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BEFORE THE CORPORATION COMMISSION  
OF THE STATE OF OKLAHOMA

APPLICANT: NEWFIELD EXPLORATION MID-CONTINENT INC.

RELIEF SOUGHT: POOLING (PART OF A MULTIUNIT HORIZONTAL WELL)

LEGAL DESCRIPTION: SECTION 8, TOWNSHIP 6 NORTH, RANGE 4 WEST, MCCLAIN COUNTY, OKLAHOMA

CAUSE CD NO.

201504310-T

REPLACEMENT FOR FAX FILED ON

SEP 08 2015

FILED / RECEIVED

SEP 14 2015

APPLICATION

COURT CLERK'S OFFICE - TULSA  
CORPORATION COMMISSION  
OF OKLAHOMA

COMES NOW Applicant and shows the Honorable Corporation Commission as follows:

1. Parties: Applicant is Newfield Exploration Mid-Continent Inc., One Williams Center, Suite 1900, Tulsa, Oklahoma, 74172, who is the owner of the right to drill a well to the common sources of supply named below underlying the lands described in the caption hereof by virtue of valid and subsisting oil and gas leases owned by Applicant covering portions of said land. The name of each party being made a respondent to this Application is as shown on Exhibit "A", attached hereto and made a part hereof.

2. Allegation of Facts:

a. The land described in the caption hereof constitutes a "drilling and spacing unit", as defined by Title 52, Section 87.1, O.S., and as heretofore established by the Commission by **Order No. 629241** for the common sources of supply also named below; within said "drilling and spacing unit", there are two or more separately owned tracts or there are undivided interests separately owned for which the owners have not agreed to pool their oil and gas interests and to drill and develop the "drilling and spacing unit" and common sources of supply as a unit.

b. Applicant has conducted a diligent and meaningful search of the local county assessor's records, county treasurer's records, and county deed records regarding the property involved for return addresses on recorded instruments, county probate records and city and county telephone directories and other sources of such information to locate each respondent and has made a bona fide effort to reach an agreement as to the development of the unit with each respondent located by such search.

c. Applicant has drilled or proposes to drill a well on said "drilling and spacing unit" to test the common sources of supply named below and the avoiding of the drilling of unnecessary well, the prevention of waste, and the protection of correlative rights require that the Commission order all owners to pool their interests and to drill and develop the "drilling and spacing unit" and common sources of supply as a unit.

OKLA CORP COM  
RECEIPT 1601890128  
Date: 09/18/2015 Time: 10:03  
Case: 201504310 CD Cashier: GPT  
Payor: NEWFIELD EXPLORATION MID-CON  
Check: 2000 \$100.00  
CD GAS/TRAN/PUD APP

3. Legal Authority: Title 52, Section 87.1, O.S.

4. Relief Sought: Applicant requests that the Commission pool the interests and adjudicate the rights and equities of oil and gas owners in the **Mississippian, Woodford and Hunton** common sources of supply underlying the 640-acre horizontal drilling and spacing unit described as Section 8, Township 6 North, Range 4 West, McClain County, Oklahoma all to be upon such terms and conditions as are just and reasonable and which will afford all of such owners the opportunity to recover or receive without unnecessary expense their just and fair share of all hydrocarbon substances produced therefrom; that the Commission make definite provisions for the payment of all actual costs and expenses, not to exceed reasonable costs and expenses of drilling and development, including a reasonable charge for supervision and designate Applicant or some other party as operator of the proposed well and all subsequent wells drilled in the unit; and that the Applicant be given one year to commence operations for the drilling or other operations with respect to the unit covered hereby.

WHEREFORE, Applicant prays that, after notice and hearing as required by law, all oil and gas interests be pooled and the rights and equities of all oil and gas owners be adjudicated.

Respectfully submitted,

BARNES LAW, PLLC  
1648 S. Boston Ave., Ste. 100  
Tulsa, Oklahoma 74119  
ron@cbb-law.com  
grayson@cbb-law.com  
918/382-8686  
918/382-8685 facsimile

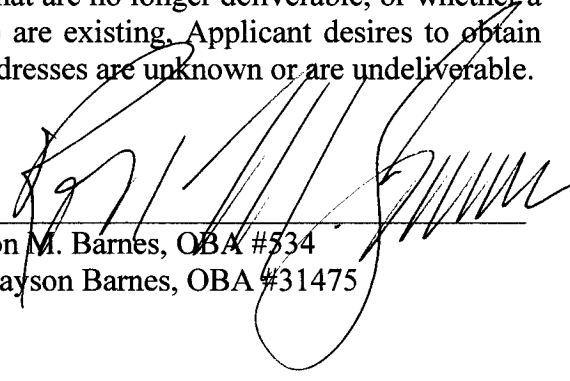
By: 

Ron M. Barnes OBA #534  
Grayson Barnes, OBA #31475  
Attorneys for Newfield Exploration Mid-  
Continent Inc.

**CERTIFICATE OF MAILING/CERTIFICATE OF SERVICE**

The undersigned, of lawful age, being first duly sworn upon oath, states: I am the Attorney for the above-named Applicant. I certify that on or before the 18 day of August, 2015 I mailed by Certified Mail United States mail, proper postage prepaid thereon, a copy of the Notice of Hearing on file in this Cause and this Application to the respondents named on the Exhibit "A" attached to this Application, at their respective mailing addresses.

That Applicant has, with due diligence and after inquiry of every possible source for information, attempted to locate the names and addresses of all respondents that should be receiving notice of this hearing before the Corporation Commission. For respondents that Applicant does not know and cannot ascertain whether an individual respondent(s) are living or deceased, or respondent(s) with a last known address that are no longer deliverable, or whether a corporation(s) or other business entities respondent(s) are existing, Applicant desires to obtain service by publication upon said respondents whose addresses are unknown or are undeliverable.



Ron M. Barnes, OBA #534  
Grayson Barnes, OBA #31475

EXHIBIT A

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|---|--|
| 1. Bliss Rainey McCord<br>902 Malvern Ave.<br>Towson, MD 21204  | 9. Gordon F. Rainey, Jr.<br>4801 Pocahontas Ave.<br>Richmond, VA 23226   |
| 2. Bob J. Hester, aka Bobby J. Hester<br>and Bobby Joe Hester<br>2621 NW 114th St<br>Oklahoma City, OK 73120                                | 10. John Gilmer Rainey<br>604 N.W. 41 St. Street<br>Oklahoma City, OK 73118-7028   |
| 3. Brigham Mineral, L.L.C.<br>Bridgepoint Plaza II, Ste 200, 5914<br>Courtyard Dr.<br>Austin, TX 78730                                      | 11. MAP2009-OK, an Oklahoma general<br>partnership<br>c/o MAP Royalty, Inc., 101 N.<br>Robinson, Ste 1000<br>Oklahoma City, OK 73102-5514                        |
| 4. Dorothea C. Land<br>12512 Arrowhead Dr.<br>Oklahoma City, OK 73120   | 12. Northwest Royalty, LLC<br>P.O. Box 20310<br>Oklahoma City, OK 73156  |
| 5. E H & E, LLC, an Oklahoma limited<br>liability company<br>2904 Valiant Drive NE<br>Atlanta, GA 30345                                     | 13. Robert M. Rainey III, Trustee of The<br>Robert M. Rainey, III Trust, dated<br>July 28, 1971<br>3738 South Xanthus<br>Tulsa, OK 74105                         |
| 6. Eloise Jane Ashley, now Scroggs<br>(aka Jane Ashley Scroggs)<br>1852 W. Halsell Road<br>Fayetteville, AR 72701-3907                      | 14. Rose-Wall OK LLC<br>480 Eagles Nest Drive<br>Silt, CO 81652  |
| 7. Esther Bliss Rainey Living Trust, fbo<br>Bliss R. McCord, Gordon F. Rainey,<br>Jr., Trustee<br>4801 Pocahontas Ave.<br>Richmond VA 23226 | 15. Ten Point Conglomerate, LLC<br>P.O. Box 8225<br>Edmond, OK 73083   |
| 8. Esther Bliss Rainey Living Trust, fbo<br>Gordon F. Rainey, JR., Bliss R.<br>McCord, Trustee<br>902 Malvern Ave.<br>Towson, MD 21204      | <b><u>ADDRESS UNKNOWN</u></b><br><br>None<br><br><b><u>CURATIVE</u></b><br><br>16. Agnes Kolb<br>c/o Kendrick R. Carpenter<br>P.O. Box 152<br>Lonsdale, AR 72087 |

EXHIBIT "A"

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|--|--|
| 17. Brett G. Taylor, Leonard C. Tallerine, Jr. and Benny D. Duncan, as Trustees of The TGT Royalty Investors Trust<br>P.O. Box 671099<br>Dallas, TX 75367-1099 | 25. Merle Gee Williams Living Trust dated October 17, 1995<br>7780 S. Cedar St.<br>Littleton, CO 80120   |
| 18. Cardinal Energy, Inc.<br>P.O. Box 1335<br>Pauls Valley, OK 73075   | 26. Nancy A. Schweitzer<br>11180 Campazzo Dr<br>Venice, FL 34292   |
| 19. Carolyn Berry Minerals, LLC<br>c/o Thomas Whetzel<br>2424 Speedway Blvd.<br>Tucson, AZ 85719   | 27. Nichols Burwell Berry and Elizabeth Patton Payne, successor Co-Trustees of the Carolyn Burwell Berry 1989 Revocable Trust<br>c/o Thomas Whetzel<br>2424 Speedway Blvd.<br>Tucson, AZ 85719 |
| 20. Doyle Roger Odom<br>718 Helmsman Lane<br>Edgewater, FL 32141   | 28. Paisano Energy Fund I, L.P.<br>4441 Buena Vista St<br>Dallas, TX 75205   |
| 21. Gloria Lynn Marsh<br>12041 Shady Creek Dr.<br>Whitney, TX 76692  | 29. Smith Minerals, LLC<br>460 Whistler Cove<br>Franklin, TN 37067   |
| 22. Joe Nemecek, deceased, and their Unknown Heirs, Successors and Assigns<br>c/o Perry L. Nemecek<br>P.O. Box 351<br>Purcell, Ok 73080-0351                   | 30. The H.D. and Janet Trout Revocable Trust dated August 7, 1997<br>8505 S. Olie<br>Oklahoma City, OK 73139   |
| 23. Kendrick R. Carpenter, Trustee of the Kendrick R. Carpenter Revocable Trust, dated November 8, 2012<br>P.O. Box 152<br>Lonsdale, Arkansas 72087            | 31. Twana Lois Vaughn<br>c/o Chilsom Trout, LLC<br>8505 S. Olie<br>Oklahoma City, OK 73139   |
| 24. Melissa DeCarlo<br>2010 Holly Creek Dr<br>Tyler, TX 75703  | 32. Brent R. Clements and Donna L. Clements, as Co-Trustees of the BR and DL Family Trust, dated March 12, 2015<br>4006 Northwich<br>Norman, OK 73072  |

EXHIBIT "A"

**CURATIVE ADDRESS UNKNOWN**

Emily Bell Schoenhofer, deceased

If Any Named Person Is Deceased, Then The Known Or Unknown Heirs, Executors, Administrators, Trustees, Devisees, And Assigns, Immediate And Remote Of Such Decedent, Are Made Respondents To This Application. If Any Named Respondent Is A Corporation Which Does Not Continue To Have Legal Existence, Then The Known Or Unknown Successors, Trustees Or Assigns, If Any Of Such Entity, Are Made Respondents To This Application

**FOR ADMINISTRATIVE PURPOSES**

33. Beverly J. Brown  
Newfield Exploration Mid-Continent  
Inc.  
One Williams Center, Ste. 1900  
Tulsa, OK 74172