gas service operation	-	2,157	2,157	-	-	-	2,157
Interest and other	-	1,021	1,021	-	493	-	1,514
Total Revenues	18,609	3,177	21,786	1,223	493	-	23,502
COSTS AND EXPENSES:							
Production expenses and taxes	1,405	143	1,548	148	-	-	1,696
Oil and gas service operation	-	1,852	1,852	-	-	-	1,852
Oil and gas depreciation, depletion and amortization	9,880	-	9,880	555	-	-	10,435
Other depreciation and amortization	54	378	432	5	259	-	696
General and administrative	258	560	818	29	94	-	941
Interest and other	12	27	39	185	3,139	-	3,363
Total Costs & Expenses	11,609	2,960	14,569	922	3,492	-	18,983
INCOME (LOSS) BEFORE INCOME TAX	7,000	217	7,217	301	(2,999)	-	4,519
INCOME TAX EXPENSE	-	1,604	1,604	-	-	-	1,604
NET INCOME (LOSS)	$ 7,000	$ (1,387)	$ 5,613	$ 301	$(2,999)	$ -	$ 2,915

CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 1996
(unaudited)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
($ in thousands)

	SUBSIDIARY GUARANTORS						
	CEX	All Others	Combined	Non-Guarantor Subsidiaries	Company (Parent)	Eliminations	Consolidated
For the Three Months Ended September 30, 1996:							
CASH FLOWS FROM OPERATING ACTIVITIES	$ 32,274	$(4,607)	$27,667	$ 222	$ (1,936)	$ -	$ 25,953
CASH FLOWS FROM INVESTING ACTIVITIES:							
Oil and gas properties	(82,457)	(4,884)	(87,341)	(9)	-	-	(87,350)
Proceeds from sale of assets	-	8,642	8,642	-	-	-	8,642
Investment in service operations	-	(2,545)	(2,545)	-	-	-	(2,545)
Other additions	(611)	(585)	(1,196)	(49)	(625)	-	(1,870)
	(83,068)	628	(82,440)	(58)	(625)	-	(83,123)
CASH FLOWS FROM FINANCING ACTIVITIES:							
Proceeds from long-term borrowings	10,000	-	10,000	-	-	-	10,000
Payments on borrowings	-	(1,230)	(1,230)	(900)	(5)	-	(2,135)
Cash received from exercise of stock options	-	-	-	-	191	-	191
Other	-	-	-	-	(80)	-	(80)
Intercompany advances, net	40,794	(10,824)	29,970	3,984	(33,954)	-	-
	50,794	(12,054)	38,740	3,084	(33,848)	-	7,976
Net increase (decrease) in cash and cash equivalents	-	(16,033)	(16,033)	3,248	(36,409)	-	(49,194)
Cash, beginning of period	-	4,061	4,061	2,751	44,826	-	51,638
Cash, end of period	$ -	$(11,972)	$(11,972)	$ 5,999	$ 8,417	$ -	$ 2,444
For the Three Months Ended September 30, 1995:							
CASH FLOWS FROM OPERATING ACTIVITIES	$ 18,995	$ 470	$19,465	$ 852	$(2,932)	$ -	$ 17,385
CASH FLOWS FROM INVESTING ACTIVITIES:							
Oil and gas properties	(46,004)	-	(46,004)	-	-	-	(46,004)
Proceeds from sale of assets	107	4,140	4,247	-	-	-	4,247
Other additions	(39)	(481)	(520)	(10)	(449)	-	(979)
	(45,936)	3,659	(42,277)	(10)	(449)	-	(42,736)
CASH FLOWS FROM FINANCING ACTIVITIES:							
Payments on borrowings	-	(309)	(309)	(700)	(7)	-	(1,016)
Cash received from exercise of stock options	-	-	-	-	113	-	113
Intercompany advances, net	26,941	(29,677)	(2,736)	73	2,663	-	-
	26,941	(29,986)	(3,045)	(627)	2,769	-	(903)
Net increase (decrease)in cash and cash equivalents	-	(25,857)	(25,857)	215	(612)	-	(26,254)
Cash, beginning of period	-	53,227	53,227	5	2,303	-	55,535
Cash, end of period	$ -	$27,370	$27,370	$ 220	$ 1,691	$ -	$29,281

PART I. FINANCIAL INFORMATION
ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RECENT EVENTS

On October 28, 1996 the Company filed a registration statement with the Securities and Exchange Commission with respect to a proposed public offering of 3,250,000 shares of Common Stock of the Company (3,737,500 shares if an over-allotment option granted by the Company to the underwriters is exercised in full). The Company intends to use approximately $53 million of the net proceeds to purchase or otherwise satisfy the Company's obligations in respect of $47.5 million principal amount of the Company's outstanding 12% Senior Notes and such additional amounts as may be necessary to fully repay the outstanding balance of its bank revolving credit facility. The balance of the net proceeds will be used to fund expanded exploration and development capital expenditures and for general corporate purposes.

The prepayment of the Company's 12% Senior Notes, together with repayment of the amount outstanding under the bank revolving credit facility, will result in an extraordinary charge to the Company of approximately $7 million, net of tax. The Company anticipates, subject to the completion of the pending Common Stock offering, to record this extraordinary charge to earnings in the Company's quarter ending December 31, 1996.

In October 1996, a patent infringement suit was filed against the Company by Union Pacific Resources Company. Management believes that the Company has meritorious defenses to this action, although the Company is unable to predict the ultimate outcome of this lawsuit because litigation is inherently uncertain. See Part II, Item 1 - Legal Proceedings.

THREE MONTHS ENDED SEPTEMBER 30, 1996 VS. SEPTEMBER 30, 1995

Net income for the three months ended September 30, 1996 (the "Current Quarter") was $8.2 million, a $5.3 million increase from net income of $2.9 million for the quarter ended September 30, 1995 (the "Prior Quarter"). This increase was caused primarily by the Company's significantly higher oil and gas production and increases in oil and gas sales prices.

Revenues from oil and gas sales for the Current Quarter were $36.8 million, an increase of $17.0 million, or 86%, from the Prior Quarter. Gas production increased to 15.3 billion cubic feet ("Bcf"), an increase of 4.6 Bcf, or 43%, compared to the Prior Quarter. Oil production increased 156 thousand barrels ("MBbls"), or 46%, from 342 MBbls to 498 MBbls. The increase in oil and gas production was accompanied by increases in the average oil and gas prices realized. In the Current Quarter, the Company received an average oil price of $21.19 per barrel ("Bbl") net of hedging losses of $0.7 million, an increase of $4.55 per Bbl, or 27%, from the $16.64 per Bbl realized in the Prior Quarter. Gas price realizations increased to $1.71 per thousand cubic feet ("Mcf") in the Current Quarter net of hedging losses of $4.9 million, an increase of 30% from the $1.32 per Mcf realized in the Prior Quarter.

The following table sets forth oil and gas production for the Company's primary operating areas during the Current Quarter.

Operating Areas	Wells	Oil (MBls)	Gas (MMcf)	Total (MMcfe)	Percent %
Giddings	185	137	10,785	11,606	63%
Southern Oklahoma	192	144	2,965	3,830	21%
Louisiana Trend	15	154	777	1,701	9%
All Other	121	63	797	1,175	7%
Total	513	498	15,324	18,312	100%

Includes wells being drilled at September 30, 1996.

Revenues from the Company's oil and gas marketing operations in the Current Quarter, which commenced in December 1995 with the purchase of Chesapeake Energy Marketing, Inc. ("CEM"), were $12.2 million. Oil and gas marketing expenses were $11.9 million, resulting in a gross profit margin during the Current Quarter of $0.3 million, as compared to no activity in the Prior Quarter. The Company had no revenues or expenses for oil and gas service operations in the Current Quarter, as a result of the sale of this business in June 1996 to Peak USA Energy Services, Ltd. ("Peak"). Peak is a limited partnership formed by Peak Oilfield Services Company (a joint venture between Cook Inlet Region, Inc. and Nabors Industries, Inc.) and the Company. As a result of this investment, the Company recorded $84,000 in net profit in interest and other revenue in the Current Quarter, utilizing the equity accounting method.

Production expenses and taxes increased to $2.5 million in the Current Quarter from $1.7 million in the Prior Quarter. This increase was the result of a significant increase in oil and gas production volumes during the Current Quarter. On a gas equivalent production unit ("Mcfe") basis, production expenses and taxes were $0.14 per Mcfe in the Current Quarter compared to $0.13 per Mcfe in the Prior Quarter. Much of the Company's gas production from wells drilled before September 1996 in the downdip Giddings Field qualifies for exemption from Texas state production taxes for production through August 31, 2001. Additionally, certain oil and gas production from the Company's wells in the Knox and Sholem Alechem fields in Oklahoma and the Louisiana Austin Chalk Trend qualifies for production tax exemption until well costs are recovered. These exemptions, combined with the fact that many of the Company's wells are high volume gas wells that tend to have lower operating costs per Mcfe than lower volume wells, result in the Company's historically low production costs per Mcfe. The Company expects that operating costs in fiscal 1997 will increase because of the Company's expansion of drilling efforts into the Louisiana Trend and the Williston Basin, both of which are oil prone areas with significant associated water production which results in higher operating costs than gas prone areas, and because limited severance tax exemptions will be available in these areas as compared to existing exemptions in the Giddings Field.

Depreciation, depletion and amortization ("DD&A") of oil and gas properties for the Current Quarter was $17.0 million, an increase of $6.6 million from the Prior Quarter. The increase in DD&A expense for oil and gas properties between quarters is the result of a 5.6 billion cubic feet equivalent ("Bcfe") increase in production volumes and an increase in the DD&A rate per Mcfe. The average DD&A rate per Mcfe, a function of capitalized and estimated future development costs and the related proved reserves, was $0.93 for the Current Quarter and $0.82 for the Prior Quarter. The Company believes the DD&A rate will increase during fiscal 1997 based on projected higher finding costs for wells drilled in the Louisiana Trend.

Depreciation and amortization of other assets increased to $1.0 million in the Current Quarter as compared to $0.7 million in the Prior Quarter. This increase is primarily the result of higher amortization expense related to debt issuance costs, and higher depreciation related to the Company's acquisition of additional buildings in its Oklahoma City office complex.

General and administrative expenses increased to $1.7 million during the Current Quarter, a $0.8 million, or 89%, increase from the Prior Quarter. This increase is the result of the continued growth of the Company. On an Mcfe basis, general and administrative expenses were $0.09 per Mcfe in the Current quarter as compared to $0.07 per Mcfe in the Prior Quarter. The Company capitalized $0.7 million and $0.3 million of payroll and other internal costs directly related to oil and gas exploration and development activities, net of partner reimbursements, in the Current Quarter and Prior Quarter, respectively.

Interest expense decreased to $2.8 million during the Current Quarter, a $0.6 million decrease from the Prior Quarter, as a result of higher levels of interest capitalized during the Current Quarter. During the Current Quarter, the Company capitalized $4.2 million of interest costs representing the estimated costs to carry its unevaluated leasehold inventory, compared to $0.9 million in the Prior Quarter. This increase in capitalized interest costs is the result of larger investments being carried during the Current Quarter in leasehold that has yet to be evaluated than in the Prior Quarter.

Income tax expense increased to $4.7 million in the Current Quarter from $1.6 million in the Prior Quarter. The Company's estimated effective income tax rate was 36.5% for the Current Quarter, compared to 35.5% for the Prior Quarter. The Company estimates its effective rate based on anticipated levels of income for the year and estimated production in excess of that allowed in computing statutory depletion for tax purposes. The provision for income tax expense is deferred because the Company is not currently a cash income taxpayer. The Company has significant tax net operating loss carryforwards generated from the intangible drilling cost deduction for income tax purposes associated with the Company's drilling activities which are available to offset regular taxable income in the future.

HEDGING ACTIVITIES

Periodically the Company utilizes hedging strategies to hedge the price of a portion of its future oil and gas production. These strategies include swap arrangements that establish an index-related price above which the Company pays the hedging partner and below which the Company is paid by the hedging partner, the purchase of index-related puts that provide for a "floor" price to the Company to be paid by the counter-party to the extent the price of the commodity is below the contracted floor, and basis protection swaps. Results from hedging transactions are reflected in oil and gas sales to the extent related to the Company's oil and gas production.

The Company has the following oil swap arrangements for periods after the Current Quarter:

Month	Monthly Volume(Bbls)	NYMEX-Index Strike Price (per Bbl)
October 1996	31,000	$17.69
November 1996	30,000	$17.65
December 1996	31,000	$17.62
December 1996	62,000	$23.89

January 1997	31,000	$20.01
January 1997	62,000	$23.27
February 1997	28,000	$19.72
February 1997	56,000	$22.74
March 1997	31,000	$19.46
April 1997	30,000	$19.22
May 1997	31,000	$18.97
June 1997	30,000	$18.79
July 1997	31,000	$18.60
August 1997	31,000	$18.43
September 1997	30,000	$18.30
October 1997	31,000	$18.19
November 1997	30,000	$18.13
December 1997	31,000	$18.08

The Company has the following gas swap arrangements for periods after the Current Quarter:

Months	Monthly Volume (MMBtu)	Houston Ship Channel Index Strike Price (per MMBtu)
March 1997	620,000	$2.222
April 1997	600,000	$2.022
May 1997	620,000	$1.937

The Company has the following gas floor arrangements for periods after the Current Quarter:

Months	Monthly Volume(MMBtu)	Houston Ship Channel Index Strike Price (per MMBtu)
November 1996	600,000	$2.175
December 1996	620,000	$2.255
January 1997	620,000	$2.260
February 1997	560,000	$2.155

Gains or losses on the crude oil and natural gas hedging transactions are recognized as price adjustments in the month of related production. The Company estimates that had all of the crude oil and natural gas swap agreements in effect for production periods beginning October 1, 1996 terminated on October 25, 1996, based on the closing prices for NYMEX futures contracts as of that date, the Company would have paid the counterparty approximately $1.8 million, which would have represented the "fair value" at that date. These agreements were not terminated.

CAPITAL RESOURCES AND LIQUIDITY

On October 28, 1996 the Company filed a registration statement with the Securities and Exchange Commission with respect to a proposed public offering of 3,250,000 shares of Common Stock of the Company (3,737,500 shares if an over-allotment option granted by the Company to the underwriters is exercised in full). The Company intends to use approximately $53 million of the net proceeds to purchase or otherwise satisfy the Company's obligations in respect of $47.5 million principal amount of the Company's outstanding 12% Senior Notes and such additional amounts as may be necessary to fully repay the outstanding balance of its bank revolving credit facility. The outstanding balance was $10 million at September 30, 1996 and $35 million as of October 31, 1996. The balance of the net proceeds will be used to fund expanded exploration and development capital expenditures and for general corporate purposes.

As of September 30, 1996 the Company had a working capital deficit of $46.4 million. This deficit was created as a result of the Company's capital expenditure program for acreage acquisition and exploratory and development drilling expenditures exceeding the Company's cash flow from operations. The Company had credit availability under its revolving credit facility at September 30, 1996 to satisfy this working capital deficit.

The Company's cash provided by operating activities increased to $26.0 million during the Current Quarter, compared to $17.4 million during the Prior Quarter. The increase of $8.6 million is the result of increases in net income, adjusted for non-cash charges (such as DD&A and deferred income taxes), and cash provided by changes in current assets and current liabilities between the two periods.

Net cash used in investing activities increased to $83.1 million in the Current Quarter, up from $42.7 million in the Prior Quarter. The $40.4 million increase is a result of the Company's increased drilling activity and increased investment in leasehold during the Current Quarter.

The Company's expected cash flow from operations is subject to a number of factors, many of which are beyond the Company's control, including the level of production and oil and gas prices. In the event the Company experiences unforeseen changes in its working capital position or capital resources, management will revise its capital expenditure program accordingly.

The Company has budgeted approximately $300 million for exploratory and developmental drilling, acreage acquisition and general corporate purposes for fiscal 1997. The Company may increase this budget if favorable drilling results continue, oil and gas prices remain firm, and the pending equity offering is consummated. The capital expenditure budget is largely discretionary, and can be adjusted by the Company based on operating results, capital availability or other factors.

Consolidated cash provided by financing activities was $8.0 million during the Current Quarter, as compared to consolidated cash used by financing activities of $1.0 million during the Prior Quarter. The increase resulted primarily from additional borrowings under the Company's revolving and term credit facilities during the Current Period.

FORWARD LOOKING STATEMENTS

All statements other than statements of historical fact contained in this Form 10-Q, including statements in "Management's Discussion and Analysis of Financial Condition and Results of Operations" are forward-looking statements. When used herein, the words "budget", "budgeted", "anticipate", "expects", "believes", "seeks", "goals", "intends", or "projects" and similar expressions are intended to identify forward-looking statements. It is important to note that Chesapeake's actual results could differ materially from those projected by such forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove correct. Factors that could cause the Company's results to differ materially from the results discussed in such forward-looking statements include but are not limited to the following: production variances from expectations, volatility of oil and gas prices, the need to develop and replace its reserves, the substantial capital expenditures required to fund its operations, environmental risks, drilling and operating risks, risks related to exploration and development drilling, uncertainties about estimates of reserves, competition government regulation, and the ability of the Company to implement its business strategy. All forward-looking statements in this document are expressly qualified in their entirety by the cautionary statements in this paragraph.

CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP
(a wholly-owned partnership of Chesapeake Energy Corporation)
BALANCE SHEETS
(Unaudited)

ASSETS

	September 30, 1996	June 30, 1996
	($ in thousands)	
CURRENT ASSETS:		
Accounts receivable	$ 18,685	$ 14,778
Prepaid expenses	1,066	1,891
Total Current Assets	19,751	16,669
PROPERTY AND EQUIPMENT:		
Oil and gas properties, at cost based on full cost accounting:		
Evaluated oil and gas properties	409,286	346,821
Unevaluated properties	185,433	165,441
Less: accumulated depreciation, depletion and amortization	(101,099)	(84,726)
Total Property and Equipment	493,620	427,536
INTERCOMPANY RECEIVABLES:		
Chesapeake Energy Corporation	56,538	47,502
Chesapeake Gas Development Corporation	8,015	8,171
Other	381	382
	64,934	56,055
OTHER ASSETS	762	694
TOTAL ASSETS	$579,067	$500,954

LIABILITIES AND PARTNERS' CAPITAL

	September 30, 1996	June 30, 1996
CURRENT LIABILITIES:		
Accrued Expenses	$ 2,105	$ 789
Total Current Liabilities	2,105	789
LONG-TERM DEBT	10,000	-
INTERCOMPANY PAYABLES:		
Chesapeake Operating, Inc.	462,856	411,536
Lindsay Oil Field Supply, Inc.	2,190	2,190
	465,046	413,726
CONTINGENCIES AND COMMITMENTS		
PARTNERS' CAPITAL:		
Contributions	424	424
Accumulated Earnings	101,492	86,015
Total Partners' Capital	101,916	86,439
TOTAL LIABILITIES & PARTNERS' CAPITAL	$579,067	$500,954

The accompanying notes are an integral part of these financial statements.

CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP
(a wholly-owned partnership of Chesapeake Energy Corporation)
STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended September 30, 1996	1995
	($ in thousands)	
REVENUES:		
Oil and gas sales	$34,789	$18,609
Total revenues	34,789	18,609
COSTS AND EXPENSES:		
Production expenses and taxes	2,432	1,405
Oil and gas depreciation, depletion and amortization	16,373	9,880
Amortization	107	54
General and administrative	198	258
Interest expense and other	11	12
Total costs and expenses	19,121	11,609
NET INCOME	$15,668	$ 7,000

The accompanying notes are an integral part of these financial statements.

CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP
(a wholly-owned partnership of Chesapeake Energy Corporation)
STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended September 30, 1996	1995
	($ in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 15,668	$ 7,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Oil and gas depreciation	16,373	9,636
Amortization	107	54
Changes in current assets and liabilities	126	2,305
Cash provided by operating activities	32,274	18,995
CASH FLOWS FROM INVESTING ACTIVITIES:		
Development and acquisition of oil and gas properties	(82,457)	(46,004)
Proceeds from sale of assets	-	107
Other additions	(611)	(39)
Cash used in investing activities	(83,068)	(45,936)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from long-term borrowings	10,000	-
Intercompany advances	94,198	45,124
Intercompany payments	(53,404)	(18,183)
Cash provided by financing activities	50,794	26,941
Net increase (decrease) in cash	-	-
Cash & cash equivalents, beginning of period	-	-
Cash & cash equivalents, end of period	$ -	$ -

The accompanying notes are an integral part of these consolidated financial statements.

CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
September 30, 1996
(Unaudited)

1. Accounting Principles

The accompanying unaudited financial statements of Chesapeake Exploration Limited Partnership ("CEX") have been prepared in accordance with the instructions to Form 10-Q as prescribed by the Securities and Exchange Commission. All material adjustments (consisting solely of normal recurring adjustments) which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods have been reflected. The results for the three months ended September 30, 1996, are not necessarily indicative of the results to be expected for the full fiscal year.

The CEX financial statements were prepared on a separate entity basis as reflected in the Company's books and records and include all material costs of doing business as if the partnership were on a stand-alone basis, except that interest is not charged on intercompany accounts, or allocated.

These financial statements should be read in conjunction with the September 30, 1996 consolidated financial statements and related notes of Chesapeake Energy Corporation and Subsidiaries included in this Form 10-Q and the Company's annual report on Form 10-K for the year ended June 30, 1996.

PART I. FINANCIAL INFORMATION
ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
THREE MONTHS ENDED
SEPTEMBER 30, 1996 VS. SEPTEMBER 30, 1995

CEX represents substantially all of the Company's oil and gas operations. Therefore, the discussion in Management's Discussion and Analysis of Financial Condition and Results of Operations, included elsewhere in this report, for the Company relate primarily to CEX.

CEX is a member of the consolidated group of companies of which Chesapeake Energy Corporation is the parent company. Although CEX has separate financing capabilities, CEX is largely dependent on the Company and the Company is dependent on the operations of CEX. Accordingly, capital resources and liquidity issues for CEX are not typical of an entity that operates on a stand alone basis and therefore should be considered only in conjunction with the discussion of the Company's capital resources and liquidity included elsewhere in this report.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On October 15, 1996, Union Pacific Resources Company ("UPRC") filed suit against the Company in the United States District Court for the Northern District of Texas alleging (a) infringement of UPRC's claimed patent (the "UPRC patent") for an invention involving a method of maintaining a bore hole in a stratigraphic zone during drilling, and (b) tortious interference with contracts between UPRC and a third party vendor (the "Vendor") regarding the confidentiality of proprietary information of UPRC. UPRC is seeking injunctive relief, damages of an unspecified amount, including actual, enhanced, consequential and punitive damages, interest, costs and attorney's fees. The Company believes that it has meritorious defenses to UPRC's allegations, including, without limitation, the Company's belief that the UPRC Patent is invalid. The Company will vigorously defend the lawsuit. No assurance can be given as to the outcome of the matter or the ultimate impact on the Company of any damages (which could be substantial) that may be awarded to UPRC because litigation is inherently uncertain.

Since February 1994, the Vendor has assisted the Company in the analysis of horizontal drilling data. In May 1994, the UPRC Patent was issued to UPRC by the U.S. Patent Office and, in August 1995, UPRC advised the Company that the Vendor's services infringed the UPRC Patent. Promptly following receipt of such notification, the Company retained patent counsel who, in December 1995, provided the Company with a legal opinion that the UPRC Patent was invalid.

In September 1995, litigation to which the Company was not a party commenced between UPRC and the Vendor. On October 11, 1996, the litigation was settled with an agreed judgment reciting the validity of the UPRC Patent and finding that the services provided by the Vendor violated the UPRC Patent. The agreed judgment enjoined the Vendor from further infringement of the UPRC Patent and use of UPRC's trade secrets.

By letter dated October 16, 1996, the Vendor advised the Company that the Vendor expected to offer alternative services in the near future which, according to the Vendor, will not violate the Vendor's settlement agreement with UPRC and will not infringe the UPRC Patent. The Vendor also advised the Company that UPRC had agreed to permit the Vendor to complete work in progress which, under the agreed judgment, had been found to infringe the UPRC Patent. The Company believes that alternative services offered by the Vendor and other third party vendors will allow the Company to continue its horizontal drilling program without material interruption.

ITEM 2. CHANGES IN SECURITIES

- - Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

- - Not applicable

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

- - Not applicable

ITEM 5. OTHER INFORMATION

- - Not applicable

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

The following exhibits are filed as a part of this report:

Exhibit No.

11	Statement regarding computation of earnings per common share
27	Financial Data Schedule

(b) Form 8-K

On July 5, 1996, the Company filed a current report on Form 8-K reporting under Item 4 the resignation on July 1, 1996 of Price Waterhouse LLP as the independent accountants of the Company as a result of the purchase of Price Waterhouse LLP's Oklahoma City practice by Coopers & Lybrand L.L.P.

On August 2, 1996, the Company filed a current report on Form 8-K reporting under Item 5 the announcement on July 26, 1996 of the Company's operating updates.

On September 11, 1996, the Company filed a current report on Form 8-K reporting under Item 5 the issuance on August 29, 1996 of the Company's announcement of the fourth quarter earnings and cash flow results for the fiscal year ended June 30, 1996.

On September 17, 1996, the Company filed a current report on From 8-K reporting under Item 5 the announcement on September 4, 1996 of an agreement with Mitchell Energy & Development to construct an associated gathering system in south-central Louisiana, and further, that the Company and Enron Louisiana Energy Company reached an agreement whereby Enron will expand its Eunice facility to process the Company's gas.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CHESAPEAKE ENERGY CORPORATION
(Registrant)

November 14, 1996 Date	AUBREY K. MCCLENDON Aubrey K. McClendon Chairman and Chief Executive Officer
November 14, 1996 Date	MARCUS C. ROWLAND Marcus C. Rowland Vice President and Chief Financial Officer

Index to Exhibits

Exhibit No.	Description	Method of Filing
11	Statement regarding computation of earnings per common share	Filed herewith electronically
27	Financial Data Schedule	Filed herewith electronically

EXHIBIT 11

CHESAPEAKE ENERGY CORPORATION AND SUBSIDIARIES

STATEMENT OF NET INCOME PER SHARE

($ in thousands, except per share)
(Unaudited)

	Three Months Ended September 30, 1996	1995
PRIMARY INCOME PER SHARE		
Computation for statement of income		
Net income per statement of income	$ 8,204	$ 2,915
Common shares outstanding	30,126	26,404
Adjustment to weighted average common shares outstanding:		
Add dilutive effect of: Employee Options	2,003	2,122
Weighted average common shares and common equivalent shares outstanding, as adjusted	32,129	28,526
Net income per common share, as adjusted	$ .26	$ .10
FULLY DILUTED INCOME PER SHARE		
Net income applicable to common stock as shown in primary computation above	$ 8,204	$ 2,915
Common shares outstanding	30,126	26,404
Adjustment to weighted average common shares outstanding:		
Add fully dilutive effect of: Employee Options	2,043	2,368
Weighted average common shares and common equivalent shares outstanding, as adjusted	32,169	28,772
Fully diluted net income per common share	$ .26	$ .10

THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM
BALANCE SHEET AS OF SEPTEMBER 30, 1996, AND STATEMENT OF INCOME FOR 3
MONTHS ENDED SEPTEMBER 30, 1996 AND IS QUALIFIED IN ITS ENTIRETY BY
REFERENCE TO SUCH FORM 10-Q SEPTEMBER 30, 1996.

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CHESAPEAKE ENERGY CORPORATION
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3-MOS
JUN-30-1997
SEP-30-1996
2,444
2,912
45,991
340
10,461
63,250
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