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BEFORE THE CORPORATION COMMISSION
OF THE STATE OF OKLAHOMA

APPLICANT: NEWFIELD EXPLORATION MID-
CONTINENT INC.

RELIEF SOUGHT: HORIZONTAL DRILLING AND
SPACING UNIT

LEGAL DESCRIPTION: SECTION 12, TOWNSHIP 14
NORTH, RANGE 6 WEST, CANADIAN COUNTY,
OKLAHOMA

CAUSE CD NO.

201504359-T

REPLACEMENT FOR FAX FILED ON
SEP 09 2015
FILED / RECEIVED

SEP 10 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. The parties being named as respondents to this Application are listed on Exhibit "A" attached hereto and made a part hereof.

2. Allegation of Facts:

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:

<u>COMMON SOURCE OF SUPPLY</u>	<u>CLASSIFICATION</u>	<u>DEPTH</u>
Mississippian	Oil	7,564'
Woodford	Oil	7,922'
Hunton	Oil	8,004'

b. That a 640-acre horizontal drilling and spacing unit should be established for the **Mississippian, Woodford and Hunton** common sources of supply as set out below.

c. That the permitted well in the 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 **extending Order No. 626166** insofar as it established a 640-acre horizontal drilling and spacing unit for the **Mississippian, Woodford and Hunton** common sources of supply underlying Section 6, Township 14 North, Range 5 West, Canadian County, Oklahoma to include Section 12, Township 14 North, Range 6 West, Canadian County, Oklahoma. The Mississippian and Hunton common sources of supply are conventional reservoirs 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.

RA-JAC, Inc. operates the Rein 1-12 well, API #017-22992, located in the SW/4 SE/4 Section 12, 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. 134929 insofar as it established 160-acre drilling and spacing units for the Hunton and Mississippi common sources of supply underlying Section 12, Township 14 North, Range 6 West, Canadian County, Oklahoma;

Order No. 172458 insofar as it established a 160-acre drilling and spacing unit for the Chester Series common source of supply underlying the SW/4 Section 12, Township 14 North, Range 6 West, Canadian County, Oklahoma; and

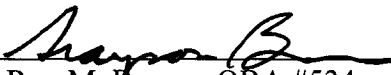
Order No. 207112 insofar as it established a 160-acre drilling and spacing unit for the Chester Series common source of supply underlying the NE/4 Section 12, Township 14 North, Range 6 West, Canadian County, Oklahoma.

5. Special Provision: 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

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 10th day of 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.

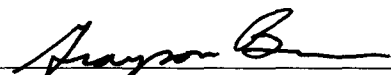

Ron M. Barnes, OBA #534
Grayson Barnes, OBA #31475

EXHIBIT "A"

- | | |
|--|---|
| 1. Mid-Continent II, LLC
c/o Linn Operating
14000 Quail Springs Pkwy, Ste. 5000
Oklahoma City, OK 73134 | 11. Linn Energy Holdings, LLC
14000 Quail Springs Pkwy Ste. 5000
Oklahoma City, OK 73134 |
| 2. Ra-JAC, LLC
P. O. Box 720840
Norman, OK 73070 | 12. Red Stone Resources, LLC
P O BOX 6115
Edmond, OK 73083 |
| 3. American Energy-NonOP, LLC
P.O.Box 13580
Oklahoma city, OK 73113 | 13. Chrisnik Energy, LLC, Carol L. Nilsen, Sole Proprietor
6803 Forrest Creek Drive
Edmond, OK 73034 |
| 4. Clayton Williams Energy, Inc.
700 Rockmead Dr. Ste 159
Kingwood , TX 77339 | 14. Richard D. Allen & Monica J. Allen, husband & wife, JT
PO Box 33
Kingfisher, OK 73750 |
| 5. PayRock Energy, LLC
13909 Quail Pointe Drive
Oklahoma City, OK 73134 | 15. Sooner Trend Minerals, LLC
c/o Felix Energy, LLC
1530 16th St., Ste 500
Denver, CO 80202 |
| 6. Felix Energy, LLC
1530 16th St., Ste 500
Denver, CO 80202 | 16. The Gill Royalty Company
P O Box 697
Okmulgee, OK 74447 |
| 7. Blackhawk Operating Series, LLC
Box 31046
Edmond, OK 73003 | 17. Scott Jerald & Heather Jerald, Trustees of the Scott Jerald & Heather Jerald Revocable Trust, under agreement dated December 28, 2012
402 10th Street
Barnesville, MN 56514 |
| 8. Paul S. Anderson
c/o Cathy Strohm
174 Indianola Rd.
Pittsburgh , PA 15238 | |
| 9. John D. Anderson, deceased
c/o Gordon J. Anderson
590 Cricketfield Ct
Lake Sherwood, CA 91361 | 18. Doris G. Washecheck
1903 Edmond Road NE
Piedmont, OK 73078 |
| 10. Dennis Kirsch
401 E. Cleveland Ave
Guthrie, OK 73044 | |

- | | | | |
|-----|--|-----|--|
| 19. | Virginia Kay Hopp, Successor
Trustee of the Huggard Family Trust,
dated June 11, 1997
1021 Ease College Ave
Carthage, MO 64836 | 28. | Carol Lee Kleinhoff
512 St Francis Road
Eufaula, AL 36027 |
| 20. | PEC Minerals, LP
14860 Montfort Dr., Suite 209
Dallas, TX 75254 | 29. | The Virginia C. Bass Living Trust,
under agreement dated September 1,
2009
129 Lake Alumna Drive
Oklahoma City, OK 73121 |
| 21. | Tina Jerald
5201 Douglas Circle
Bethany, OK 73008-2136 | 30. | Shakti Energy, LLC
P.O. Box 6115
Edmond, OK 73034 |
| 22. | Sean P. Jerald
5201 Douglas Circle
Bethany, OK 73008-2136 | 31. | Pam Weber aka Pamela R. Webber
3918 Moffat Road NW
Piedmont, OK 73078 |
| 23. | Carol Rein Rother
225 South 4th Street
Okarche, OK 73762 | 32. | Tech Minerals, LLC
P.O. Box 591
Watonga, OK 73772 |
| 24. | Mark Ernest Loosen, Trustee of the
Julius Loosen Irrevocable Trust,
dated June 1, 2007
6725 Dorsett Dr.
Bartlesville, OK 74006 | 33. | Betty Loosen Kuehn
P.O. Box 538
Kingfisher, OK 73750 |
| 25. | Janet Rogers aka Janett Rogers,
deceased c/o Jeff Rogers
4222 Northcrest Rd
Dallas, TX 75229 | 34. | Ernst Clay Loosen
620 N. Prouty Ave.
Watonga, OK 73772 |
| 26. | Dorothy Loosen, Trustee of the
Dorothy Loosen 1998 Revocable
Trust
806 Chateau Ct.
Kingfisher, OK 73750 | 35. | Christine Loosen Richardson
RT. 1, Box 178
Watonga, OK 73772 |
| 27. | Dorothy Loosen, Successor Trustee
of the Emil C. Loosen 1998
Revocable Trust
806 Chateau Ct.
Kingfisher, OK 73750 | 36. | Kathleen Loosen Starks
3340 N.W. 22nd St. Apt. 22
Oklahoma City, OK 73107 |
| | | 37. | Carlene Harpe
6304 W. Coventry Dr.
Stillwater, OK 74074 |
| | | 38. | Vilette Owen
2079 Briarcliff Road
Lewisville, TX 75067 |

39. Enid M. Collup, deceased
c/o Carol Currier
1301 N. Dearborn St., Apt 901
Chicago, IL 60610
40. James LeRoy Wheatley
508 S Broadway, Suite 5
Plainville, KS 67663-2802
41. St. Peter & St. Paul Catholic Church
309 S Main Street
Kingfisher, OK 73750
42. David A. Wheatley, Trustee of the
Wheatley Family Trust, under
agreement dated April 8, 1982
145 Gilmore Road
Toutle, WA 98649
43. Amanda E. Kerr
5825 NW 47th Street
Warr Acres, OK 73122
44. Marlene H. Peppers, Surviving
Trustee of the Peppers Joint
Revocable Trust Agreement, dated
September 6, 1996
2109 NW 59th Place
Oklahoma City, OK 73112
45. Cecelia Mathilda Voss
4507 N Country Club Road
El Reno, OK 73036
46. Rita Margaret Kolar
12436 Croydon Rd
Oklahoma City, OK 73130
47. Marie Frances Tenborg
909 N Maize Road, #208
Wichita, KS 67212
48. Frederic Henry Reheman
26472 N 2845 Rd
Kingfisher, OK 73750-7100
49. Lawrence E. Reheman, Jr.
23876 N 2860 Rd
Kingfisher, OK 73750
50. John Stephen Reheman
1603 Lakeview Dr
Kingfisher, OK 73750-4615
51. Virginia Lee Norman, apparently
deceased c/o Jay Ruhl Norman
565 Ranch Trail, Apt. 224
Irving, TX 75063
52. MGW Properties, LLC David
Mueller, Agent
P O Box 57004
Oklahoma City, OK 73157
53. Gallaspy Oil Properties, LLC, an
Oklahoma Limited Liability
Company David Mueller, Agent
P O Box 57013
Oklahoma City, OK 73157
54. Rulewicz Energy, LLC, an
Oklahoma Limited Liability
Company
Attn: Stephen J Rulewicz
1200 Woody Creek Ct
Edmond, OK 73034-7075
55. FERRELL OIL CO., LLC
P O Box 1177
Oklahoma City, OK 73101
56. Hydrocarb-En, LLC
16764 Little Leaf Ln
Edmond, OK 73012-0674
57. TERRAFIN, Ltd.
1039 NW 63rd St
Oklahoma City, OK 73116

58. Michael Erik Almond & Angela Almond, husband & wife, JT
7800 Richland Rd NW
Piedmont, OK 73078
59. Joseph M. Culp & Jenise J. Culp, husband & wife, JT
4454 Moffat Rd NW
Piedmont, OK 73078
60. Ellen DeLana Jensen
707 S Hoff
El Reno, OK 73036
61. Laura Renee DeLana Baker
440 NW 148th Terrace
Edmond, OK 73013
62. Andrea D. Shannon
36 Homestead Loop
Sandpoint, ID 83864-8619
63. Eric Dal Shannon
1840 NW 172nd Street
Edmond, OK 73012-7008
64. David C. DeLana & Janice L. DeLana, Trustees of the David C. DeLana 2011 Revocable Trust, dated March 29, 2011
617 S Williams
El Reno, OK 73036
65. Moffat Farms Limited Partnership, an Oklahoma Limited Partnership
5905 Moffat Rd NW
Piedmont, OK 73078
66. John P. Meiwes, Successor Trustee of the Meiwes Joint Revocable Trust, dated April 9, 1991
12925 SW 59th SW
Minco, OK 73059

67. Sunray Capital, LP
P O Box 170
Gainesville, TX 76241
68. William Thurston Fisher
14555 Wunderlich Dr., Unit 2401JJ
Houston, TX 77069
69. Bette Fisher Norris
1801 W. Josephine
McKinney, TX 75069

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

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

EXHIBIT B

All 6,7,18, 14N-5W
All 1,2,11,12,13,14, 14N-6W
Canadian County

All 31, 15N-5W
All 35,36, 15N-6W
Kingfisher County

35, 15N-6W 10,14,17,31,32	36, 15N-6W 1,2	31, 15N-5W 4,6,24,28,29,30
2, 14N-6W 10,11,14,18, 20,21,31,32	1, 14N-6W 10,11,12,13,14, 15,18,20,21,31,32	6, 14N-5W 4,6,22,31,32
11, 14N-6W 9,12,13, 15,19,20	12, 14N-6W 10,11,14,18,20,21	7, 14N-5W 3,4,5,6,7,8,27
14, 14N-6W 9,12,13,15,19,20,26	13, 14N-6W 1,2,10,12,14,15, 18,19,20,21,25	18, 14N-5W 3,4,6,8,16,23

	Source No.	Common Source of Supply	ACRE	Product	S/L	Order No.	Lands Affected
1.	2273	Mississippi Lime	80	Oil	SU LD	66879 55880 as Redenominated by 62761 as Rearranged by 150543 as Corrected by 167144	All 13, 14N-6W All 36, 15N-6W
2.	4228	Hunton Limestone	80	Oil	SU SU	66879 59098	All 13, 14N-6W (Inconsistent Nomenclature) All 36, 15N-6W
3.	5539	Hunton	80	Oil	SU	66535	All 7,18, 14N-5W
4.	6310	Bartlesville	160	GGC		503803 71795	E/2 & SW 31, 15N-5W S/2 & NW 6, N/2 & SE 7, All 18, 14N-5W
5.	6310	Bartlesville	80	PO	SU	290113	SW 7, 14N-5W
6.	6311	Prue	160	GGC		503803 71795	E/2 & SW 31, 15N-5W S/2 & NW 6, N/2 & SE 7, All 18, 14N-5W
7.	6311	Prue	80	PO	SU	290113	SW 7, 14N-5W
8.	6312	Mississippi	80	Oil	SU	71795	All 7,18, 14N-5W
9.	8575	Layton	80	PO	SU LD LD	187655 as Corrected by 191923 187655 as Corrected by 191923 as Rearranged by 281147	NW & S/2 11, 14N-6W All 14, 14N-6W NE 11, 14N-6W
10.	9366	Oswego	160	Gas		127809 134929 172458 169572	S/2 & NW 1, All 2, 14N-6W All 12, 14N-6W NW 13, 14N-6W SW 35, 15N-6W
11.	9366	Hunton (Spacing Superseded) Mississippi (Spacing Superseded)	160	Gas		127809 134929	S/2 & NW 1, All 2, 14N-6W (Inconsistent Nomenclature) All 12, 14N-6W
12.	9366	Oswego	80	PO	SU LD SU SU	127809 as Reformed by 321779 127809 as Reformed by 187655 as Corrected by 191923 127809 as Reformed by 187655 as Corrected by 191923 as Rearranged by 281147 172458 as Reformed by 186397 186397	NE 1, 14N-6W NW & S/2 11, 14N-6W All 14, 14N-6W NE 11, 14N-6W SW 13, 14N-6W E/2 13, 14N-6W
13.	9366	Hunton (Spacing Superseded) Mississippian (Spacing	80	PO	SU	127809 as Reformed by 321779	NE 1, 14N-6W (Inconsistent Nomenclature)

		Superseded)			SU LD	127809 as Reformed by 187655 as Corrected by 191923	NW & S/2 11, 14N-6W All 14, 14N-6W (Inconsistent Nomenclature)
					LD	127809 as Reformed by 187655 as Corrected by 191923 as Rearranged by 281147	NE 11, 14N-6W (Inconsistent Nomenclature)
14.	10422	Prue Skinner Red Fork	160	GGC		127809 134929 172458 169572	S/2 & NW 1, All 2, 14N-6W All 12, 14N-6W NW 13, 14N-6W SW 35, 15N-6W
15.	10422	Prue Skinner Red Fork	80	PO	SU LD SU SU LD SU	127809 as Reformed by 187655 as Corrected by 191923 186397 172458 as Reformed by 186397 127809 as Reformed by 187655 as Corrected by 191923 as Rearranged by 281147 127809 as Reformed by 321779	NW & S/2 11, 14N-6W All 14, 14N-6W E/2 13, 14N-6W SW 13, 14N-6W NE 11, 14N-6W (Inconsistent Nomenclature) NE 1, 14N-6W
16.	11669	Oswego	80	Oil	SU	145566	All 18, 14N-5W
17.	13119	Viola Arbuckle First Wilcox Second Wilcox	160	Gas		169572	SW 35, 15N-6W
18.	13702	Viola Simpson Group	160	Gas		172458 207112	SW 1, NW & SE 2, SW 12, NW 13, 14N-6W NE 12, 14N-6W
19.	13702	Viola Simpson Group	80	PO	SU LD SU SU LD	172458 as Reformed by 187655 as Corrected by 191923 172458 as Reformed by 186397 186397 172458 as Reformed by 187655 as Corrected by 191923 as Rearranged by 281147	NW & S/2 11, 14N-6W All 14, 14N-6W SW 13, 14N-6W E/2 13, 14N-6W NE 11, 14N-6W
20.	13702	Arbuckle	160	Gas		172458 207112	SW 1, NW & SE 2, All 11, SW 12, NW 13, All 14, 14N-6W NE 12, 14N-6W

21.	13702	Chester Series (Spacing Superseded)	160	Gas		172458 207112	SW 1, NW & SE 2, SW 12, NW 13, 14N-6W NE 12, 14N-6W
22.	13917	Prue Skinner Red Fork Bartlesville Viola Wilcox	80	Oil	SU	175711	NE 6, 14N-5W
23.	13981	Viola	80	Oil	SU	214299	SW 18, 14N-5W
24.	14158	Oswego	160	GGC		179273	All 31, 15N-5W
25.	14550	Layton	80	Oil	SU	186397	E/2 & SW 13, 14N-6W
26.	20021	Big Lime	80	Oil	LD	262590	S/2 NW 14, 14N-6W
27.	21507	(True) Layton Oswego Skinner Red Fork	80	Oil	SU	290113	SW 7, 14N-5W
28.	29039	Pawnee Upper Skinner Lower Skinner Pink Red Fork Hunton Viola Wilcox	160	PG		503803	E/2 & SW 31, 15N-5W
29.	33825	Mississippian	640	O&G		589375	All 31, 15N-5W (Horizontal Unit)
30.	33826	Woodford	640	GGC		589375	All 31, 15N-5W
31.	36558	Mississippian	640	Oil		621116 as Amended by 625906 623457 626166 626212 as Amended by 640613	All 2, 14N-6W (Horizontal Unit) All 1, 14N-6W (Horizontal Unit) All 6, 14N-5W (Horizontal Unit) All 35, 15N-6W (Horizontal Unit)
32.	36558	Woodford Hunton	640	Oil		621116 623457 626166 626212 as Amended by 640613	All 2, 14N-6W (Horizontal Unit) All 1, 14N-6W (Horizontal Unit) All 6, 14N-5W (Horizontal Unit) All 35, 15N-6W (Horizontal Unit)