BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: NEWFIELD EXPLORATION MID-CONTINENT INC.

RELIEF SOUGHT: HORIZONTAL DRILLING AND SPACING UNITS

LEGAL DESCRIPTION: SECTIONS 13 AND 24, TOWNSHIP 14 NORTH, RANGE 6 WEST, CANADIAN COUNTY, OKLAHOMA CAUSE CD NO.

201504402-T

REPLACEMENT FORFAX DILED 2015

FILED / RECEIVED

SEP 14 2015

COURT CLERK'S OFFICE - TULSA CORPORATION COMMISSION OF OKLAHOMA

APPLICATION

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

1. <u>Parties</u>: Applicant is Newfield Exploration Mid-Continent Inc., One Williams Center, Suite 1900, Tulsa, Oklahoma 74172. The parties being named as respondents to this Application are listed on Exhibit "A" attached hereto and made a part hereof.

2. <u>Allegation of Facts</u>:

a. Applicant alleges that the lands in the caption hereof overlie the actual or prospective common sources of supply named below; that Applicant owns oil and gas interests in the area covered by this Application which entitle Applicant to drill for and produce oil and gas from the lands covered by the Application; that the protection of correlative rights and the prevention of waste require that proper drilling and spacing units and well locations be established therefore:

COMMON SOURCE OF SUPPLY	CLASSIFICATION	<u>DEPTH</u>
Mississippian (less Chester)	Oil	7,672'
Woodford	Oil	7,991'

b. That 640-acre horizontal drilling and spacing units should be established for the **Mississippian** (less Chester) and Woodford common sources of supply as set out below.

c. That the permitted well in each drilling and spacing unit requested herein is necessary to effectively and efficiently drain the portion of the common source of supply (reservoir) covered by such drilling and spacing unit, there being no existing well within the drilling and spacing unit which can effectively and efficiently drain the portion of the common source of supply (reservoir) covered by such drilling and spacing unit.

- d. 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.
 - 3. Legal Authority: Title 52, Section 87.1, O.S.
- 4. Relief Sought: That Applicant requests that the Commission enter its order establishing a 640-acre horizontal drilling and spacing unit for the Mississippian (less Chester) and Woodford common sources of supply underlying Sections 13 and 24, Township 14 North, Range 6 West, Canadian County, Oklahoma. The Mississippian (less Chester) common source of supply is a conventional reservoir and as such the completion interval for a horizontal well in a horizontal well unit shall be located not less than 660 feet from the boundary of the 640-acre horizontal unit. The Woodford common source of supply is an unconventional reservoir and pursuant to OAC 165:10-29-2 the completion interval of a horizontal Woodford well drilled in a horizontal well unit shall be located not less than 165 feet from any north/south unit boundary and not less than 330 feet from any east/west unit boundary.

Mark Holloway, Inc., Inc. operates the Glen 1-24 well, API #017-22842, located in the NE/4 SW/4 Section 24, Township 14 North, Range 6 West, Canadian County, Oklahoma which is producing from Mississippi common source of supply.

The horizontal well unit may exist concurrently with any previously formed non-horizontal drilling and spacing unit, or any part thereof, and each such unit may be separately developed in that a well may be drilled into, completed in and produce hydrocarbons from the same common source of supply in each such concurrently existing unit with production from such well to be governed by and allocated pursuant to the applicable unit. Therefore, the following orders are not being vacated:

Order No. 66879 insofar as it established 80-acre standup drilling and spacing units for the Mississippi Lime common source of supply underlying Section 13, Township 14 North, Range 6 West, Canadian County, Oklahoma; and

Order No. 183787 insofar as it established 80-acre laydown drilling and spacing units for the Mississippi common source of supply underlying Section 24, Township 14 North, Range 6 West, Canadian County, Oklahoma.

5. <u>Special Provision</u>: The relief requested herein may be made effective prior to the issuance of this Order.

WHEREFORE, Applicant prays that after notice and hearing as required by law, the drilling and spacing unit as requested by Applicant, with appropriate well locations and exceptions thereto, be ordered.

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

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 September, 2015 I mailed by first class 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"

SECTION 13-14N-6W

- Gastar Exploration USA, Inc.
 1331 Lamar St., Ste 650
 Houston, TX 77010
- Ra-Jac, LLC
 P.O. Box 720840
 Norman, OK 73070
- 3. Sooner Tread Minerals, LLC 1530 16th Stteet, Suite 500 Denver, CO 80202
- Chesapeake Exploration, LLC
 P.O. Box 18496
 Oklahoma City, OK 73154
- 5. Clayton Williams Energy, Inc.6 Desta Drive, Suite 3000Midland, TX 79705
- Moffat Farms Limited Partnership, an Oklahoma limited Partnership 5905 Moffat Rd NW 1 Piedmont, OK 73078
- Janice I. DeLana, Trustee David C.
 DeLana 2011 Revocable Trust
 617 S Williams
 El Reno, OK 73036
- 8. Eric Dal Shannon 1840 NW 172nd Street Edmond, OK 73012-7008
- Andrea Delana Shannon
 Homestead Loop
 Sandpoint, ID 83864-8619
- 10. Ellen DeLana Jensen 707 S Hoff El Reno, OK 73036

- Laura Renee Lelana Baker
 440 NW 148th Terrace
 Edmond, OK 73013
- John P. Meiwes, Successor Trustee of the Meiwes Joint Revocable Trust dated April 9, 1991
 12925 SW 59TH SW
 Minco, OK 73059
- 13. Charles Eugene Gassaway II and Pamala Gassaway 1316 Richland Rd NW Piedmont, OK 73078
- 14. Stanley Kent Gassaway 9809 SW 23rd Street Yukon, OK 73099-5154
- 15. Dorthy Loosen 1996 Revocable Trust, Dorothy Loosen, Trustee 806 Chateau Ct. Kingfisher, OK 73750
- Emil C. Loosen 1996 Revocable
 Trust, Dorthy Loosen, Successor
 Trustee
 806 Chateau Ct.
 Kingfisher, OK 73750
- 17. Betty Loosen Kuehn P.O. Box 538 Kingfisher, OK 73750
- 18. Carol Rein Rother 225 South 4th Street Okarche, OK 73762
- 19. Vilette Owen2079 Briarcliff RoadLewisville, TX 75067

- 20. Carlene Harpe6304 W. Coventry Dr.Stillwater, OK 74074
- 21. Tech Minerals, LLC P.O. Box 591 Watonga, OK 73772
- St. Peter and St. Paul CatholicChurch of Kingfisher, Oklahoma309 S Main StreetKingfisher, OK 73750
- Mark Ernest Loosen, Trustee of the Julius loosen Irrevocable Trust dated June 1, 2007
 6725 Dorsett Dr.
 Bartlesville, OK 74006
- 24. Pam Weber 3918 Moffat Road NW Piedmont, OK 73078
- Doris G. Washecheck
 1903 Edmond Road NE
 Piedmont, OK 73078
- 26. Maverick Brothers Resources,L.L.C.316 E Oklahoma, Suite 5Okeene, OK 73763
- 27. Chrisnik Energy, LLC
 c/o Carol L. Nilsen
 6803 Forest Creek Dr
 Edmond, OK 73034-1413
- 28. Broken Arrow Royalty Company P O Box 472006 Tulsa, OK 74147-2006
- 29. Felix Energy Holdings, LLC c/o Felix Energy, LLC 1530 16th St. Ste 500 Denver, CO 80202

- 30. Richard D. Allen and Monica J.
 Allen
 P. O. Box 33
 Kingfischer, OK 73750
- 31. Richard D. Allen and Monica J.Allen1311 S 10th StreetKingfisher, OK 73750
- Todco Properties, Inc.1818 West Lindsey, Suite A-102Norman, OK 73069

SECTION 24-14N-6W

- Mark Holloway, Inc.
 100 S. Vermont Avenue
 Oklahoma City, OK 73107
- 34. H & S Equipment, Inc.100 S. Vermont AvenueOklahoma City, OK 73107
- 35. Andy Sheen 100 S. Vermont Avenue Oklahoma City, OK 73107
- 36. Virginia Nicholson c/o MarciaHenderson2420 N. 12th StreetBroken Arrow, OK 74012
- 37. Stewco, Inc. c/o James M. Stewart 12401 Jerrad Lane McCloud, OK 74851
- 38. Headlee Oil Company c/o Dennis Mitchell 7670 Riverwood Lane Frisco, TX 75034

- George H. Russell Oil & Gas Investments, Inc.
 c/o Jeanne Kathleen Griffith 9965 Birkenhead Court Yukon, OK 73099
- 40. Toklan Oil & Gas, formerly Domestic Properties, Inc.7404 S. Yale Avenue Tulsa, OK 74136
- 41. Andrew J. Wallet, as Temporary
 Trustee of the Graner Trust A UTA
 Andrew M. Wallet, Successor
 Trustee Graner Trusts
 2215 Colby Avenue
 Los Angeles, CA 90064
- 42. Andrew J. Wallet, as Temporary
 Trustee of the Graner Trust B-2 UTA
 dated 10/9/1989
 Andrew M. Wallet, Successor
 Trustee Graner Trusts
 2215 Colby Avenue
 Los Angeles, CA 90064
- 43. Preston L. Moore, deceased c/o Mary Jo Moore 2010 Morning Dew Trail Norman, OK 73072
- Charlotte Plotner, deceased
 c/o Lisa Plotner, a/k/a Lisa Traca
 211 E. Main Street, Apt. 13
 Branford, CT 06405-0000
- 45. Charlotte Plotner
 c/o Nicole Plotner a/k/a Nichole
 Schall
 5059 N. Kildare Avenue
 Chicago, IL 60630

- 46. Bank of America, N.A., formerly Nichols Hills Bank
 5613 N. May Avenue Oklahoma City, OK 73112
- 47. Whitmar Exploration Company 555 17th Street, Suite 880 Denver, CO 80202
- 48. Elizabeth S. Marvin 555 17th Street, Suite 880 Denver, CO 80202
- 49. Whitney H. Marvin Revocable Trust 555 17th Street, Suite 880 Denver, CO 80202
- 50. Whitmar Employees Royalty Trust 555 17th Street, Suite 880 Denver, CO 80202
- 51. WM Dennis Ingram a/k/a William Dennis Ingram
 2462 E. 30th Street
 Tulsa, OK 74114
- Dennis Dannehl, a/k/a Dennis M.
 Dannehl and Sandra K. Dannehl,
 Trustees of the Dannehl Family
 Trust 1991
 368 Laurel Drive
 Novato, CA 94945
- 53. Leigh Ann Whitley and Ronald L. Whitley, Trustees of the Whitley Family Trust 2004
 772 Smith Road
 Hemet, CA 92544
- 54. George Dannehl and Doris Dannehl as Co-Trustees of the Dannehl Family Trust dated 12/4/1992 11004 Shoreside Drive Oklahoma City, OK 73170

- 55. Mary Jo Hodges c/o Ben Hodges 7402 Napier Trail Austin, TX 78729
- 56. H. George Rockwood, deceased c/o Kathleen Di Leo618 Ridgeglen WayHighlands Ranch, CO 80126
- 57. Barbara Griffith, deceasedc/o Kathleen Di Leo618 Ridgeglen WayHighlands Ranch, CO 80126
- 58. Barbara Griffith, deceased c/o Ann Krieg
 1050 16th Ave., Apt. D1
 Longmont, CO 80501
- 59. Juanita Ashby, deceased c/o Ron Ashby342 Minahen St.NAPA, CA 94559
- 60. Juanita Ashby, deceased c/o Barbara Hector Drake, CO 80515
- Juanita Ashby, deceasedc/o Barbara Hector409 High St.Mineral Point, WI 53565
- 62. Oil Investments, LLC 318 West Central El Dorado, KS 67042
- 63. Marcia Kay Preston, as Trustee of the Paul and Marcia Preston Family Trust 3800 Bonaire Place Edmond, OK 73013

- 64. Kevin Wittrock and Monica
 Wittrock, Co-Trustees of the Kevin
 and Monica Wittrock Family Trust
 dated 4/1/1998 as amended
 23287 N. Briarwood Drive
 Edmond, OK 73025
- 65. Harold Wittrock, Trustee of the Harold J. Wittrock Family Trust dated 5/18/2001 609 Memorial Drive Okarche, OK 73762
- 66. Raymond Stover and Darlene Stover as TIC16140 NW ExpresswayYukon, OK 73099
- 67. Otto B. Stover, Trustee of the O. B. Stover Revocable Trust dated 8/11/2004 100 W. Cherokee Drive Cashion, OK 73016
- 68. Walter Lynn Treece and Joyce F.
 Treece, Co-Trustees of the Walter
 Lynn Treece and Joyce F. Treece
 Family Trust dated May 17, 2004
 410 W. Texas 675
 Okarche, OK 73762
- 69. Larry Joe Treece 8512 Arlington Drive Oklahoma City, OK 73132
- 70. Lura Kathleen Baker a/k/a Lara K.Baker615 Seaford CourtSmyrna, TN 37167

- 71. James E. Treece, and/or Betty K.
 Treece, and/or Donald J. Treece as
 Joint Tenants with right of
 survivorship
 c/o Donald Treece
 3107 N. Donald Avenue
 Bethany, OK 73008
- 72. Ada L. Foster, and/or Marvin R. Foster, and/or Victor F. Foster, and/or Tamara L. Peltier as Joint Tenants c/o Victor F. Foster 215 N. Shepard Avenue El Reno, OK 73036
- 73. Darrell R. Bennett, Trustee of the Darrell R. Bennett Trust Dated February 2, 2006
 1409 Arrowhead NW
 Piedmont, OK 73078
- 74. Jo Ann Bennett, Trustee of the Jo Ann Bennett Trust Dated February 2, 2006 1409 Arrowhead NW Piedmont, OK 73078
- 75. Barbara Stockwell 608 6th Street, Place NE Conover, NC 28613
- 76. Trim Bonds, LLC c/o Sandra Lynn Shelby 8643 Chadbourne Road Dallas, TX 75209
- 77. Denise Tidwell4613 Tamarisk DriveOklahoma city, OK 73142

- 78. Donald L. Sheperd, Joy Sheperd and Michael Little Co-Trustees of the Don L. Shepard and Joy Sheperd Revocable Trust dated 5/10/2007 13 E. Janice Avenue, Apt. 202 Yukon, OK 73099
- 79. Kenneth Dale Sheperd and wife, Lorene Sheperd, as joint tenants 202 W. Vandament Avenue Yukon, OK 73099
- 80. Jerry Wayne Waller 306 S. 6th Street Marlow, OK 73055
- 81. Keith Alan Waller P.O. Box 287 Lawton, OK 73502
- 82. Darrell Lee Waller 1501 E. Ballpark Road Marlow, OK 73055
- 83. Bruce Tidwell 10101 Mallard Pond Court 310 Laurel, MD 20708
- 84. Mathewson Cemetery Associationc/o Jim Stover27727 N 2940 RoadKingfisher, OK 73750

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

- 85. Stephen Tullos Minks
 Turner Oil and Gas Properties
 3232 W. Britton Rd., Ste. 200
 Oklahoma City, OK 73120
- 86. Jason Monahan 10443 N. May Ave., Ste. 621 Oklahoma City, OK 73012
- 87. David Korell
 Newfield Exploration Mid-Continent
 Inc.
 One Williams Center, Ste. 1900
 Tulsa, OK 74172

EXHIBIT B

All 7,18,19,30, 14N-5W All 11,12,13,14,23,24,25,26, 14N-6W Canadian County

11, 14N-6W 13,16,17,19, 23,24	12, 14N-6W 14,15,18,22,24	7, 14N-5W 3,4,5,6,7,8,30
14, 14N-6W 13,16,17,19,23, 24,29	13, 14N-6W 1,2,14,16,18,19, 22,23,24,28	18, 14N-5W 3,4,6,8,20,26
23, 14N-6W	24, 14N-6W 9,11,12,26,27	19, 14N-5W 5,7,8,9,11,26,27
26, 14N-6W 10,11,12	25, 14N-6W 10,11,12,21,25	30, 14N-5W 9,11,12,26,27

	Source No.	Common Source Supply	of <u>ACRE</u>	Product	S/L	Order No.	Lands Affected
1.	2273	Mississippi Lime	80	Oil	SU	66879	All 13, 14N-6W
2.	4228	Hunton Lime	80	Oil	SU	66879	All 13, 14N-6W
3.	5539	Hunton	80	Oil	SU	66535	All 7,18, 14N-5W
4.	6310	Bartlesville	160	GGC		71795	N/2 & SE 7, All 18, 14N-5W
5.	6310	Bartlesville	80	PO	LD	71795 as	All 19, 14N-5W
						Reformed by	
						185873	
	-				SU	290113	SW 7, 14N-5W
6.	6311	Prue	160	GGC		71795	N/2 & SE 7, All 18, 14N-5W
7.	6311	Prue	80	PO	LD	71795 as	All 19, 14N-5W
						Reformed by 185873	
	1				SU	290113	SW 7, 14N-5W
8.	6312	Mississippi	80	Oil	SU	71795	All 7,18, 14N-5W
0.	0312	Mississippi	80	0"	LD	71795 as	All 19, 14N-5W
						Rearranged by	7 13, 1 111 311
						185873	
9.	8308	Hunton	80	Oil	LD	183787	All 24, 14N-6W
					LD	185873	All 19, 14N-5W
					LD	176472 as	All 30, 14N-5W
						Rearranged by	
				W.C.		186830	
10.	8477	Hogshooter	80	Oil	SU	114554 as	All 25,26, 14N-6W
1	Į.	Big Lime	ļ			Corrected by	
						114776	
11.	8477	Oswego	80	Oil	SU	114554 as	All 25,26, 14N-6W
		Layton			i	Corrected by	
					1	114776	All 24 14N CW
					LD LD	183787 185873	All 24, 14N-6W All 19, 14N-5W
					LD	176472 as	All 30, 14N-5W
				i		Rearranged by	All 30, 14N 3W
						186830	
12.	8477	Mississippi	80	Oil	SU	114554 as	All 25,26, 14N-6W
		Cherokee				Corrected by	
						114776	
					LD	183787	All 24, 14N-6W
					LD	176472 as	All 30, 14N-5W
						Rearranged by	
	0575					186830	NW 0. 5/9 11 14W 6W
13.	8575	Layton	80	PO	SU	187655 as	NW & S/2 11, 14N-6W
					LD	Corrected by 191923	All 14, 14N-6W
					LD	187655 as	NE 11, 14N-6W
					1	Corrected by	NL 11, 14N-0W
						191923 as	
						Rearranged by	
	}			l		281147	
14.	9366	Oswego	160	Gas		134929	All 12, 14N-6W
						172458	NW 13, 14N-6W
15.	9366	Mississippi	160	Gas		134929	All 12, 14N-6W
		Hunton					
16.	9366	Oswego	80	PO	SU	127809 as	NW & S/2 11, 14N-6W
					LD	Reformed by	All 14, 14N-6W
						187655 as	
						Corrected by	
					su	191923 186397	E/2 13, 14N-6W
					SU	172458 as	SW 13, 14N-6W
1					30	Reformed by	544 13, 1414-044
						186397	
					LD	127809 as	NE 11, 14N-6W
			-				

						Reformed by 187655 as Corrected by 191923 as Rearranged by 281147	
17.	9366	Hunton Mississippi	80	PO	SU LD	127809 as Reformed by 187655 as Corrected by 191923 127809 as Reformed by 187655 as Corrected by	NW & S/2 11, 14N-6W All 14, 14N-6W NE 11, 14N-6W
						191923 as	
						Rearranged by	
18.	10422	Prue	160	GGC		281147 134929	All 12, 14N-6W
	10422	Skinner Red Fork	100	330		172458	NW 13, 14N-6W
19.	10422	Prue	80	PO	SU	127809 as	NW & S/2 11, 14N-6W
		Skinner Red Fork			LD	Reformed by 187655 as	All 14, 14N-6W
						Corrected by	
						191923	F/2 12 14N CW
					SU	186397 172458 as	E/2 13, 14N-6W SW 13, 14N-6W
						Reformed by	0.1.20, 1.1.1.0.1.
						186397	NE 11 14N CW
					LD	127809 as Reformed by	NE 11, 14N-6W
						187655 as	
						Corrected by	
						191923 as Rearranged by	
						281147	
20.	11669	Oswego	80	Oil	SU	145566	All 18, 14N-5W
21.	13227	Viola Simpson Group	160	Gas		164762	NW 25, 14N-6W
22.	13702	Viola	160	Gas		207112	NE 12, 14N-6W
		Simpson Group				172458	SW 12, NW 13, 14N-6W
23.	13702	Chester Series Viola	80	PO	SU	172458 as	NW & S/2 11, 14N-6W
25.	13702	Simpson Group			LD	Reformed by 187655 as	All 14, 14N-6W
						Corrected by	
					SU	191923 186397	E/2 13, 14N-6W
					SU	172458 as	SW 13, 14N-6W
						Reformed by	
					LD	186397 172458 as	NE 11, 14N-6W
						Reformed by	
						187655 as	
						Corrected by 191923 as	
						Rearranged by	
	40200	A.I1.1-	1.55			281147	All 44 504 15 505
24.	13702	Arbuckle	160	Gas		172458	All 11, SW 12, NW 13, All 14,

		1				T	4.481.6344
					1	1	14N-6W
	L				<u> </u>	207112	NE 12, 14N-6W
25.	13752	Hunton	160	GGC		173954	All 25, 14N-6W
26.	13981	Viola	80	Oil	LD	176472 as	All 30, 14N-5W
						Rearranged by	
					İ	186830	
	1				LD	183787	All 24, 14N-6W
					SU	214299	SW 18, 14N-5W
					LD	185873	All 19, 14N-5W
27.	13981	Simpson	80	Oil	LD	183787	All 24, 14N-6W
Į.	ļ				SU	176472 as	All 30, 14N-5W
	Ì					Rearranged by	
						186830	
					LD	_185873 **	All 19, 14N-5W
28.	14550	Layton	80	Oil	SU	186397	E/2 & SW 13, 14N-6W
29.	20021	Big Lime	80	Oil	LD	262590	S/2 NW 14, 14N-6W
30.	21507	(True) Layton	80	Oil	SU	290113	SW 7, 14N-5W
		Oswego					,
		Skinner					
		Red Fork					

^{**} Inconsistent Nomenclature